July 13, 2020

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

Dear Sir/Madam,

Subject: Submission of Notice of the 87th Annual General Meeting of Bata India Limited alongwith the Annual Report for the Financial Year ended March 31, 2020

Pursuant to Regulation 30 read with Part A (Para A) of Schedule III and Regulation 34(1)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), we hereby enclose the Notice of the 87th Annual General Meeting of Bata India Limited to be held on Thursday, August 6, 2020 at 1.30 P.M. (IST) through Video Conferencing or Other Audio Visual Means and the Annual Report of the Company for Financial Year ended March 31, 2020 respectively.

The said Notice which forms part of the Annual Report for the Financial Year ended March 31, 2020 is being sent only through e-mails to the shareholders of the Company at their registered e-mail addresses and the same has also been uploaded on the website of the Company under the web-link https://www.bata.in/bataindia/a-29_s-181_c-42/investor-relations.html

This is for your information and record.

Thanking you,

Yours faithfully,

For BATA INDIA LIMITED

NBagaria

NITIN BAGARIA
Company Secretary & Compliance Officer

Encl.: As above

Bata

WALKING WITH INDIA SINCE 1931

ANNUAL REPORT 2019-20

Bata India Limited

INDEX

CORPORATE OVERVIEW

ANNUAL REPORT

OUR FIGHT AGAINST COVID-19

Manufacturing masks at the Batanagar factory

Distributing footwear to healthcare professionals & food to local communities

MARCHING FORWARD TO THE NEW BEAT

Another eventful year has gone by, meanwhile, at Bata India, we have been maintaining last year's momentum as we continue our journey in emerging as an agile, aspirational and the most sought-after brand. Today, our mix of new products, innovative experiences and thoughtful brand positioning blend seamlessly with the redefined and reimagined Bata. These efforts augment Bata's new brand narrative of being vibrant, contemporary, fashion-centric and millennial-friendly.

Bata's brand ethos of resilience and responsibility are amply demonstrated by our resolute but compassionate response in the face of the unprecedented socio-economic repercussions of the COVID-19 pandemic. As a 126-years young company, we have experienced crises throughout our history. Bata has kept operations going through wars, nationalizations, natural disasters and pandemics. The core values that served us through those challenging times remain unchanged, ensuring the well-being of employees, serving customers at all times and managing short-term difficulties by standing resolutely by our partners while being true to our long-term vision.

The company's committed campaigns such as #ParkYourShoes and #StayActiveWithPower were aligned with the government's agenda of prioritizing safety and health. Accordingly, we have undertaken all necessary measures in promoting the safety and well-being of our employees, customers and local communities. In protecting stakeholders, our Batanagar factory prepared 35,000-plus masks and 4,000-plus face shields that were distributed among our employees, their families, the police, hospitals in the vicinity and local communities. Your company has already provided more than 6,000 pairs of washable footwear to medical staff in hospitals.

Keeping customer-centricity as the focus, we have moved successfully into new segments. Our revamped brand identity has inspired new customers. These include millennials, whom we have been targeting as part of our transformation story. Millennials are avid shoppers, possess relatively higher disposable incomes, backed by a fashion-centric mindset. Given their natural inclination for casual and fashion products, they are an indispensable customer segment. Keeping this in mind, we have focused on bespoke offerings suiting millennials. Our omni-channel marketing strategy has also ascertained that Bata's online and offline presence attracts a cross-category of customers.

Popular campaigns involving influential brand ambassadors have been instrumental in enabling brand Bata in transitioning into its new image, generating greater growth. Our association with Lakme Fashion Week, (LFW) including being a showcase partner at the LFW, has helped in enhancing Bata's glamour quotient. Simultaneously, some recent campaigns, such as the 9to9 collection, have struck a strong chord with new-age working women – an aspiring fast-growing segment spending more on stylish footwear than ever before. Meanwhile, our Power campaign coupled with campaigns around the festive season and the launch of the first Naturalizer store in India have helped us in augmenting our brand image.

Our in-store experiences are now enthralling customers through their transformed look – be it the décor, the staff or the overall ambience. Today, Bata stores are open, vibrant and inviting, encouraging fashion-conscious customers to come back whenever they wish to purchase a new pair of shoes.

WE ARE BATA INDIA

Established in 1931, Bata India Limited is the largest retailer and manufacturer of footwear in the country. Our four state-of-the-art production facilities are located strategically across India, producing all kinds of footwear. We have a strong pan-India retail presence with 1,558 stores across cities, including franchisee stores.

Adhering to our customer-centric ethos, we have ensured that Bata enjoys high visibility via a large network of dealers, apart from company-owned stores. As a brand that has witnessed changing customer preferences over generations, we have always kept pace via new product offerings. Our commitment to quality, design, comfort and cost-efficient products has ascertained that Bata has been leading India's footwear sector for decades. Heeding local, regional and global fashion trends, we keep providing customers with novel collections every year.

OUR VALUES

- Serve with passion
- Be bold
- Count on me
- Improving lives
- Exceed customer expectations

OUR MISSION

- We help people to look and feel good
- We become the customer's destination of choice
- We attract and retain the best people
- We remain the most respected footwear company

OUR VISION

- To make great shoes accessible to everyone

OUR UNIVERSE IN NUMBERS

3.23 Mn sq.ft. of retail space across india

30534 Mn turnover (INR) in FY 2019-20

4 Strategically located manufacturing units

9762 Employees across functions and locations

1558 Retail stores across India including franchisee stores

21 Mn footwear pairs production capacity per annum

49.39 Mn footwear pairs sold this year

Bata®

BOARD OF DIRECTORS

BACK ROW (Left to Right)

Mr. Akshay Chudasama, Independent Director; Mr. Sandeep Kataria, Whole-time Director and Chief Executive Officer; Mr. Alberto Toni, Non-Executive Director; Mr. Ravindra Dhariwal, Independent Director; Mr. Rajeev Gopalakrishnan, Managing Director; Mr. Ram Kumar Gupta, Director Finance and Chief Financial Officer.

FRONT ROW (Left to Right)

Mr. Ashok Barat, Independent Director; Mr. Ashwani Windlass, Chairman and Independent Director; Ms. Anjali Bansal, Independent Director.

MANAGEMENT TEAM

BACK ROW (Left to Right)

Mr. Ankur Rastogi, Vice President - Sourcing; Mr. Vinod Kumar Mangla, Global Head (Internal Audit); Mr. Subhabrata Bal, Asst. Vice President – Emerging and Matured Market & Franchisee Operations (East); Mr. Manoj Goswani, Senior Vice President - Legal; Mr. Matteo Lambert, Chief Collection Manager; Mr. Vijay Shrikant Gogate, Head - City Stores; Mr. Kumar Sambhav Verma, Head - Omni Channel (Asia); Mr. Pankaj Gupta, Head – Emerging Market (India); Mr. Bishwanath Ganguly, Senior Vice President – Brands.

FRONT ROW (Left to Right)

Mr. Amit Kumar Gupta, Senior Vice President - Distribution Business; Mr. Ankur Kohli, Head - Real Estate (South Asia); Mr. Anand Narang, Vice President - Marketing & Customer Service; Mr. Sandeep Kataria, Whole-time Director and Chief Executive Officer; Mr. Ram Kumar Gupta, Director Finance and Chief Financial Officer; Mr. Sumit Chandna, Chief Merchandising Manager; Mr. Hitesh Narayan Kakkar, Vice President - Quality; Ms. Kanchan Chehal, Head - HR; Mr. Sanjay Kanth, Senior Vice President - Manufacturing & Sourcing.

AT THE HELM - BOARD OF DIRECTORS

MR. ASHWANI WINDLASS

Chairman and Independent Director

Mr. Ashwani Windlass has over four decades of top management stints with first-hand experience in both traditional and new age technology companies, and an exceptional track record of value creation. He now mentors top CEOs/Boards.

An MBA from FMS, Delhi University, he holds B.Com with a gold medal and a post-graduation in Journalism (B.J.) from Punjab University, Chandigarh.

Since 2008, he has been Chairman - SA & JVs, MGRM Inc., USA, a global research initiative on human life cycle based services. He is on Boards of several leading companies, including Hitachi MGRM Net Limited, Vodafone Idea Limited, Hindustan Media Ventures Limited and Jubilant Foodworks Limited. He served on Boards of Max India Limited / Max Financial Services Limited for over 25 years.

He established and managed over a dozen new ventures with world's leading corporations - Hutchison Group, Hong Kong, British Telecom UK, Comsat Corporation, USA, Avnet, USA and Royal DSM, Holland, Total Group, France, Hitachi Limited, Japan among others.

He has been the Founder Managing Director of Hutchison Max Telecom (later rechristened Vodafone India Limited) and Vice Chairman & Managing Director of Reliance Telecom Limited & Executive Chairman MGRM.

He has also anchored key policy initiatives with several governments and regularly contributes editorial columns.

MR. RAJEEV GOPALAKRISHNAN

Managing Director

Mr. Rajeev Gopalakrishnan holds a Bachelor's in Mechanical Engineering from the University of Kerala. He joined Bata Shoe Organisation (BSO) in the year 1990, and has since been associated with the Company. With a rich experience of 30 years, he has previously handled the positions of the Director of Wholesale Channels, Sales & Marketing with Bata International-Canada, and the Vice President of Bata India Limited in Retail Operations and Wholesale Division. Before joining as the Managing Director of Bata India Limited in October 2011, Mr. Gopalakrishnan was the Managing Director of Bata Retail Stores for a period of 9 months. He was previously the Managing Director of Bata Bangladesh for a period of one year and the Managing Director of Bata Thailand for a period of three years.

He has attended various courses and advanced programmes of BSO, viz. Course Leader Advanco 2009 (India / China), Advanco 2006 in Singapore, Advance Retailing Courses, Executive Management Programme in 2009, Sprint 1997 (Retail Course), and Retailco 1996 in India. In addition, he has also attended a programme in IMD, Switzerland on Leadership and Sustainable Business Growth.

Mr. Gopalakrishnan, with his visionary leadership, spearheaded Bata India's retail operations, re-engineered business processes, diversified product offerings while maintaining a strong culture of innovative outlook. A self-driven professional, he has taken Bata India on a high growth trajectory. With his strategic bent of mind and ability to spot opportunities, he has articulated a vision to make Bata India the most admired name in the branded footwear and accessories industry.

His contribution to the industry has been acknowledged at several renowned platforms. He was conferred with the 'Udyog Ratna Award' and the 'Certificate of Excellence and Gold Medal' by The Institute of Economic Studies in 2014, became the 'Retail Professional of the Year' in CMO Asia Summit at the 2015 Asia Retail Conference, and received the prestigious 'EY Entrepreneur of the Year 2015' (Finalist Award). Recently, the World Consulting & Research Corporation (WCRC) bestowed upon him the honour of 'India's Most Trusted CEO' in 2017.

MR. SANDEEP KATARIA

Whole-time Director and Chief Executive Officer

Mr. Sandeep Kataria 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.

Mr. Kataria has been the CEO of Bata India Ltd. for almost 3 years now. At Bata India Ltd, Mr. Kataria is responsible for the transformation of the footwear giant into a modern, contemporary brand for generations to come. Over the last 11 quarters, Bata India has seen a significant upswing in brand equity, sales and profits. His strategy to force reappraisal of the Iconic Brand with new look stores, contemporary new designs and cut-through insight driven advertising is being positively noticed by consumers across the Country.

Prior to taking over the charge at Bata India Ltd, Mr. Kataria was Chief Commercial Officer at Vodafone, leading the Marketing and Services function for the telecom giant in India and responsible for some of the most iconic marketing campaigns in India. Before Vodafone, he held CMO and General Manager roles at Yum! Brands (the owners of KFC, Pizza Hut & Taco Bell) in India and the UK. He was involved in the rapid growth of KFC & PH as well as the launch of Taco Bell in India!

He joined Hindustan Unilever from XLRI and worked there for almost 2 decades in several marketing & strategy roles across India and at the global headquarters at the UK.

Mr. Kataria is an engineer from IIT-Delhi and finished his PGDBM from XLRI in 1993 as the gold medallist of the batch. While IIT gave him the analytical skills, he believes XLRI was responsible for sparking the interest in Leadership & Marketing making him a life long student of consumer behavior and insight !

MR. RAM KUMAR GUPTA

Director Finance and Chief Financial Officer

Mr. Ram Kumar Gupta is the Director Finance and Chief Financial Officer 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).

He 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 organisation during his career, Mr Gupta 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. Mr. Gupta has attended various courses in BSO, including Adminco and Bata Finance E-Learning.

MR. ALBERTO TONI

Non-Executive Director

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

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

Prior to joining Bata Group in 2016, Mr. Toni held several senior leadership positions at market-leading organisations in Europe and Latin America. He began his career as Chartered Accountant in primary consulting firms in Italy, before moving to the FMCG Industry with Heineken, where he held positions of increasing seniority during his 18-year tenure at the company and thereafter worked with Deoleo, the global market leader in olive oil, listed at the Madrid stock exchange in Spain as Chief Financial Officer and was a central part of the leadership team steering the ambitious transformation of the business.

MR. RAVINDRA DHARIWAL

Independent Director

Mr. Ravindra Dhariwal is co-founder and Chairman of Sagacito Technologies, a data analytics firm specialising in helping enterprises maximise their revenues. He is also Senior Advisor, Mentor and Board Member of several leading listed and private firms.

Just prior to co–founding Sagacito, he was the Group CEO of Bennett & Coleman, India's largest media company, with diversified media platforms including Radio Mirchi, Times Television Network, Times Internet, Times OOH and the world's largest selling English newspaper 'The Times of India'. Mr. Dhariwal was also the world-wide President of International News Media Association from 2011-2013. He was honoured for his voluntary contribution to World News Media in 2014. Prior to joining Bennett & Coleman, Mr. Dhariwal worked with PepsiCo for 12 years. He was Pepsi's first employee in India, launched Pepsi brands in India helping build a successful business. He also led the Beverage Business in India, Africa and South East Asia for PepsiCo. Mr. Dhariwal started his career with Unilever in India in 1977, and worked for them in India and Australia for over 12 years mostly in Sales and Marketing management. In his career now spanning over 42 years, he has built consumer businesses all over the world. He has worked in diverse and varied cultures, and helped companies win customer loyalty and consumer regard. Mr. Dhariwal is an engineer from IIT Kanpur, and an MBA from IIM Calcutta. He was bestowed the Distinguished Alumni Award by IIM Calcutta in 2013 and also from IIT Kanpur in 2019.

MS. ANJALI BANSAL

Independent Director

Ms. Anjali Bansal is a former non-executive Chairperson of Dena Bank, where she successfully led the resolution of the stressed bank. She also chairs NITI Aayog Investment Council for Fintech and Women Entrepreneurship.

Ms. Bansal is founder of Avaana Capital, a fund platform that invests in innovation led business models to achieve impact at scale. She was previously global Partner and Managing Director with TPG Growth PE responsible for India, Middle East, Africa and SE Asia, global Partner, co-head Asia Boards and India CEO Spencer Stuart, and strategy consultant with McKinsey and Co in New York and India. She has been an active investor and mentor in companies including MakeMyTrip, Nykaa, Safari, Alphavector, Lenskart, UrbanClap, Darwinbox, Loantap. She started her career as an engineer. She serves as an independent non-executive director on the boards of Siemens Ltd, Tata Power, Voltas, Kotak AMC, and Delhivery. She is on the Advisory Board of the Columbia University Global Centers, South Asia. Previously, she chaired the India board of Women's World Banking, a leading global livelihood-promoting institution and continues to be an advisor to SEWA. She has previously served on the public boards of GSK Pharma. She is a charter member of TiE, serves on the managing committee of the Indian Venture Capital Association, mentor to Facebook SheLeadsTech.

An active contributor to the dialogue on corporate governance and diversity, Ms. Bansal co-founded and chaired the FICCI Center for Corporate Governance program for Women on Corporate Boards. She serves on the managing committee of the Bombay Chamber of Commerce and Industry. She is a member of the Young Presidents' Organization. She has been listed as one of the 'Most Powerful Women in Indian Business', by India's leading publication, Business Today, and by Fortune India. She is a frequent speaker at forums like Harvard, Stanford, Columbia, IVCA, BSE and jury member for awards including ET 40 Under 40, Women Ahead, CEO Awards, VC Circle, AIWMI Wealth Awards and others. She has a BE in Computer Engineering from Gujarat University and Masters in International Finance and Business from Columbia University.

MR. AKSHAY CHUDASAMA

Independent Director

Mr. Akshay Chudasama is the Managing Partner of Shardul Amarchand Mangaldas & Co. and heads the firm's practice in the Mumbai Region. He has expertise in cross-border M&A and Private Equity across a range of sectors. He advises both foreign companies entering India and Indian companies in their outbound acquisitions. Mr. Chudasama holds a degree in Bachelors of Arts (BA) from St. Xavier's College (University of Bombay) and is a Law Graduate from the London School of Economics (University of London), UK. He is enrolled as an Advocate with the Bar Council of Maharashtra and Goa, and as a Solicitor with the Law Society (England and Wales). He is also enrolled with the Bombay Bar Association, the International Bar Association and the Inter-Pacific Bar Association and is a member of Entrepreneurs' Organization and Young Presidents' Organization.

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

MR. ASHOK BARAT

Independent Director

Mr. Ashok Barat is a Fellow Member of the Institute of Chartered Accountants of India and a Fellow Member of the Institute of Company Secretaries of India. He has held responsible and senior leadership positions in various Indian and multinational organizations, both in India and overseas. He is on the Board of several other companies including Cholamandalam Financial Holdings Limited, DCB Bank Limited, Cholamandalam Investment and Finance Company Limited and Birlasoft Limited and advises businesses on governance, performance and strategy. Currently, he is the President of the Council of EU Chambers of Commerce in India.

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

FROM THE DESK OF THE CHAIRMAN

My Dear Shareholders,

First and foremost, I express my gratitude to the Board of Directors, the Bata Group and the shareholders for giving me the privilege of being the Chairman of this marquee company with a remarkable lineage and legacy of over one hundred years! I am simply humbled and delighted to address you for the first time.

Yet I begin with my deep feelings for those precious lives lost due to the ongoing pandemic. I pray and hope for its early end and for your safety and good health in these unprecedented times.

Bata India was incorporated as Bata Shoe Company Limited in 1931. In the years that followed, the operations grew and the Company went public in 1973 and became Bata India Limited. Today, Bata India has established itself as India's largest footwear retailer and caters to millions of customers every year.

At its core, Bata India has the same ethos as that of its founders and its parent, Bata Shoe Organization (BSO). The Passion, Philosophy and Values of BSO are an essential guide for everything Bata India does as an organization. The value systems of BSO have always stood the test of time and continue to provide strength to the team at Bata India during all business cycles.

Ranging from "*Serve with Passion*" to "*Exceed Customer Expectations*", from "*Be Bold*" to "*Count on Me*" and "*Improving Lives*", BSO Values find complete relevance in today's time and inspire us as leaders in business and positive contributors to society.

As a responsible corporate citizen, Bata India respects the National mandate during the current pandemic in its true letter and spirit, keeping the safety, hygiene and health of its customers and employees as its utmost priority. As its corporate social responsibility, Bata India is also committed through various initiatives in these times, including donation of 2 lakh pairs of footwear to assist the healthcare workers, volunteers and the frontline fighters who have been helping India recover from the Covid-19 pandemic. This is also part of one million pairs committed by BSO worldwide, making India a significant contributor.

As you would have observed, Bata India registered a healthy growth during the year 2019-20 till the Covid-19 pandemic forced a nationwide lockdown. During the year, Bata launched several campaigns to attract shoppers and maintained its leadership position by serving more than 1.20 lakh customers every day. Bata also continued to engage more deeply with millennials to remain a contemporary footwear brand in India.

While its overall thrust remained in the Retail sector, Digital platforms have become the primary channels during the lockdown period. The digital transformation journey that started four years ago, has taken a big leap forward in terms of the scale and width of products offered online. Bata India is constantly expanding its E-commerce footprint by ramping up its presence in online marketplaces allowing delivery in over 1,300 cities, rolling out home delivery from across 900+ stores and giving customers option to shop from the comfort of their homes via WhatsApp Chat with their neighbourhood stores. Your company remains committed to bring you the best online customer experience.

The current pandemic is a big force for all round change. Change is the only rule in current times to constantly assess and realign the way we work, we socialise and the way we live. This is the only way to stay relevant with what the future might hold for us. For all of us, there has never been a bigger need to focus on and prioritise personal safety and hygiene.

I am confident that the management of your company, under the able guidance and support of your Board of Directors and BSO, shall be able to successfully navigate through these timid but challenging market conditions, and that post-Covid-19, Bata India will emerge stronger than ever.

I would like to acknowledge and appreciate the continuous efforts of the executive leadership, management and employees who have taken the Company to new heights and have demonstrated the agility of the Brand Bata to stay relevant in changing and challenging times.

I would like to thank Bata (BN) B.V. and BSO for supporting your company with their expertise and experience.

I would also like to extend my heartfelt gratitude and appreciation towards my fellow Board Members for their unstinted support. My thanks also to our business associates and vendors who make our journey easier and simpler.

And finally, on behalf of the entire management and the Board, I want to thank you for your unwavering support.

Stay safe and in good health!

Warm regards,

Ashwani Windlass

FROM THE DESK OF THE

MANAGING DIRECTOR

Dear Shareholders,

At Bata India, we have had a fascinating year, with a whole new wave of candid campaigns and a fresh round of transformation. We have not just grown sales and net revenues, but clocked rapid success on the annual predetermined agenda too – continuing our momentum as a contemporary brand and augmenting the focus on consumer-centricity and innovation.

Notwithstanding the overarching impact of COVID-19, we have lived up to our reputation of weathering the worst storms and held our ground amidst the onslaught of the coronavirus pandemic. As we hold our heads high during the crisis, we have motivated our customers, employees, stakeholders and society at large through campaigns such as #ParkYourShoes and #StayActiveWithPower. We have maintained a humane approach of placing customers first. In testimony to Bata's proactive approach, we became cognizant of the crisis even before it struck India, thanks to our insights from the global markets. Consequently, we have maintained the highest standards of hygiene and preventive steps across all our stores and manufacturing units in the country.

Learning quickly from the events in Europe and South-East Asia, we began preparations in advance, ensuring the systems were in place for facilitating a seamless transition to a Work-from-Home scenario. As a result, our corporate employees are cohesively working from home. Meanwhile, we put great focus in understanding the anticipated change in consumer behavior and trends after the lockdown.

At Bata, the safety of our customers, store teams and allied stakeholders is paramount. Based on various directives from the regulatory authorities as well as learning from the best global practices of retailers during the present pandemic, your company has framed the modalities for store re-opening with immense care and caution and curated an elaborate store re-opening manual. This guidebook has been translated into 11 regional languages and taken online on Bata's e-learning platform on which over 6,000 retail staff have been trained already.

With resumption in store operations based on the clearance received from local authorities, we are ensuring that all stores complete the entire drill of deep cleaning and sanitization. To make the shopping experience safer and instill confidence, all stores now follow a 20+ point safety check list which includes deployment of sanitizers, gloves, masks, dispensers, quarantine boxes for tried shoes, self-trial of shoes by customers, contactless payments, e-invoices, social distancing and reduced staff strength. While traditional stores are being readied for reopening, our online store *www.bata.in is* offering customers essential collections ranging from Work from Home, Fitness, Easy Wash and other essential range of shoes.

As a brand with a proud legacy of surviving varied crises – even the Great Depression and two World Wars – we have been agile, adaptive and proactive in responding to all kinds of emergencies. Whatever the situation, we have always walked the talk and emerged even stronger. During the current crisis, from ensuring contingency planning for our factory workers to manufacturing masks and distributing medical supplies to employees, their families, the police and local communities, we have contributed our mite in mitigating the hardships of stakeholders.

During the last financial year, in driving a higher-growth trajectory, our campaigns have fostered a strong consumer connect, while communicating the essence of a younger, more fashion-centric, transformed Bata. In tandem with our global strategy, our initiatives in India have comprised 'Product Innovation', 'Premiumisation', 'Driving Footfalls' and 'Omni-Channel'.

Based on these endeavours, your company is now perceived more receptively – as an extremely appealing brand that straddles the gap between generations seamlessly while retaining relevance for all. Against this backdrop, we have continued to enhance our in-store experiences and product portfolios that offer customers a balance of style and comfort. Some examples of innovations that set us apart from the competition include our Hush Puppies shoes with Bounce Plus technology offering 3 times more comfort (vs previous generation), Back to School collection with anti-bacterial protection, killing 99.9% of odour-causing bacteria, introduction of memory comfort technology in our Bata Comfit range offering working women non-stop comfort and introduction of Power Mello walking shoes with marshmellow soft design and air-lock cushion soles promising more bounce & energy. By offering novel designs and technologies, we have provided to our consumers the best of designs, technologies and value. In 2019, we achieved 12% of our TO from innovations as against the target of 8.6%.

Right products coupled with smart pricing strategies have been crucial in gaining or retaining market share. Revamped product strategies have triggered rising footfalls in stores, reaffirming an attractive value proposition for our brand. Therefore, while major and mini metros contribute significant revenues, smaller markets have also displayed potential as new growth engines. Women's and kid's collections are emerging as growth categories, while men's categories continue to grow the overall business.

Targeting higher footfalls in line with the millennial momentum and to move ahead with the fashion-centric proposition, your company continued with its on-boarded celebrity brand ambassadors. While ace Bollywood celebrity Sushant Singh Rajput was the face of Men's Collections, Kriti Sanon's easily relatable persona helped in strengthening the emotional connect with the female customers. Given their easy-going personalities and tremendous popularity with millennials, our association with both of them is paying good dividends.

While Bata's three-pronged approach of design, technology and innovation resonated strongly in all the key launches this year, one message etched loud and clear through all-new launches and campaigns was our proposition of being "in fashion". The Stay Camera ready campaign with New Arrivals Every Friday proposition with the Sanon sisters highlighted our fashion-centric appeal across age brackets. The Men's Casuals with Sushant has gone a long way in establishing the unlimited collections of styles from Bata and the 9-to-9 collection for women communicated a strong amalgamation of comfort and style for working women. I am happy to share that our association with Lakme Fashion Week as show case partner in 2020 has brought alive the ideals of the reimagined Bata that is high on style and glamour.

On the other hand, celebrity cricketer Smriti Mandhana is the perfect face for our fitness brand Power as she inspires the nation's youth to adopt a healthier and fitter lifestyle. Power Fitness Collection launched last December by Smriti Mandhana, put forth a perfect amalgamation of technology, comfort and performance. Our strong technical claims such as 30% more rebound, shock absorption and comfort through offerings like Power Move and Power Hitro helped your brand further build a strong differentiator and garner more traction in India's growing fitness market, thereby accelerating growth.

Reiterating your company's commitment to helping consumers lead a healthier lifestyle, we launched the second season of Power Fitness Challenge. Like last year the participants had to purchase a Power shoes, lose at least three kilograms within 30 days, and on successful completion they would be rewarded with 50% cashback. Power Fitness Challenge 2020 was a much bigger success with over 28,000 participations from more than 1,150 Stores across 400+ cities.

The Hush Puppies brand, our premium footwear & accessory brands for both men and women expanded its offerings from its earlier focus on work shoes only to casual footwear for different occasions now. In an evolving market where consumers seek footwear possessing outstanding performance features, along with style, the recently introduced offerings like Bounce Max, Bounce and Bounce Plus collections offer casual styles infused with technology to keep pace with consumers' bustling lifestyles.

Your company has had a host of year-round new offerings in our journey of expanding footprints. A focus on the burgeoning kid's segment via key product technologies such as Bubble Flex, Bubble Absorb, Bubble Aroma continues with the intent of providing better comfort and antibacterial protection to our junior ambassadors. In Scholl, we continued to attract seniors with new footwear launches offering superior comfort with Gelactive, Memory Cushion, Massagio and Biomechanics technologies. Our bestsellers Hush Puppies, Power, Scholl and Bata collections are tested by SATRA – a leading global footwear authority – and achieved higher Comfort Index results, a testament to world class quality. Your company continued adding new retail stores in malls and high-street locations, enhancing its Retail footprint to grow faster. These spacious stores are located in India's emerging markets and based on the global 'Red Store Concept' design. As the new face of Bata in India, these stores are the first touchpoint for consumers' "Surprisingly Bata" experience. A concept that is not furniture heavy, it accords prominence to products rather than fixtures, enhancing the look and feel of contemary products. While 3D elements and strategically-placed lighting have been judiciously used to boost product appeal throughout Bata stores pan-India, there's a conscious effort to make our display design language consistent across stores, fostering better brand recall.

We are committed to sustaining investments in renovating existing stores. Therefore, in creating a delightful shopping experience for consumers, we have initiated a “Store Excellence Programme”. This improves the customer journey inside our stores and boosts business objectives, while delivering excellent customer service.

During the year ended March 31, 2020, we opened 66 new Bata retail stores and 52 franchisee stores while renovating 49 stores across India. Your company is strengthening various brands under the Bata canopy such as Power and Bubblegummers and is continuously testing these formats in more locations.

Your company bolstered its position in the market by launching the first Naturalizer flagship store in India at DLF Promenade Mall, New Delhi followed by another at DLF Avenue, Saket. The Naturalizer collection serves modern-day women well in all-day comfort as its patented N5 comfort technology takes the wearer anywhere and everywhere with unmatched ease. The collection flaunts countless styles ranging from pumps, mules, chunky soles and heels.

Presently, your company operates 3 Power and Bubblegummers stores. Besides, the brand has 97 Hush Puppies standalone concept stores. Other than concept stores, the brand is present in 102 stores. In Store counters nationwide, making it the footwear brand with the highest penetration in India.

‘Bata Club’ – your company’s consumer loyalty platform – is growing in size and profitability, thanks to your steadfast trust and patronage. Coupled with strong digital integration and prudent use of data and analytics to map customer preferences, we have been customizing communication through personalized platforms such as WhatsApp, ensuring a wider reach. Through better insights, we have made our loyalty programme more relevant and appealing for our esteemed customers. Be it special birthday offers and other memorable days or for inducting new customers, we have successfully driven repeat purchases. This ensures stronger conversion rates and adding more value on every purchase, all of which are instrumental in our staying on target for greater growth. We are adjusting to the customer journey in the post-COVID era by introducing a Phygital ecosystem. Your company has recently introduced Bata Chat Shop with assisted shopping. With this new service, customers can now order for their footwear from the convenience of home through popular chat applications. During the process, they are assisted by our store staff.

In attracting our young, fashion-conscious consumers and growing stronger with them, tapping the online market opportunity is imperative. For this, we have been pursuing the e-commerce business avenue more aggressively during the last year. In addition to *www.bata.in*, we paid special attention to leveraging and optimizing strong partnerships with e-commerce companies such as Myntra, Amazon, and Flipkart as they remain the first choice for most millennials in online shopping, permitting a wide reach. Besides increasing online revenues, a prominent presence on these platforms boosts Bata’s brand visibility.

We realize that augmenting our brand presence and image includes cultivating a strong sense of fashion and relevance as well as increased production effciency while improving processes across manufacturing units.

We also cannot forget that our employees have made us what we are today. Without employee support, growth and expansion would not be possible. Not surprisingly, we keep rolling out initiatives throughout the year in promoting employee development.

Product innovation, state-of-art infrastructure and marketing strategies all come together in defining business goals and priorities as well as determining success. But none of this would be meaningful if we cannot create a positive impact on the local communities where we operate. In line with our social objective of bettering lives and making a difference, your company continues to invest and has made significant strides in harnessing its resources for the successful implementation of social projects like Bata Children's Programme (BCP) which is working in creating a better future for under-privileged children through the Ballerina Project in association with Nanhi Kali, India's largest girl-child education initiative. Through the Happy Steps Footcare Awareness Programme, we reached out to 24,000 children during the year with the objective of creating awareness about the importance of healthy feet, maintaining of foot hygiene, dealing with foot injuries, diabetic feet, foot exercises, etc.

The objective of the 'Stride with Pride' campaign – 'No Child Should Go Bare Foot'. This has been a consumer connect programme wherein customers were allowed to contribute towards the social cause in collaboration with Bata. Shoe donation boxes were set up to collect old shoes from customers, supported by on-ground as well as online communication campaigns with the extensive involvement of employees. School children were also encouraged to participate. For every old pair of shoes received, Bata donated a new pair to a needy child. More than 1,48,000 pairs of shoes have been collected till date from various cities. This initiative is being rolled througout the country.

Naturalizer flagship store at DLF Promenade Mall, New Delhi

At Bata, we believe in giving back to planet Earth. Therefore, we pledged a dedicated commitment to sustainability via concerted green initiatives for creating a difference and driving change. In our endeavor to reduce paper consumption and saving trees, your company has begun offering 20 Bata Club reward points to customers who refuse a paper bag at the time of purchase.

The campaign to continue our paperless drive via e-invoices is adding momentum to the sustainability pledge. On the manufacturing side, apart from using 100% water-based adhesives in our factories, we have also deployed a Zero Discharge System (ZDS) at three of our four factories. Soon, we will be completely ZDS-compliant across all factories. Bata's zero-discharge approach is minimizing our demand for natural water and helping achieve a cleaner water footprint.

Achieving such scale and speedy growth requires the support and contribution of all shareholders and consumers. All stakeholders have been an important part of our growth story over the last year, contributing to every milestone we reached. Therefore, let's keep walking in unison, while growing stronger and coming out of the COVID-19 crisis during the next few months.

MARKETING MILESTONES

Resurgent and millennial-friendly, the new Bata is growing stronger each day. Our robust marketing strategy is based on deep consumer insights gained through multiple consumer researches, observations gained from consumer behavior inside our stores, listening to consumers post-purchase and reaching out to them for product feedback before launching any new product. We have identified that working women, kids and youth are fast growing segments that are driving growth in footwear and accessories market, while the men's segment continues to be the largest one.

All day footwear offering morning to evening comfort has emerged as a key driver, considering the increasing presence of women in the workforce, which is estimated to grow over the next four years in India.

Reflecting the above changes in the market landscape, Bata is conscious about its strategy in emerging as a brand of choice for both the comfort- and fashion-conscious customers; appealing equally to the family segment as well as 25 to 35-year-olds. In keeping up with the changing times, we continue to evolve our portfolio to include more casual, fashionable, brighter colors and younger styles. We have used multiple touch-points and different marketing media like PR, TV campaigns, outdoor events, social media influencer, product seeding and sponsorship in engaging, launching new products and reshaping overall consumer perceptions across segments. The change in perception has been across all key segments and is further captured in their brand affinity scores, footfalls and sales. Bata's overall consumer age has dropped from 39 to 36 years, thereby becoming over 3 years younger in the space of 2 years.

With our continuous focus on working women and the younger segment, we launched a number of contemporary, fashionable styles with our added comfort advantage – The North Star Athleisure collection, Red Label fashion collection, 9to9 non-stop comfort collection, Naturalizer work range, and the chunky sole North Star collections are a testament to that. At the same time, your company is constantly reinventing its offerings and marketing/communication strategy to fulfill the evolving needs of our customers. The launch of Back to school collection - Anti-Bacterial Shoes was yet another milestone for our company. Anti-bacterial school shoes kill 99.99% of odour-causing bacteria, which is all-the-more relevant in today's time. Under the Scholl brand, we have reinvented the product and highlighted it through experiential props.

Bata was one of the first to launch the Chunky range of sneakers under North Star by keeping a close watch on new trend development amongst the youth. The collection boasts of a streamlined, adaptive and sleek fit that delivers even more zoned stretch and breathability.

With our focus on addressing consumer needs for contemporary bags, we introduced AM-PM bags collection equipped with the right mix of functionality and fashion – whether it is the twin grab handles or top zip closure for safety along with multi-compartments. Simple yet appealing, the handbags feature ample space to accommodate all essential belongings and have been a strong value addition in our journey of growing stronger with diverse product portfolio.

Targeting to change perception amongst younger audience and drive footfalls, Bata associated with Lakme Fashion Week (LFW) this year. Our participation as a showcase partner at LFW reiterated Bata's appetite for promoting diverse forms of fashion and the intent in boosting our branding. Our launch of the Red Label collection at the Fashion Week with trendy smart casual multi-colours and contemporary styles via high and mid-block heels in printed and metallic uppers helped us up the ante in the fashion-centric mission. Furthermore, it helped in strengthening your brand's growing narrative of being a universal fashion powerhouse. As we networked with leading designers at the event, we heard them talk about their love for the Bata brand and how surprised they were to see Bata's new avatar. Aligned to the strong youth and fashion-centric agenda, our TVCs and online campaigns across various touch points like Facebook, Youtube, Instagram and Twitter continued the momentum generated last year. Each brand campaign addressed existing perceptions, helping us gain widespread traction and reaching millions of customers who have begun valuing us for the brand values we represent. In line with our thought of #SurprisinglyBata, we have been clocking massive change even as customers are delighted with the fresh, new Bata imagery.

Our new campaigns have been in sync with new collections. Aligned to achieve our marketing goals, our brand ambassadors – actor Kriti Sanon, along with cricketer Smriti Mandhana – have helped us grow stronger by bringing alive brand-new collections, namely, the Athleisure Collection, 9to9 Collection, Power Fitness Collection with experiences and promises for millennials. Their strong social media appeal further added to our cross-country reach, once again emerging as the people's favorite brand.

Kriti Sanon and her sister Nupur Sanon starred in the Festive campaign highlighting our New Arrivals Every Friday proposition and showcasing camera-ready diverse product collections in trendy colours, and a plethora of designs, ranging from ballerinas, ethnic, stilettos, sneakers and more. The campaign showcased our stance of being continuously in-trend, presenting the latest designs for the fashion-centric, millennial customers. Similarly, the 9to9 campaign, with its strong focus on working women, witnessed strong resonance among an audience that is gaining momentum each day and shopping for footwear more than ever. They also remain strong on their preferences and choice of patterns and as a result they are on trend.

What's pleasing is that most of our recent campaigns have struck a chord with the young, fashion-forward and, health conscious consumers. Simultaneously, public perception about Bata is shifting steadily from being a school shoe, formal footwear brand to one offering aspirational designs and focused on offering innovative, technologically superior and fashion-centric products. In turn, this has generated positive word-of-mouth publicity around brand Bata. We have come a long way in driving our transformation story and growing stronger by the day. Given these ground realities, we are confident that our celebrities Kriti Sanon and Smriti Mandhana will continue accelerating the brand's growth trajectory.

We have been celebrating womanhood by going beyond the confines of Women's Day and listening to our women customers throughout the year. As a growing audience, they are instrumental in nurturing trends and we have always looked up to them. Our digital content has always tried to touch a chord with the customers and the Women's day film was Bata's signature way of acknowledging all women who have contributed to making us what we are today. Aptly, it showcased our 10 exclusive women-run stores across India. Moreover, our offerings such as the Bata Comfit collection with its Memory Comfort technology is growing rapidly and has become the favourite in the lady's comfort segment.

We continued focusing on making retail stores inviting and offering better experiences and services. We opened the first Bata Happy Feet Centre at Viviana Mall, Thane, Mumbai, offering 3D foot-scanning for customized insoles, shoe spa to prolong shoe life and medicated pedicure by trained staff. All these are expected to boost in-store experiences. Whereas in 2018, we rolled out the Net Promoter Score (NPS) service capturing consumer feedback digitally, in 2019, we began incentivizing our store staff for offering better services based on customer ratings.

Believing in our philosophy of 'footwear for all', Bata marketing initiatives have included the major metros as well as Tier II and Tier III cities. Expanding our franchise network across India, we are reaching out to all segments. This is helping us maintain the momentum with increased footfalls and rising brand recall among a larger audience as we keeping expanding our footprints.

In March, as COVID-19 impacted operations, Bata stood strong with the community. With campaigns like #ParkYourShoes, Bata asked the customers to stay strong, remain optimistic and follow precautions by staying at home. Further to help community while staying at home, content like #StayActiveWithPower and #30SecPowerRunChallange were launched on the digital platforms to help them remain fit and positive.

AWARDS AND ACCOLADES

Best Loyalty programme in Retail Sector'2019 Awarded by Customer Fest Awards

Effie Gold'2020 in Beauty & Fashion Category Effie Bronze'2020 in Retail Effie Honor Award for Effective Marketing Communications Awarded by Adclub

Bronze Kaizen for "Productivity" Awarded at 12th CII National Competitiveness & Cluster Sumit 2019

Best Customer Retail Experience'2019 Awarded by Customer Fest Awards

Most Admired Fashion Brand of The Year (Footwear)' 2019 Awarded by Images Fashion Awards

Most Influential Brand of The Year'2019 Awarded by Images Fashion Awards

Best Innovation in Retention Strategy'2019 Awarded by RAI

Silver Kaizen for '5S & Safety' Awarded at 12th CII National Competitiveness & Cluster Summit 2019

Marquee 2019 Award by AdClub

Winner 'Zero Defect Manufacturing' Case Study Awarded at 12th CII National Competitiveness & Cluster Summit 2019

Recognition for 'OEM Initiative For Supplier Development' Awarded at 12th CII National Competitiveness & Cluster Summit 2019

Winner 'Cluster Approach On Supplier Development' Awarded at 12th CII National Competitiveness & Cluster Summit 2019

LAKME FASHION WEEK

Showcasing Bata's new stylish and comfortable collection at Lakme Fashion Week, 2020, Mumbai, India.

CORPORATE SOCIAL RESPONSIBILITY


Kerala School Classroom Renovation


Kerala School Kit Distribution


Kerala School Renovation


Handwash Structure for the Children


Kerala School Team

SCHOOL ACTIVITY


Girls at Nanhi Kali Center at Prayagraj


Employee Volunteers During Diwali Function


New Computer Lab at Batagunj


Independence Day Celebration at Gurugram

Water Filtration Plant at Gurugram

At Bata, we strongly believe in adhering to our founding family members' motto of enterprises being driven by a social purpose, improving the lives of the people connected to it. Therefore, we envisioned operating in a way that is economically, socially and environmentally sustainable, while being cognizant of the interests of all stakeholders.

Bata's CSR programmes are aimed at making a positive difference and driving meaningful impact among local communities across the country where we operate. The company constantly ensure that it is working seamlessly to enhance the quality of lives of the local people.

In FY 2019-20, Bata spent Rs. 75.93 million against its 2% obligation amounting to Rs. 71.84 million, thereby exceeding its entire CSR obligation.

Bata Children's Programme: This year, Bata Children's Programme (BCP) – a global initiative across 30 countries grew stronger. Meant for underserved children, it made an impact on 4,000 children across seven schools adopted under BCP in the vicinity of our factories and corporate office. A new school was adopted near the Bata Shatak factory in Hosur. We also aligned community development initiatives with the UN's Sustainable Development Goals – Gender Equality, Quality Education, Clean Water & Sanitation, Good Health & Well Being and Partnership for Goals.

A need-based analysis is done to map essential requirements of schools on infrastructure upgradation and basic sanitation. Thereafter, larger programmes are implemented focusing on holistic approaches such as promoting STEM learning through the setting up of science and computer labs, a comprehensive improvement on reading/writing skills by establishing libraries, monitoring and improving the overall health of children via regular health check-up camps, awareness sessions, life skills workshops on good and bad touch, substance abuse, promotion of sports and well-being workshops.

During the year, we also collaborated with the team from Piramal Foundation and Enable Health Society (EHS) to set up Water Filtration Plants at two schools in Gurugram, ensuring clean drinking water to more than 1,300 kids and staff. The filtration plant comes with a real-time monitoring mechanism to gauge water quality, production, consumption and overall health of the machine.

In association with NIIT Foundation, a new computer lab with 10 computers was set up at a Patna school with online learning modules. Teachers were trained by the NIIT Foundation, lesson plans and syllabus were customized and structured as per the children's learning levels, who were provided books. Thereafter, an assessment was conducted with NF certification.

A significant improvement in the children's knowledge levels was observed during the year via various programmes. Through our library programme, 68% of children reached the grade level in all language skills (listening, speaking, story-telling, reading and writing). Going forward, differentiated learning programme of the most reading-challenged children will be made available.

Additionally, workshops on personality development and career counselling for older children were introduced during the year, helping them prepare better for the future. To make children environment-conscious and adopt sustainable practices, various sessions on 'Say No to Plastic', 'Paper Bag Making', 'Healthy Sanitation, Hygiene practices, Water Conservation', and 'Tree Plantation Drive' were undertaken during the year.

STRIDE WITH PRIDE

Girls Joining SWP Campaign at a Ghaziabad School

Footwear Donation Drive at a Mumbai School

School Children Donating Old Footwear at a Ahmedabad School

HAPPY STEPS

Children with Footcare Kit at a Kolkata School

Footcare Kit Distribution

Poster Making Competition at Chennai

Girl-Child Empowerment through Nanhi Kali Project: Nanhi Kali – a Bata Ballerina project in association with K. C. Mahindra Education Trust has been a successful programme supporting the education of the underserved girl-child. In the year gone by, we supported the remedial education of 721 girls in primary classes apart from the 92 girls supported last year. These girls come to the academic support centres during and (at some places) after school hours, where teachers train the girls in concept-based learning. Continuous tracking of attendance, along with the assessments and evaluation of the girls' learning levels, is done throughout the year. A school kit consisting of personal clothing, notebooks, stationery, schoolbag, shoes, socks, a raincoat/pullover and feminine hygiene material is provided to each girl, thereby enabling her to attend the school with dignity. The team, works extensively with parents and local communities, sensitizing them to become collective guardians of the girls.

Happy Steps Programme: Through the Happy Steps Footcare Awareness programme, we reached out to 24,000 children during the year across 65 schools in Kolkata, Chennai, Bengaluru and Hyderabad. Through these workshops, we educate children on the importance of healthy feet, how to take care of foot hygiene, dealing with foot injuries, diabetic feet, foot exercises, etc. A customized Bata school kit comprising school socks, polish, laces and brush along with printed tips to keep their feet healthy and clean were distributed among the children.

Stride with Pride: The vision of this campaign is 'No Child Should Go Bare Foot'. A consumer connect programme, where customers were allowed to participate and contribute to the social cause in collaboration with the company. Shoe donation boxes were set up to collect old shoes from customers supported by on-ground and online communication campaigns with the extensive employee involvement. School children were also enrolled. For every old pair of shoes received, Bata donated a pair to a needy child.

Through this campaign, we reached out to 108 stores and 475 schools across 29 cities. We received tremendous response from consumers with more than 148,000 old pair of footware were collected. Segregated into various categories, the old footwear were either refurbished, repaired or destroyed in an environment-friendly manner via various agencies. Some overwhelmed customers even donated their new pairs or those in good condition. These were then donated directly to needy communities without any repair.

Bata donated more than 156,000 pairs of footwear to underprivileged children and community at large, including new footwear and old repaired footwear that were in fairly good condition. During the process, cobblers in various regions were mobilized as part of this initiative.

Disaster Relief and Rehabilitation: This year also witnessed the repair and restoration of four schools in Kerala affected by the recent floods. BCP Foundation supported the project that helped more than 500 students and school staff to return to schools and resume their education and allied activities. Also, there were initiatives to make school campuses environmentally more sustainable via features such as rainwater harvesting, solar energy and a plantation drive. These initiatives were done holistically whereby the schools served as demonstration centres, helping local communities incorporate these features in their homes.

Treatment of Children with Clubfoot Disease: During the year, we partnered with Miracle Feet Foundation for eliminating clubfoot disease, supporting the treatment of 66 children across Uttar Pradesh. Clubfoot is a congenital birth condition wherein one or both feet are turned inwards – a leading cause of disability in developing world children. With an incidence rate of 1 in 800 births, clubfoot is one of the world's most common birth defects. Annually, around 175,000 children are born with clubfoot globally. In India, approximately 35,000 children are born with clubfoot every year – almost 20% of the total global count.

SCHOOL RENOVATION

Before

After: Library

Before

After: Science Block

Before

After: Upgraded Classroom


This Children's Day.
Make Children's Day.
#stridewithpride
#letswalktogether
Bata


bata.in
Don't just leave it to Santa.
Give us your old shoes and we will gift a new pair to a needy child.
#STRIDEWITHPRIDE
Surprisingly
Bata

BATA PLEDGES A GREENER FOOTPRINT VIA ITS ONGOING GO-GREEN INITIATIVES

Plan to increase operational sustainability across India

Towards its green goal initiatives, Bata continues its resolute commitment to the ‘Recycle, Reuse, Reduce’ policy across manufacturing, retail and product operations. Given our large-scale operations, its systematic implementation across all stores and factories has been instrumental in setting exemplary corporate sustainability benchmarks in India.

At our Batanagar manufacturing unit, capabilities have been upgraded significantly by improving infrastructure, refurbishing buildings with the installation of modern, efficient machines and we remain productivity-focused, developing the capability to produce value-added, market-driven products. Our cemented plant has undergone an end-to-end transformation in terms of technology intervention, making it a world-class facility. Meanwhile, our PU plant has been fully refurbished with efficient infrastructure and new finishing lines. Highly-productive machines have been installed in the rubber plant, boosting both cost and capability. The installation of energy-efficient, smart LED lighting in factories and stores has also contributed towards reducing our overall energy consumption.

For EHS and social compliance across all factories, we have ensured zero-threshold standards. We have also recorded zero-threshold norms during the mandatory internal audit every quarter carried out across all factories. Our manufacturing is continuously driven by the 3R (Reduce, Reuse, Recycle) policy across all units ensuring a year-round sustainability drive. Furthermore, ensuring energy and water conservation, we have set up turbo ventilators, power sensors, LED lights, steam recovery systems and limit switches across all factories.

Another example of Bata’s sustainability focus is using water-based adhesives for its shoes, replacing traditional petroleum solvent chemical-based adhesives. The new eco-friendly adhesive has curbed the environmental impact of products. Yet another green initiative is the company’s association with ‘Life Naturals’, enabling its school shoes to provide anti-bacterial protection, while using natural compounds. At Bata, environment conservation is high on the agenda. Therefore, we are minimizing paper usage by adopting e-invoices, with customers receiving purchase invoices via SMS.

Believing in inclusivity, we realize one cannot achieve this without encouraging customer participation. Fortunately, we have seen complete participation from our esteemed customers and patrons in Bata’s sustainability mission. Revolutionizing a traditionally-paper intensive retail segment, Bata has launched unbranded paper carry-bags featuring creative, innovative messaging, encouraging customers to reuse paper bags and contribute their might in saving trees and walking along with us in our journey towards a greener planet. We have also initiated retail staff training so that they can educate customers about how paper products trigger deforestation. Customers volunteering to stop using carry-bags are rewarded with Bata Club points through an intelligent customer relationship management system.

Committed to fostering a safe environment, Bata is highlighting the benefits of its Go-Green initiatives, encouraging customers and industry peers in unitedly participating in the creation of a greener India.

Bata has constantly surprised its customers with innovative product offerings, new campaigns and a concerted endeavour in standing strong during difficult times. Through our Go-Green initiatives, we continue reiterating our brand’s identity of #SurprisinglyBata while expanding pan-India footprints.


NEW
power N-Walk
Walk Comfortable. Walk Longer.
Memory Foam Technology
power
TRY NOW.
DESIGNED IN CANADA


bata.in
NEW ARRIVALS
Bata Red Label Collection
TRY NOW
For You. From New York.
Surprisingly
Bata


Introducing
Wave Reflex®
Move like a wave
The wave pattern on the outsole bends and flexes with the foot to encourage instinctive movements.
Hush Puppies


NATURALIZER
NEW SEASON.
NEW COLLECTION.
Gorgeous Shoes with Impeccable Fit.

BATA INDIA LIMITED

CORPORATE INFORMATION
(AS ON MAY 25, 2020)

BOARD OF DIRECTORS

Mr. Ashwani Windlass	Chairman and Independent Director
Mr. Ravindra Dhariwal	Independent Director
Mr. Akshay Chudasama	Independent Director
Ms. Anjali Bansal	Independent Director
Mr. Ashok Kumar Barat	Independent Director
Mr. Alberto Toni	Non-Executive Director
Mr. Rajeev Gopalakrishnan	Managing Director
Mr. Sandeep Kataria	Whole-time Director and Chief Executive Officer
Mr. Ram Kumar Gupta	Director Finance and Chief Financial Officer

AUDIT COMMITTEE

Mr. Ashok Kumar Barat	Chairman
Mr. Ravindra Dhariwal	Member
Ms. Anjali Bansal	Member
Mr. Alberto Toni	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Ravindra Dhariwal	Chairman
Mr. Akshay Chudasama	Member
Mr. Alberto Toni	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Alberto Toni	Chairman
Mr. Akshay Chudasama	Member
Mr. Ravindra Dhariwal	Member
Mr. Rajeev Gopalakrishnan	Member
Mr. Ram Kumar Gupta	Member
Mr. Sandeep Kataria	Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Ms. Anjali Bansal	Chairperson
Mr. Ashok Kumar Barat	Member
Mr. Ram Kumar Gupta	Member
Mr. Sandeep Kataria	Member

RISK & COMPLIANCE MANAGEMENT COMMITTEE

Mr. Akshay Chudasama	Chairman
Ms. Anjali Bansal	Member
Mr. Ashok Kumar Barat	Member
Mr. Rajeev Gopalakrishnan	Member
Mr. Ram Kumar Gupta	Member
Mr. Sandeep Kataria	Member
Mr. Sanjay Kanth	(SVP-Manufacturing & Sourcing) - Member
Mr. Manoj Goswani	(SVP- Legal) - Member
Mr. Vinod Kumar Mangla	(Global Audit Head) - Member

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Nitin Bagaria

EXECUTIVE COMMITTEE

Mr. Rajeev Gopalakrishnan
Mr. Sandeep Kataria
Mr. Ram Kumar Gupta
Mr. Sanjay Kanth
Ms. Kanchan Chehal
Mr. Vijay Shrikant Gogate
Mr. Kumar Sambhav Verma
Mr. Pankaj Gupta
Mr. Anand Narang
Mr. Hitesh Narayan Kakkar
Mr. Matteo Lambert
Mr. Amit Kumar Gupta
Mr. Bishwanath Ganguly
Mr. Sumit Chandna
Mr. Ankur Kohli
Mr. Vinod Kumar Mangla

BANKERS

State Bank of India
HDFC Bank Limited

CHIEF INTERNAL AUDITOR

Mr. Vinod Kumar Mangla
(Global Audit Head)

CORPORATE IDENTITY NUMBER (CIN)

L19201WB1931PLC007261

INVESTOR RELATIONS MANAGER

Mr. Jyotirmoy Banerjee
Share Department
27B, Camac Street, 1st Floor,
Kolkata - 700016, West Bengal
Telephone : (033) 2289 5796 ; 2301 4421
Fax : (033) 2289 5748
E-mail : share.dept@bata.com

REGISTERED OFFICE

27B, Camac Street, 1st Floor,
Kolkata - 700016, West Bengal
Telephone: (033) 2301 4400
Fax: (033) 2289 5748
E-mail: corporate.relations@bata.com

CORPORATE OFFICE

Bata House
418/02, M. G. Road, Sector - 17,
Gurugram - 122002, Haryana
Telephone: (0124) 3990100
Fax: (0124) 3990116 / 118
E-mail: in-customer.service@bata.com

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

M/s. R & D Infotech Private Limited
7A, Beltala Road, 1st Floor,
Kolkata - 700026, West Bengal
Telephone : (033) 2419 2641 / 2642
Fax : (033) 2419 2642
E-mail : bata@rdinfotech.net / info@rdinfotech.net

AUDITORS

M/s. B S R & Co. LLP
Chartered Accountants
Building No.10, 8th Floor, Tower-B,
DLF Cyber City, Phase - II,
Gurugram - 122002, Haryana

SECRETARIAL AUDITOR

M/s. P. Sarawagi & Associates
Company Secretaries
'Narayani Building'
Room No. 107, 1st Floor,
27, Brabourne Road,
Kolkata - 700001, West Bengal

PRACTISING COMPANY SECRETARY

M/s. S. M. Gupta & Co.
Company Secretaries
P - 15, Bentinck Street,
Kolkata - 700001, West Bengal

WEBSITE

www.bata.in

QR Code for Company's Website - Investor's Relations Segment

BATA INDIA LIMITED

[CIN: L19201WB1931PLC007261]

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

Telephone: +91 33 2301 4400 I Fax: +91 33 2289 5748

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

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

Place : Kolkata — ***Company Secretary & Compliance Officer***

Date : June 20, 2020 — *ICSI Membership No. ACS 20228*

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.nsdl.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]

<table>
<tr><th>Particulars</th><th>Item No. 3</th><th>Item No. 4</th></tr>
<tr><th>Name of Directors</th><th>Mr. Sandeep Kataria</th><th>Mr. Ram Kumar Gupta</th></tr>
<tr><td>Designation of Director and Category</td><td>Whole-time Director and Chief Executive Officer (Executive Director)</td><td>Director Finance and Chief Financial Officer (Executive Director)</td></tr>
<tr><td>Date of Birth / Age</td><td>09.01.1970 / 50 years</td><td>01.11.1958 / 61 years</td></tr>
<tr><td>Nationality</td><td>Indian</td><td>Indian</td></tr>
<tr><td>Date of first Appointment on the Board</td><td>14.11.2017</td><td>19.08.2015</td></tr>
<tr><td>Terms and Conditions of appointment or re-appointment</td><td>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.</td><td>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.</td></tr>
<tr><td>Brief Profile</td><td>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.</td><td>He has over 33 years of experience in different positions in Bata Shoe Organization (BSO) and joined Bata India in July 1986.</td></tr>
<tr><td>Qualifications</td><td>B. Tech. Chemical Engineering from IIT Delhi, PG Diploma in Business Management from XLRI Jamshedpur.</td><td>B.Com. (Hons.), FCA.</td></tr>
<tr><td>Expertise and experience in specific functional areas</td><td>Marketing and Branding, Sales, Product Knowledge, Business Strategies and Planning, Merger and Acquisition, Business Administration.</td><td>Finance, Accounts, Taxation, Costing, Regulatory Compliance, Governance and Stakeholders Management, Strategic Planning, Experience in Manufacturing Sector accounting.</td></tr>
<tr><td>Directorships held in other companies</td><td>1. Bata Properties Limited
2. Coastal Commercial & Exim Limited
3. Way Finders Brands Limited</td><td>1. Bata Properties Limited
2. Coastal Commercial & Exim Limited
3. Way Finders Brands Limited</td></tr>
<tr><td>Membership / Chairmanship of Committees of other Boards</td><td colspan="2">None</td></tr>
<tr><td>Relationships with other Directors, Manager and Key Managerial Personnel of the Company</td><td colspan="2">None</td></tr>
<tr><td>Number of Board Meetings attended during the year</td><td rowspan="2">Please refer to the Report on Corporate Governance, which is a part of this Annual Report.</td><td rowspan="2">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.</td></tr>
<tr><td>Details of Remuneration</td></tr>
<tr><td>Number of equity shares held in the Company (including equity shares held, if any, by relatives)</td><td colspan="2">Please refer to the Extract of Annual Return (Form No. MGT - 9), which is a part of this Annual Report.</td></tr>
</table>

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

NITIN BAGARIA

Company Secretary & Compliance Officer

ICSI Membership No. ACS 20228

Place : Kolkata

Date : June 20, 2020

BOARD'S REPORT TO THE MEMBERS

Your Directors are pleased to present the 87th Annual Report covering the operational and financial performance of your Company along with the Audited Financial Statements for the financial year ended March 31, 2020.

FINANCIAL HIGHLIGHTS & PERFORMANCE

(Rs. in Million)

Particulars	Financial Year ended on March 31, 2020	Financial Year ended on March 31, 2019
	(Audited)	(Audited)
Revenue from operations	**30,534.51**	**29,284.44**
Other Income	688.41	685.43
Total	**31,222.92**	**29,969.87**
Profit / (Loss) before Taxation	**4,850.77**	**4,782.65**
Provision for Taxation	1,581.62	1,486.05
Net Profit	**3,269.15**	**3,296.60**
Other Comprehensive Income / (Loss) (net of tax)	(20.27)	1.38
Total Comprehensive Income	**3,248.88**	**3,297.98**

Your Company has prepared the Financial Statements for the financial year ended March 31, 2020 in terms of Sections 129, 133 and Schedule II to the Companies Act, 2013 (as amended) (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

During the financial year ended March 31, 2020, your Company achieved a turnover of Rs. 30,534.51 Million as compared to the turnover of Rs. 29,284.44 Million recorded during the previous financial year ended March 31, 2019. Revenue from operations for the financial year ended March 31, 2020 has increased by 4% over the corresponding period last year. The Net Profit of your Company for the financial year ended March 31, 2020 stood at Rs. 3,269.15 Million as against the Net Profit of Rs. 3,296.60 Million for the financial year ended March 31, 2019. The Profit before Tax for the financial year ended March 31, 2020 reflects a growth of 1% over the corresponding Profit for the financial year ended March 31, 2019.

On a consolidated basis, your Company recorded a turnover of Rs. 30,561.14 Million during the financial year ended March 31, 2020 and achieved a consolidated Net Profit of Rs. 3,289.53 Million for the said financial year.

Your Company continued to be India's leading footwear brand during the year under review by maintaining its focus on strengthening and diversifying its product portfolio, innovation in comfort, design and materials, new store openings and renovation, enhancing customer experience as well as by launching new marketing campaigns like "Power Fitness Challenge", "Stay Camera Ready", "New Arrivals Every Friday" and by continuing to implement "Sweeping Angela off her Feet" strategy. Despite the challenging economic environment and market headwinds, your Company maintained stable growth rate during the year under review and sustained its leadership position. The Company also focused on making itself agile by investing in I.T., modernization and upgradation of its operations and warehouse management systems.

Your Company also bolstered its omni-channel home delivery offerings in 900+ stores thereby increasing its Pan-India footprint. To offer category-leading experiences, multiple "Experience Centers" were opened offering services like 360 foot-scanning, customized insoles, medicated pedicure and shoe laundry. The Company also continued to rollout the "Red" Store design.

Triggered by increasing internet and smartphone penetration, the ongoing digital transformation in India has significantly helped the growth of e-commerce business in India. Your Company is, accordingly, ramping up its online marketplaces presence. It has a robust e-commerce network that delivers to over 1,300 cities and towns across India. In addition, your Company also sells its products through partners like Amazon, Myntra, Tata Cliq and Ajio, amongst others. Your Company has also introduced purchases via WhatsApp chat with the neighbourhood stores for our customers. Further developments on our e-commerce business have been covered subsequently in this Report.

The Distribution Business and B2B Business of your Company also showed promising growth with repeat orders and new customers.

“Bata Closed” and “Comfit” showed healthy growth last year and “Power” grew in double digit on the back of new products and “Power Fitness Challenge”.

With the Covid-19 pandemic impacting people across the globe, socially and economically, your Company also witnessed severe disruption in its operations, which tapered the annual performance of your Company. Given the “New Normal” of work from home, your Company is focusing on increasing online sales through Bata.in and other online marketplaces. Your Company has adopted “Survive, Revive, Revitalise and Thrive” strategy to drive footfalls, stay engaged with customers and continue to build the Brand Equity. With the health and hygiene of our customers and employees as the focus areas for the current year, the Company is striving to gain share and is also working on various cost optimisation measures.

As a responsible corporate citizen and a trusted Brand, your Company is committed through various initiatives including donation of 2 lakh pairs of shoes to assist the health care workers, volunteers and their families and the frontline fighters who have been helping the Country in recovering from the Covid-19 pandemic.

SHARE CAPITAL

The Authorized Share Capital of your Company as on March 31, 2020 stood at Rs. 700 Million divided into 140,000,000 equity shares of Rs. 5/- each. The Issued Share Capital of your Company is Rs. 642.85 Million divided into 128,570,000 equity shares of Rs. 5/- each and the Subscribed and Paid-up Share Capital is Rs. 642.64 Million divided into 128,527,540 equity shares of Rs. 5/- each, fully paid-up.

DIVIDEND

In line with the Dividend Distribution Policy of the Company, your Board recommends a dividend of Rs. 4/- per Equity Share of Rs. 5/- each (i.e., 80%) for the financial year ended March 31, 2020. The dividend, if declared, by the Members at the forthcoming Annual General Meeting (AGM) shall be paid to the eligible Members of the Company from Wednesday, August 19, 2020 onwards. The total payout of aforesaid dividend amount would be approximately Rs. 514.11 Million. The said Dividend Distribution Policy has been annexed to this Board’s Report as **Annexure - I** and has also been uploaded on the website of the Company at *www.bata.in* and is available at the link https://www.bata.in/0/pdf/DividendDistributionPolicy-BIL.pdf

GENERAL RESERVE

The Company has not transferred any amount to the General Reserve during the financial year ended March 31, 2020.

CREDIT RATING

ICRA Limited (ICRA) has reaffirmed the Credit Rating of ‘[ICRA] AA+’ (pronounced as ICRA double A plus) for the Non-Fund Based Facilities of your Company. The outlook on the Long Term Rating is ‘Stable’.

DEPOSITS

Your Company has no unclaimed or unpaid matured deposit or interest due thereon since December 31, 2013. Your Company has not accepted any deposits covered under ‘Chapter V - Acceptance of Deposits by Companies’ under the Act during the financial year ended March 31, 2020.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

In terms of Section 186 of the Act and Rules framed thereunder, details of the Loans given and Investments made by your Company have been disclosed in Note No. 5 of the Notes to Financial Statements for the year ended March 31, 2020, which forms part of this Annual Report. Your Company has not given any guarantee or provided any security during the year under review.

RELATED PARTY TRANSACTIONS

During the financial year ended March 31, 2020, all transactions with the Related Parties as defined under the Act read with Rules framed thereunder, were in the ordinary course of business and at arm’s length basis. Your Company does not have a ‘Material Subsidiary’ as defined under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”).

During the year under review, your Company did not enter into any Related Party Transaction which requires prior approval of the Members. All Related Party Transactions entered into by your Company had prior approval of the Audit Committee and the Board of Directors, as required under the Listing Regulations. Subsequently, the Audit Committee and the Board have also reviewed the Related Party Transactions on a quarterly basis. During the year under review, there have been no materially significant Related Party Transactions having potential conflict with the interest of the Company.

Since all Related Party Transactions entered into by your Company were in the ordinary course of business and also on an arm's length basis, therefore, details required to be provided in the prescribed Form AOC - 2 are not applicable to the Company. Necessary disclosures required under the Ind AS 24 have been made in Note No. 35 of the Notes to the Financial Statements for the year ended March 31, 2020.

Investor Education and Protection Fund (IEPF)

In compliance with the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended from time to time, the Company has deposited a sum of Rs. 19,45,878/- into the specified bank account of the IEPF, Government of India, towards unclaimed or unpaid dividend amount for the financial year ended December 31, 2011.

As per the said Rules, the corresponding equity shares in respect of which Dividend remains unclaimed or unpaid for seven consecutive years or more, are required to be transferred to the Demat Account of the IEPF Authority. During the year under review, the Company has transferred 22,527 underlying Equity Shares to the Demat Account of the IEPF Authority, in compliance with the aforesaid Rules.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT

Except those disclosed in this Annual Report, there are no material changes and commitments affecting the financial position of the Company between the end of the financial year, i.e., March 31, 2020 and the date of this Report.

SUBSIDIARIES

The Company has three wholly owned subsidiaries *viz*., Bata Properties Limited, Coastal Commercial & Exim Limited and Way Finders Brands Limited. During the year under review, no company became or ceased to be a subsidiary, joint venture or associate of the Company.

The Annual Reports of these Subsidiaries will be made available for inspection by any Member of the Company at the Registered Office of your Company at 27B, Camac Street, 1st Floor, Kolkata - 700016, West Bengal between 11:00 A.M. and 1:00 P.M. on any working day upto the date of ensuing AGM. The Annual Reports of the aforesaid Subsidiaries for the financial year ended March 31, 2020 shall be provided to any Member of the Company upon receipt of written request. In view of the continuing statutory restrictions on the movement of persons at several places in the Country, Members may also send an advance request at the e-mail id - share.dept@bata.com for an electronic inspection of the aforesaid documents.

The Annual Reports along with the Audited Financial Statements of each of the Subsidiaries of your Company are also available on the website of the Company at *www.bata.in*

Pursuant to the provisions of Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014 (as amended), a statement containing the salient features of Financial Statements of the aforesaid Subsidiaries (including highlights of their performance and contribution to the overall performance of the Company) has been provided in Form AOC-1 which forms part of this Annual Report.

The Audited Consolidated Financial Statements (CFS) of your Company for the financial year ended March 31, 2020, prepared in compliance with the provisions of Ind AS 27 issued by the Institute of Chartered Accountants of India (ICAI) and notified by the Ministry of Corporate Affairs (MCA), Government of India also form part of this Annual Report.

Details of the Subsidiaries are given in the Extract of Annual Return in Form No. MGT - 9 as on March 31, 2020 and the same is annexed as **Annexure - II** to this Board's Report. The Annual Return referred to in Section 92(3) of the Act has been uploaded on the website of the Company at *www.bata.in* and is available at the link https://www.bata.in/bataindia/a-29_s-181_c-42/investor-relations.html

AUDIT AND AUDITORS

Statutory Auditors

In terms of the provisions of Section 139 of the Act read with provisions of the Companies (Audit and Auditors) Rules, 2014 (as amended), M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022) was appointed as the Auditors of the Company for a consecutive period of 5 (five) years from conclusion of the 84^{th} AGM held in the year 2017 until conclusion of the 89^{th} AGM of the Company scheduled to be held in the year 2022.

Your Company has received a certificate from M/s. B S R & Co. LLP, Chartered Accountants confirming their eligibility to continue as the Auditors of the Company in terms of the provisions of the Act and the Rules framed thereunder and also a copy of the certificate issued by the Peer Review Board (ICAI) as required under Regulation 33 of the Listing Regulations.

The reports given by the Auditors on the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 form part of this Annual Report and there is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Reports. The Auditors of the Company have not reported any fraud in terms of the second proviso to Section 143(12) of the Act.

Secretarial Auditors

In terms of Section 204 of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), your Board at its meeting held on February 6, 2020 appointed Mr. Pawan Kumar Sarawagi (ICSI Membership No. FCS 3381 and C. P. No. 4882) of M/s. P. Sarawagi & Associates, Company Secretaries, 27, Brabourne Road, Kolkata - 700001, as the Secretarial Auditors of the Company, to conduct the Secretarial Audit for the financial year ended March 31, 2020 and to submit Secretarial Audit Report.

The Secretarial Audit Report as received from M/s. P. Sarawagi & Associates in the prescribed Form No. MR - 3 is annexed to this Board's Report and marked as **Annexure - III**. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

CORPORATE GOVERNANCE

In compliance with Regulation 34 of the Listing Regulations read with Schedule V thereto, the Corporate Governance Report of your Company for the financial year ended March 31, 2020 is annexed as **Annexure - IV** and forms part of this Annual Report.

SIGNIFICANT AND MATERIAL LITIGATIONS / ORDERS

During the year under review, there were no significant material orders passed by the Regulators / Courts and no litigation was outstanding as on March 31, 2020, which would impact the going concern status and future operations of your Company. The details of litigation on tax matters are disclosed in the Auditor's Report and Financial Statements which form part of this Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

In compliance with the provisions of Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014 (as amended), a statement containing information on conservation of energy, technology absorption, foreign exchange earnings and outgo of the Company, in the prescribed format, is annexed to this Board's Report and marked as **Annexure - V**.

MANUFACTURING AND SOURCING

Your Company has an elaborate system-driven compliance programme in place starting with strict and detailed pre-review for on-boarding procedure in case of a new manufacturing partner in-sourcing and also for an associate manufacturer for our own factories. This includes clearance of documents and a thorough compliance audit prior to approval. All our factories have been audited by SGS and have been certified as fully compliant by them. Our vendors have also been audited by various competent organizations in order to check their level of compliance. The Company has engaged "Lexplosion" for providing support and also ensuring all statutory compliances across the organization including all the manufacturing units of the Company. The software provides real-time data visibility and a compliance dashboard. Multiple other initiatives are in progress across Occupational Health, Safety & Environment related aspects of the Company's operations at any given point of time.

To upgrade our associates and our own factories, we have also embarked upon "Manufacturing Excellence" programme driven by CII (Confederation of Indian Industry) & ICME (Indian Centre for Research and Manufacturing Excellence) to build up their capability which comprehensively covers continuous improvement programs such as 5S, TEI, Integrated Quality & Sustenance Management, etc. In regard to this, your Company was recognized in the category of "Zero defect manufacturing" & "Best Kaizen in environment" in Large Sector at the 12th CII Confederation on National Competitiveness & Cluster Summit held in National Capital and was also recognized in National Kaizen Circle Competition summit held in National Capital.

To remain competitive, your Company has also focused very strongly on innovation and has successfully launched products with anti-microbial properties & "ortholite" for our "Power" shoes to increase comfort & fitting experience. Your Company has been working continuously with TBU (Tomas Bata University) based out of Zlin, Czech Republic to improve properties of our rubber compound with better abrasion properties. Apart from such initiatives, your Company has also been using upcycled rubber for rubber soles for sports shoes through its association with “Austin Rubber” based out of U.S.A. which makes the product not only performance driven, but also eco-friendly.

RESEARCH AND DEVELOPMENT ACTIVITIES AND ENERGY CONSERVATION

Research and Development activities, during the year under review, continued to emphasize on creating a pollution-free and a safe work environment. Technological improvement in product development, material development, introduction of new footwear moulds, process improvement, etc. were the key focus areas to improve quality of footwear and productivity in manufacturing. During the year under review, your Company developed vulcanizable shoe with Microfiber synthetic Upper material & Rubber Sole.

An expenditure of Rs. 70.66 Million was incurred on Research and Development (including product development initiatives) during the year under review, as against Rs. 66.31 Million during the financial year 2018-19. Research and Development Centres at Batanagar, Bataganj & Batashatak manufacturing units of the Company, are approved by the Department of Science & Technology, Government of India.

Further information on conservation of energy and technology absorption are annexed to this Report and marked as **Annexure- V**.

CORPORATE SOCIAL RESPONSIBILITY

Your Company works on the belief that organizations should exist to serve a social purpose and enhance the lives of people connected through its business. The Company has a CSR Policy in place which aims to ensure that the Company continues to operate its business in an economically, socially and environmentally sustainable manner, while recognizing the interests of all its stakeholders. It takes up CSR programmes which benefit the communities in and around the vicinity of its operational presence, resulting in enhancing the quality of lives of the people in those areas.

Your Company has spent an amount of Rs. 75.93 Million during the financial year 2019-20 as against its 2% obligation amounting to Rs. 71.84 Million, thereby exceeding its entire CSR obligation. Your Company made significant strides to harness all its resources towards successful execution of the CSR projects across all locations.

Details of composition of CSR Committee and other relevant details have been provided in the Corporate Governance Report. The Annual Report on CSR activities is appended as **Annexure - VI** to this Report.

Model Schools under Bata Children’s Programme (BCP)

Bata Children’s Programme (BCP) is a Global programme which aims to work for the children from the underprivileged background and is operational in more than 30 countries wherever Bata has operations. Under BCP, your Company worked with around 4,000 children across the 7 schools adopted under BCP near our factories and Corporate Office. A new school was adopted near the Batashatak factory in Hosur.

A need-based analysis is done to map the essential requirements of the schools on infrastructure upgradation and basic sanitation requirements. Thereafter, larger programmes are implemented which focus on holistic approach such as promotion of STEM learning through setting up of science and computer labs, a comprehensive improvement on reading/writing skills through setting up of libraries, monitoring and improving overall health of children through regular health check-up camps and awareness sessions, life skills workshops on good touch bad touch, substance abuse, promotion of sports and well-being workshops.

During the year under review, your Company collaborated with a team from Piramal Foundation and Enable Health Society (EHS) to set up Water Filtration Plants at 2 schools in Gurgaon, providing clean drinking water to more than 1300 kids & staff. During the assessment of the drinking water quality, it was found out that the TDS levels in the water were very high as compared to the WHO standards which lead to serious diseases and illness. The filtration plant comes with a real time monitoring mechanism to monitor water quality, production, consumption and overall health of the machine.

In association with NIIT Foundation (NF), a new computer lab with 10 computers was set up at a Patna school with online learning modules. Teachers were trained by NF, lesson plans and syllabus were customized and structured as per the learning levels of the children, children were provided books and assessment was conducted with NF certification.

A significant level of improvement in the knowledge levels of the children was observed during the year under review through various programmes. Through the creative science workshops where children learn by using simple science kits, we could see almost 30% improvement in the knowledge levels of the children in their science topics. This year, digital sessions were introduced to make the learning more impactful and enjoyable.

Through our library program, overall 68% children reached the grade level in all language skills (listening, speaking, story-telling, reading & writing). Going forward, differentiated learning plan with the 'most reading challenged' children would be worked upon.

New workshops on personality development classes and career counselling sessions for the elder children were introduced during the year under review, which helped them prepare better for future. In order to make the children environment conscious and adopt sustainable practices, various sessions on 'Say no to Plastic', 'Paper bag making', 'Healthy Sanitation', 'Hygiene Practices', 'Water Conservation', 'Tree Plantation Drive' were held during the year under review.

Girl Child Empowerment through Project Nanhi Kali

Nanhi Kali - Bata Ballerina project, in association with K. C. Mahindra Education Trust, has been a successful programme to support education of the underprivileged girl children. During the year under review, we could support the remedial education of 721 girls in the primary classes in addition to the 92 girls supported last year.

Happy Steps Programme

Through the Happy Steps - Footcare Awareness programme, we reached out to 24,000 children during the year under review across 65 schools at Kolkata, Chennai, Bengaluru & Hyderabad. Through these footcare workshops, we educate children on the importance of healthy feet, how to take care of foot hygiene, dealing with foot injuries, diabetic feet, foot exercises etc. A customized Bata school kit comprising of school socks, polish, laces, brush along with the tips to keep the feet healthy and clean were also distributed amongst the children during the sessions.

Stride with Pride

The vision of this campaign is that 'No Child Should Go Bare Feet'. This has also been a big consumer connect programme wherein customers were given an opportunity to participate and contribute to the social cause in collaboration with the Company. Shoe donation boxes were set up to collect the old shoes from the customers supported with on ground as well as online communication campaign with extensive involvement of our employees. Children at schools were also reached out for participation. For every old shoe received, Bata donated a new pair to a child in need.

Further during the year under review, through this campaign we were able to reach out to 108 stores and 475 schools across 29 cities. There was a visible enthusiasm and pride amongst the consumers while donating their old shoes and contributing to make another one's life better.

We received a tremendous response from the consumers; over 1,48,000 old pairs collected. The old footwear collected were segregated into various categories. They were either refurbished, repaired or destroyed in environment friendly manner through various agencies. Some customers were so overwhelmed by the initiative that they even donated their new pairs or pairs which were in good condition, which we could donate directly to the needy communities without any repair.

Bata donated over 1,56,600 footwear to the underprivileged children, including new footwear and old footwear repaired (which were in fairly good condition). During the process, the cobbler community at various regions was also mobilized and built association with.

Disaster Relief & Rehabilitation

The year under review saw completion of repair and restoration of the 4 schools in Kerala, which got affected during the floods. BCP Foundation supported the project which helped more than 500 students and school staff to come back to the schools after floods and resume their education and other activities. Also, there were initiatives to make school campuses environmentally more sustainable via features like rainwater harvesting, solar energy and plantation drives. Children were also given school kits comprising of school bag and stationary items.

Treatment of children with Clubfoot disease

During the year under review, the Company partnered with Miracle Feet Foundation for Eliminating Clubfoot to support treatment of 66 children with the disease in UP region. Clubfoot is a congenital birth defect wherein one or both the feet are turned inwards, making it a leading cause of disability in children in the developing world. Clubfoot has an incidence rate of 1 in 800 births making it one of the most common birth defects in the world. Around 175,000 children are born with clubfoot globally every year. In India, approximately 35,000 children are born with clubfoot every year, i.e., almost 20% of the total global clubfoot births.

Details of our CSR Partners have been adequately covered in the Annual Report on CSR Activities.

SUPPORT FROM BATA SHOE ORGANIZATION

Your Company continues to receive support from the Holding Company - Bata (BN) B.V., Amsterdam, The Netherlands and also from Bata Shoe Organization (BSO). Your Company also enjoys the benefits of technical research through Global Footwear Services Pte. Ltd., Singapore (GFS). Your Company has renewed the Technical Collaboration Agreement with GFS with effect from January 1, 2011 for a period of ten years. In terms of the said Technical Collaboration Agreement, your Company receives guidance, training of personnel and services from GFS in connection with research & development, marketing, brand development, footwear technology, testing & quality control, store location, layout & design, environment, health & safety, risk & insurance management, etc. Your Company continues to obtain expertise and experience from the personnel of GFS and other BSO Group Companies to improve its product range and operational processes throughout the year. In terms of the said renewed Agreement, your Company has paid technical services fee of Rs. 322.62 Million to GFS during the financial year ended March 31, 2020, which is around 1% of the Turnover of your Company.

BOARD OF DIRECTORS, BOARD MEETINGS AND KEY MANAGERIAL PERSONNEL

Composition

Your Company's Board is duly constituted and is in compliance with the requirements of the Act, the Listing Regulations and provisions of the Articles of Association of the Company. Your Board has been constituted with requisite diversity, wisdom, expertise and experience commensurate to the scale of operations of your Company.

Meetings

During the year under review, a total of 4 (four) Meetings of the Board of Directors of the Company were held, i.e., on May 24, 2019, August 2, 2019, November 13, 2019 and February 6, 2020. Details of Board composition and Board Meetings held during the financial year 2019-20 have been provided in the Corporate Governance Report which forms part of this Annual Report.

Changes in Board Composition

Details of changes in the Board composition during the year under review are as under:

Sl. No.	Name of the Directors	Designation & Category	Reasons and date of appointment / re-appointment / resignation / retirement
1.	Mr. Ram Kumar Gupta (DIN: 01125065)	Director Finance and Chief Financial Officer (Executive)	Retired by rotation and re-appointed pursuant to Section 152(6) of the Act at the 86th AGM held on August 2, 2019.
2.	Mr. Ashok Kumar Barat (DIN: 00492930)	Independent Director	Mr. Barat was appointed as an Additional Director w.e.f. December 17, 2018 and was appointed as an Independent Director, at the 86th AGM held on August 2, 2019, to hold office for a term of 5 (five) consecutive years commencing from December 17, 2018.
3.	Mr. Alberto Michele Maria Toni (DIN: 08358691)	Non-Executive Director	Mr. Toni was appointed as an Additional Director w.e.f. February 12, 2019 and was appointed as a Director liable to retire by rotation at the 86th AGM held on August 2, 2019.
4.	Mr. Akshaykumar Narendrasinhji Chudasama (DIN: 00010630)	Independent Director	Mr. Chudasama, who was appointed as an Independent Director at an Extraordinary General Meeting held on August 4, 2014 for a term of 5 (five) consecutive years, was re-appointed at the 86th AGM held on August 2, 2019 as an Independent Director, to hold office for a second term of 5 (five) consecutive years commencing w.e.f. August 4, 2019.

Sl. No.	Name of the Directors	Designation & Category	Reasons and date of appointment / re-appointment / resignation / retirement
5.	Ms. Anjali Bansal (DIN: 00207746)	Independent Director	Ms. Bansal, who was appointed as an Independent Director at an Extraordinary General Meeting held on August 4, 2014 for a term of 5 (five) consecutive years, was re-appointed at the 86th AGM held on August 2, 2019 as an Independent Director, to hold office for a second term of 5 (five) consecutive years commencing w.e.f. August 4, 2019.
6.	Mr. Ashwani Windlass (DIN: 00042686)	Chairman & Independent Director	Mr. Windlass was appointed as an Additional Director on November 13, 2019 by the Board of Directors, to hold office as an Independent Director and was subsequently appointed for a term of 5 (five) consecutive years commencing from November 13, 2019, as approved by the Members of the Company, through Postal Ballot Process, results of which were declared on March 19, 2020.
7.	Mr. Ravindra Dhariwal (DIN: 00003922)	Independent Director	Mr. Dhariwal, who was appointed as an Independent Director at the 82nd AGM held on August 5, 2015 for a term of 5 (five) consecutive years with effect from May 27, 2015, was re-appointed, to hold office for a second term of 3 (three) consecutive years commencing from May 27, 2020, as approved by the Members of the Company, through Postal Ballot Process, results of which were declared on March 19, 2020.
8.	Mr. Shaibal Sinha (DIN: 00082504)	Non-Executive Director	Mr. Sinha tendered his resignation as a Director w.e.f. August 3, 2019, as he was entrusted with an additional responsibility of a special assignment by Bata Shoe Organization (BSO), globally.
9.	Mr. Uday Khanna (DIN: 00079129)	Chairman & Independent Director	Mr. Khanna ceased to be the Chairman & Independent Director w.e.f. August 4, 2019 after serving 13 years as an Independent Director including the last 8 years as the Chairman upon completion of his term as an Independent Director.

The Board expressed its deepest appreciation for the valuable contribution made by Mr. Uday Khanna and Mr. Shaibal Sinha during their respective tenures and noted the significant contributions made by them to the Company.

Directors seeking appointment / re-appointment

Mr. Sandeep Kataria (DIN: 05183714), Whole-time Director and Chief Executive Officer of the Company is liable to retire by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment. Your Board recommends the re-appointment of Mr. Kataria as a Director of the Company, liable to retire by rotation.

Mr. Ram Kumar Gupta (DIN:01125065), who was appointed as a Whole-time Director of the Company [designated as the Director Finance (Chief Financial Officer and Key Managerial Person)], for a period of 5 (five) consecutive years with effect from August 19, 2015, was re-appointed by the Board of Directors and the Audit Committee, based on the recommendation of Nomination and Remuneration Committee, as a Whole-time Director of the Company, designated as the Director Finance (Chief Financial Officer and Key Managerial Person) for a period of 3 years (i.e., from August 19, 2020) or till the date of expiry of the tenure of his services with the Company, whichever is earlier, subject to approval of the Members at the ensuing AGM. He will also be designated as a Key Managerial Person of the Company in terms of Section 203 of the Act.

Necessary Resolution(s) alongwith disclosure(s) / information(s) in respect of the directors seeking appointment / re-appointment at the ensuing AGM are being given in the Notice convening the ensuing AGM.

Other Information

Other details pertaining to the Directors, their appointment / cessation during the year under review and their remuneration are given in the Extract of Annual Return and the Corporate Governance Report annexed hereto and forming part of this Report.

Key Managerial Personnel

As on the date of this Report, Mr. Rajeev Gopalakrishnan (DIN: 03438046), Managing Director, Mr. Sandeep Kataria (DIN: 05183714), Whole-time Director and Chief Executive Officer, Mr. Ram Kumar Gupta (DIN: 01125065), Director Finance and Chief Financial Officer and Mr. Nitin Bagaria (ACS-20228), Company Secretary & Compliance Officer are the Key Managerial Personnel (KMP) of your Company.

Mr. Arunito Ganguly, Assistant Vice President, Company Secretary & Compliance Officer has resigned with effect from close of business hours on March 31, 2020. Accordingly, he also ceased to be a KMP of the Company.

Based on the recommendation of the Nomination and Remuneration Committee of the Board, Mr. Nitin Bagaria (ACS - 20228), a qualified Company Secretary, has been appointed by the Board of Directors at its meeting held on May 25, 2020 as the Company Secretary & Compliance Officer and KMP of the Company, w.e.f. May 25, 2020.

Details pertaining to their remuneration have been provided in the Extract of Annual Return annexed hereto and forming part of this Report.

Declaration by Independent Directors

Mr. Ashwani Windlass, Mr. Ravindra Dhariwal, Mr. Akshay Chudasama, Ms. Anjali Bansal and Mr. Ashok Kumar Barat, Independent Directors of your Company have declared to the Board of Directors that they meet the criteria of Independence as laid down in Section 149(6) of the Act and Regulations 16(1)(b) and 25(8) of the Listing Regulations and there is no change in the status of their Independence and have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The Board of Directors further confirms that the Independent Directors also meet the criteria of expertise, experience, integrity and proficiency in terms of Rule 8 of the Companies (Accounts) Rules, 2014 (as amended).

Committees of the Board

The details of composition, terms of reference, etc., pertaining to the Committees of the Board are mentioned in the Corporate Governance Report.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has duly complied with the applicable provisions of the Revised Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

AUDIT COMMITTEE

The Board of Directors of your Company has duly constituted an Audit Committee in compliance with the provisions of Section 177 of the Act, the Rules framed thereunder read with Regulation 18 of the Listing Regulations. The recommendations made by the Audit Committee are accepted by your Board.

NOMINATION AND REMUNERATION POLICY

Your Board has adopted a Remuneration Policy for identification, selection and appointment of Directors, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs) of your Company. The Policy provides criteria for fixing remuneration of the Directors, KMPs, SMPs as well as other employees of the Company. The Policy enumerates the powers, roles and responsibilities of the Nomination and Remuneration Committee.

Your Board, on the recommendations of the Nomination and Remuneration Committee, appoints Director(s) of the Company based on his / her eligibility, experience and qualifications and such appointment is approved by the Members of the Company at General Meetings. Generally, the Managing Director and Whole-time Directors (Executive Directors) are appointed for a period of five years. Independent Directors of the Company are appointed to hold their office for a term of upto five consecutive years on the Board of your Company. Based on their eligibility for re-appointment, the outcome of their performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Independent Directors may be re-appointed by the Board for another term of upto five consecutive years, subject to approval of the Members of the Company. The Directors, KMPs and SMPs shall retire as per the applicable provisions of the Act and the policy of the Company. While determining remuneration of the Directors, KMPs, SMPs and other employees, the Nomination and Remuneration Committee ensures that the level and composition of remuneration are reasonable and sufficient to attract, retain and motivate them and ensure the quality required to run the Company successfully. The relationship of remuneration to performance is clear and meets appropriate performance benchmarks and such remuneration comprises a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals. The Company follows a compensation mix of fixed pay, benefits, allowances, perquisites, performance linked incentives and retirement benefits for its Executive Directors, KMPs, SMPs and other employees. Performance Linked Incentive is determined by overall business performance of your Company. Annual increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the Board of Directors and Members of the Company. The Company pays remuneration to Independent Directors by way of sitting fees and commission on the net profits of the Company. Non-Executive Non-Independent Directors of your Company do not accept any sitting fees / commission. Remuneration to Directors is paid within the limits as prescribed under the Act and the limits as approved by the Members of the Company, from time to time.

During the year under review, the said Policy was amended with respect to the composition of the Nomination and Remuneration Committee in order to align the same with the requirements of the Act and the Listing Regulations. The amended Policy is uploaded on the website of the Company at *www.bata.in* and is available at the link https://www.bata.in/0/pdf/Remuneration-Policy_2015-160120.pdf

Your Company conducts a Board Evaluation process for the Board of Directors as a whole, Board Committees and also for the Directors individually through self-assessment and peer assessment. The details of Board Evaluation process for the financial year 2019-20 have been provided in the Corporate Governance Report which forms part of this Annual Report.

DISCLOSURES ON REMUNERATION OF DIRECTORS AND EMPLOYEES OF THE COMPANY

Details as required under Section 197(12) of the Act read with Rules 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), are annexed to this Board's Report and marked as **Annexures - VII and VIII**.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to provisions of Section 134 of the Act, the Directors, to the best of their knowledge and belief, hereby confirm that:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed;

(b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit of the Company for that period;

(c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) they have prepared the annual accounts on a going concern basis;

(e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

(f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

WHISTLE BLOWER POLICY / VIGIL MECHANISM

In terms of provisions of Section 177 of the Act and Rules framed thereunder read with Regulation 22 of the Listing Regulations, your Company has a vigil mechanism in place for the Directors and Employees of the Company through which genuine concerns regarding various issues relating to inappropriate functioning of the organization can be raised. A Vigil Mechanism Committee under the Chairmanship of the Audit Committee Chairman is also in place. The Whistle Blower Policy has been uploaded on the website of the Company at *www.bata.in* and is available at the link *https://www.bata.in/0/pdf/Whistle-Blower-Policy.pdf*

The Policy provides access to the Legal Head of the Company and to the Chairman of the Audit Committee. No person has been denied an opportunity to have access to the Vigil Mechanism Committee and the Audit Committee Chairman.

CONFIRMATION OF COMPLIANCE ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company is committed to provide a safe and secure environment to its women employees across its functions and other women stakeholders, as they are considered as integral and important part of the organization.

In terms of provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (as amended) and Rules framed thereunder, your Company has duly adopted a Policy and has also complied with the provisions relating to the constitution of Internal Complaints Committee (ICC). A summary of the complaints dealt during the financial year ended March 31, 2020 in terms of the said Act and Rules framed thereunder has been provided in the Corporate Governance Report which forms part of this Annual Report.

Your Company has been conducting awareness campaign across all its manufacturing units, warehouses, retail stores and office premises to encourage its employees to be more responsible and alert while discharging their duties.

RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Your Company's internal financial control ensures that all assets of the Company are properly safeguarded and protected, proper prevention and detection of frauds and errors and all transactions are authorized, recorded and reported appropriately. Your Company operates through definitive Chart of Authorities (COAs) and Standard Operating Procedures (SOPs) in respect of its operations including financial transactions. Such COAs and SOPs are regularly monitored and if required, modified from time to time depending on business requirements.

Your Company has an adequate system of internal financial controls commensurate with its size and scale of operations, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

Such practice provides reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with the applicable legislations and that the same are well within the COAs and SOPs, without exception. Your Company also monitors through its Internal Audit Team the requirements of processes in order to prevent or timely detect unauthorized acquisition, use or disposition of the Company's Assets which could have a material effect on the Financial Statements of the Company. The Internal Audit function is responsible to assist the Audit Committee and Risk Management Committee (renamed as 'Risk & Compliance Management Committee' w.e.f. May 6, 2020) [RCM Committee] on an independent basis with a complete review of the risk assessments and associated management action plans.

Risk Management is embedded in the Company's operating framework. Your Company believes that risk resilience is key to achieving higher growth. To this effect, there is a robust process in place to identify key risks across the Company and prioritize relevant action plans to mitigate these risks. Risk Management framework is reviewed periodically by the Board, the Audit Committee and the RCM Committee, which includes discussing the management submissions on risks, prioritising key risks and approving action plans to mitigate such risks. An assessment of cyber security has also been carried out in compliance with the requirement of the Listing Regulations and a mitigation plan has been made to counter such risks.

The Internal Audit Report and Risk Inventory Report are reviewed periodically by the Audit Committee of the Board of Directors. The Chief Internal Auditor is a permanent invitee to the Audit Committee Meetings. The Audit Committee advises on various risk mitigation exercises on a regular basis. Your Company has been maintaining a separate Internal Audit Team headed by the Chief Internal Auditor appointed by the Audit Committee of your Board.

Further details pertaining to the RCM Committee and Meetings held during the year under review are given in the Corporate Governance Report. Your Board is of the opinion that the Internal Financial Controls, affecting the Financial Statements of your Company are adequate and are operating effectively.

NON-APPLICABILITY OF MAINTENANCE OF COST RECORDS

The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act and Rules framed thereunder with respect to the Company's nature of business.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry structure and developments

India is the second-largest producer of footwear and third-largest footwear consumer globally. The footwear market in India was seeing an upsurge since past many years and was poised to continue its momentum in coming years on the back of growing demand for trendy, fancy and comfortable footwear among the youth of the Country.

Rapid urbanization, higher disposable income and growing influence of social media led to change in fashion trends. With increasing trend for active and exercise regimes, demand for athletic shoes grew rapidly as well.

Global economy has plunged into a severe contraction and is expected to shrink by over 5 percent this year due to the massive shock of the coronavirus pandemic and the shutdown measures to contain it. Except stores selling essential commodities, all other stores were shut down across the Country for nearly two months. Even today, not all retail stores have resumed operations. Even with the ease of lockdown norms, the consumer sentiment would take some time to revive. Though there is a shift of focus to e-commerce, it currently accounts for less than 10% of the total footwear sales in the Country.

Under the “New Normal” as India Inc. shifts to “work from home” and with socialising becoming a rare occasion, shoppers are purchasing casual and comfortable open footwear.

The silver lining, however, is the increasing awareness about health, thereby driving the demand for sports footwear. The retail footwear business is expected to improve gradually as the festive season is still ahead of us.

Opportunities and Threats

Recent changes in the consumer spending behaviour along with fall in disposable income has posed serious challenges for sustained future growth. To maintain such growth, your Company is taking necessary steps such as expanding its e-commerce footprint allowing deliveries in over 1,300 cities, rolling out its omni-channel home delivery across 900+ stores and giving customers the option to shop from homes via WhatsApp chat with our neighbourhood stores. Your Company is also working on various cost-optimisation measures including rental renegotiation, closure of unviable stores and digitalisation drive across the organization, etc., to eliminate redundancies. Your Company continues to focus on stylish, comfortable and durable quality products so as to be ahead of competition.

“Bata Ladies” and “Comfit” categories maintained good momentum. With changing lifestyle and focus on personal health, your Company is optimistic about its brand “Power” which has seen good demand uptick in the last year. Another opportunity in the current scenario is the preference of consumers towards more “comfortable” rather high fashion footwear. Your Company is uniquely placed to take advantage of this trend with its aspirational brand image especially in the Comfortable and Trusted footwear arena, wide range of recognized brands, upgraded online experience and unparalleled retail footprint.

Key Focus Areas

Marketing and Campaigns

Bata’s agile marketing strategy continued to evolve from traditional channels to digital and moment marketing with its continued focus on making the Brand more aspirational, making our retail stores inviting, leveraging deeper consumer insights and evolving the brand based on consumers’ post-purchase experience. We identified that working women, kids and youth are fast growing segments, while the men’s segment continues to be the largest one. We launched industry-first ‘9-to-9’ campaign promising working women non-stop comfort from morning till evening and promoting Bata Comfit, Naturalizer and Hush Puppies brands. For men looking to expand their collection for different occasions, we created a campaign promoting ‘Unlimited’ casual collection promising 500+ styles ranging from sneakers, loafers, boots & athleisure, across Hush Puppies, North Star and Bata Red Label brands.

Our digital marketing content has always tried to touch a chord with the customers with focus on relevant content along their digital journey. For the youth segment, we promoted new Power fitness range, North Star chunky sole sneakers & Bata Red Label colorful high-heels, in social media channels, via influencers and at fashion events like ‘Lakme Fashion Week’, where the designers talked about their love for the Bata Brand and how surprised they were to see Bata’s new avatar. Youth could discover the products in social channels and had the ‘Buy Now’ option there itself. The Women’s day digital film was Bata’s signature way of acknowledging all women who have contributed to making us what we are today, by showcasing our 10 exclusive women-run stores across India.

With our continued focus on attracting the younger audience, last year's 'Festive' campaign featured Kriti Sanon's younger sister Nupur Sanon and highlighted our 'New Arrivals Every Friday' proposition and showcased camera-ready diverse collections. While, we upped our ante with Surprisingly Bata campaigns in areas of fashion, casual and comfort, we also launched our new 'Back to school' collection campaign with 'Anti-Bacterial protection' that kills 99.99% of odour-causing bacteria and received endorsement from 8 out of 10 Doctors for this range which helped reinforce trust enjoyed amongst the moms.

With all these multiple campaigns throughout the year and with moment marketing, we saw improvement in Brand affinity scores, footfalls and sales. Bata's overall shopper's age dropped by 3 years over the last 2 years and we are firmly placed to reap the benefits of youth demographic dividend that India enjoys.

Innovation

We understand the importance of innovation in designing and creating our Collections. The successful implementation of new ideas and technologies is crucial to our business and gives Bata a competitive advantage over other brands in the marketplace.

Consumers preference has moved from normal everyday products to the ones which have more to offer and fulfill their needs. All our new ideas & technologies are taken through an Innovation Funnel, which determines their lifecycle from Idea stage to Roll out stage. Less than 50% make it to the marketplace, but those which do, have proven technologies, strong designs, appealing names and exciting claims. Their success rate are also determined by consumers focus groups done prior to launch.

The big stories which drove these results can be streamlined in 4 major areas which define Bata and its portfolio brands as the most trusted in India: Comfort, Performance, Protection & Hygiene, Sustainability.

The technologies which best performed were Memory Comfort, Memory Foam and Ortholite in the comfort area; Life Natural/ Bata Shield antimicrobial on schools' shoes collection; various Power technologies and GripLight in the performance area; APX rubber made of recycled tires as a big sustainable story.

Our Innovation agenda continues relentlessly as our Funnel delivers solid projects which will help drive the business growth. In coming years, 2020 and 2021, your Company will launch more sustainable stories (Bloom & Power Eco), Comfort blockbusters (Comfort Foam, Comfi Flex & Air vent technology) and Performance (Hydro Lite, Etpu & Floatz).

Customer Care Initiatives

Customer Service and Experience has been a big focus area for your Company. There is a dedicated customer service team to ensure that customers don't face any inconvenience and their concerns are addressed in a time-bound and effective way.

Over the year under review, your Company focused on improving its Customer Experience area with key initiatives like - automation of claim & exchange via a new point of sale utility to fast track the process, addition of a guided IVR with an option to request call back during high traffic hours and ensuring call abandonment was always less than 3%. Bata India continued to collect & measure consumer feedback actively about their shopping experience as well as claim/exchange experience. We also continued to drive detractor close-looping actively by calling back detractors and resolving their concerns. As a result, our Net Promoter Score improved by 12 percentage points annually.

Bata Club

Our flagship loyalty program "Bata Club" members has increased over the years & currently has over 13 Million active members (last 1 year active). We relaunched Bata Club during 2019, with the objective of increasing its awareness, rewarding our loyal shoppers, making it more consumer-centric and bringing in digital interventions. These measures included - launch of an exciting welcome kit to encourage first-time shoppers to come back, use of advanced analytics to drive more relevant and personalized campaigns, introducing technology driven in-store tools like customer single view at point of sale (POS) to drive conversion, upsell & cross-sell, launch of new communication channels like WhatsApp for Business and a digital micro-site to see reward benefits. All these has translated to increased engagement with Bata Club members: average monthly repeat rate has gone up by 5% percentage points and campaigns walk-ins rate has also doubled vs last year.

Segment wise or product wise performance

Your Company operates in Footwear & Accessories Segment only and performances of major business categories and key brands of your Company during the financial year ended March 31, 2020 are highlighted below:

Retail Business

Your Company has followed a strategy of "maximizing presence" which is built on Bata's core value strategy of "Win everywhere". Top end of the retail & consumer space is being served through opening Shop in Shops of Bata in large format Departmental stores having National presence. We are aiming to achieve higher brand equity through our presence in such counters. The core set of market is covered with the Company operated retail stores on highstreets & in Malls of Metro cities & tier 1-2 towns. While keeping the focus on growing existing stores, your Company also adopted a multi-prong strategy to continue presence in new malls, open stores in un-represented retail trade areas on high-street, enhance presence in legacy location & grow in the same market through bigger & better stores and also upgrade store experience through partial / complete renovations. Your Company kept a higher focus on opening franchisee stores in tier 3-4 towns and opened 52 stores thereby adding more than 40 new towns. Your Company is working towards a vision of 500 Stores through franchise network in the Country by increasing reach in towns with population of less than 2 lac. These spacious new stores are built in new Global Red Design which are true to our "Surprisingly Bata" campaign & with its clean design thinking & focus on Red & White color, gives a delightful shopping experience to our consumers. We also upgraded over 300 current stores to the proven Red Design.

Your Company started the concept of Bata Experience Centers under the name "Happy Feet Center" which gives consumers unique experiences and services like getting their feet scanned for a customized 3D insole, medicated pedicure and a shoe laundry which brings back shoes to life. These centers would be opened in select stores in key cities and would mark our market leadership which is not limited to selling footwear.

During the financial year ended March 31, 2020, your Company opened 66 new retail stores in addition to 19 relocations, 52 Franchisee stores and renovated 49 stores across India. Your Company closed 37 stores during the year under review. Your Company has plans to aggressively continue Revival of our Old Concept Stores into Red Concept to give our customers an aspirational experience.

Digital Multi-Channel Business

E-commerce business maintained steady growth during the year under review. We sold more than 1.8 Million pairs of footwear through online channels and achieved a turnover of Rs. 1250 Million. Launch of Endless Aisle, that connected retail store inventory to online website with technical integration, has multiplied the business potential by manifold. Bata India now ships more than 95% of orders received from Bata.in through its stores. Tools like WMS & Marketplace integration were put in place to scale up our market place operations. Advancing to Auto Replenishment lets the online stocks replenished for e-commerce the way retail stores are replenished with inventory on a regular basis.

In addition, Launch of Bata Home Delivery Services in over 900 stores allows store staff to place orders on customer's behalf if the article of their choice is not available in the store. This has helped retaining 100K+ customers in 2019, who otherwise would have walked out of our stores due to non-availability of size and color.

In 2019, Bata.in focused on Women centric campaigns to bring a paradigm shift in our women segment sale and it resulted in minimizing the gender ratio gap to 9%. In addition, Amazon observed a slight shift in audience group to a younger section as 42% of Bata customers shopped under the age band of 15-24 years vs last year, when it was 25-34 years.

B2B business has been steady on Amazon and Flipkart. Focus has been on improving secondary sales on these platforms which in turn improves primary business. Rigorous marketing campaigns including Cost per Click (CPC) and Cost per Million Impressions (CPM) were launched while diligently participating in brand specific and category specific events for increased Brand visibility.

Tech integrations like Return and Exchange Functionality improved customer experience on Bata.in, thus reducing customer complaints. Thus, your Company has also focused on Technology upgradation to make internal processes robust and strengthen the serviceability.

Hush Puppies

In Hush Puppies marketing there was a shift in communication from lifestyle to technology with introduction of new product technologies like Bounce Max, Bounce and Bounce Plus. Throughout the year, there has been consistent communication around bounce technology with focus on reactivating brand social media assets. Campaigns were promoted through various touch points covering Retail, in-mall branding, activations, print, digital and PR.

Hush Puppies has been the go-to brand for formal wear but with this new bounce technology collection, it introduced a large variety in causal styles and a vibrant range of colors. The collection is a perfect addition to your wardrobe with a variety of styles that can be paired up for modern work attires to on-the-go ensembles to trendy weekend looks.

The new range for men and women comes with smart sneakers, pumps and ballerinas in smooth-grain leather, knitted fabrics and soft colorful suede for men and women. The collection boasts of athletic-inspired comfort combined with elevated tailored styling that allows for more wearing occasions than an average shoe choice.

Comfort has been Hush Puppies' DNA and with Bounce Plus, the brand is taking the comfort quotient up a notch. Where consumers are looking for footwear to have the performance features of today, Bounce Plus collection brings casual styles infused with technology to keep up with consumers' hustling lifestyle.

Naturalizer

American shoe brand Naturalizer has been a pioneer in designing shoes specifically suited to the contours of women's feet since 1927. After successfully launching its exclusive stores in multiple international cities like New York, Chicago, Toronto & Dubai, Naturalizer has launched its first flagship store in India at DLF Promenade mall, New Delhi followed by second store at DLF Avenue, Saket. Designed in New York and adorned by working women, 'the shoe with the beautiful fit' has been retailing exclusively in India at 50 Bata stores across 4 cities for almost a decade.

Concept stores in India have been launched basis the New York, 5th Avenue store of the brand, carefully cultivated to reflect brand's heritage while incorporating modern elements to offer the ultimate brand experience designed specifically with their customer in mind. Objective with the launch of this store is to reach the loyal customer base while creating the ultimate destination for discovery through a strong retail showcase and experiential marketing.

The Naturalizer collection serves well to the modern-day women for all day comfort as the patented N5 comfort technology takes you anywhere and everywhere with unmatched ease. The collection flaunts countless styles ranging from pumps, mules, chunky soles and heels. Whether it's a family outing or a night out, movie night or client meetings, the collection has it all. The brand's design philosophy resonates with modern aesthetics combined with textures from their own archives and finds ways to incorporate them in the new collections.

Non-Retail Business

Your Company's non-retail business division comprises of urban wholesale, industrial and institutional business divisions and exports. Across all the divisions, actions are taken to improve customer service, enhancing quality of Product / Packaging and Upgrading the capability of employees. In the MBO business, products have been included which are innovative in terms of comfort and durability. In 2019, we changed the look, feel and quality of our lead brand Remo in Mens Dress, which received very good response. The revenue of this brand also grew handsomely in second half of the year. Bata availability in MBO have grown to more towns. We added about 175 new towns in 2019 and focus is to grow it further in 2020.

Outlook

The current economic state, fears of recession and challenging retail environment, pose new threats to businesses across all sectors. The Country wide lockdowns and the "New Normal" may lead to fundamental shift in customer behaviour and retail businesses in particular. Your Company is focused on "Survive, Revive, Revitalise and Thrive" strategy and is constantly monitoring the store level performance, driving sales through online channels and cost optimisation across all functions. Your Company is strategically positioned to harness the present challenges, given the strength of its Brand, innovation capabilities, retail foothold and growing online presence in footwear and accessories category.

Risks and Concerns and Contingent Liabilities

Your Company acknowledges the fact that competition from both domestic and international players is increasing by every passing day. In addition to increasing competition, the changing customer's behaviour and impact of online marketing initiatives have an effect on your Company's performance since your Company has a huge network of retail stores Pan India. With the opportunity for employment, gradually increasing people / talent retention is considered as a challenge. Your Company also realizes that modernization of I.T. systems along with having suitable protection from risk of loss / theft of data is one of the major areas of concern globally. Your Company monitors its major risks and concerns at regular intervals. Appropriate steps are taken in consultation with all concerned including the RCM Committee and the Audit Committee of the Board to identify and mitigate such risks.

During the normal course of its business operations, your Company has been subjected to litigations in connection with or incidental thereto. These litigations include civil cases, excise and customs related cases, etc. filed by and against the Company. These cases are being pursued with due importance and in consultation with legal experts in respective areas.

Your Board believes that the outcome of these cases is unlikely to cause a materially adverse effect on the Company's profitability or business performance. Your Company has a Contingent Liability of Rs. 412.36 Million as on March 31, 2020 as compared to Rs. 435.89 Million as on March 31, 2019. Attention is drawn to the explanations mentioned in Note No. 30 of the Notes to Financial Statements for the financial year ended March 31, 2020. In view of the present status and based on legal advice obtained from time to time, your Board is of the opinion that no provision is required to be made against these Contingent Liabilities.

Internal control systems and their adequacy

A separate paragraph on internal control systems and their adequacy has been provided elsewhere in the Board's Report.

Discussion on financial performance

Your Company has been able to achieve profitable growth and believes that this is sustainable, barring unforeseen circumstances.

The Earnings per Share (EPS-Basic and Diluted) of your Company for the financial year ended March 31, 2020 was at Rs. 25.44 as compared to the (EPS-Basic and Diluted) for the previous financial year ended March 31, 2019 was at Rs. 25.65. Your Company recorded EBITDA margin of 27.17% during the financial year under review as compared to 16.30% during the financial year 2018-19. However, as your Company has implemented Ind AS 116 on Accounting for lease effective April 1, 2019, accordingly these numbers are not comparable as against those of previous year.

Your Company does not have any Bank Borrowings and the entire capital expenditure has been funded through internal sources.

The Capital Expenditure incurred during the year under review amounted to Rs. 899.23 Million as compared to Rs. 911.96 Million in the previous year.

Details of significant changes in key financial ratios alongwith explanation

In compliance with the requirement of the Listing Regulations, the key financial ratios of the Company alongwith explanation for significant changes (i.e., for change of 25% or more as compared to the immediately previous financial year will be termed as 'significant changes'), has been provided hereunder:

Sl. No.	Particulars	2019-20	2018-19
(i)	Debtors to Sales (in days)	7	8
(ii)	Inventory to Turnover Ratio (in months)	3.43	3.44
(iii)	Interest Coverage Ratio	4.54	116.53
(iv)	Current Ratio	2.50	2.92
(v)	Debt Equity Ratio*	-	-
(vi)	Operating Profit Margin (%)	17.49	14.11
(vii)	Net Profit Margin (%)	10.64	11.26
(viii)	Return on Net worth (%)	17.13	18.88

** There is no borrowing in the Company. However, Finance cost includes interest expenses accounted for various deposits in accordance with Ind AS 109, Financial Instruments and interest expense accounted on various lease contracts in accordance with Ind AS 116, Leases.*

- The significant changes in Interest Coverage Ratio has been recorded due to significant increase in finance cost of the Company due to *Ind AS 116*.
- The significant changes in Operating Profit Margin (%), is due to cost efficiencies / productivity improvement and premiumisation of our product range leading to increased profits while Net Profit Margin (%) and the Net worth Ratio (%) has decreased primarily due to suspension of operations in all units in compliance with lockdown instructions issued by Central and State Governments due to Covid-19.

The other financial ratios of the Company relating to previous 10 years has been provided in other part of Annual Report 2019-20.

Material developments in human resource / industrial relations front, including number of people employed

Your Company has been continuously working to improve human resources skills, competencies and capabilities in the Company, which is critical to achieve desired results in line with our strategic business ambitions. Some key initiatives that have been taken during the financial year 2019-20 in this direction are summarized below:

Employee Engagement

- **Celebration of Founder's Day** - On 8th February, 2020 we celebrated our first Founder's Day, held in the Gurgaon office. This day was celebrated along with all our employees and their families. The celebrations included employee contests wherein our employees showcased their talent as part of "Bata's Got Talent", many gaming stalls and snacks on the go. This event core centered around celebrating employees who have completed long service years with the Company, covering 15, 20 and 25 years' service tenures with us.
- **Internal Customer Satisfaction Survey -** In order to align on our strategic focus areas as one team, we launched an internal CSAT survey**.** The objective of this survey was to know "how well we understand our internal customers & their expectations", "our responsiveness" and "challenges and bottlenecks". This exercise has helped us in identifying opportunities to manage and deliver better on expectations of our internal stakeholders and end consumer. Post the survey, each department has worked out an Action Plan and is working towards ensuring that our internal customers are just as happy as external customers.

Diversity & Inclusion

- The Company is keen to promote diverse workforce across the organization. On the occasion of International Women's Day, this year we launched our Balanced Workforce Strategy (BWS), under the branding of "Wforce". The WForce initiative offers a platform to promote and connect with our women employees across the Company. In addition to this launch, we have also tied up with TRRAIN (Trust for Retailers & Retail Associates of India) to focus on our diversity hiring program at our store level.

Training & Development Initiatives

- **Functional and Behavioral Training**

  We launched online learning for our employees catering to their individualized development needs. Employees can now take charge of their own learning and complete these trainings online as per their own convenience and time availability basis their specific development goals through the course of the year. In addition to this, we also offered a series of classroom training programs including Leadership & Coaching for Leaders, Personal Effectiveness, Negotiation skills and building up B2B Sales capability. Cross functional trainings were facilitated by internal experts across Retail, Merchandising & Collection teams.

- **Retail Curated Program Offerings**

  For our store staffs, an online learning platform **i-GROW** covers all our employees across our retail operations. This 24/7 learning platform is accessed by all our employees to complete their product training & certification as well as gain useful knowledge on new launches, MAP agenda and other seasonal retail programs.

  This year we also launched the **Retail Reboot** program covering all our store employees. This program was developed with a goal to impact the conversion rates by training store teams on improvements in the core processes. In the first phase of the program, Retail Managers and District Managers successfully completed "Train-The-Trainer" workshops conducted to become internal process coaches to cascade down the program to Store Managers.

Career Management

- **'Stepping Stones'** our career program was launched in 2019 to enable an employee to make a choice of role across functions and understand the differentiating competencies and work out a well-defined learning plan in collaboration with their respective functional heads. Another integral part of this initiative, is the introduction of a transparent **Internal Job Postings (IJP)** program which helps facilitate cross functional internal movements of our employees.
- With an aim to enhance the learning opportunities for our employees and to encourage knowledge sharing amongst BATA India and APAC regions**,** we created the **Talent Xpress** program. This is a meritorious program wherein high potential/ high performing employees in middle level roles are provided with exposure to different business challenges and get an opportunity to work with internal SMEs across the Asia Pacific Region.

Industrial Relations

Your Company believes in developing long term relationships with all our employees on an ongoing basis. Industrial relations at all the manufacturing units of your Company have been harmonious and peaceful with active involvement of the employees in the collective bargaining process. Your Company has also encouraged wholehearted participation of the employees and union in improving productivity as well as quality of its products.

As on March 31, 2020, there were 4,913 permanent employees on the rolls of your Company.

CAUTIONARY STATEMENT

There are certain Statements which have been made in the Management Discussion and Analysis Report describing the estimates, expectations or predictions, may be read as 'forward-looking statements' within the meaning of applicable laws and regulations. The actual results may differ materially from those expressed or implied. The important factors that would make a difference to the Company's operations include demand-supply conditions, raw material prices, changes in Government Policies, Governing Laws, Tax regimes, global economic developments and other factors such as litigation and labour negotiations.

BUSINESS RESPONSIBILITY REPORT (BRR)

In compliance with Regulation 34(2)(f) of the Listing Regulations read with the SEBI Circular No. CIR/CFD/CMD/10/2015 dated November 4, 2015, your Company has prepared a BRR in the prescribed format for the financial year ended March 31, 2020 describing initiatives undertaken by it from an environmental, social and governance perspective, which is annexed to the Board's Report and marked as **Annexure - IX**. The BRR has been uploaded on the website of the Company at *www.bata.in* and is available at the *https://www.bata.in/bataindia/a-29_s-181_c-42/investor-relations.html*

ANNEXURES TO THIS REPORT

The Annexures referred to in this Report and other information which are required to be disclosed are annexed herewith and form part of this Report:

Annexure	Particulars
I	Dividend Distribution Policy
II	Extract of the Annual Return as per Form No. MGT-9
III	Secretarial Audit Report
IV	Corporate Governance Report
V	Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
VI	Annual Report on CSR activities and CSR Policy
VII & VIII	Disclosures on remuneration of directors and employees of the Company
IX	Business Responsibility Report

ACKNOWLEDGEMENTS

Your Board is grateful for the continuous patronage of our valued customers and remains committed to serving them by delivering more style and comfort at every step. Your Board also acknowledges and appreciates the support rendered by all its business partners, suppliers, vendors, associates and dealers as well as the regulatory authorities of the Central and State Governments in India. Your Board is indebted to the unwavering support and trust reposed by you, our investors & shareholders and are also thankful to the Bata Shoe Organization (BSO) for their continuous support and guidance.

Your Board acknowledges, appreciates and values the year on year efforts by employees, workmen and staff including the Management headed by the Executive Directors who have all worked together as a team in achieving a commendable business performance despite a challenging business environment. Your Board wishes to place on record its deep appreciation of the Independent Directors and the Non-Executive Directors of the Company for their great contribution by way of strategic guidance, sharing of knowledge, experience and wisdom, which helps your Company to take the right decisions in achieving its business goals.

Your Board also wishes to place on record their deep appreciation to the Company's employees, suppliers, customers and Government authorities for their selfless efforts in helping your Company to gradually reach normalcy in operations within few weeks of lifting of lock down. The ownership and responsiveness shown by all the stakeholders is unparalleled and is a testimony of the spirit of this great organization.

For and on behalf of the Board of Directors

	Rajeev Gopalakrishnan	**Sandeep Kataria**
Place : Gurugram	**Managing Director**	**Whole-time Director and CEO**
Date : May 25, 2020	DIN: 03438046	DIN: 05183714

Annexure I

DIVIDEND DISTRIBUTION POLICY

1. OBJECTIVE

In terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI notification dated July 8, 2016, and in accordance with the requirements of the Companies Act, 2013 and Rules thereof, the Board of Directors of Bata India Limited ('the Company') at its Meeting held on November 25, 2016 has adopted the Dividend Distribution Policy.

2. BACKGROUND

The Company was incorporated as Bata Shoe Company Limited on December 23, 1931 under the Indian Companies Act, 1913 with its Registered Office in Kolkata, West Bengal. The name was subsequently changed to Bata India Limited on April 23, 1973. Bata India Limited has been declaring dividend since 1973, except in the years 1974, 1992, 1994-1997 and 2002-2006. The Company recognizes the need to lay down a broad framework for considering decisions by the Board of the Company, with regard to distribution of dividend to its shareholders and/or retaining or plough back of its profits.

3. EFFECTIVE DATE

The Policy shall be effective from December 1, 2016.

4. DEFINITIONS

a) "Act" means the Companies Act, 2013, and any statutory modification thereof.

b) "Company" means Bata India Limited.

c) "Board of Directors" or "Board", means the collective body of the directors of the Company.

d) "dividend" includes any interim dividend.

e) "financial year", means April 1 to March 31 every year.

f) "free reserves" means such reserves which, as per the latest audited balance sheet of the Company, are available for distribution as dividend:

   Provided that—

   (i) any amount representing unrealised gains, notional gains or revaluation of assets, whether shown as a reserve or otherwise, or

   (ii) any change in carrying amount of an asset or of a liability recognized in equity, including surplus in profit and loss account on measurement of the asset or the liability at fair value,

   shall not be treated as free reserves;

g) "IEPF" means Investor Education and Protection Fund set up by the Government of India.

h) "MCA" means Ministry of Corporate Affairs.

5. THE REGULATORY FRAMEWORK

The recommendation, declaration and payment of dividend by the Company is subject to the provisions of Sections 123 and 134(3)(k) of the Companies Act, 2013 read with Companies (Declaration and Payment of Dividend) Rules, 2014 and Regulations 12, 29, 42, and 43 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6. GENERAL POLICY OF THE COMPANY AS REGARDS DIVIDEND

a) The Board shall determine the payment of dividend in a particular financial year after taking into consideration the following factors:

   i. Financial performance of the Company, including the Net Profit earned during the current and previous years and also the accumulated profit (loss) of the earlier years.

ii. Statutory requirements including the Taxation Laws and other applicable Securities Laws.

iii. The level of its liquid assets.

iv. Past Dividend trends of the Company.

v. Replacement of capital assets, expansion, diversification and modernization projects involving substantial capital expenditure.

vi. Required expenditure in R & D.

vii. Expectations of shareholders, who generally invest with the hope of getting a constant return.

viii. Obligations to Creditors, if any.

b) The Company may transfer any amount to General Reserve before the declaration of dividend in any financial year as may be decided by the Board. The Company may consider capitalization of profits or reserves of the Company for the purpose of issuing fully paid-up bonus shares, irrespective of declaration of dividend.

c) In the event of inadequacy of profits, the Board may decide not to declare dividends for that financial year or declare dividend out of free reserves, subject to the compliance of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

d) The Company presently has only one class of shares (Equity shares). Hence, parameters which are required to be adopted for various classes of shares do not apply to the Company.

e) The Company shall disclose the Dividend Distribution Policy in its Annual Report and shall also post it on the website of the Company. If the Company proposes to declare dividend on the basis of parameters in addition to those mentioned in the policy, it shall disclose such changes alongwith the rationale for the same in its Annual Report and on its website.

f) Appropriate Dividend Distribution Tax shall be paid before the dividend is distributed amongst the shareholders.

7. MANNER OF DIVIDEND PAYOUT

a) In case of final dividends

i. The Board shall recommend dividend to the shareholders, which shall be paid subject to approval of the shareholders at Annual General Meetings of the Company.

ii. Dividends shall be paid only out of current profits or past profits after providing for depreciation and setting off losses, if any.

iii. The amount of the dividend shall be deposited in a scheduled bank in separate account within 5 days from the declaration of dividend.

iv. The payment of dividends shall be made within 30 days from the date of declaration to the shareholders entitled to receive the dividend on the record date as per the applicable law.

b) In case of interim dividend

i. Interim dividend, if any, shall be declared by the Board.

ii. Before declaring interim dividend, the Board shall consider the financial position of the Company that allows the payment of such dividend.

iii. In case no final dividend is declared at the Annual General Meeting, interim-dividend will be considered as the final dividend of the Company.

c) Payment mode

Dividend shall be paid by cheque or warrant or in any electronic mode to the shareholders entitled to the payment of the dividend. The Dividend shall be delivered to the shareholders through ordinary post/Registered post/Speed post/ courier.

8. UNPAID/UNCLAIMED DIVIDEND

a) Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to receive such dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in any scheduled bank to be called as Unpaid Equity Dividend Account.

b) Any person claiming to be entitled to any money transferred to the Unpaid Dividend Account of the company may apply to the Company for payment of the money claimed.

c) Any money transferred to the Unpaid Equity Dividend Account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company to the Investor Education and Protection Fund (IEPF).

d) The Company shall inform at the latest available address, the shareholder concerned regarding transfer of shares to IEPF, three months before the due date of transfer of shares and also simultaneously publish a notice in the leading newspaper in English and regional language having wide circulation and on their website giving details of such shareholders and shares due for transfer.

e) Statement of amount of dividend credited to the IEPF, Statement of unclaimed and unpaid amounts due to be credited in coming years, Statement of shares transferred to the IEPF and Statement of shares and unclaimed and unpaid dividend not transferred to IEPF due to specific order of Statutory Authority, shall be filed with MCA in prescribed form.

9. CONCLUSION

The Company shall endeavour to maintain a consistency in dividend payout, every year. The Company may also declare special dividend as and when there are exceptional gains by the Company. The Board shall finalize the rate of such special dividend. The focus of the Company is to declare a Policy on distribution of dividend so that the investor may know as to when and how much dividend they may expect.

10. AMENDMENT

The Dividend Distribution Policy is subject to modification by the Board from time to time, to be in the line with the best industrial practices and to ensure conformity with the subsequent amendments in the Act, Rules, Regulations and Notifications issued by various Statutory Authorities, from time to time.

Annexure II

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the Financial Year ended on March 31, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	L19201WB1931PLC007261
Registration Date	December 23,1931
Name of the Company	Bata India Limited
Category / Sub-Category of the Company	Public Company - Limited by Shares
Address of the Registered Office and contact details	27B, Camac Street, 1st Floor, Kolkata - 700016, West Bengal Telephone: (033) 2301 4400 Fax: (033) 2289 5748 E-mail: corporate.relations@bata.com
Whether Listed Company	Yes
Name, address and contact details of the Registrar and Transfer Agent	M/s. R & D Infotech Private Limited 7A, Beltala Road, 1st Floor, Kolkata - 700026, West Bengal Telephone: (033) 2419 2641 / 2642 Fax: (033) 2419 2642 E-mail: bata@rdinfotech.net / info@rdinfotech.net

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sl. No.	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Footwear & Accessories - Retail	47713	88.39
2.	Footwear - Non Retail	46413	11.61

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1.	Bata (BN) B.V. Europaplein 1, 5684 ZC Best, P.O. Box 990, 1000 AZ, Amsterdam, The Netherlands	Company Registration No. 33038028	Holding	52.96	2(46)
2.	Bata Properties Limited 6A, S. N. Banerjee Road, Kolkata - 700013, West Bengal	U70101WB1987PLC042839	Subsidiary	100	2(87)
3.	Coastal Commercial & Exim Limited 16A, Shakespeare Sarani Kolkata - 700071, West Bengal	U51311WB1991PLC053364	Wholly-owned Subsidiary of Bata Properties Limited	-	2(87)
4.	Way Finders Brands Limited 204, Rashbehari Avenue, Kolkata - 700029, West Bengal	U51909WB2014PLC204637	Subsidiary	100	2(87)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
(1) Indian									
a) Individual / HUF	0	0	0	0	0	0	0	0	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A)(1):	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	68065514	0	68065514	52.96	68065514	0	68065514	52.96	0.00
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2):	**68065514**	**0**	**68065514**	**52.96**	**68065514**	**0**	**68065514**	**52.96**	**0.00**
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	**68065514**	**0**	**68065514**	**52.96**	**68065514**	**0**	**68065514**	**52.96**	**0.00**
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	21631176	300	21631476	16.83	19798410	0	19798410	15.40	-1.43
b) Banks / FI	315643	1680	317323	0.25	599448	1980	601428	0.47	0.22
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	5795951	300	5796251	4.51	8952539	300	8952839	6.96	2.45
g) FIIs	14312818	0	14312818	11.13	11879373	0	11879373	9.24	-1.89
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):	**42055588**	**2280**	**42057868**	**32.72**	**41229770**	**2280**	**41232050**	**32.07**	**-0.65**
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	2337713	8400	2346113	1.82	2466861	8400	2475261	1.93	0.11
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	12981978	1197203	14179181	11.03	13900979	1042129	14943108	11.63	0.60
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	998699	0	998699	0.78	867537	0	867537	0.67	-0.11
c) Others									
i) Trusts	22142	0	22142	0.02	38506	0	38506	0.03	0.01
ii) Non Resident Individuals	592453	6486	598939	0.47	630871	5830	636701	0.50	0.03
iii) Director or Director's Relatives	10156	0	10156	0.01	656	0	656	0.00	-0.01
iv) IEPF Authority	248928	0	248928	0.19	268207	0	268207	0.21	0.02
Sub-total (B)(2):	**17192069**	**1212089**	**18404158**	**14.32**	**18173617**	**1056359**	**19229976**	**14.97**	**0.65**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**59247657**	**1214369**	**60462026**	**47.04**	**59403387**	**1058639**	**60462026**	**47.04**	**0.00**
C. Shares held by Custodian for GDRs & ADRs	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Grand Total (A+B+C)	**127313171**	**1214369**	**128527540**	**100.00**	**127468901**	**1058639**	**128527540**	**100.00**	**0.00**

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	BATA (BN) B.V.	68065514	52.96	0.00	68065514	52.96	0.00	0.00
	Total	**68065514**	**52.96**	**0.00**	**68065514**	**52.96**	**0.00**	**0.00**

iii) Change in Promoters' Shareholding:

There was no change in shareholding of Promoter during the financial year ended March 31, 2020.

iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	**KOTAK FUNDS - INDIA MIDCAP FUND**					
	At the beginning of the year		**2824295**	**2.20**		
	Date wise increase(+)/decrease(-) with reasons, during the year :					
	Date	**Reason**				
	05-Apr-19	Sell	(8649)	(0.01)	2815646	2.19
	12-Apr-19	Sell	(30000)	(0.02)	2785646	2.17
	26-Apr-19	Sell	(25000)	(0.02)	2760646	2.15
	09-Aug-19	Sell	(60000)	(0.05)	2700646	2.10
	30-Aug-19	Sell	(80000)	(0.06)	2620646	2.04
	06-Sep-19	Buy	80000	0.06	2700646	2.10
	27-Sep-19	Sell	(80000)	(0.06)	2620646	2.04
	13-Dec-19	Sell	(24957)	(0.02)	2595689	2.02
	20-Dec-19	Sell	(25356)	(0.02)	2570333	2.00
	27-Dec-19	Sell	(20000)	(0.02)	2550333	1.98
	03-Jan-20	Sell	(26051)	(0.02)	2524282	1.96
	10-Jan-20	Sell	(23757)	(0.02)	2500525	1.94
	07-Feb-20	Sell	(55000)	(0.04)	2445525	1.90
	14-Feb-20	Sell	(21618)	(0.02)	2423907	1.88
	06-Mar-20	Sell	(2611)	(0.00)	2421296	1.88
	27-Mar-20	Sell	(60000)	(0.05)	2361296	1.83
	31-Mar-20	Sell	(65939)	(0.05)	2295357	1.78
	At the end of the year				**2295357**	**1.78**
2.	**LIFE INSURANCE CORPORATION OF INDIA**					
	At the beginning of the year		**2383966**	**1.85**		
	Date wise increase(+)/decrease(-) with reasons, during the year :					
	Date	**Reason**				
	24-May-19	Buy	30800	0.03	2414766	1.88
	31-May-19	Buy	329746	0.26	2744512	2.14
	07-Jun-19	Buy	263196	0.20	3007708	2.34
	14-Jun-19	Buy	385560	0.30	3393268	2.64
	21-Jun-19	Buy	235832	0.18	3629100	2.82
	28-Jun-19	Buy	284038	0.22	3913138	3.04
	05-Jul-19	Buy	263216	0.21	4176354	3.25
	12-Jul-19	Buy	416914	0.32	4593268	3.57
	19-Jul-19	Buy	138277	0.11	4731545	3.68
	26-Jul-19	Buy	216898	0.17	4948443	3.85
	02-Aug-19	Buy	211646	0.16	5160089	4.01
	09-Aug-19	Buy	183179	0.14	5343268	4.15
	14-Feb-20	Sell	(11200)	(0.01)	5332068	4.14
	21-Feb-20	Sell	(204650)	(0.15)	5127418	3.99
	28-Feb-20	Sell	(42077)	(0.03)	5085341	3.96
	At the end of the year				**5085341**	**3.96**

Sl. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3.	**KOTAK STANDARD MULTICAP FUND**					
	At the beginning of the year		**1649850**	**1.28**		
	Date wise increase(+)/decrease(-) with reasons, during the year :					
	Date	**Reason**				
	05-Apr-19	Buy	110000	0.09	1759850	1.37
	12-Apr-19	Buy	40150	0.03	1800000	1.40
	11-Oct-19	Sell	(550)	(0.00)	1799450	1.40
	01-Nov-19	Sell	(66550)	(0.05)	1732900	1.35
	08-Nov-19	Buy	67100	0.05	1800000	1.40
	29-Nov-19	Buy	59709	0.04	1859709	1.44
	06-Dec-19	Buy	8257	0.01	1867966	1.45
	20-Mar-20	Sell	(78100)	(0.06)	1789866	1.39
	27-Mar-20	Buy	78100	0.06	1867966	1.45
	At the end of the year				**1867966**	**1.45**
4.	**FRANKLIN TEMPLETON MUTUAL FUND A/C FRANKLIN INDIA EQUITY FUND**					
	At the beginning of the year		**1400000**	**1.09**		
	Date wise increase(+)/decrease(-) with reasons, during the year :					
	Date	**Reason**				
	03-May-19	Sell	(100000)	(0.08)	1300000	1.01
	10-May-19	Sell	(100000)	(0.08)	1200000	0.93
	24-May-19	Sell	(100000)	(0.07)	1100000	0.86
	31-May-19	Sell	(150000)	(0.12)	950000	0.74
	07-Jun-19	Sell	(150000)	(0.12)	800000	0.62
	14-Jun-19	Sell	(50000)	(0.04)	750000	0.58
	28-Jun-19	Sell	(50000)	(0.04)	700000	0.54
	05-Jul-19	Sell	(50000)	(0.04)	650000	0.50
	23-Aug-19	Sell	(90300)	(0.07)	559700	0.43
	30-Aug-19	Sell	(559700)	(0.43)	0	0.00
	06-Sep-19	Buy	500000	0.39	500000	0.39
	13-Sep-19	Sell	(50000)	(0.04)	450000	0.35
	20-Sep-19	Sell	(150000)	(0.12)	300000	0.23
	27-Sep-19	Sell	(300000)	(0.23)	0	0.00
	Ceased to be part of top ten shareholders of the Company w.e.f. 27.09.2019.				**0**	**0.00**
	At the end of the year				**N.A.**	**N.A.**

Sl. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5.	**IDFC MULTI CAP FUND**					
	At the beginning of the year		**1332499**	**1.04**		
	Date wise increase(+)/decrease(-) with reasons, during the year :					
	Date	**Reason**				
	26-Apr-19	Sell	(12499)	(0.01)	1320000	1.03
	24-May-19	Sell	(25000)	(0.02)	1295000	1.01
	14-Jun-19	Sell	(20000)	(0.02)	1275000	0.99
	21-Jun-19	Sell	(10000)	(0.01)	1265000	0.98
	26-Jul-19	Buy	20000	0.02	1285000	1.00
	09-Aug-19	Sell	(14607)	(0.01)	1270393	0.99
	30-Aug-19	Sell	(195000)	(0.15)	1075393	0.84
	06-Sep-19	Buy	185000	0.14	1260393	0.98
	13-Sep-19	Sell	(10000)	(0.01)	1250393	0.97
	20-Sep-19	Sell	(20000)	(0.01)	1230393	0.96
	27-Sep-19	Sell	(155000)	(0.12)	1075393	0.84
	11-Oct-19	Sell	(40000)	(0.03)	1035393	0.81
	07-Feb-20	Sell	(5393)	(0.01)	1030000	0.80
	20-Mar-20	Sell	(33968)	(0.03)	996032	0.77
	Ceased to be part of top ten shareholders of the Company w.e.f. 20.03.2020.				**996032**	**0.77**
	At the end of the year				**N.A.**	**N.A.**
6.	**AMERICAN CENTURY WORLD MUTUAL FUNDS INC - EMERGING MARKETS FUND**					
	At the beginning of the year		**1323869**	**1.03**		
	Date wise increase(+)/decrease(-) with reasons, during the year :					
	Date	**Reason**				
	19-Jul-19	Sell	(277736)	(0.22)	1046133	0.81
	26-Jul-19	Sell	(402660)	(0.31)	643473	0.50
	Ceased to be part of top ten shareholders of the Company w.e.f. 26.07.2019.				**643473**	**0.50**
	At the end of the year				**N.A.**	**N.A.**
7.	**ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE EQUITY HYBRID '95 FUND**					
	At the beginning of the year		**1202500**	**0.94**		
	Date wise increase(+)/decrease(-) with reasons, during the year :					
	Date	**Reason**				
	12-Apr-19	Sell	(200000)	(0.16)	1002500	0.78
	17-May-19	Sell	(100000)	(0.08)	902500	0.70
	12-Jul-19	Sell	(215000)	(0.17)	687500	0.53
	11-Oct-19	Sell	(8000)	(0.00)	679500	0.53
	15-Nov-19	Sell	(25783)	(0.02)	653717	0.51
	10-Jan-20	Sell	(20600)	(0.02)	633117	0.49
	06-Mar-20	Sell	(50000)	(0.04)	583117	0.45
	13-Mar-20	Sell	(60000)	(0.04)	523117	0.41
	20-Mar-20	Buy	18418	0.01	541535	0.42
	27-Mar-20	Buy	150000	0.12	691535	0.54
	Ceased to be part of top ten shareholders of the Company w.e.f. 27.03.2020.				**691535**	**0.54**
	At the end of the year				**N.A.**	**N.A.**

Sl. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
8.	**BAJAJ HOLDINGS AND INVESTMENT LTD.**					
	At the beginning of the year		**1067022**	**0.83**		
	Date wise increase(+)/decrease(-) with reasons, during the year :					
	Date	**Reason**				
	26-Jul-19	Buy	20000	0.02	1087022	0.85
	31-Jan-20	Sell	(20000)	(0.02)	1067022	0.83
	07-Feb-20	Sell	(15402)	(0.01)	1051620	0.82
	At the end of the year				**1051620**	**0.82**
9.	**KOTAK MAHINDRA LIFE INSURANCE COMPANY LTD.**					
	At the beginning of the year		**1016386**	**0.79**		
	Date wise increase(+)/decrease(-) with reasons, during the year :					
	Date	**Reason**				
	05-Apr-19	Sell	(44917)	(0.03)	971469	0.76
	12-Apr-19	Sell	(23871)	(0.02)	947598	0.74
	19-Apr-19	Sell	(9034)	(0.01)	938564	0.73
	26-Apr-19	Sell	(23156)	(0.02)	915408	0.71
	03-May-19	Sell	(14856)	(0.01)	900552	0.70
	10-May-19	Sell	(228528)	(0.18)	672024	0.52
	17-May-19	Sell	(76806)	(0.06)	595218	0.46
	07-Jun-19	Sell	(76974)	(0.06)	518244	0.40
	14-Jun-19	Sell	(17633)	(0.01)	500611	0.39
	21-Jun-19	Sell	(74)	(0.00)	500537	0.39
	05-Jul-19	Sell	(51057)	(0.04)	449480	0.35
	16-Aug-19	Sell	(142)	(0.00)	449338	0.35
	30-Aug-19	Sell	(22017)	(0.02)	427321	0.33
	06-Sep-19	Buy	5135	0.00	432456	0.33
	20-Sep-19	Sell	(176)	(0.00)	432280	0.33
	27-Sep-19	Sell	(4959)	(0.00)	427321	0.33
	04-Oct-19	Sell	(4154)	(0.00)	423167	0.33
	11-Oct-19	Sell	(14363)	(0.01)	408804	0.32
	18-Oct-19	Sell	(1887)	(0.00)	406917	0.32
	25-Oct-19	Sell	(2395)	(0.00)	404522	0.32
	01-Nov-19	Sell	(44076)	(0.04)	360446	0.28
	08-Nov-19	Sell	(3182)	(0.00)	357264	0.28
	15-Nov-19	Sell	(41)	(0.00)	357223	0.28
	29-Nov-19	Buy	63451	0.05	420674	0.33
	06-Dec-19	Buy	26930	0.02	447604	0.35
	13-Dec-19	Sell	(11)	(0.00)	447593	0.35
	27-Dec-19	Sell	(35)	(0.00)	447558	0.35
	03-Jan-20	Sell	(162)	(0.00)	447396	0.35
	17-Jan-20	Sell	(1597)	(0.00)	445799	0.35
	24-Jan-20	Sell	(66925)	(0.05)	378874	0.30
	31-Jan-20	Sell	(9151)	(0.01)	369723	0.29
	06-Mar-20	Buy	24500	0.02	394223	0.31
	20-Mar-20	Sell	(72358)	(0.06)	321865	0.25
	27-Mar-20	Sell	(31793)	(0.02)	290072	0.23
	31-Mar-20	Sell	(11144)	(0.01)	278928	0.22
	Ceased to be part of top ten shareholders of the Company w.e.f. 31.03.2020.				**278928**	**0.22**
	At the end of the year				**N.A.**	**N.A.**

Sl. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
10.	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C. ADITYA BIRLA SUN LIFE MNC FUND					
	At the beginning of the year		**1011489**	**0.79**		
	Date wise increase(+)/decrease (-) with reasons, during the year :		0	0.00	0	0.00
	At the end of the year				**1011489**	**0.79**
11.	HDFC LIFE INSURANCE COMPANY LIMITED#					
	At the beginning of the year		**779247**	**0.61**		
	Date wise increase(+)/decrease(-) with reasons, during the year :					
	Date	**Reason**				
	05-Apr-19	Buy	15883	0.01	795130	0.62
	19-Apr-19	Sell	(107)	(0.00)	795023	0.62
	26-Apr-19	Sell	(3949)	(0.00)	791074	0.62
	03-May-19	Buy	23	0.00	791097	0.62
	10-May-19	Buy	36304	0.02	827401	0.64
	17-May-19	Buy	13738	0.01	841139	0.65
	24-May-19	Buy	4119	0.00	845258	0.65
	31-May-19	Buy	9669	0.01	854927	0.66
	07-Jun-19	Buy	1681	0.00	856608	0.66
	14-Jun-19	Sell	(17845)	(0.01)	838763	0.65
	21-Jun-19	Sell	(9046)	(0.01)	829717	0.64
	28-Jun-19	Sell	(193)	(0.00)	829524	0.64
	05-Jul-19	Sell	(14395)	(0.01)	815129	0.63
	12-Jul-19	Buy	1808	0.00	816937	0.63
	19-Jul-19	Buy	21495	0.02	838432	0.65
	26-Jul-19	Buy	62922	0.05	901354	0.70
	02-Aug-19	Buy	1596	0.00	902950	0.70
	09-Aug-19	Sell	(55867)	(0.04)	847083	0.66
	16-Aug-19	Buy	18	0.00	847101	0.66
	23-Aug-19	Buy	35	0.00	847136	0.66
	30-Aug-19	Sell	(51692)	(0.04)	795444	0.62
	06-Sep-19	Buy	23237	0.02	818681	0.64
	13-Sep-19	Sell	(17800)	(0.01)	800881	0.62
	20-Sep-19	Buy	1814	0.00	802695	0.62
	27-Sep-19	Sell	(7251)	(0.00)	795444	0.62
	11-Oct-19	Buy	609	0.00	796053	0.62
	18-Oct-19	Sell	(44960)	(0.03)	751093	0.59
	25-Oct-19	Sell	(1445)	(0.00)	749648	0.59
	01-Nov-19	Sell	(124)	(0.00)	749524	0.59
	08-Nov-19	Buy	200224	0.15	949748	0.74
	15-Nov-19	Sell	(171561)	(0.13)	778187	0.61
	22-Nov-19	Buy	50	0.00	778237	0.61
	29-Nov-19	Buy	53858	0.04	832095	0.65
	06-Dec-19	Sell	(135)	(0.00)	831960	0.65
	13-Dec-19	Buy	25	0.00	831985	0.65
	20-Dec-19	Buy	25	0.00	832010	0.65
	27-Dec-19	Buy	25	0.00	832035	0.65
	03-Jan-20	Buy	25	0.00	832060	0.65
	10-Jan-20	Buy	75	0.00	832135	0.65
	17-Jan-20	Buy	69512	0.05	901647	0.70
	24-Jan-20	Buy	50	0.00	901697	0.70
	31-Jan-20	Buy	50	0.00	901747	0.70
	07-Feb-20	Buy	1730	0.00	903477	0.70
	14-Feb-20	Buy	50	0.00	903527	0.70
	21-Feb-20	Buy	50	0.00	903577	0.70
	28-Feb-20	Buy	97431	0.08	1001008	0.78
	06-Mar-20	Buy	39721	0.03	1040729	0.81
	13-Mar-20	Buy	243423	0.19	1284152	1.00
	20-Mar-20	Buy	376248	0.29	1660400	1.29
	27-Mar-20	Buy	79082	0.06	1739482	1.35
	31-Mar-20	Buy	100	0.00	1739582	1.35
	At the end of the year				**1739582**	**1.35**

Sl. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
12.	**DSP MIDCAP FUND#**					
	At the beginning of the year		**457531**	**0.36**		
	Date wise increase(+)/decrease(-) with reasons, during the year :					
	Date	**Reason**				
	24-May-19	Buy	8364	0.00	465895	0.36
	31-May-19	Buy	423410	0.33	889305	0.69
	07-Jun-19	Buy	122675	0.10	1011980	0.79
	14-Jun-19	Buy	110109	0.08	1122089	0.87
	13-Mar-20	Buy	12633	0.01	1134722	0.88
	20-Mar-20	Buy	346608	0.27	1481330	1.15
	27-Mar-20	Buy	107955	0.09	1589285	1.24
	At the end of the year				**1589285**	**1.24**
13.	**AXIS MUTUAL FUND TRUSTEE LIMITED A/C. AXIS MUTUAL FUND A/C. AXIS MIDCAP FUND#**					
	At the beginning of the year		**460000**	**0.36**		
	Date wise increase(+)/decrease(-) with reasons, during the year :					
	Date	**Reason**				
	05-Apr-19	Buy	10000	0.00	470000	0.36
	03-May-19	Buy	20000	0.02	490000	0.38
	10-May-19	Sell	(30000)	(0.02)	460000	0.36
	17-May-19	Buy	82000	0.06	542000	0.42
	24-May-19	Buy	82600	0.06	624600	0.48
	31-May-19	Sell	(74600)	(0.05)	550000	0.43
	07-Jun-19	Buy	37136	0.03	587136	0.46
	21-Jun-19	Buy	36864	0.03	624000	0.49
	05-Jul-19	Buy	20000	0.01	644000	0.50
	26-Jul-19	Buy	66000	0.05	710000	0.55
	02-Aug-19	Buy	40000	0.03	750000	0.58
	09-Aug-19	Buy	30000	0.02	780000	0.60
	30-Aug-19	Buy	100000	0.08	880000	0.68
	06-Sep-19	Sell	(100000)	(0.08)	780000	0.60
	20-Sep-19	Buy	20000	0.02	800000	0.62
	27-Sep-19	Buy	80000	0.06	880000	0.68
	01-Nov-19	Buy	40000	0.03	920000	0.71
	08-Nov-19	Sell	(90000)	(0.07)	830000	0.64
	15-Nov-19	Sell	(22643)	(0.02)	807357	0.62
	06-Dec-19	Buy	11643	0.01	819000	0.63
	13-Dec-19	Buy	24000	0.02	843000	0.65
	20-Dec-19	Buy	37000	0.03	880000	0.68
	03-Jan-20	Buy	30000	0.02	910000	0.70
	10-Jan-20	Buy	66906	0.06	976906	0.76
	17-Jan-20	Buy	50000	0.04	1026906	0.80
	24-Jan-20	Buy	112360	0.09	1139266	0.89
	31-Jan-20	Buy	40734	0.03	1180000	0.92
	14-Feb-20	Buy	30000	0.02	1210000	0.94
	20-Mar-20	Buy	105000	0.08	1315000	1.02
	At the end of the year				**1315000**	**1.02**

Sl. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
14.	**ROBECO CAPITAL GROWTH FUNDS - ROBECO QI EMERGING CONSERVATIVE EQUITIES#**					
	At the beginning of the year		**479688**	**0.37**		
	Date wise increase(+)/decrease(-) with reasons, during the year :					
	Date	**Reason**				
	05-Apr-19	Buy	30335	0.03	510023	0.40
	12-Apr-19	Buy	68143	0.05	578166	0.45
	03-May-19	Buy	78395	0.06	656561	0.51
	10-May-19	Buy	319136	0.25	975697	0.76
	24-May-19	Buy	121966	0.09	1097663	0.85
	05-Jul-19	Sell	(28837)	(0.02)	1068826	0.83
	12-Jul-19	Sell	(36271)	(0.03)	1032555	0.80
	At the end of the year				**1032555**	**0.80**
15.	**HDFC TRUSTEE COMPANY LTD - A/C. HDFC MID – CAP OPPORTUNITIES FUND#**					
	At the beginning of the year		**1000000**	**0.78**		
	Date wise increase(+)/decrease(-) with reasons, during the year :		0	0.00	**0**	**0.00**
	At the end of the year				**1000000**	**0.78**

#Not in the list of Top 10 shareholders as on April 1, 2019 but the same is shown above since the shareholder was one of the Top 10 Shareholders as on March 31, 2020.

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	**Mr. Sandeep Kataria, Whole-time Director and Chief Executive Officer**				
	At the beginning of the year	**100**	**0.00**		
	Date wise increase (+) / decrease (-) with reasons, during the year	0	0.00	0	0.00
	At the end of the year			**100**	**0.00**
2.	**Mr. Ram Kumar Gupta, Director Finance and Chief Financial Officer**				
	At the beginning of the year	**56**	**0.00**		
	Date wise increase (+) / decrease (-) with reasons, during the year	0	0.00	0	0.00
	At the end of the year			**56**	**0.00**

- *Number of Shares held by Mr. Uday Khanna who ceased to be the Chairman & Independent Director of the Company w.e.f. August 4, 2019:* ***10,000 (0.01%) shares [Previous year: 10,000 (0.01%) shares]***
- *Number of Shares held by a relative of Mr. Ram Kumar Gupta as on March 31, 2020:* ***500 (0.00%) shares [Previous year: Nil]***
- *Other than the above, no other Director and Key Managerial Personnel held any share in the Company either at the beginning of the financial year, during the financial year or as at the financial year ended March 31, 2020.*

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment relating to Secured Loans, Unsecured Loans and / or Deposits: **NIL**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Director(s) and / or Manager:

(Rs. in Million)

Sl. No.	Particulars of Remuneration	Name of the Managing Director and Whole-time Directors			Total Amount
		Mr. Rajeev Gopalakrishnan Managing Director	Mr. Sandeep Kataria Whole-time Director and Chief Executive Officer	Mr. Ram Kumar Gupta Director Finance and Chief Financial Officer	
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961.	52.29	42.36	28.69	123.34
	(b) Value of perquisites under Section 17(2) of the Income-Tax Act, 1961.	0.52	1.05	0.04	1.61
	(c) Profits in lieu of salary under Section 17(3) of the Income-Tax Act, 1961.	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	– as % of profit	-	-	-	-
	– Others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
Total (A)		**52.81**	**43.41**	**28.73**	**124.95**
Ceiling as per the Act		(10% of Net Profits of the Company calculated under Section 198 of the Companies Act, 2013)			**498.07**

B. Remuneration to other Directors:

(Rs. in Million)

Sl. No.	Particulars of Remuneration	Independent Directors – Name of Directors						Total Amount
		Mr. Ashwani Windlass#	Mr. Akshay Chudasama	Ms. Anjali Bansal	Mr. Ravindra Dhariwal	Mr. Ashok Kumar Barat	Mr. Uday Khanna$	
1.	Fee for attending Board/ Committee Meetings	0.21	1.13	0.95	1.37	0.71	0.53	4.90
2.	Commission	-	1.32	1.32	1.32	0.38	2.65	6.99
3.	Others, please specify	-	-	-	-	-	-	-
Total (B)		**0.21**	**2.45**	**2.27**	**2.69**	**1.09**	**3.18**	**11.89**
Ceiling as per the Act		(1% of Net Profits of the Company calculated under Section 198 of the Companies Act, 2013)						**49.81**
Total Managerial Remuneration [Total (A) + Total (B)]								**136.84**
Overall ceiling as per the Act		(11% of Net Profits of the Company calculated under Section 198 of the Companies Act, 2013)						**547.88**

Commission relates to financial year ended March 31, 2019 and paid during the financial year ended March 31, 2020. In case of Mr. Ashok Kumar Barat, the commission was paid proportionately from the date of his appointment.

 # Appointed as the Chairman & Independent Director with effect from November 13, 2019.

$ Ceased to be the Chairman & Independent Director of the Company w.e.f. August 4, 2019.

Note: *Non-Executive Non-Independent Director(s) of the Company do not accept sitting fees and / or Commission on the Net Profits of the Company. Mr. Shaibal Sinha, Non-Executive Director of the Company resigned w.e.f. August 3, 2019.*

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD: (Rs. in Million)

Sl. No.	Particulars of Remuneration	Mr. Arunito Ganguly, Assistant Vice President, Company Secretary & Compliance Officer*
1.	Gross Salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961.	2.83
	(b) Value of perquisites under Section 17(2) of the Income-Tax Act, 1961.	-
	(c) Profits in lieu of salary under Section 17(3) of the Income-Tax Act, 1961.	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	
	– as % of profit	-
	– Others, specify	-
5.	Others, please specify	-
	Total	**2.83**

******Ceased to be the Company Secretary & Compliance Officer w.e.f. close of business hours on March 31, 2020.*

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties / punishments / compounding of offences for breach of any section of the Companies Act, 2013 against the Company, it's Directors or other officers in default, during the financial year ended March 31, 2020.

For and on behalf of the Board of Directors

	Rajeev Gopalakrishnan	**Sandeep Kataria**
Place : Gurugram	**Managing Director**	**Whole-time Director and CEO**
Date : May 25, 2020	DIN: 03438046	DIN: 05183714

Annexure III

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

BATA INDIA LIMITED

CIN: L19201WB1931PLC007261

27B, Camac Street, 1st Floor,

Kolkata - 700016

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BATA INDIA LIMITED (hereinafter referred to as 'the Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of the Secretarial Audit and considering the various relaxations granted by the Securities and Exchange Board of India, the Ministry of Corporate Affairs and other government authorities due to COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020, complied with the statutory provisions listed hereunder, as amended from time to time and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020, to the extent, applicable, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the Rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The Foreign Exchange Management Act, 1999 (FEMA) and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECBs);

(v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

  (f) The Securities and Exchange Board of India (Registrars to an Issue & Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

  (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and

  (i) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

(vi) The Company is a part of Footwear Industry. As confirmed by the Management of the Company and to the best of our knowledge and belief, there are no sector specific laws applicable to the said Industry in India.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards on Meetings of the Board of Directors (SS-1) and on General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited.

During the year under review the Company has complied with the applicable provisions of the Acts, Rules, Regulations, Standards, etc., mentioned above. The provisions of the FEMA and the Rules and Regulations made thereunder to the extent applicable for ODI and ECBs; and the provisions of Regulations mentioned in (c), (d), (e), (g) and (h) under item no. (v) of para 3 above, were not applicable to the Company during the year under review.

We further report that:

I. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes that took place during the year under review in the composition of the Board of Directors were carried out in compliance with the provisions of the Act.

II. Adequate notices were given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meetings and for meaningful participation at the meetings.

III. During the year under review, all the decisions at the meetings of the Board and Committees thereof, were carried out unanimously as the Minutes of these Meetings did not reveal any dissenting member's view.

We further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable Laws, Rules, Regulations, Standards, etc.

We further report that no specific event having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Standards, etc., has taken place during the year under review.

For P. SARAWAGI & ASSOCIATES
Company Secretaries

P. K. Sarawagi
Proprietor
Membership No. : FCS-3381
Certificate of Practice No. : 4882
ICSI UDIN : F003381B000275004

Place : Kolkata
Date : May 25, 2020

This Report is to be read with our letter of even date which is annexed to this Report as Annexure - A and forms integral part of this Report.

Annexure - A

To,
The Members
BATA INDIA LIMITED
CIN: L19201WB1931PLC007261
27B, Camac Street, 1st Floor,
Kolkata - 700016

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the Financial Records and the Books of Accounts of the Company.
4. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations, Standards, etc., is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
5. Wherever required, we have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Standards, etc., and happening of events.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For P. SARAWAGI & ASSOCIATES
Company Secretaries

P. K. Sarawagi
Proprietor
Membership No. : FCS-3381
Certificate of Practice No. : 4882
ICSI UDIN : F003381B000275004

Place : Kolkata
Date : May 25, 2020

Annexure IV

CORPORATE GOVERNANCE REPORT

[In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Company's Philosophy on Code of Governance

The Company strongly believes that establishing good corporate governance practices in each and every function of the organization leads to increased operational efficiencies and sustained long term value creation for all stakeholders. The Company carries its business operations in a fair, transparent and ethical manner and also holds itself accountable and responsible to the society it belongs. The Company considers it absolutely essential to abide by the applicable laws and regulations in letter and spirit and is committed to the highest standards of corporate governance and be considered as a good corporate citizen of the Country.

Date of Report

The information provided in this Report on Corporate Governance for the purpose of unanimity is as on March 31, 2020. This Report is updated as on the date of the Report wherever applicable.

Board of Directors

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors and is duly constituted under the Chairmanship of a Non-Executive Director who is not related to the Managing Director or the Chief Executive Officer of the Company. The Board Members possess adequate qualifications, knowledge, expertise and experience to provide strategic guidance to the Company. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations") mandate that for a company with a Non-Executive Chairman, atleast one third of the Board should comprise of Independent Directors.

As on March 31, 2020, the Board comprised of 9 (nine) Directors, of which 5 (five) were Independent Directors including the Chairman.

The composition of the Board of Directors as on March 31, 2020, the number of other committees of which a Director is a Member/Chairperson and the attendance of each director at the Board Meetings and the last Annual General Meeting (AGM) of the Company were as follows:

Name of the Directors	Category of the Directors	No. of membership on Board committees including the Company*	No. of chairpersonship on Board committees including the Company*	No. of Board Meetings attended during the financial year 2019-20	Attendance at last AGM held on August 2, 2019
Mr. Ashwani Windlass^ (DIN: 00042686)	Chairman & Independent Non-Executive Director	3	3	2 out of 2	N.A.
Mr. Akshay Chudasama (DIN: 00010630)	Independent Non-Executive Director	4	-	4 out of 4	Yes
Ms. Anjali Bansal (DIN: 00207746)	Independent Non-Executive Director	5	-	4 out of 4	Yes
Mr. Ashok Kumar Barat (DIN: 00492930)	Independent Non-Executive Director	7	4	4 out of 4	Yes
Mr. Ravindra Dhariwal (DIN: 00003922)	Independent Non-Executive Director	6	1	4 out of 4	Yes
Mr. Alberto Toni (DIN: 08358691)	Non-Executive Director	1	-	4 out of 4	Yes
Mr. Rajeev Gopalakrishnan (DIN: 03438046)	Managing Director (Executive Director)	1	-	4 out of 4	Yes
Mr. Sandeep Kataria (DIN: 05183714)	Whole-time Director and Chief Executive Officer (Executive Director)	-	-	4 out of 4	Yes
Mr. Ram Kumar Gupta (DIN: 01125065)	Director Finance and Chief Financial Officer (Executive Director)	1	-	4 out of 4	Yes
Mr. Uday Khanna# (DIN: 00079129)	Past Chairman & Independent Non-Executive Director	N.A.	N.A.	2 out of 2	Yes
Mr. Shaibal Sinha$ (DIN: 00082504)	Non-Executive Director	N.A.	N.A.	2 out of 2	Yes

The Committee positions are based on the latest disclosures received by the Company.

*Only membership/chairpersonship of the Audit Committee and Stakeholders Relationship Committee of Indian public limited companies have been considered.

^Appointed with effect from November 13, 2019.
#Ceased to be a director with effect from August 4, 2019 as he decided not to offer himself for re-appointment.
$Resigned with effect from August 3, 2019, since he was entrusted with an additional responsibility of a special assignment by Bata Shoe Organisation (BSO) globally.

The Independent Directors of the Company have declared that they meet the criteria for "independence" and / or "eligibility" as prescribed under Regulation 16(1)(b) of the Listing Regulations and Section 149 of the Companies Act, 2013 (as amended) (the "Act") and have given necessary confirmations in terms of Regulation 25(8) of the Listing Regulations. Based on the said declarations and confirmations received from the Independent Directors, the Board of Directors confirms the same.

None of the Directors of the Company are related to each other. The Company is in compliance with the provisions regarding Board, its composition and committees under the Act and the Listing Regulations including Regulation 17(1) thereof.

As required under Para C(2) of Schedule V to the Listing Regulations, based on the latest disclosures received by the Company, following are the number of other directorships and the names of the listed entities where the Directors of the Company are also a Director and the category of their directorships therein:

Name of the Directors	No. of Directorships including the Company@	Directorships and its category in listed entities other than the Company
Mr. Ashwani Windlass	5	1. Vodafone Idea Limited - Independent Director
		2. Jubilant Foodworks Limited - Independent Director
		3. Hindustan Media Ventures Limited - Independent Director
Mr. Akshay Chudasama	3	1. Apollo Tyres Limited - Independent Director
		2. Artemis Medicare Services Limited - Independent Director
Ms. Anjali Bansal	8	1. Siemens Limited - Independent Director
		2. Apollo Tyres Limited - Independent Director
		3. The Tata Power Company Limited - Independent Director
		4. Voltas Limited - Independent Director
Mr. Ashok Kumar Barat	7	1. Cholamandalam Financial Holdings Limited - Independent Director
		2. DCB Bank Limited - Independent Director
		3. Cholamandalam Investment and Finance Company Limited - Independent Director
		4. Birlasoft Limited - Independent Director
Mr. Ravindra Dhariwal	5	1. Sheela Foam Limited - Independent Director
		2. Future Retail Limited - Independent Director
Mr. Alberto Toni	1	-
Mr. Rajeev Gopalakrishnan	3	-
Mr. Sandeep Kataria	4	-
Mr. Ram Kumar Gupta	4	-
Mr. Uday Khanna#	N.A.	N.A.
Mr. Shaibal Sinha$	N.A.	N.A.

@Excludes memberships of the managing committee of various chambers/bodies, directorships in private limited companies, foreign companies, companies registered under section 8 of the Act and alternate directorships.

#Ceased to be a director with effect from August 4, 2019.

$Resigned with effect from August 3, 2019.

None of the directors on the Board of the Company is a member of more than 10 committees and / or Chairperson of more than 5 committees, reckoned in terms of Regulation 26 of the Listing Regulations. The Independent Directors of the Company do not serve in more than the prescribed number of companies as independent directors in terms of the requirements of the Listing Regulations.

The Board has devised proper system to ensure compliance with the provisions of all applicable laws and periodically reviewed the compliance reports of all laws applicable to the Company and necessary steps were taken to ensure the compliance in letter and spirit.

The Board of Directors of the Company met 4 (four) times during the financial year ended March 31, 2020. Atleast one meeting of the Board was held in every quarter and the time gap between any two consecutive board meetings did not exceed 120 days during the financial year ended March 31, 2020. The details are as follows:

Sl. No.	Date of Board Meetings	Board Strength (No. of Directors)	No. of Directors Present	No. of Independent Directors Present
1.	May 24, 2019	10	10	5
2.	August 2, 2019	10	10	5
3.	November 13, 2019	9	9	5
4.	February 6, 2020	9	9	5

The Directors have access to the complete agenda for meetings along with all relevant annexures and other important information on their respective devices through a software platform that allows secured log in and access to data on the device in online and offline modes as well as functionality to make private notes and comments ahead of the meeting and many other advanced features.

In pursuance of Para C(2), Schedule V to the Listing Regulations, the Board at its meeting held on May 24, 2019 has identified the core skills/expertise/competencies that are desirable for the Company to function effectively in the context of the business of the Company and its sector. These core skills/expertise/competencies are actually available with the Board in the following manner:

Areas	Core skills / expertise / competencies in specific functional area	Name of the Directors
Marketing and Branding	Experience of accomplishing sales, understanding of market & consumers, contemporary marketing strategy, experience of international fashion trends, branding strategies, merchandising strategies and business promotion programmes.	Mr. Ashwani Windlass Mr. Alberto Toni Mr. Ravindra Dhariwal Mr. Rajeev Gopalakrishnan Mr. Sandeep Kataria
Finance and Accounts	Leadership experience in handling financial management and risk management of large organisations. Experience in manufacturing sector accounting and foreign exchange management.	Mr. Ashwani Windlass Mr. Alberto Toni Ms. Anjali Bansal Mr. Ashok Kumar Barat Mr. Ravindra Dhariwal Mr. Rajeev Gopalakrishnan Mr. Ram Kumar Gupta
Merger and Acquisition	Experience in merger and acquisition strategies, negotiation of cross - border deals, ability to analyse future business opportunities and decide business combinations.	Mr. Ashwani Windlass Mr. Akshay Chudasama Mr. Alberto Toni Ms. Anjali Bansal Mr. Ashok Kumar Barat Mr. Ravindra Dhariwal Mr. Sandeep Kataria
Diversified Leadership	Experience in leading well-governed large organisations, with an understanding of complex business and regulatory environment, accountability, strategic planning with future vision, having decision making capabilities and ability for innovation.	Mr. Ashwani Windlass Mr. Alberto Toni Ms. Anjali Bansal Mr. Ashok Kumar Barat Mr. Ravindra Dhariwal Mr. Rajeev Gopalakrishnan Mr. Sandeep Kataria Mr. Ram Kumar Gupta

Areas	Core skills / expertise / competencies in specific functional area	Name of the Directors
Product Knowledge, Business Strategies and Planning	Knowledge of product, understanding of diverse business environment, changing socio-economic conditions and regulatory framework. Experience in developing long-term strategies considering the product lifecycle, to develop business consistently, profitably, competitively and in a sustainable manner.	Mr. Ashwani Windlass Mr. Alberto Toni Ms. Anjali Bansal Mr. Rajeev Gopalakrishnan Mr. Sandeep Kataria
Regulatory Compliance, Governance and Stakeholders Management	Experience in developing governance practices, protecting and managing all stakeholders' interests in the Company, maintaining management accountability and building long-term effective stakeholder relationships.	Mr. Ashwani Windlass Mr. Akshay Chudasama Mr. Alberto Toni Ms. Anjali Bansal Mr. Ashok Kumar Barat Mr. Ram Kumar Gupta

Familiarization Programme for Independent Directors

In order to encourage active participation from the Independent Directors and also to enable them to understand the business environment of the Company, a Familiarization Programme for the Independent Directors has been adopted and implemented.

Once appointed, the Independent Directors undergo the Familiarization Programme of the Company wherein the necessary information and relevant documents in respect of footwear industry, the regulatory environment in which the Company operates and the Annual Reports of past financial years are provided to them.

The Independent Directors visit the Corporate Office of the Company, manufacturing units, regional offices and also visit the Company's Retail outlets and hold one-on-one discussions with Key Functional Heads of the Company to understand various functions which are critical to the business performance of the Company. They are also provided with financial results, internal audit findings, risk inventories and other specific documents as sought for, from time to time. The Independent Directors are also made aware of the Corporate Policies including the Code of Conduct and the Business Ethics.

Details of the Familiarization Programmes imparted during the year under review has been uploaded on the website of the Company at *www.bata.in* and is available at the link https://www.bata.in/0/pdf/Familiarization-Programme_2019-20.pdf

Independent Directors' Separate Meeting

Schedule IV to the Act and the Listing Regulations mandate the Independent Directors to hold atleast one meeting in every financial year, without the attendance of non-independent directors and members of the management.

During the financial year ended March 31, 2020, the Independent Directors met on April 22, 2019 and February 20, 2020, *inter alia*, to review performance of Non-Independent Directors & the Board as a whole, to review performance of the Chairman of the Company and to assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board.

Code of Conduct

The Board of Directors of the Company has adopted a Code of Conduct for the Directors, Key Managerial Personnel, Senior Management Personnel and Functional Heads of the Company. The said Code of Conduct of the Company has been uploaded on the website of the Company at *www.bata.in* and is available at the link https://bata.in/0/pdf/BIL-CodeofConductforDirectors&SMPs.pdf

Board Committees

The Board of Directors of the Company has promulgated various committees and has delegated specific responsibilities to them. The Committees review items in great detail before they are placed at the Board meetings for consideration. The Committees follow the defined guidelines and established framework for their operations. The Board at its meeting held on May 24, 2019 amended the terms of reference of various committees in compliance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Audit Committee

The Board of Directors of the Company has constituted a qualified and independent Audit Committee that acts as a link between the management, the Statutory and Internal Auditors and the Board.

Terms of Reference

The terms of reference of the Audit Committee are in conformity with the requirements of Regulation 18 of the Listing Regulations and Section 177 of the Act. Terms of reference of the Audit Committee include overseeing the financial reporting process, review of financial statements, ensuring compliance with the regulatory guidelines, review of internal audit reports, recommending appointment and remuneration of auditors to the Board of Directors, review of adequacy of internal control systems and internal audit function, review of utilization of loans, advances and investments made by the Company in its subsidiary companies above certain threshold and other matters specified under the Listing Regulations and the Act. The Audit Committee also reviews information as per the requirement of Part C of Schedule II to the Listing Regulations.

Composition, Meetings and Attendance

The composition of the Audit Committee is in accordance with the provisions of the Act and Regulation 18 of the Listing Regulations.

As on March 31, 2020, the Audit Committee comprised of 5 (five) Non-Executive Directors, 4 (four) of whom are Independent Directors. All the members of the Audit Committee are financially literate with majority having accounting or related financial management expertise. The Chairman of the Committee is an Independent (Non-Executive) Director, nominated by the Board. The Executive Directors, the Statutory Auditors, the Chief Internal Auditor and the Head of Finance are permanent invitees to the Audit Committee Meetings. The Company Secretary acts as the Secretary to the Committee. The minutes of the Audit Committee meetings were circulated to the Board, discussed and taken note of. All recommendations made by the Audit Committee during the year were accepted by the Board.

Atleast one meeting of the Audit Committee was held in every quarter of the financial year ended March 31, 2020 and the time gap between any two consecutive meetings of the Audit Committee did not exceed 120 days. During the financial year ended March 31, 2020, 4 (four) Audit Committee meetings were held on May 24, 2019, August 2, 2019, November 13, 2019 and February 6, 2020. The composition and attendance of the members of the Audit Committee are as follows:

Sl. No.	Name of the Directors	Position	No. of meetings attended
1.	Mr. Ashok Kumar Barat	Chairman	4 out of 4
2.	Mr. Akshay Chudasama	Member	4 out of 4
3.	Mr. Alberto Toni	Member	4 out of 4
4.	Ms. Anjali Bansal	Member	4 out of 4
5.	Mr. Ravindra Dhariwal	Member	4 out of 4
6.	Mr. Shaibal Sinha[$]	Member	2 out of 2
7.	Mr. Uday Khanna[#]	Member	2 out of 2

[$]Ceased to be a member with effect from August 3, 2019.
[#]Ceased to be a member with effect from August 4, 2019.

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company to answer the queries related to accounts to the satisfaction of the shareholders.

Nomination and Remuneration Committee

The Board of Directors of the Company constituted a Nomination and Remuneration Committee in terms of the requirements of Section 178 of the Act and Rules framed thereunder read with Regulation 19 of the Listing Regulations.

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee covers all the areas mentioned under Section 178 of the Act and Regulation 19 of the Listing Regulations. The broad terms of reference of the Committee include:

(i) To formulate the criteria for determining qualifications, positive attributes and independence of a Director;

(ii) To recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees of the Company;

(iii) To identify persons who are qualified to become directors and who may be appointed in senior management;

(iv) To evaluate the performance of all Directors;

(v) To recommend to the Board, all remuneration, in whatever form, payable to senior management.

Composition, Meetings and Attendance

As on March 31, 2020, the Nomination and Remuneration Committee comprised of 4 (four) Non-Executive Directors, 3 (three) of whom are Independent Directors. The Company Secretary acts as the Secretary to the Committee.

The details of the composition, meetings and attendance of the members of the Nomination and Remuneration Committee are as follows:

Sl. No.	Name of the Directors	Position	No. of meetings attended	Date of meetings
1.	Ms. Anjali Bansal	Chairperson	4 out of 4	May 24, 2019 August 2, 2019 November 13, 2019 February 6, 2020
2.	Mr. Akshay Chudasama	Member	4 out of 4	
3.	Mr. Alberto Toni	Member	4 out of 4	
4.	Mr. Ravindra Dhariwal	Member	4 out of 4	
5.	Mr. Shaibal Sinha[$]	Member	2 out of 2	
6.	Mr. Uday Khanna[#]	Member	2 out of 2	

[$]Ceased to be a member with effect from August 3, 2019.
[#]Ceased to be a member with effect from August 4, 2019.

The Chairperson of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company to answer the queries of the shareholders. The Executive Directors and the Head – HR are permanent invitees to the Meetings of the Nomination and Remuneration Committee.

The Board along with the Committee periodically reviews the succession plans for appointment to the Board and Senior Management Personnel of the Company.

Nomination and Remuneration Policy

In compliance with the requirements of Section 178 of the Act including Rules framed thereunder and pursuant to the provisions of Regulation 19(4) of the Listing Regulations, the Board of Directors of the Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMPs), Functional Heads and other employees of the Company. The Policy provides for Board diversity criteria and qualifications for appointment of Directors, KMPs and SMPs, remuneration paid / payable to them, etc. The said policy has been uploaded on the website of the Company at *www.bata.in* and is available at the link https://bata.in/0/pdf/Remuneration-Policy_2015.pdf

Non-Executive Directors

The Board of Directors decides on the remuneration of the Non-Executive Directors in accordance with the provisions of the Articles of Association of the Company and with the approval of the Members of the Company. Such remuneration are also in line with the Nomination and Remuneration Policy of the Company and in terms of the specific requirements under the Act and the Listing Regulations.

Non-Executive Non-Independent Directors do not accept sitting fees and / or Commission on Net Profits of the Company. The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors during the year under review. As on March 31, 2020, none of the Non-Executive Directors of the Company held any equity shares or any convertible instruments of the Company.

Remuneration by way of sitting fees for attending Board and Committee Meetings are paid to the Independent Directors. They are also entitled to a Commission on Net Profits not exceeding 1% in aggregate of the Net Profits computed in the manner referred to in Section 198 of the Act and Rules framed thereunder, which is distributed among them after the AGM every year, in such proportion as determined by the Board on the recommendation of the Nomination and Remuneration Committee.

The details of sitting fees and Commission on Net Profits paid to the Independent Directors during the financial year ended March 31, 2020 are as follows:

(Rs. in Million)

Name of the Directors	Sitting Fees paid	Commission paid for the financial year ended March 31, 2019
Mr. Ashwani Windlass^	0.21	-
Mr. Akshay Chudasama	1.13	1.32
Ms. Anjali Bansal	0.95	1.32
Mr. Ashok Kumar Barat@	0.71	0.38
Mr. Ravindra Dhariwal	1.37	1.32
Mr. Uday Khanna#	0.53	2.65

^Appointed as the Chairman & Independent Non-Executive Director with effect from November 13, 2019.
#Ceased to be a director with effect from August 4, 2019.
@Appointed as an Independent Director with effect from December 17, 2018.

Letters of appointment have been issued by the Company to the Independent Directors who have been appointed / re-appointed, stating their roles, duties, responsibilities, etc., which have been accepted by them.

Other terms and conditions of appointment of the Independent Directors have been disclosed on the website of the Company at the following web-link: https://www.bata.in/bataindia/a-88_s-181_c-42/investor-relations.html

Executive Directors

The details of remuneration and perquisites paid to the Executive Directors during the year under review are as under:

(Rs. in Million)

Name of the Directors	Salary	Performance Linked Incentive	Perquisites
Mr. Rajeev Gopalakrishnan *Managing Director*	39.25	15.84	2.70
Mr. Sandeep Kataria *Whole-time Director and Chief Executive Officer*	27.53	16.90	1.23
Mr. Ram Kumar Gupta *Director Finance and Chief Financial Officer*	24.79	5.66	0.21

Performance Linked Incentive is determined by the Nomination and Remuneration Committee based on the overall business performance of the Company. As the liabilities for Gratuity and Leave Encashment are provided on actuarial basis by the Company as a whole, the amounts pertaining to the Directors are not included above. Remuneration and perquisites of the Executive Directors as given above also include retirement benefits and items which do not form part of their remuneration and perquisites under Section 197 and 198 of the Act and Rules framed thereunder.

The Agreements with the Executive Director(s) are contractual in nature. These Agreements may be terminated at any time by either party giving six months' notice in writing without any cause. In the event the notice is delivered by the Executive Director(s), the Company shall have the option of determining the services of the Executive Director(s) forthwith without any further liabilities whatsoever. In such event, the concerned Executive Director(s) shall be entitled to be paid his full salary for a period of six months as per the Agreement as well as incentive which he would have earned during the same period.

The Company does not have any Stock Options Scheme for its Directors or employees.

Performance Evaluation of the Board, Committees and Directors

The Board of Directors understands the requirements of an effective Board Evaluation process and accordingly conducts the Performance Evaluation every year in respect of the following:

i. Board of Directors as a whole.

ii. Committees of the Board of Directors.

iii. Individual Directors including the Chairman of the Board of Directors.

In compliance with the requirements of the provisions of Section 178 of the Act, the Listing Regulations and the Guidance Note on Board Evaluation issued by SEBI in January 2017, a Performance Evaluation was carried out internally for the Board, Committees of the Board, Individual Directors including the Chairman of the Board of Directors for the financial year ended March 31, 2020. During the year under review, the Company has complied with all the criteria of evaluation as envisaged in the SEBI Circular on 'Guidance Note on Board Evaluation'.

The key objectives of conducting the Board Evaluation process were to ensure that the Board and various Committees of the Board have appropriate composition and they have been functioning collectively to achieve common business goals of the Company. Similarly, the key objectives of conducting performance evaluation of the Directors through individual assessment and peer assessment were to ascertain if the Directors actively participate in the Board / Committee Meetings and contribute to achieve the common business goals of the Company.

The Directors carry out the aforesaid Performance Evaluation in a confidential manner and provide their feedback on a rating scale of 1 - 5. Duly completed formats were sent to the Chairman of the Board and the Chairman / Chairperson of the respective Committees of the Board for their consideration. The Performance Evaluation feedback of the Chairman was sent to the Chairperson of the Nomination and Remuneration Committee.

The outcome of such Performance Evaluation exercise was discussed during the year at a separate Meeting of the Independent Directors held on February 20, 2020 and subsequently at the Nomination and Remuneration Committee Meeting held on May 25, 2020. The Nomination and Remuneration Committee forwarded their recommendation based on such Performance Evaluation Process to the Board of Directors.

After completion of internal evaluation process, the Board at its meeting held on May 25, 2020, also discussed the Performance Evaluation of the Board, its committees and individual directors. The Performance Evaluation of the Independent Directors of the Company was done by the entire Board of Directors, excluding the Independent Directors being evaluated. The Board expressed its satisfaction with the evaluation process and results thereof.

Corporate Social Responsibility (CSR) Committee

Pursuant to the applicable provisions of the Act, the CSR Committee is required to recommend the amount of expenditure to be incurred for undertaking CSR activities by the Company in terms of the Corporate Social Responsibility Policy. It also monitors the CSR Policy of the Company from time to time. During the financial year ended March 31, 2020, 3 (three) CSR Committee meetings were held on May 24, 2019, November 13, 2019 and February 6, 2020. The composition of the CSR Committee as on March 31, 2020 and attendance of its members are as follows:

Sl. No.	Name of the Directors	Position	Category	No. of Meetings attended
1.	Mr. Akshay Chudasama	Chairman	Independent, Non-Executive Director	3 out of 3
2.	Mr. Rajeev Gopalakrishnan	Member	Executive Director	3 out of 3
3.	Mr. Ram Kumar Gupta	Member	Executive Director	3 out of 3
4.	Mr. Ravindra Dhariwal	Member	Independent, Non-Executive Director	3 out of 3

The Company Secretary acts as the Secretary to the Committee.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee (SRC) of the Board considers and resolves grievances of the security holders of the Company. The Committee also reviews the measures taken for effective exercise of voting rights by shareholders, adherence to the service standards adopted by the Company in relation to various services rendered by the Registrar & Share Transfer Agent, etc. During the financial year ended March 31, 2020, 3 (three) SRC meetings were held on May 24, 2019, November 13, 2019 and February 6, 2020. The composition of the SRC Committee and attendance of its members are as follows:

Sl. No.	Name of the Directors	Position	Category	No. of Meetings attended
1.	Mr. Ravindra Dhariwal^	Chairman	Independent, Non-Executive Director	2 out of 2
2.	Mr. Rajeev Gopalakrishnan	Member	Executive Director	3 out of 3
3.	Mr. Ram Kumar Gupta	Member	Executive Director	3 out of 3
4.	Mr. Uday Khanna[#]	Past Chairman	Independent, Non-Executive Director	1 out of 1

^Inducted as a member and also appointed as the Chairman with effect from August 4, 2019.
[#]Ceased to be the Chairman with effect from August 4, 2019.

The Chairman of the Committee was present at the last Annual General Meeting of the Company to answer the relevant queries of the shareholders.

The Company Secretary acts as the Secretary to the Committee.

Compliance Officer

As on March 31, 2020, Mr. Arunito Ganguly, Company Secretary was the Compliance Officer of the Company.

Details of Shareholders' complaints

In compliance with the requirements of SEBI Circular No. CIR/OIAE/2/2011 dated June 3, 2011, the Company has obtained exclusive User Id and Password for processing the investor complaints in a centralized web based SEBI Complaints Redress System - 'SCORES'. This enables the investors to view online the actions taken by the Company on their complaints and current status thereof, by logging on to the SEBI's website www.sebi.gov.in

No shareholder complaints were lying unresolved as on March 31, 2020 under 'SCORES'.

It is confirmed that there was no request for registration of share transfers / transmissions lying pending as on March 31, 2020 and that all requests for issue of new certificates, sub-division or consolidation of shareholdings, etc., received upto March 31, 2020 have since been processed. The Company has an efficient system in place to record and process all requests for dematerialization and re-materialization of shares of the Company through National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL).

Nature of complaints received and resolved during the financial year ended March 31, 2020:

Sl. No.	Subject matter	Complaints pending as on April 1, 2019	Complaints received	Complaints redressed	Complaints pending as on March 31, 2020
			During the financial year ended March 31, 2020		
1.	Non-receipt of Dividend	1	4	4	1
2.	Transfer / Transmission of Shares	0	2	2	0
3.	Dematerialization / Re - materialization of Shares	0	1	1	0
4.	Others	0	5	5	0
TOTAL		**1**	**12**	**12**	**1***

*The complaint lying pending as on March 31, 2020 as indicated above has since been resolved.

Risk Management Committee

The Board of Directors has constituted a Risk Management Committee with majority of its members being Directors including one Independent Director.

Based on the recommendation of the Audit Committee, the Board of Directors has adopted a Risk Management Policy. In terms of the said Policy, Risk Inventory Reports prepared by the Management Committee are circulated to the Directors of the Company in order to keep them informed about the risk assessment and risk mitigation processes. The Risk Inventory Reports are presented at the Audit Committee meetings for review on quarterly basis. Based on the recommendations and advice of the Committee, necessary actions are taken to mitigate potential risks of the Company. The Risk Management Committee makes assessment of the potential risks and concerns for the Company as well as suggests the best course of action to mitigate and avoid such risks.

The Committee met twice during the financial year ended March 31, 2020, i.e., on May 24, 2019 and November 13, 2019.

The composition of the Risk Management Committee and attendance of its members (Directors and non-Directors) are as follows:

Sl. No.	Name of the Members	Category	No. of Meetings attended
1.	Mr. Sandeep Kataria, Chairman^	Executive Director	2 out of 2
2.	Mr. Rajeev Gopalakrishnan#	Executive Director	2 out of 2
3.	Mr. Ravindra Dhariwal	Independent Director	2 out of 2
4.	Mr. Ram Kumar Gupta	Executive Director	2 out of 2
5.	Mr. Alberto Toni	Non-Executive Director	2 out of 2
6.	Mr. Sanjay Kanth	Senior Vice President - Manufacturing & Sourcing	2 out of 2
7.	Mr. Vikas Baijal$	Senior Vice President - Human Resource	2 out of 2
8.	Mr. Vinod Kumar Mangla	Global Audit Head (Previously - Chief Internal Auditor)	2 out of 2

^Appointed as the Chairman with effect from November 13, 2019.
#Ceased to be a member with effect from November 13, 2019.
$Ceased to be a member with effect from January 24, 2020.

The Company Secretary acts as the Secretary to the Committee.

General Body Meetings

Details of the last three Annual General Meetings and Special Resolutions passed thereat are given below:

Accounting Year	Day, Date & Time	Venue	Special Resolution passed
2018-19	Friday, August 2, 2019 at 10:00 A.M.	'Kalamandir', 48, Shakespeare Sarani, Kolkata - 700017	➢ Re-appointment of Mr. Akshaykumar Narendrasinhji Chudasama as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing with effect from August 4, 2019 upto August 3, 2024. ➢ Re-appointment of Ms. Anjali Bansal as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing with effect from August 4, 2019 upto August 3, 2024.
2017-18	Friday, July 20, 2018 at 10:00 A.M.		Appointment including payment of remuneration to Mr. Sandeep Kataria as the Whole-time Director and Chief Executive Officer of the Company.
2016-17	Tuesday, July 18, 2017 at 10:00 A.M.		None

No Extraordinary General Meeting (EGM) was held by the Company during the financial year ended March 31, 2020.

Details of Resolutions passed through Postal Ballot

During the financial year ended March 31, 2020, 1 (one) Special Resolution was passed for re-appointment of Mr. Ravindra Dhariwal as an Independent Director of the Company, to hold office for a second term of 3 (three) consecutive years commencing from May 27, 2020 upto May 26, 2023 through Postal Ballot (including e-Voting) conducted in accordance with Sections 108 and 110 of the Act and Rules framed thereunder, revised Secretarial Standard 2 and the Listing Regulations. Along with the above Special Resolution, 1 (one) Ordinary Resolution was also passed through the said Postal Ballot (including e-Voting).

The above Special Business as set out in the Postal Ballot Notice dated February 6, 2020 were deemed to be passed on March 18, 2020 (being the last date for e-Voting and receipt of Postal Ballot Forms) with requisite majority, the results of which were declared on March 19, 2020. Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries was appointed for the purpose of scrutinizing the process of Postal Ballot (including e-Voting) in a fair and transparent manner.

The details of voting are as follows:

Resolution(s)	Percentage of number of valid votes cast in assent	Percentage of number of valid votes cast in dissent	Total Percentage of number of valid votes
Resolution No. 1: Ordinary Resolution For appointment of Mr. Ashwani Windlass as a Director and also as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years commencing his date of appointment, i.e., from November 13, 2019 upto November 12, 2024.	99.63	0.37	100.00
Resolution No. 2: Special Resolution For re-appointment of Mr. Ravindra Dhariwal as an Independent Director of the Company, to hold office for a second term of 3 (three) consecutive years commencing from May 27, 2020 upto May 26, 2023.	99.87	0.13	100.00

Mr. Sandeep Kataria, Whole-time Director and CEO, Mr. Ram Kumar Gupta, Director Finance and CFO and Mr. Arunito Ganguly, Company Secretary & Compliance Officer of the Company, were authorised by the Board and were responsible for conducting the entire process of Postal Ballot and e-Voting under the provisions of the Act read together with the Rules made thereunder and the Listing Regulations.

The Company had availed the services of National Securities Depository Limited (NSDL) to provide e-Voting facility to all its Members. The voting rights of the Members were reckoned on the cut-off date, i.e., Friday, February 7, 2020. The Company completed the despatch of the Postal Ballot Notice along with the Postal Ballot Form and self-addressed postage prepaid business reply envelope to all the Members on Monday, February 17, 2020. The Postal Ballot Notice was also placed on the website of the Company, i.e., *www.bata.in* and also on the e-Voting website of NSDL, i.e., www.evoting.nsdl.com. The Members were requested to return the physical Postal Ballot Form duly completed and signed, in the self-addressed postage prepaid business reply envelope to the Scrutinizer not later than the close of business hours, i.e., 5:00 P.M. on Wednesday, March 18, 2020. The e-Voting period commenced on Tuesday, February 18, 2020 (9:00 A.M.) and ended on Wednesday, March 18, 2020 (5:00 P.M.). Members who were entitled to vote could opt for only one mode of voting, i.e., either through Physical Postal Ballot Form or through e-Voting.

Post the closure of voting at 5:00 P.M. on Wednesday, March 18, 2020, the Scrutinizer prepared a consolidated Scrutinizer's Report and submitted the same to Mr. Arunito Ganguly, Company Secretary, who was authorized by the Chairman in writing to countersign the Results of voting by Postal Ballot (including e-Voting) and announce the same on his behalf.

The Results of voting by Postal Ballot (including e-Voting) were declared on Thursday, March 19, 2020 at 5:00 P.M. at the Registered Office of the Company by Mr. Arunito Ganguly.

The Company does not propose to conduct any Special Resolution through Postal Ballot under Section 110 of the Act and Rules framed thereunder on or before the forthcoming AGM.

Means of Communication

Financial Results: Prior intimation of the Board Meetings to consider and approve Unaudited / Audited Financial Results of the Company are given to the Stock Exchanges and also disseminated on the website of the Company at *www.bata.in*. After the aforesaid financial results are approved at the Board Meetings, the same are immediately intimated to the Stock Exchanges. The Annual Audited Financial Statements are sent to every Member of the Company in the prescribed manner. In terms of Regulation 10 of the Listing Regulations, the Company complies with the online filing requirements on electronic platforms of BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and The Calcutta Stock Exchange Limited (CSE) *viz.,* BSE Listing Centre, NSE Electronic Application Processing System (NEAPS) and Compliance Uploader on CSE's website, respectively.

Newspapers: The Financial Results of the Company are published in widely circulated daily newspapers, such as, "The Economic Times" (English) / "Business Standard" (English) and "Ei Samay" (Bengali).

Website: The Website of the Company (*www.bata.in*) is regularly updated to provide further ease of access to the requisite information prescribed under various provisions of the Act and the Listing Regulations including

Regulation 46(2) thereof. The "Investor Relations" section contains details / information, including Financial Results, Shareholding Pattern and Press Releases, Company Policies relevant for various stakeholders. The Members / Investors can view the details of electronic filings done by the Company on the websites of BSE and NSE, i.e., www. bseindia.com and www.nseindia.com respectively.

Press / News Releases: Official Press Releases including Press Release on Financial Results of the Company are sent to the Stock Exchanges and the same are simultaneously hosted on the website of the Company.

Presentations made to institutional investors / analysts: All price sensitive information are promptly intimated to the Stock Exchanges before being released to the media, other stakeholders and uploaded on the Company's website, *www.bata.in*

General Shareholders' Information

Annual General Meeting (AGM), Book Closure Period and Dividend Payment Date: The details of AGM, Book Closure period and Dividend payment date are being disclosed in the Notice conveying the 87th AGM and forming part of the Annual Report.

Financial Year

The Financial Year of the Company is from 1st April to 31st March.

Financial Calendar [Current Financial Year 2020-21]	**Tentative Dates**
First Quarter Financial Results (June 30, 2020)	By mid-August 2020
Second Quarter Financial Results (September 30, 2020)	By mid-November 2020
Third Quarter Financial Results (December 31, 2020)	By mid-February 2021
Fourth Quarter & Annual Audited Financial Results of the current Financial Year (March 31, 2021)	By end of May 2021

Listing of Equity Shares on the Stock Exchanges with Stock Code: The Equity Shares of the Company are listed on the following Stock Exchanges:

i) **BSE Limited (BSE)**
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001
[BSE Security Code: 500043]

ii) **National Stock Exchange of India Limited (NSE)**
Exchange Plaza, Plot No. C-1, Block G,
Bandra Kurla Complex, Bandra (E), Mumbai - 400051
[NSE Symbol: BATAINDIA]

iii) **The Calcutta Stock Exchange Limited (CSE)**
7, Lyons Range, Kolkata - 700001
[CSE Scrip Code: 10000003]

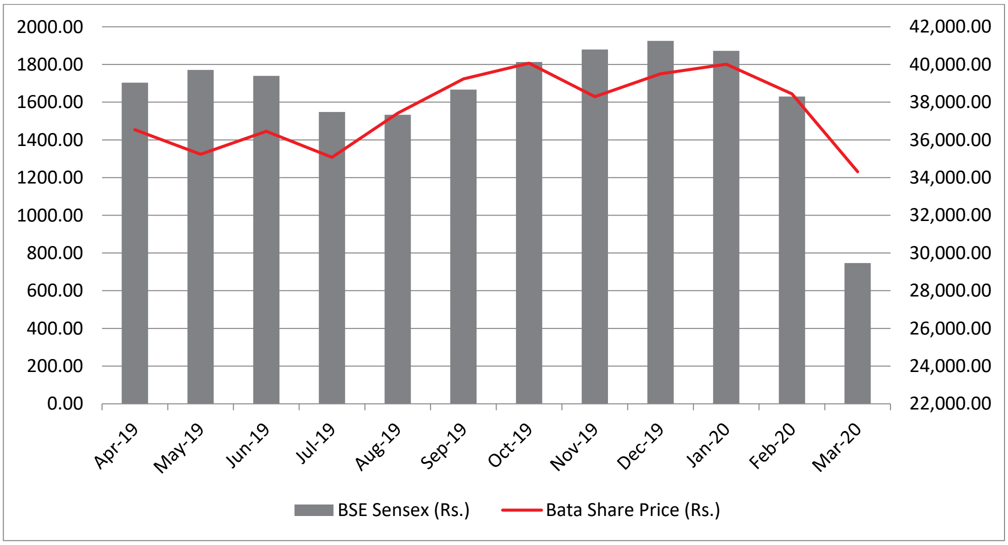
The annual listing fees for the financial year 2019-20 have been paid to the above Stock Exchanges and the fees for the financial year 2020-21 are being paid within the due date(s) as extended by the Stock Exchanges due to the Covid-19 pandemic situation and lockdown measures across the Country.

Market Price Data

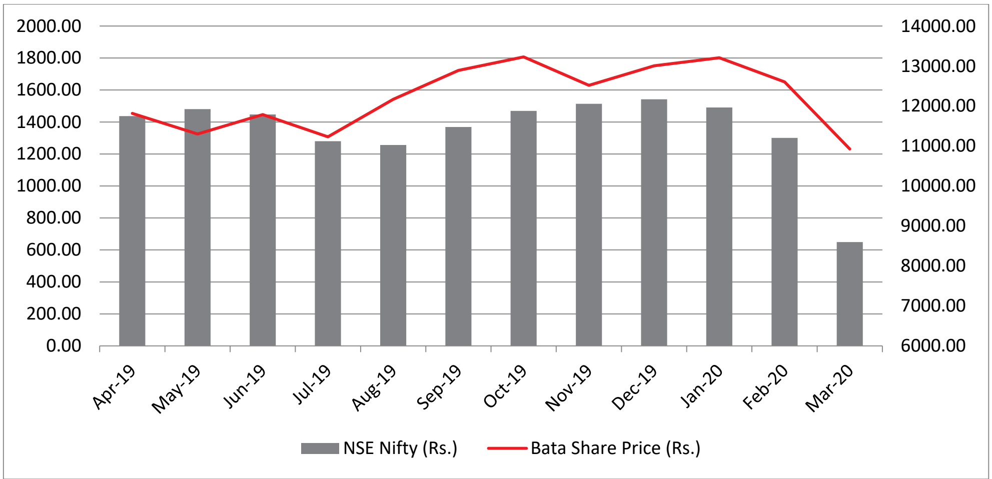
Month & Year	**BSE**			**NSE**		
	High (Rs.)	**Low (Rs.)**	**Volume (Nos.)**	**High (Rs.)**	**Low (Rs.)**	**Volume (Nos.)**
April 2019	1473.60	1368.50	530526	1473.50	1367.05	11743132
May 2019	1478.40	1300.35	1375903	1479.95	1300.60	19196009
June 2019	1454.30	1316.20	1040812	1460.00	1316.60	14718781
July 2019	1467.70	1251.60	753111	1468.00	1250.40	14913927
August 2019	1545.75	1280.00	926355	1550.00	1282.50	18353581
September 2019	1789.75	1509.80	700541	1782.00	1510.00	11292680
October 2019	1815.00	1653.20	628013	1814.00	1652.55	11255134
November 2019	1809.00	1607.00	543865	1810.15	1600.00	13694527
December 2019	1789.00	1616.70	684716	1770.75	1616.00	12179378
January 2020	1866.00	1687.35	414724	1866.00	1686.50	9742997
February 2020	1897.00	1606.00	447225	1895.45	1600.00	12693907
March 2020	1688.50	1017.20	839247	1690.25	1000.00	20601380

Note: During the financial year ended March 31, 2020, there was no trading in the equity shares of the Company at CSE.

Share Price Performance



Bata India Limited Share Price vs BSE Sensex



Bata India Limited Share Price vs NSE Nifty

Registrar and Share Transfer Agent (RTA): The Company has engaged M/s. R & D Infotech Private Limited, 7A, Beltala Road, 1st Floor, Kolkata - 700026, to provide services for processing the transfer, transmission, sub-division, consolidation, splitting of shares, etc. and to process the Members' requests for dematerialization and / or re-materialization of shares.

Share Transfer System: The Board has delegated the powers of share transfer approvals to an internal committee. The committee meets at regular intervals to consider and approve, *inter alia*, the requests for transfer and transmission of shares. There are no pending requests for transfer of shares as on March 31, 2020.

Documents and Share Certificates lodged by the Members / Investors are verified and entered in relevant Registers by the RTA in consultation with the Company.

In compliance with the provisions of Regulation 40(9) of the Listing Regulations, a Practicing Company Secretary conducts Audit of the Share Operations System of the Company maintained at the office of the RTA. The Company endeavours to implement, to the extent possible, the suggestions / recommendations based on the audit outcome.

Members' / Investors' Complaints: The Company and the RTA attend to the Members' / Investors' Complaints within the minimum possible time not exceeding 7 days to 15 days and steps have been taken to resolve the same within the statutory time limit except in disputed matters or cases involving legal issues, etc.

A Practicing Company Secretary conducts quarterly audit of the records maintained by the Company/ RTA and submits quarterly Audit Reports to the Company. The said audit reports are placed before the Board of Directors of the Company at its meetings.

The Company has received certificates / confirmations from the Stock Exchanges (NSE / BSE / CSE) that there were no pending complaints in the records of the Stock Exchanges as on March 31, 2020.

Dematerialization of Shares and Liquidity: Since the equity shares of the Company are compulsorily traded in dematerialized mode, the Members are advised to hold their shares in dematerialized mode with any Depository Participants (DPs) registered with NSDL and/or CDSL. Requests for dematerialization of shares should be sent directly by the concerned DPs to the RTA for further processing. In case of any delay on the part of the DPs to send the Demat Request Forms (DRF) and relevant Share Certificates beyond 15 days from the date of generation of the Demat Request Number (DRN) by the DPs, the said DRF will be rejected / cancelled. This is being done to ensure that no demat requests remain pending with the RTA beyond a period of 21 days from submission of DRF. Members / Investors should, therefore, ensure that their DPs do not delay in sending the DRF and relevant Share Certificates to the RTA immediately after generating the DRN. The International Securities Identification Number (ISIN) assigned to the Equity Shares of the Company under the Depository System is INE176A01028 and the Shares of the Company are frequently traded at the BSE and NSE.

As on March 31, 2020, 99.18% of the total paid-up share capital of the Company represented by 127468901 Equity Shares are held in dematerialized mode. The balance Equity Shares are held in physical mode and these shareholders are requested to dematerialize their shares in their own interests to avail the benefits of holding shares in dematerialized mode. The entire Promoters' shareholding, that is, 52.96% of the total paid-up share capital, is held in dematerialized mode.

Distribution of Shareholding as on March 31, 2020

Range of Shares	No. of Shareholders	Percentage	No. of Shares	Percentage
1 - 5000	177203	99.76	15388229	11.97
5001 - 10000	136	0.08	998799	0.78
10001 - 50000	169	0.09	3865724	3.01
50001 - 100000	45	0.02	3361351	2.61
100001 and Above	80	0.05	104913437	81.63
Total	**177633**	**100.00**	**128527540**	**100.00**

Shareholding Pattern as on March 31, 2020

Category	No. of Shareholders	No. of Shares	% of Paid-up Share Capital
Promoter Shareholding			
Indian Promoters	-	-	-
Foreign Promoters	1	68065514	52.96
Total Promoter Shareholding (A)	**1**	**68065514**	**52.96**
Public Shareholdings			
Resident Individual	172491	15810645	12.30
Domestic Companies	1204	2475261	1.93
N.R.I.	3488	636701	0.50
Mutual Fund	112	19798410	15.40
Financial Institutions / Banks	36	601428	0.47
Insurance Companies	56	8952839	6.96
F.I.I.	217	11879373	9.24
Trusts	24	38506	0.03
Director or Director's Relatives	3	656	0.00
IEPF Authority	1	268207	0.21
Total Public Shareholding (B)	**177632**	**60462026**	**47.04**
Total (A+B)	**177633**	**128527540**	**100.00**

Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity: As on March 31, 2020, the Company does not have any outstanding Global Depository Receipts (GDRs) or American Depository Receipts (ADRs) or warrants or any convertible instruments.

Factory Locations: The Company's factories are located at the following places:

- Batanagar, Kolkata, West Bengal.
- Bataganj, Patna, Bihar.
- Peenya Industrial Area, Bengaluru, Karnataka.
- Batashatak, Hosur, Tamil Nadu.

Credit Rating

ICRA Limited (ICRA) has reaffirmed vide its letter dated April 1, 2020 the Credit Rating of '[ICRA] AA+' (pronounced as ICRA double A plus) for the Non-Fund Based Facilities of the Company. The outlook on the Long Term Rating is 'Stable'.

Address for Correspondence

(i) BATA INDIA LIMITED

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

Telephone No.	:	(033) 2301 4400
Fax No.	:	(033) 2289 5748
E-mail	:	corporate.relations@bata.com

Contact Persons

Mr. Nitin Bagaria	:	Company Secretary & Compliance Officer (Appointed w.e.f. May 25, 2020)
E-mail	:	nitin.bagaria@bata.com
Mr. Jyotirmoy Banerjee	:	Investor Relations Manager
E-mail	:	share.dept@bata.com (E-mail address dedicated for shareholders' grievances)

(ii) REGISTRAR AND SHARE TRANSFER AGENT (RTA)

M/s. R & D Infotech Private Limited
Unit: Bata India Limited
7A, Beltala Road, 1st Floor, Kolkata - 700026, West Bengal

Telephone Nos.	:	(033) 2419 2641 / 2642
Fax No.	:	(033) 2419 2642
E-mail	:	bata@rdinfotech.net / info@rdinfotech.net
Contact Person	:	Mr. Ratan Kumar Mishra, Director

Other Disclosures

(a) Related Party Transactions

Prior approval of the Audit Committee is obtained for all Related Party Transactions entered by the Company. During the financial year ended March 31, 2020, the Company did not have any 'material' related party transaction that may have potential conflict with the interests of the Company at large.

The Disclosure on Related Party Transactions forms an integral part of the Notes to Financial Statements for the financial year ended March 31, 2020 (both Standalone and Consolidated basis) as included in this Annual Report.

(b) There were no instances of non-compliances related to capital markets during the last three years. No penalty/ stricture was imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities on such matters.

(c) The Company has established an effective Vigil Mechanism System and a Vigil Mechanism Committee under the Chairmanship of the Audit Committee Chairman is also in place. The Whistle Blower Policy of the Company is available at the link https://www.bata.in/0/pdf/Whistle-Blower-Policy.pdf. No person has been denied access to the Audit Committee.

(d) All mandatory requirements relating to corporate governance under the Listing Regulations have been appropriately complied with and the status of non-mandatory (discretionary) requirements are given below:

i) The Chairman does not maintain any office at the expense of the Company;

ii) In view of publication of the Financial Results of the Company in newspapers having wide circulation and dissemination of the same on the website of the Company as well as on the website of the Stock Exchanges, the Company does not consider it prudent to circulate the half-yearly results separately to the Shareholders;

iii) The Company's Financial Statements have been accompanied with unmodified audit opinion - both on quarterly and yearly basis and also both on standalone and consolidated basis;

iv) The Chairman, Managing Director and Chief Executive Officer (CEO) of the Company are three different individuals; and

v) The Chief Internal Auditor of the Company reports directly to the Audit Committee and is a permanent invitee to all the Audit Committee Meetings. In addition, he is also a Member of the Risk Management Committee of the Company.

(e) Subsidiary Companies

The Company has three wholly owned subsidiaries *viz*., Bata Properties Limited, Coastal Commercial & Exim Limited and Way Finders Brands Limited. None of these subsidiaries are 'Material Subsidiaries' within the meaning of Regulations 16(c) and 24 of the Listing Regulations.

The Audit Committee of the Company reviews the financial statements of these unlisted subsidiaries at periodic intervals. The Minutes of the Board Meetings of these subsidiaries are placed at the Board Meeting of the Company on quarterly basis. All significant transactions and arrangements, if any, entered into by the subsidiaries are periodically reported to the Board of Directors of the Company. These subsidiaries have not made any investment during the year under review. The Board of Directors of the Company shall, if required, formulate a policy for determining 'Material Subsidiary' as and when considered applicable in the future.

(f) The Board of Directors of the Company has adopted a Related Party Transactions Policy pursuant to the requirements of Section 188 of the Act and Rules framed thereunder and Regulation 23 of the Listing Regulations. The said Policy has been uploaded on the website of the Company at *www.bata.in* and is available at the link https://www.bata.in/0/pdf/RelatedPartyTransactionPolicy.pdf

(g) Commodity price risk or foreign exchange risk and hedging activities:

Information required under clause 9(n) of Part C of Schedule V to the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018 are given hereunder:

The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company manages its commodity price risk by maintaining adequate inventory of raw materials and finished goods considering future price movement.

Since the Company does not have any commodity price risk exposure hedged through commodity derivatives, accordingly, other details as required under SEBI Circular No. SEBI/HO/CFD/CMD1/CIR / P / 2018 / 0000000141 dated November 15, 2018 are not applicable to the Company.

Further details relating to risks and activities including financial risk management have been adequately disclosed in Note No. 37 to the Notes to the Standalone Financial Statements for the financial year ended March 31, 2020.

(h) No funds were raised by the Company through preferential allotment or qualified institutions placement.

(i) A certificate confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority, has been received from Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries and the same is annexed to this Report.

(j) During the financial year ended March 31, 2020, the Board has accepted all the recommendations of its Committees.

(k) Disclosure in terms of Schedule V(C)(10)(k): A sum of Rs. 12.147 Million (including out of pocket expenses) was paid by the Company and its subsidiaries, on a consolidated basis.

(l) In terms of the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (as amended) and Rules framed thereunder, the number of complaints received during the financial year 2019-20 alongwith their status of redressal as on March 31, 2020 are as under:

No. of complaints filed during the financial year 2019-20	11
No. of complaints disposed of during the financial year 2019-20	6
No. of complaints pending redressal as on March 31, 2020	5

(m) Disclosure with respect to demat suspense account / unclaimed suspense account : **Not applicable.**

Other items which are not applicable to the Company have not been separately commented upon.

ANNUAL DECLARATION BY THE CHIEF EXECUTIVE OFFICER (CEO) PURSUANT TO SCHEDULE V(D) OF THE LISTING REGULATIONS

I do hereby declare that pursuant to Regulation 26(3) of the Listing Regulations, all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2020.

Sandeep Kataria
Chief Executive Officer (CEO)
DIN: 05183714

CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

The following certificate was placed at the Board Meeting held on May 25, 2020.

We, Sandeep Kataria, Whole-time Director and Chief Executive Officer (CEO) and Ram Kumar Gupta, Director Finance and Chief Financial Officer (CFO), to the best of our knowledge and belief certify that:

A. We have reviewed the financial statements for the financial year ended March 31, 2020 and to the best of our knowledge and belief, we state that:

   (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;

   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the Indian Accounting Standards, applicable laws and regulations.

B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the financial year ended March 31, 2020, which are fraudulent, illegal or violative of the Company's Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify those deficiencies.

D. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee that:

   (i) there has been no significant change in internal control over financial reporting during the financial year ended March 31, 2020;

   (ii) there has been no significant change in accounting policies during the financial year ended March 31, 2020, except to the extent, if any, disclosed in the notes to the financial statements; and

   (iii) there has been no instance of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having significant role in the Company's internal control systems over financial reporting.

Place : Gurugram Date : May 25, 2020	**Sandeep Kataria** **Whole-time Director and CEO** DIN: 05183714	**Ram Kumar Gupta** **Director Finance and CFO** DIN: 01125065

CORPORATE GOVERNANCE COMPLIANCE

The Company has duly complied with the requirements laid down in the provisions of the Listing Regulations (including Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46) for the purpose of ensuring Corporate Governance. A certificate to this effect obtained from M/s. B S R & Co. LLP, Chartered Accountants, the Auditors of the Company, has been attached to this Annual Report.

For and on behalf of the Board of Directors

	Rajeev Gopalakrishnan	**Sandeep Kataria**
Place : Gurugram	**Managing Director**	**Whole-time Director and CEO**
Date : May 25, 2020	DIN: 03438046	DIN: 05183714

CERTIFICATE CONFIRMING NON-DISQUALIFICATION OF DIRECTORS

For the Financial Year ended March 31, 2020

[Pursuant to Regulation 34(3) and Clause 10(i) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
BATA INDIA LIMITED
27B, Camac Street, 1st Floor,
Kolkata - 700 016

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **BATA INDIA LIMITED** (hereinafter referred to as 'the Company') having CIN: L19201WB1931PLC007261 and having its Registered Office at 27B, Camac Street, 1st Floor, Kolkata - 700 016, produced before us by the Company, for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Clause 10(i) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verification as considered necessary (including Directors' Identification Number (DIN) status at the portal www.mca.gov.in) and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company for the financial year ended March 31, 2020, as detailed below, have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sl. No.	Name of Director	DIN	Designation	Date of Appointment
1.	Mr. Uday Chander Khanna	00079129	Chairman & Independent Director (up to 03/08/2019)	30/03/2006
2.	Mr. Ashwani Windlass	00042686	Chairman & Independent Director	13/11/2019
3.	Mr. Ravindra Dhariwal	00003922	Independent Director	27/05/2015
4.	Mr. Akshaykumar Narendrasinhji Chudasama@	00010630	Independent Director	28/04/2011
5.	Ms. Anjali Bansal@	00207746	Independent Director	21/05/2014
6.	Mr. Ashok Kumar Barat	00492930	Independent Director	17/12/2018
7.	Mr. Alberto Michele Maria Toni	08358691	Non-Executive Director	12/02/2019
8.	Mr. Shaibal Sinha	00082504	Non-Executive Director (up to 02/08/2019)	27/05/2015
9.	Mr. Rajeev Gopalakrishnan	03438046	Managing Director	23/02/2011
10.	Mr. Ram Kumar Gupta	01125065	Director Finance & CFO	19/08/2015
11.	Mr. Sandeep Kataria	05183714	Whole-time Director & CEO	14/11/2017

@Re-appointed for a 2nd term of 5 consecutive years with effect from August 4, 2019.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the same, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For P. SARAWAGI & ASSOCIATES
Company Secretaries

P. K. Sarawagi
Proprietor
Membership No.: FCS-3381
Certificate of Practice No. : 4882
ICSI UDIN : F003381B000274993

Place : Kolkata
Date : May 25, 2020

Independent Auditor's Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members of Bata India Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 02 April 2019 read with addendum to this engagement letter dated 19 May 2020.
2. This certificate contains details of compliance of conditions of Corporate Governance by Bata India Limited ('the Company') for the year ended 31 March 2020 as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock exchange.

Management's Responsibility

3. The compliance with the terms and conditions contained in the Corporate Governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2020.
5. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) I, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

   We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on Use

9. The certificate is addressed to and provided to the Members of the Company solely for the purpose to enable the Company to comply with requirement of aforesaid Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 101248W/W- 100022

Rajiv Goyal
Partner
Membership No.: 094549
ICAI UDIN: 20094549AAAACX8693

Place : Gurugram
Date : 25 May 2020

Annexure V

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 (as amended) forming part of the Board's Report for the financial year ended March 31, 2020

(A) CONSERVATION OF ENERGY

i. The steps taken or impact on conservation of energy:

a) Installed Electrical Capacitor Panel to improve power factor.

b) Installed translucent sheets for day light & natural air driven turbo fans on roof for working in shop floor with day light & natural ventilation.

c) Installed energy efficient LED lights by replacing high energy consuming lights.

d) Installed of energy efficient GA -110 Air compressor system.

e) Installed energy efficient motor, pump and VFD (Variable Frequency Drive).

f) Installed Motion Sensor drive power control system for light and Fan.

g) Reduction of contract demand from Electricity Board.

h) Replacement of old panels with energy efficient integrated APFC electrical panel.

ii. The steps taken by the Company for utilizing alternate sources of energy:

Introduction of "Solar Energy" is under evaluation.

iii. The capital investment on energy conservation equipments:

Financial Year	2019-20	2018-19	2017-18
Amount (Rs. in Million)	7.28	7.13	5.52

(B) TECHNOLOGY ABSORPTION

i. The efforts made towards technology absorption:

a) Material Development

b) Process Development

c) Product Development

d) Footwear Moulds

e) Waste Utilization

f) Energy Savings

g) Enhancing of Safe Work Environment

h) Cater to Export Specification Requirement

ii. The benefits derived like product improvement, cost reduction, product development or import substitution:

1. Developed & achieved BIS certification for Antistatic electrical resistance Safety Boot as per IS:15298 (Part-2) 2016.
2. Developed & achieved BIS certification for Heat Insulation Safety Boot as per IS:15298 (Part-2) 2016.
3. Developed & achieved BIS certification for Resistance to Hot Contact Safety Boot as per IS:15298 (Part-2) 2016.
4. Developed & achieved BIS certification for Water penetration resistance & water absorption resistance Safety Boot as per IS:15298 (Part-2) 2016.

5. Developed & achieved BIS license for Resistance to fuel oil Safety Boot as per IS:15298 (Part-2) 2016.
6. Developed & Introduced Ortho Comfit Men-Ladies & Kids EVA Hawai.
7. Achieved National Kaizen award conducted by CII at New Delhi in Large scale Industry category by utilization of waste, environment pollution safety & savings of Natural resources.
8. Developed & introduced about 367 new articles as per market trend across Bata India during the financial year.
9. Introduced vulcanizable canvas shoes with Ortholite Comfort socks (Project-Star, Floral Slip-on, Flex, Freddie, Max).
10. Developed vulcanizable shoe with Microfiber synthetic Upper material & Rubber Sole.
11. Introduced 12 different new moulds during the financial year (Orthocomfit Hawai-Men's, Ladies, Kids sheet mould & Thong strap mould, Hawai sheet mould for export production, PU Mould etc.
12. Introduced value added power sports shoes with Engineered mesh flexible upper & Phylon sole.
13. Developed and introduced new EVA compound formulation for cold moulded insoles.
14. Introduced new neoprene adhesive SR 7070TF having property of fast drying, high tack and tack retention time improved lasting process during cold and rainy time.
15. Developed & Introduced PU material from Indian material suppliers and replaced imported upper PU material from China. It has a shorter lead time improving our Speed to the Market & also cost efficient.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): NIL

a. the details of technology imported;
b. the year of import;
c. whether the technology been fully absorbed; and
d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof.

iv. Expenditure incurred on Research and Development:

Capital	: Rs. 2.41 Million
Recurring	: Rs. 68.25 Million
Total	: Rs. 70.66 Million

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Activities relating to export	: Rs. 169.66 Million
Total Foreign exchange used	: Rs. 3,047.20 Million
Total Foreign exchange earned	: Rs. 201.79 Million

For and on behalf of the Board of Directors

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-time Director and CEO
DIN: 05183714

Place : Gurugram
Date : May 25, 2020

Annexure VI

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

Corporate Social Responsibility of the Company and its Policy

Your Company works on the belief that organizations should exist to serve a social purpose and enhance the lives of people connected through business. Your Company has a CSR policy in place which aims to ensure that we continue to operate our business in an economically, socially and environmentally sustainable manner, while recognizing the interests of all stakeholders. Your Company's CSR programmes, which benefit the communities in and around the vicinity of its operational presence and over a period of time, are resulting in enhancing the quality of life of the people in these areas.

The CSR Policy of your Company elucidates the responsibilities of the Board of Directors and the CSR Committee thereof as well as implementation and monitoring process towards achieving the Company's CSR goals.

Philosophy

The main responsibilities of the Company towards society at large are to eradicate hunger, poverty and malnutrition, promote preventive health care and sanitation and making available safe drinking water, promoting gender equality and empowering women.

Objectives

- To ensure that the Company is committed to operate its business in an economically, socially and environmentally sustainable manner, while recognizing the interests of all its stakeholders.
- To take up programmes that benefit the communities in and around its work centres and over a period of time, results in enhancing the quality of life of the people in the area of its business operations.
- To generate a community goodwill for the Company and help reinforce a positive and socially responsible image of the Company as a good corporate citizen of the Country.

The complete CSR Policy of your Company is available at the link https://bata.in/0/pdf/CorporateSocialResponsibilityPolicy.pdf

During the financial year ended March 31, 2020, your Company focused on the following programmes:

Model Schools under Bata Children's Programme (BCP)

Bata Children's Programme (BCP) is a Global programme which aims to work for the children from the underprivileged background and is operational in more than 30 countries wherever Bata has business operations. Under BCP, your Company worked with around 4,000 children across the 7 schools adopted under BCP near to the factories and corporate office. During the year under review, a new school was adopted near to Batashatak factory in Hosur.

In line with the guidelines of the Ministry of Human Resource Development (MHRD), your Company has designed the phase wise programmes in place which focuses on developing the schools into Model Schools over a period of time. Your Company aligns community development initiatives with UN's Sustainable Development Goals - Gender Equality, Quality Education, Clean Water & Sanitation, Good Health & Well Being and Partnership for Goals.

A need based analysis is done to map the essential requirements of the schools on infrastructure upgradation and basic sanitation requirements. Thereafter, larger programmes are implemented which focus on holistic approach such as promotion of STEM learning through setting-up of science and computer labs, a comprehensive improvement on reading/writing skills through setting up of libraries, monitoring and improving overall health of the children through regular health check-up camps and awareness sessions, life skills workshops on good touch bad touch, substance abuse, promotion of sports and well-being workshops.

In order to encourage participation of more girls and address their specific requirements, programmes on adolescent healthcare, sanitation, life skills, and learning self-defense skills have been put in place.

During the year under review, your Company collaborated with team from Piramal Foundation and Enable Health Society (EHS) to set-up Water Filtration Plants at 2 schools in Gurugram, providing clean drinking water to more than 1300 kids & staff. During the assessment of the drinking water quality, it was found out that the TDS levels in the water were very high as compared to the WHO standards which lead to serious diseases and illnesses. The filtration plant comes with a real time monitoring mechanism to monitor water quality, production, consumption and overall health of the machine.

In association with NIIT Foundation (NF), a new computer lab with 10 computers was set up in a school at Patna with online learning modules. Teachers were trained by NF, lesson plans and syllabus were customized and structured as per the learning levels of the children & children were provided books and assessment was conducted with NF certification.

A significant level of improvement in the knowledge levels of the children was observed during the year through various programmes. Through the creative science workshops where children learn by using simple science kits, we could see almost 30% improvement in the knowledge levels of the children in their science topics. This year, digital sessions were introduced to make the learning more impactful and enjoyable.

Through our library programme, overall 68% children reached the grade level in all language skills (listening, speaking, story-telling, reading & writing). Going forward, differentiated learning plan with the 'most reading challenged' children would be worked upon.

Assessment across the science labs was done, wherein we could see overall 11% increase in the awareness levels of the children and science knowledge by 39%.

New workshops on personality development classes and career counselling sessions for the elder children were introduced during the year, which helped them prepare for better future. In order to make the children environment conscious and adopt sustainable practices, various sessions on ' Say no to Plastic' , 'Paper bag making', ' Healthy Sanitation, Hygiene practices, Water Conservation', 'Tree Plantation drive' were held during the year.

Girl Child Empowerment through Project Nanhi Kali

Nanhi Kali - Bata Ballerina project, in association with K. C. Mahindra Education Trust, has been a successful programme to support education of the underprivileged girl children. During the year under review, we could support the remedial education of 721 girls in the primary classes in addition to the 92 girls supported last year. These girls go to the academic support centres and at some places during & after school hours, where trained teachers engage the girls in concept based learning, focused on Mathematics and English skills. Girls are assessed and divided into groups as per their learning levels. They are then involved in various playful & creative activities which makes learning enjoyable. Continuous tracking of attendance, along with the assessment and evaluation of the learning levels of the girls are done throughout the year. A school kit is provided to every girl annually, thereby allowing her to attend school with dignity. This kit consists of personal clothing, notebooks, stationery, a school bag, shoes, socks, a raincoat / pullover and feminine hygiene material. The Nanhi Kali Team works extensively with parents and communities to sensitize them to become collective guardians of the girls.

Happy Steps Programme

Through the Happy Steps - a footcare awareness programme, we reached out to 24,000 children during the year across 65 schools at Kolkata, Chennai, Bengaluru & Hyderabad. Through these footcare workshops, we educate children on the importance of a healthy feet, how to take care of foot hygiene, dealing with foot injuries, diabetic feet, foot exercises, etc. A customized Bata school kit comprising of school socks, polish, laces, brush along with the tips to keep the feet healthy and clean were also distributed amongst the children during the sessions.

Stride with Pride

The objective of the campaign has been that 'No Child Should Go Bare Feet'. This has been a consumer connect programme wherein customers were given an opportunity to participate and contribute to the social cause in collaboration with the Company. Shoe donation boxes were set-up to collect the old shoes from the customers supported with on ground as well as online communication campaign with extensive involvement of our employees. Children at schools were also reached out for participation. For every pair of old footwear received, Bata donated a new pair to a needy child.

During the year under review, through this campaign we were able to reach out to 108 stores and 475 schools across 29 cities. There was a visible enthusiasm and pride amongst the consumers while donating their old pair of footwear and contributing to make another one's life better.

We received a tremendous response from the consumers and over 1,48,000 pairs of old footwear were collected. The old footwear collected were segregated into various categories. They were either refurbished, repaired or destroyed in environment friendly manner through various agencies. Some customers were so overwhelmed by the initiative that they even donated their new pairs or pairs which were in good condition, which we could donate directly to the needy communities without any repair.

Bata donated over 1,56,600 footwear to the underprivileged children, including new footwear and old footwear repaired (which were in fairly better condition). During the process, the cobbler community at various regions was also mobilized and built association with.

Disaster Relief & Rehabilitation

The year saw completion of repair and restoration of the 4 schools in Kerala, which got affected during the floods. BCP Foundation supported the project which helped more than 500 students and school staff to come back to the schools after floods and resume their education and other activities.

The intervention revolved around the following major initiatives-

Infrastructural Intervention:

1. **Repair and restoration -** Based on the assessments repair/retrofitting work was carried out in the schools.
2. **Non-structural Mitigation -** Taking measures to mitigate harm likely to be caused on non-structural elements such as electrical wiring and parapet walls, which are not part of the structure but can cause grave injury.
3. **Enhanced Learning Spaces -** The existing spaces were enhanced by developing them to be much more child friendly and learning friendly than they were. Elements of 'building as a learning aid' was incorporated wherein various building elements also convey learning content in a fun way, such as an abacus in a window. The open spaces around the school such as the playground were developed as interactive play spaces with customized installations.
4. **Eco-retrofitting -** The school campuses were made environmentally sustainable, with features including rain water harvesting, solar energy, and appropriate plantation.
5. **Demonstration function -** The above interventions were carried out in a manner that the schools become demonstration centres for the community around to see and learn for incorporation of these features in their homes.

Water, Health & Sanitation

1. **Repair of sanitation units:** The existing sanitation units were cleaned, repaired and renovated, making them useable for the school children.
2. **Water systems:** The wells in the schools were cleaned and retrofitted. The drinking water and hand wash systems were repaired and strengthened.
3. **Promoting hygiene practices:** Workshops and campaigns were held with school children, educating them on safe sanitation and hygiene practices, discouraging open defecation and education on consumption of safe water.

Safety

While the schools have Schools Disaster Management plan in place, during floods, a lack of coordination in action between the school management authorities and local community was evident. Also, most schools became refuge centers during the floods. In order to improve the existing emergency response mechanism, it was important to align and synchronize the school disaster management plans to the village disaster management plans.

Fire extinguishers and evacuation plans were installed in the schools. A safe schools module was implemented whereby training and capacity building of school children teachers and staff was undertaken to capacitate them for future emergencies such as the recent one.

School and student kits:

1. **Schools:** The schools were provided with learning kit inclusive of whiteboards, floor mats.
2. **Student kits:** Each student was provided with a kit inclusive of school bag, pencils, eraser, pencil box, lunch box, board game, note books, colour pens and ruler. This aided in minimizing drop outs by children, who have lost their books and stationery during the floods.

Treatment of children with Clubfoot disease

During the year, the Company partnered with Miracle Feet Foundation for Eliminating Clubfoot to support treatment of 66 children with the disease in Uttar Pradesh. Clubfoot is a congenital birth defect wherein one or both the feet are turned inwards, making it a leading cause of disability in children in the developing world. Clubfoot has an incidence rate of 1 in 800 births making it one of the most common birth defects in the world. Around 175,000 children are born with clubfoot globally every year. In India approximately 35,000 children are born with clubfoot every year, i.e., almost 20% of the total global clubfoot births.

CSR Committee

The CSR Committee comprised of the following members:

Sl. No.	Name of the Directors	Designation	Position
1.	Ms. Anjali Bansal	Independent Director	Chairperson (w.e.f. May 6, 2020)
2.	Mr. Ashok Kumar Barat	Independent Director	Member (w.e.f. May 6, 2020)
3.	Mr. Sandeep Kataria	Whole -time Director and CEO	Member (w.e.f. May 6, 2020)
4.	Mr. Ram Kumar Gupta	Director Finance and Chief Financial Officer	Member
5.	Mr. Akshay Chudasama	Independent Director	Chairman (upto May 5, 2020)
6.	Mr. Rajeev Gopalakrishnan	Managing Director	Member (upto May 5, 2020)
7.	Mr. Ravindra Dhariwal	Independent Director	Member (upto May 5, 2020)

The details of meetings of the Committee held during the financial year ended March 31, 2020 and the attendance of its members at the Committee Meetings are given in the Report of Corporate Governance.

Details of CSR Expenditures

(Rs. in Million)

Particulars	Amount	Amount
A. Net Profits of the Company for the:		
• financial year ended March 31, 2017	2,552.44	
• financial year ended March 31, 2018	3,430.17	
• financial year ended March 31, 2019	4,794.03	
B. Aggregate Net Profits of the Company for the last three financial years		10,776.64
C. Average Net Profits of the Company for the last three financial years		3,592.21
D. Prescribed CSR Expenditure (2% of amount stated in Item no. C above)		71.84
E. Details of CSR Expenditure during the financial year :		
• Amount spent		75.93
• Amount unspent		NIL

F. Manner in which the amount spent during the financial year is detailed below:

Sl. No.	CSR Project / Activity identified	Sector in which the Project is covered	Projects or Programs (1) Local area or other (2) Specify the state and district where Projects or Programs was undertaken	Amount Outlay (budget) Project or Programs wise (Rs. in Million)	Amount spent on the Projects or Programs Sub-heads: (1) Direct expenditure on Projects or Programs (2) Overheads (Rs. in Million)	Cumulative Expenditure upto the reporting period (Rs. in Million)	Amount spent: Direct or through implementing agency
1.	Promotion of quality education in the schools: • Infrastructural upgrade • Celebrating Special days and events • Awareness workshops, health check-up camps • Computer classes, • Science labs • Girl child development • Sports classes • Library classes • WASH activities • Career counselling sessions	Promotion of Education	Batanagar, Kolkata, West Bengal; Gurugram, Haryana; Patna, Digha, Bihar	22.42	22.42	22.42	Direct NGO - SHARP, NGO - NIIT Foundation, NGO - Katha, NGO - Rishi Chaitanya Trust (Shakti Vidya Nidhi Kosh), NGO - Agastya International Foundation, NGO - Sugam NGO - Enable Health Society Agency - Ingenuity EduLabs LLP

Sl. No.	CSR Project / Activity identified	Sector in which the Project is covered	Projects or Programs (1) Local area or other (2) Specify the state and district where Projects or Programs was undertaken	Amount Outlay (budget) Project or Programs wise (Rs. in Million)	Amount spent on the Projects or Programs Sub-heads: (1) Direct expenditure on Projects or Programs (2) Overheads (Rs. in Million)	Cumulative Expenditure upto the reporting period (Rs. in Million)	Amount spent: Direct or through implementing agency
2.	Girl Child Education- Nanhi Kali	Promotion of Education	Delhi; Barabanki, Prayagraj, Uttar Pradesh	2.60	2.60	2.60	NGO - K. C. Mahindra Education Trust
3.	Happy Steps Programme - Foot Care Awareness Workshops and activities for school children	Preventive Healthcare, Promotion of Education	Chennai, Tamil Nadu; Hyderabad, Telangana; Bengaluru, Karnataka; Kolkata, West Bengal	1.66	1.66	1.66	NGO - SHARP
4.	Stride with Pride campaign - Old footwear collection campaign across schools and stores and donation of footwear to the underprivileged children & community at large	Eradicating poverty & reducing inequalities faced by socially & economically backward groups, Preventive Healthcare	29 cities, including top metros such as Pune, Mumbai, Maharashtra; Bengaluru, Karnataka; New Delhi; Kolkata, West Bengal	48.48	48.48	48.48	NGO- Concern India Foundation, NGO - SHARP, NGO - Indian Council for Child Welfare (ICCW), NGO - Rishi Chaitanya Trust (Shakti Vidya Nidhi Kosh), NGO - Harmony House, NGO - Shri Balaji Trust NGO - SEEDS (Sustainable Environment and Ecological Development Society)
5.	Promotion of Sports amongst the youth from the community near our area of operations	Community Development	Gurugram, Haryana	0.20	0.20	0.20	Agencies: District Amateur Body Building Federation
6.	Treatment of children with Clubfoot	Healthcare, Treatment, Prevention	Lucknow, Kanpur, Varanasi, Allahabad, Uttar Pradesh	0.57	0.57	0.57	Miracle Feet Foundation for Eliminating Clubfoot
		TOTAL		**75.93**	**75.93**	**75.93**	

Details of Implementing Agencies:

Your Company has partnered with various non-profit organizations in order to leverage upon the collective expertise, to implement CSR programmes.

a) **School Health Annual Report Programme (SHARP) -** Your Company partnered with them on taking up various educational health awareness workshops at schools adopted under BCP, footcare awareness programme as well as shoe collection and donation drives. It is registered under the Societies Registration Act, 1860 and it works with an objective of providing healthy and a hygienic environment to Government and private school children and reaches out to the community health interventions as well. SHARP being the premier NGO in the field of school health has been working in the schools, hospitals and the community for the last 15 years and has established itself as the largest School Health NGO in the country.

b) **NIIT Foundation -** Your Company partnered with them to set up computer labs, teacher training programme, online course module, computer training through multimedia games, etc. for the children in the schools. It is registered organisation under the Societies Registration Act, 1860 and is a pioneer in IT Education.

c) **Sugam NGO -** Your Company partnered with them to support a non-formal school for the underprivileged children in a slum area in Gurugram. Sugam NGO is a non-profit organization registered under the Societies Registration Act, 1860.

d) **Rishi Chaitanya Trust (Project-Shakti Vidya Nidhi Kosh) -** Your Company partnered with them to support education for the girl child and donation of shoes to underprivileged girls. It is registered under the Indian Trust Act, 1882. The project for which the support has been provided during the year is called Shakti Vidya Nidhi Kosh, which works for empowerment of girl child at a Pan India level by running schools for them, imparting training on various vocational skills, sponsoring marriage of orphan girls, etc.

e) **Agastya International Foundation -** Your Company partnered with them to set up science centres in the schools. It is a registered Trust founded in April 1999 that runs one of the world's largest mobile hands-on science education programme for economically disadvantaged children and Government school teachers. Through all its programmes, Agastya has reached over 10 million children and 2,50,000 teachers in 18 states across India.

f) **Sustainable Environment and Ecological Development Society (SEEDS) -** Your Company collaborated with them to hold footwear donation drives across regions and renovate the schools which got affected during Kerala floods. The organization is registered under the Societies Registration Act, 1860 and a humanitarian non-profit organization working to make vulnerable communities resilient to disasters. SEEDS is the first and the only NGO in India, working in humanitarian response, to be certified by Geneva based Humanitarian Accountability Partnership (HAP) and is signatory to the Code of Conduct for the International Red Cross and Red Crescent Societies.

g) **Katha -** Your Company partnered with them to set up libraries at schools in order to enhance the reading and writing skills amongst the school children. It is registered under the Societies Registration Act, 1860. An innovative programme to help India's underserved children stay in school and complete their education by making learning fun, training teachers to be more engaging, and transforming schools. In 2013, Katha was awarded the Millennium Alliance Award for innovative programme by USAID and the Government of India.

h) **K. C. Mahindra Education Trust -** Your Company partnered with them to support project Nanhi Kali - education of underprivileged girl child. It is registered under Bombay Public Trusts Act, 1950. It has transformed the destinies of over 3,50,000 underprivileged girls in some of the most deprived rural, tribal and urban poor areas across India. Project Nanhi Kali is jointly managed by K. C. Mahindra Education Trust and Naandi Foundation.

i) **Ingenuity EduLabs LLP -** Your Company partnered with them to conduct creative science workshops across schools. Under the programme, "I Love Science" a unique science education model conceptualized and designed to help children develop interest in science while having fun; the main focus is to allow hands on science experiments for children, using low cost material.

j) **Enable Health Society -** Your Company partnered with them to provide safe drinking water in schools. Enable Health Society, non-profit organization registered under the Societies Registration Act, 1860. In collaboration with the technical partner Piramal Sarvajal (part of Piramal Foundation), the Company set up drinking water machineries and did WASH awareness activities in the schools.

k) **Miracle Feet Foundation for Eliminating Clubfoot** - Your Company collaborated with them to support treatment of children with clubfoot disease**.** Miracle Feet Foundation for Eliminating Clubfoot, a company incorporated under the Companies Act, 1956. Congenital Talipes Equinovarus (commonly known and hereinafter referred to as "Clubfoot") is a birth defect affecting 1 in 800 children. Approximately 35,000 children are born with clubfoot in India each year. Without treatment, children born with clubfoot grow up to be permanently disabled, increasing their risk of illiteracy, poverty, and abuse and inhibiting their ability to contribute their maximum potential to local communities and the state. MiracleFeet India is a non-profit organization devoted to eradicating untreated clubfoot in India through promotion of the Ponseti Method, a non-surgical treatment procedure.

G. Responsibility Statement

On behalf of the CSR Committee, we hereby affirm that the implementation and monitoring of CSR Policy is in compliance with the CSR objectives and Policy of the Company.

	SANDEEP KATARIA **Whole-time Director and CEO**	**AKSHAY CHUDASAMA** **Independent Director & Chairman - CSR Committee for FY 2019-20**	**ANJALI BANSAL** **Independent Director & Chairperson - CSR Committee**
Place : Gurugram Date : May 25, 2020	DIN: 05183714	DIN: 00010630	DIN: 00207746

Annexure VII

Information pursuant to Section 197(12) of the Companies Act, 2013 (as amended) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended)

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each director and Key Managerial Personnel (KMP) for the financial year 2019-20:

Sl. No.	Name of Directors and KMP	Designation	Ratio	Percentage increase in Remuneration (in %)
1.	Mr. Rajeev Gopalakrishnan	Managing Director	72.63	5.52
2.	Mr. Sandeep Kataria	Whole-time Director and Chief Executive Officer	57.38	7.36
3.	Mr. Ram Kumar Gupta	Director Finance and Chief Financial Officer	38.53	13.85
4.	Mr. Arunito Ganguly*	Assistant Vice President, Company Secretary & Compliance Officer	N.A.	9.70

* Mr. Arunito Ganguly has ceased to be the Company Secretary & Compliance Officer with effect from close of business hours on March 31, 2020.

(ii) The percentage increase in the median remuneration of employees in the financial year 2019-20 was 6.00%.

(iii) There were 4913 permanent employees on the rolls of the Company as on March 31, 2020.

(iv) Average percentage increase made in the salaries of employees other than the managerial personnel in the previous financial year was 10-10.50% whereas the average percentage increase in the remuneration of the managerial personnel was 7.99%.

Justification: The average increase of remuneration of employees every year is an outcome of the Company's market competitiveness as against similar companies.

The remuneration paid to the managerial personnel is in accordance with the Nomination and Remuneration Policy of the Company and is based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board and the Members of the Company. Since the percentage increase in remuneration of the managerial personnel is lower than that of other employees, no justification is required.

(v) It is hereby affirmed that the remuneration paid to all the Directors, KMP, Senior Managerial Personnel and all other employees of the Company during the financial year ended March 31, 2020, were as per the Nomination and Remuneration Policy of the Company.

Notes:

a) The Independent Directors of the Company are entitled to sitting fee and commission on Net Profits as per statutory provisions of the Companies Act, 2013 (as amended) and as per terms approved by the Members of the Company. The criteria of making payments to the Independent Directors and details of remuneration paid to them have been provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for the Independent Directors' Remuneration is, therefore, not considered for the purpose above. Further, Performance linked incentive / Bonus has not been considered for the calculation of remuneration of Executive Directors, as the same is paid in accordance with the Nomination and Remuneration Policy of the Company and is based on the recommendation of the Nomination and Remuneration Committee and approval of the Board and the Members of the Company.

b) Employees for the above purpose does not include employees governed under collective bargaining process.

c) Percentage increase in remuneration is based on the Annualised Remuneration.

For and on behalf of the Board of Directors

Place : Gurugram
Date : May 25, 2020

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-time Director and CEO
DIN: 05183714

Annexure VIII

Statement of particulars of Employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) for the financial year ended March 31, 2020

Top 10 Employees including those Employed throughout the financial year under review and were in receipt of remuneration aggregating not less than Rs. 1,02,00,000 per annum:

Sl. No.	Name	Designation	Qualification	Age (in years)	Date of Appointment	Experience- No. of years including previous employment	Remuneration (Rs. in Million)	Last Employment & Designation
1.	Mr. Rajeev Gopalakrishnan	Managing Director	B. Tech. - Mechanical Engineering	55	31-01-2011	29	57.79	Bata Bangladesh Ltd. - Managing Director
2.	Mr. Sandeep Kataria	Whole-time Director and Chief Executive Officer	B. Tech. - Chemical Engineering, PG Diploma in Business Management	50	01-08-2017	29	45.66	Chief Commercial Officer - Vodafone
3.	Mr. Ram Kumar Gupta	Director Finance and Chief Financial Officer	B. Com. (Hons.), FCA	61	01-07-2015	40	30.66	Bata Shoe Company (Kenya) Ltd. - Director Finance
4.	Mr. Matteo Lambert	Chief Collection Manager	Bachelor Degree in Literature and Social Studies	48	06-06-2013	21	26.85	ARTSANA - Purchase Manager
5.	Mr. Sanjay Kanth	Sr. Vice President -Manufacturing & Sourcing	B. A. - Economics, Diploma in Marketing Mgmt, MBA - Operations, MDP	58	02-07-2012	35	21.59	Adidas Technical Services Pvt. Ltd. - Head of Operations
6.	Mr. Rossano Fogarin	Head - Product Development	Diploma Course in Shoes Designing, Diploma Course in Planning - CAD / CAM	59	22-01-2018	38	16.74	Product development & Technical Manager - PT. Sepatu Bata Tbk.
7.	Mr. Anand Narang	Vice President - Marketing & Customer Services	B. E. - Electronics & Electrical Engineering, PG. Diploma in Mgmt - Marketing & International Business	47	01-06-2016	26	15.17	Reliance JIO (INDIA)
8.	Mr. Kumar Sambhav Verma	Head of Omni Channel - Asia	B. Com., PG Diploma in Marketing Management	40	08-03-2010	21	13.68	Home Shops 18 -Senior Manager - Marketing (Category)
9.	Mr. Bishwanath Ganguly	Senior Vice President -Brands	B. Sc., PGDBM - Marketing, PG Diploma Programme in Garment Manufacturing Technology	47	19-03-2019	20	13.01	Country Manager - Forever New Apparels Pvt. Ltd.
10.	Mr. Raman Krishnamoorthy	Vice President - IT	B.Com., ICWAI	56	25-09-2013	32	10.87	Vesuvius India Ltd. - Regional PM - APAC IT

Other employee employed throughout the year and in receipt of remuneration aggregating not less than Rs. 1,02,00,000 per annum:

Sl. No.	Name	Designation	Qualification	Age (in years)	Date of Appointment	Experience- No. of years including previous employment	Remuneration (Rs. in Million)	Last Employment & Designation
1.	Mr. Vijay Shrikant Gogate	Head of Retail - City Stores	MBA - Marketing, Diploma in International trade Management, B.Com	47	25-11-2009	21	10.33	VF Arvind Brands - Regional Sales Manager

Other employees employed for part of the financial year under review and were in receipt of remuneration not less than Rs. 8,50,000 per month:

Sl. No.	Name	Designation	Qualification	Age (in years)	Date of Appointment	Experience - No. of years including previous employment	Remuneration (Rs. in Million)	Last Employment & Designation
1.	Mr. Sumit Chandna	Chief Merchandising Manager	Bachelor of Arts, Post Graduate Diploma Programme in Apparel Marketing & Merchandizing	46	02-09-2019	22	10.83	Chief Merchandising Officer - Aditya Birla Retail Limited
2.	Ms. Kanchan Chehal	Head - Human Resources	Bachelor of Arts, Post Graduate Diploma in Management - HR	46	02-12-2019	23	4.84	Director - HR (Asia Pacific), Xerox India Ltd.
3.	Mr. Vikas Baijal	Senior Vice President-HR	B. Sc. Master of Social Work	52	13-01-2014	30	10.58	Bharat Hotel Ltd. - Vice President - HR

Notes:

1. Remuneration as shown above includes, *inter alia*, the Company's contribution to provident funds, Pension funds, Incentive, House rent allowance, Leave travel facility, Medical insurance premium and taxable value of Perquisites but does not include provision for Gratuity.
2. Except for Executive Directors, all appointments are non-contractual and permanent in nature. The nature of employment of Executive Directors has been detailed in the Corporate Governance Report.
3. None of the employees mentioned above is a relative of any Director of the Company.
4. None of the employees is covered under Rule 5(2)(iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended).
5. Mr. Vikas Baijal ceased to be an employee on 24-01-2020. Remuneration paid to him during the financial year ended March 31, 2020 includes Gratuity and Leave encashment.

For and on behalf of the Board of Directors

Place : Gurugram
Date : May 25, 2020

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-time Director and CEO
DIN: 05183714

Annexure IX

BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1.	Corporate Identity Number (CIN) of the Company:	L19201WB1931PLC007261
2.	Name of the Company:	Bata India Limited
3.	Registered address:	27B, Camac Street, 1st Floor, Kolkata - 700016, West Bengal
4.	Website:	www.bata.in
5.	E-mail id:	corporate.relations@bata.com
6.	Financial Year reported:	April 1, 2019 - March 31, 2020
7.	Sector(s) that the Company is engaged in (industrial activity code-wise):	Footwear & Accessories: NIC Code - 47713 Footwear - Non Retail: NIC Code - 46413
8.	List three key products / services that the Company manufactures / provides (as in balance sheet):	Footwear & Accessories
9.	Total number of locations where business activity is undertaken by the Company:	
a.	Number of International Locations:	None
b.	Number of National Locations:	The Company has 4 operational manufacturing units located at (i) Batanagar, Kolkata, West Bengal, (ii) Bataganj, Patna, Bihar, (iii) Peenaya Industrial Area, Bengaluru, Karnataka (iv) Batashatak, Hosur, Tamil Nadu and also operates through more than 1400 retail stores across cities / towns in India.
10.	Markets served by the Company:	The Company has its retail presence mainly in the Metro cities, A-1 cities, Tier I, Tier II and Tier III cities across India. For non-urban areas, the Company sells its footwear through its network of more than 400 distributors.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1.	Paid-up Capital:	Rs. 642.64 Million
2.	Total Turnover:	Rs. 30,534.51 Million
3.	Total profit after taxes:	Rs. 3,269.15 Million
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):	Rs. 75.93 Million, i.e., > 2% of profit after tax
5.	List of activities in which CSR expenditures have been incurred:	The details of CSR activities undertaken by the Company and CSR expenditures incurred thereon during the financial year 2019-20 by the Company have been provided in the Board's Report and also in the 'Annual Report on CSR Activities', annexed to the Board's Report marked as Annexure VI.

SECTION C: OTHER DETAILS

1.	Does the Company have any Subsidiary Company / Companies?	Yes. The Company has three Wholly Owned Subsidiaries (WOSs) as on March 31, 2020, *viz*., (i) Bata Properties Limited; (ii) Coastal Commercial & Exim Limited; and (iii) Way Finders Brands Limited.
2.	Do the Subsidiary Company / Companies participate in the BR Initiatives of the parent Company?	The operations of these WOSs being insignificant, presently there is no direct participation by these WOSs in the BR initiatives of the Company.
3.	Do any other entity / entities (suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity / entities? [Less than 30%, 30-60%, More than 60%]	Yes. The Company actively supports and encourages its suppliers and other stakeholders to participate in the BR initiatives of the Company. The Company ensures prohibition of child labour and forced labour in its workplaces and refrains itself from engaging with such vendors, suppliers and distributors who engage child labour or forced labour in their business operations. At present, the Company does not have any established mechanism to ascertain the level of participation of the vendors, suppliers, distributors, etc. in various BR initiatives of the Company. Hence, it is difficult to quantify the percentage of such entities for disclosure purposes.

SECTION D: BR INFORMATION

1.	**Details of Director responsible for BR:**	
(a)	Details of the Director responsible for implementation of the BR policies:	
	DIN	03438046
	Name	Mr. Rajeev Gopalakrishnan
	Designation	Managing Director

(b)	Details of the BR Head:	
	DIN	03438046
	Name	Mr. Rajeev Gopalakrishnan
	Designation	Managing Director
	Telephone Number	(0124) 3990100
	E-mail Id	head.brinitiatives@bata.com

2. Principle-wise (as per NVGs) BR policies

(a) Details of compliance (Reply in Y / N)

Sl. No.	Questions	Business Ethics	Product Responsi-bility	Wellbeing of Em-ployees	Stake-holder's Engage-ment & CSR	Human Rights	Environ-ment	Public Policy	CSR	Customer Relation
		P	**P**	**P**	**P**	**P**	**P**	**P**	**P**	**P**
		1	**2**	**3**	**4**	**5**	**6**	**7**	**8**	**9**
1.	Do you have policy/policies for....?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national / international standards? If yes, specify? (50 words)	The policies of the Company generally conform to the principles of the National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business, issued by the Ministry of Corporate Affairs (MCA), Government of India.								
4.	Has the policy being approved by the Board? If yes, has it been signed by MD / owner / CEO / appropriate Board Director ?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the Company have a specified committee of the Board / Director / Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online?	The policies which are mandatorily required to be uploaded on the website of the Company have been uploaded on *www.bata.in* and are available at the link https://bata.in/bataindia/a-31_s-181_c-42/investor-relations.html under the "Investor Relations" category.								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the Company have in- house structure to implement the policy/ policies?*	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?**	Y	Y	Y	Y	Y	Y	Y	Y	Y

*The Company also takes inputs / support from outside agencies, whenever considered necessary, in preparation and implementation of respective Policies in order to adopt the best industry practices.

**Audit / evaluation of the working of these Policies had been conducted by the Internal Audit Team of the Company.

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why:

Not Applicable.

3. Governance related to BR

a.	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.	A presentation is made before the Board of Directors on an annual basis.
b.	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently is it published?	This is the fourth BR Report of the Company for publication. The BR Reports may be viewed on the website of the Company *www.bata.in* and the same is available at the link https://bata.in/bataindia/a-29_s-181_c-42/investorrelations.html. The Company is publishing the BR Report annually.

SECTION E: PRINCIPLE-WISE PERFORMANCE

PRINCIPLE 1: BUSINESS SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND ACCOUNTABILITY

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes / No. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

The Company considers Corporate Governance as an integral part which leads to increase in operational efficiencies and sustained long term value creation for all the stakeholders. The Board of Directors of the Company has adopted a Code of Conduct and Business Ethics (along with Anti-Bribery and Anti-Corruption Directives). The Company has introduced a vigil mechanism system across all its functions and establishments through a Whistle Blower Policy as approved by the Board of Directors of the Company and has uploaded the Whistle Blower Policy on the website of the Company, i.e., *www.bata.in*. The Code of Conduct is applicable to the Board of Directors and all employees of the Company and its subsidiaries. An annual affirmation on compliance and adherence to the Code of Conduct and Business Ethics is obtained from the Directors and Senior Managerial Personnel including Functional Heads. The Anti-Bribery and Anti-Corruption Directives and the Ethical View Reporting Policy also extends to the Company's business partners, e.g., suppliers, vendors, distributors, contractors, etc.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

In addition to the introduction of Whistle Blower Mechanism to enable all stakeholders to freely communicate their grievances, the Company has also implemented its Policy under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (as amended) and uploaded the same on the website of the Company, *www.bata.in*. The Company has also created an exclusive e-mail id: share.dept@bata.com, to enable the Members / Investors of the Company to communicate their grievances directly.

The details of investor's complaints received and resolved during the year under review have been provided in the Corporate Governance Report which forms part of this Annual Report.

PRINCIPLE 2: BUSINESS SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFECYCLE

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.

i. The Company is manufacturing Safety Shoes for the end consumers of various organizations where it is sold.

ii. The Company has also replaced Natural Rubber & Leather with synthetic EVA (Ethylene Vinyl Acetate) in sole making & PU coated PVC in shoe upper making respectively, thereby contributing towards natural resource conservation.

iii. The Company has also introduced usages of recycled waste rubber from tyre waste for rubber outsole production which is environment friendly.

iv. The Company has also replaced Fossil Fuel based boilers at Batanagar with eco-friendly Bio-Mass waste based briquettes.

2. **For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**

   (a) **Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain?**

Consumption per unit of Production*	Financial Year 2019-20	Financial Year 2018-19
Electrical Energy (Kwh per pair of Shoes)	0.59	0.58
Thermal Energy (Equivalent kwh per pair of shoes)	0.54	0.49
CO_2 Emission (Kg CO_2 per pair of Shoes) [consider : 0.537 kg CO_2 /1 kwh Grid electricity & 0.268 kg CO_2 / kwh fuel oil]	0.46	0.44

*Consumption per unit has marginally increased during the year under review due to ongoing modernisation / renovation work at the factories.

   (b) **Reduction during usage by consumers (energy, water) has been achieved since the previous year?**

   Although the shoe manufacturing process does not have broad based impact on energy, yet the Company continuously takes appropriate measures to reduce the consumption of thermal energy, electrical energy and water. The Company has installed modern and efficient machineries across its manufacturing Units and has been able to save energy and water. The Company has initiated installation of LED lights, automatic power sensors, continued usage of recycled treated water from sewage treatment plant for sanitation thus resulting in reduction of water consumption, Turbo Ventilators, Energy efficient Air Compressor, Reduction of contract demand, installation of energy efficient integrated APFC electrical Panel. The Company also continuously encourages its employees to save the natural resources wherever possible. The Company has been aggressively following Reduce, Reuse & Recycle (3R) approach across its Units. Batanagar Unit was awarded for kaizen in regard to conservation of Environment by Confederation of Indian Industries (CII).

3. **Does the Company have procedures in place for sustainable sourcing (including transportation)?**

   If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

   Yes. The Company has established an internal mechanism for continual improvement process towards sustainable excellence and has taken adequate steps for safe transportation and optimization of logistics, which in turn is improving the Company's manufacturing system, creating a safe work place and offering opportunities to our employees to excel and explore their potential and also mitigating the impact on climate. The use of appropriate mode of transportation is a continuous part of effective supply-chain mechanism and the Company's endeavor to reduce transport related environmental impact is an ongoing process.

   Major associates of the Company, who are engaged in supplying of maximum level of raw materials for shoe manufacturing process in all manufacturing Units across India, are located nearby the respective Units. This helps the Company to minimize its transportation cost and environmental impact.

4. **Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?**

   If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

   Yes. The Company has taken necessary steps to procure goods and services from the local and small producers surrounding its manufacturing units and enhancing their capabilities for a sustainable growth. The Company always prefers to procure goods and services, e.g., Finished Goods Supplies, Security / Housekeeping / loading-unloading operations, etc. from nearby suitable source of supply. The Company has worked out Individual Development Plan of all Units which is being continuously monitored to improve capacity, capability & quality of the products of all local & small producers.

5. **Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

   Yes. The Company has introduced the mechanism to recycle its products to reduce waste. Such initiatives of the Company include, the following:

   - The wastes - EVA packing bags are now recycled during EVA mixing process.
   - Rubber / PVC / EVA / laminated Textile wastes are recycled during mixing process.
   - Waste water after STP at Company's Bataganj, Batashatak Factory is being used for gardening and road washing purposes.
   - Used / waste oil generated from different machines in manufacturing Units are sold only to the agencies approved by the Central Pollution Control Board for recycling and re-using elsewhere in other allied industries.
   - Different scrap materials, e.g., leather cuttings / waste papers / metallic parts, etc. are being sold to the outside agencies for their uses elsewhere in other industries.

PRINCIPLE 3: BUSINESS SHOULD PROMOTE THE WELL BEING OF ALL EMPLOYEES

1. **Please indicate the Total number of employees.**

(As on March 31, 2020)

Sl. No.	Category of Manpower	No. of employees
1.	Managerial staff	1,092
2.	Non-managerial staff in manufacturing	2,052
3.	Managers + Permanent employees in stores	1,769
4.	Contracted and Third Party employees	4,849
	Total	**9,762**

2. **Please indicate the Total number of employees hired on temporary / contractual / casual basis.**

   Out of the above, 4,849 persons were hired on temporary / contractual / casual basis.

3. **Please indicate the Number of permanent women employees.**

   There are 356 permanent women employees.

4. **Please indicate the Number of permanent employees with disabilities.**

   There are 28 permanent employees with disabilities.

5. **Do you have an employee association that is recognized by management.**

   Yes, there are recognized trade unions in the manufacturing units and retail unit of the Company as recognized by its management. These trade unions are affiliated to various central trade union bodies.

6. **What percentage of your permanent employees are members of this recognized employee association?**

   Around 45.60% of the Company's permanent employees are members of recognized employee associations.

7. **Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.**

   During the financial year ended March 31, 2020, there were 11 cases reported. Out of 11 cases, 6 cases were dealt satisfactorily towards sexual harassment under the Policy on Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There are 5 complaints pending as on March 31, 2020 for which the inquires are under process.

   The Company did not receive any complaints relating to child labour, forced labour, involuntary labour.

8. **What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?**

   (a) Permanent Employees: 63.22%

   (b) Permanent Women Employees: 57.58%

   (c) Casual / Temporary / Contractual Employees: 75.81%

   (d) Employees with Disabilities: 16.13%

PRINCIPLE 4: BUSINESS SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALIZED

1. **Has the Company mapped its internal and external stakeholders?**

   The Company understands the requirements of its various stakeholders. However, the Company is in the process of formal mapping of its key internal and external stakeholders for a better understanding of their concerns and expectations.

2. **Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders**.

   Once the mapping is finalized, the Company will be able to identify its various categories of stakeholders and include them in the business process accordingly.

3. **Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

   The CSR programmes of the Company has been designed in such a manner that it ensures benefits to the poor, needy, underprivileged, deserving and the socio-economic backward communities of the society at large. The Company has been actively associated with the Bata Children's Programme (BCP) initiatives of Bata Shoe Organization (BSO) globally, towards improving the lives of the underprivileged children, especially the girl child.

PRINCIPLE 5: BUSINESS SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

1. **Does the policy of the Company on human rights cover only the Company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?**

   Yes. The Company's Code of Ethics covers the aspects of Human Rights and is made applicable to all stakeholders including its Suppliers and Contractors by requiring them to sign and accept the Code of Ethics and Code of Conduct.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

   During the year under review, no complaints relating to human rights violation were received by the Company.

PRINCIPLE 6: BUSINESS SHOULD RESPECT, PROTECT AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT

1. **Does the policy related to Principle 6 cover only the Company or extends to the Group / Joint Ventures/ Suppliers / Contractors / NGOs / others.**

   The Company's Environment, Health & Safety (EHS) Policy extends to cover the Company and all its relevant Stakeholders, *viz*, Suppliers & Contractors near its operational area.

2. **Does the Company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc.? Y / N. If yes, please give hyperlink for webpage etc.**

   The Company has taken necessary steps towards reduction of GHGs emission in its manufacturing process and to reduce the concerns relating to the global warming.

3. **Does the Company identify and assess potential environmental risks? Y/N**

   The Company has identified potential environmental risks in its manufacturing Units across India through monitoring system. Required necessary steps and safeguarding measures have been taken by the Company to reduce its impact on the environment.

4. **Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

   No.

5. **Has the Company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

   The Company is conscious and committed to maintain environmental and ecological balances of this planet and makes its conduct subject to environment audit practices. Across all manufacturing units, sewage treatment plants are working effectively and efficiently. Since Batanagar and Bataganj factories are located on the bank of River Ganga, water discharge in the River Ganga meets the norms of the “Clean Ganga” initiatives of the Central Government. At Bataganj & Batashatak Units “Zero Effluent Discharge” vision is implemented by utilizing treated effluent water for gardening & washrooms. All the factories are complying with stack emission qualities and ambient air qualities. Special thrusts are given on waste management, conservation of energy and water and natural resources.

   On Water Conservation initiatives, Rain Water Harvesting Plant was established at our Bata Southcan Factory, Peenya Industrial Area, Bengaluru, Karnataka and Batashatak Factory, Hosur, Tamil Nadu, which is working efficiently and effectively towards utilization of rain water. On Energy Conservation initiatives, at Batanagar factory bio-fuel based eco-friendly Briquette fired boiler is running efficiently replacing fossil fuel oil fired boiler and also introduced various low energy sensitive equipments by replacing high energy consuming devices. Further, in all factories, the Company has moved to Water Based (WB) adhesives from Petroleum Solvent Based (PSB) adhesives. At all our Units, asbestos roof is being replaced by metallic sheets in a phased manner.

6. **Are the Emissions / Waste generated by the Company within the permissible limits given by CPCB / SPCB for the financial year being reported?**

   Yes, emission / waste generated by the Company are within the permissible limits prescribed by CPCB / SPCB.

7. **Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

   The Company did not receive any show cause / legal notice from CPCB / SPCB during the financial year ended March 31, 2020 and no show cause / legal notice related to CPCB / SPCB are pending with the Company as on the end of the financial year.

PRINCIPLE 7: BUSINESS WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER

1. **Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

   The Company believes that conducting business as a good corporate citizen of the Country enhances brand value and leads to a sustainable growth. The Company is associated with Retailers Association of India (RAI), Council for Footwear, Leather and Accessories (CFLA) and Indian Shoe Federation (ISF).

2. **Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes / No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

   Yes, in the following areas:

   a. Structural changes in policies to boost growth of the footwear industry.

   b. Elimination of unfair Labour practices including Child labour in the footwear industry.

PRINCIPLE 8: BUSINESS SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

1. **Does the Company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If yes details thereof.**

   The Company from its very inception has been involved with charities and a host of philanthropic and social activities.

Recognizing communities and employees as the key success factors for business prosperity, the Company remains committed to their development. The CSR initiatives of the Company ensures its commitment to operate in an economically, socially and environmentally sustainable manner, in the best interest of all the stakeholders.

Model Schools under Bata Children's Programme (BCP)

Bata Children's Programme (BCP) is the Company's Global programme which aims to work for the children from the underprivileged background and is operational in more than 30 countries wherever Bata is operational. Under BCP, your Company worked with around 4,000 children across the 7 schools adopted under BCP near to the factories and corporate office. During the year, a new school was adopted near to Batashatak Factory in Hosur.

In line with the guidelines of the Ministry of Human Resource Development (MHRD) your Company has put phase wise programs in place which focuses on developing the schools into Model Schools over a period of time. Your Company aligns community development initiatives with UN's Sustainable Development Goals - Gender Equality, Quality Education, Clean Water & Sanitation, Good Health & Well Being and Partnership for Goals.

A need based analysis is done to map the essential requirements of the schools on infrastructure upgradation and basic sanitation requirements. Thereafter, larger programmes are implemented which focus on holistic approach such as promotion of STEM learning through setting up of science and computer labs, a comprehensive improvement on reading / writing skills through setting up of libraries, monitoring and improving overall health of the children through regular health check-up camps and awareness sessions, life skills workshops on good touch bad touch, substance abuse, promotion of sports and well-being workshops.

In order to encourage participation of more girls and address their specific requirements, programmes on adolescent healthcare, sanitation, life skills, and learning self-defense skills have been put in place.

During the year under review, your Company collaborated with team from Piramal Foundation and Enable Health Society (EHS) to set up Water Filtration Plants at 2 schools in Gurugram, providing clean drinking water to more than 1300 kids & staff. During the assessment of the drinking water quality, it was found out that the TDS levels in the water were very high as compared to the WHO standards which lead to serious diseases and illness. The filtration plant comes with a real time monitoring mechanism to monitor water quality, production, consumption and overall health of the machine.

In association with NIIT Foundation (NF), a new computer lab with 10 computers was set up at Patna school with online learning modules. Teachers were trained by NF, lesson plans and syllabus were customized and structured as per the learning levels of the children, children were provided books and assessment was conducted with NF certification.

Girl Child Empowerment through Project Nanhi Kali

Nanhi Kali - Bata Ballerina project, in association with K. C. Mahindra Education Trust, has been a successful programme to support education of the underprivileged girl children. During the year under review, we could support the remedial education of 721 girls in the primary classes in addition to the 92 girls supported last year. These girls come to the academic support centres during and at some places after school hours, where trained teachers engage the girls in concept based learning, focused on Mathematics and English skills. Girls are assessed and divided into groups as per their learning levels. They are then involved in various playful & creative activities which makes learning enjoyable. Continuous tracking of attendance, along with the assessments and evaluation of the learning levels of the girls is done throughout the year. A school kit is provided to every girl, thereby to allow her to attend the school with dignity. This kit consists of personal clothing, notebooks, stationery, a school bag, shoes, socks, a raincoat / pullover and feminine hygiene material. Team works extensively with parents and communities to sensitize them to become collective guardians of the girls.

Happy Steps Programme

Through the Happy Steps - Footcare Awareness programme, we reached out to 24,000 children during the year across 65 schools at Kolkata, Chennai, Bengaluru & Hyderabad. Through these footcare workshops, we educate children on the importance of a healthy feet, how to take care of foot hygiene, dealing with foot injuries, diabetic feet, foot exercises etc. A customized Bata school kit comprising of school socks, polish, laces, brush along with the tips to keep the feet healthy and clean were also distributed amongst the children during the sessions.

Stride with Pride

The objective of the campaign has been that 'No Child Should Go Bare Feet'. This has been a consumer connect programme wherein customers were given an opportunity to participate and contribute to the social cause in collaboration with the Company. Shoe donation boxes were set up to collect the old shoes from the customers supported with on ground as well as online communication campaign with extensive involvement of our employees. Children at schools were also reached out for participation. For every old pair of shoe received, Bata donated a new pair to a child in need.

During the year, through this campaign we were able to reach out to 108 stores and 475 schools across 29 cities. There was a visible enthusiasm and pride amongst the consumers while donating their old shoes and contributing to make another one's life better.

We received a tremendous response from the consumers; over 1,48,000 old pairs collected. The old footwear collected were segregated into various categories. They were either refurbished, repaired or destroyed in environment friendly manner through various agencies. Some customers were so overwhelmed by the initiative that they even donated their new pairs or pairs which were in good condition, which we could donate directly to the needy communities without any repair.

Bata donated over 1,56,600 footwear to the underprivileged children, including new footwear and old footwear repaired (which were in fairly better condition). During the process, the cobbler community at various regions was also mobilized and built association with.

Disaster Relief & Rehabilitation

The year saw completion of repair and restoration of the 4 schools in Kerala, which got affected during the floods. BCP Foundation supported the project which helped more than 500 students and school staff to come back to the schools after floods and resume their education and other activities.

The intervention revolved around the following major initiatives:

Infrastructural Intervention:

i. Repair and restoration - Based on the assessments repair / retrofitting work was carried out in the schools.

ii. Non-structural Mitigation - Taking measures to mitigate harm likely to be caused on non-structural elements such as electrical wiring and parapet walls, which are not part of the structure but can cause grave injury.

iii. Enhanced Learning Spaces - The existing spaces were enhanced by developing them to be much more child friendly and learning friendly than they were. Elements of 'building as a learning aid' was incorporated wherein various building elements also convey learning content in a fun way, such as an abacus in a window. The open spaces around the school such as the playground were developed as interactive play spaces with customized installations.

iv. Eco-retrofitting - The school campuses were made environmentally sustainable, with features including rain water harvesting, solar energy, and appropriate plantation.

v. Demonstration function - The above interventions were carried out in a manner that the schools become demonstration centres for the community around to see and learn for incorporation of these features in their homes.

Water, Health & Sanitation

i. Water systems: The wells in the schools were cleaned and retrofitted. The drinking water and hand wash systems were repaired and strengthened.

ii. Repair of sanitation units: The existing sanitation units were cleaned, repaired and renovated, making them useable for the school children.

iii. Promoting hygiene practices: Workshops and campaigns were held with school children, educating them on safe sanitation and hygiene practices, discouraging open defecation and education on consumption of safe water.

Safety

While the schools have Schools Disaster Management plan in place, during floods, a lack of coordination in action between the school management authorities and local community was evident. Also, most schools became refuge centers during the floods. In order to improve the existing emergency response mechanism, it was important to align and synchronize the school disaster management plans to the village disaster management plans.

Fire extinguishers and evacuation plans were installed in the schools. A safe schools module was implemented whereby training and capacity building of school children teachers and staff was undertaken to capacitate them for future emergencies such as the recent one.

Schools and student kits

i. Schools: The schools were provided with learning kit inclusive of whiteboards, floor mats.

ii. Student kits: Each student was provided with a kit inclusive of school bag, pencils, eraser, pencil box, lunch box, board game, note books, colour pens, ruler. This aided in minimizing drop outs by children, who have lost their books and stationery during the floods.

Treatment of children with Clubfoot disease

During the year, the Company partnered with Miracle Feet Foundation for Eliminating Clubfoot to support treatment of 66 children with the disease in Uttar Pradesh region. Clubfoot is a congenital birth defect wherein one or both the feet are turned inwards, making it a leading cause of disability in children in the developing world. Clubfoot has an incidence rate of 1 in 800 births making it one of the most common birth defects in the world. Around 175,000 children are born with clubfoot globally every year. In India approximately 35,000 children are born with clubfoot every year, i.e., almost 20% of the total global clubfoot births.

2. Are the programmes / projects undertaken through in-house team / own foundation / external NGO / government structures / any other organization?

The Company's CSR activities are undertaken by an internal dedicated team. Employee willing to volunteer also come forward and participate in the CSR activities. The Company partners with Non-Governmental Organizations (NGOs), Government Institutions and well known Corporate Bodies for design and implementation of selected projects.

3. Have you done any impact assessment of your initiative?

The Company conducts periodic assessments for its projects under the CSR programmes. This includes baseline assessment and end-line surveys by the end of the project to assess the overall impact of the project. Continuous Monitoring and Evaluation (M & E) of the programmes take place throughout the year, which helps to improve the quality of the project and achieve maximum results to ensure benefits to the stakeholders.

To quote few examples here - A significant level of improvement in the knowledge levels of the school children was observed during the year through various programmes. Through the creative science workshops where children learn by using simple science kits, we could see almost 30% improvement in the knowledge levels of the children in their science topics. This year, digital sessions were introduced to make the learning more impactful and enjoyable.

Through our library programme, overall 68% children reached the grade level in all language skills (listening, speaking, story-telling, reading & writing). Going forward, differentiated learning plan with the 'most reading challenged' children would be worked upon. Assessment across the science labs was done, wherein we could see an overall 11% increase in the awareness levels of the children and improvement in science knowledge by 39%.

New workshops on personality development classes and career counselling sessions for the elder children were introduced during the year, which helped them prepare better for future. In order to make the children environment conscious and adopt sustainable practices, various sessions on 'Say no to Plastic', 'Paper bag making', 'Healthy Sanitation, Hygiene practices, Water Conservation', 'Tree Plantation Drive' were organized during the year.

4. **What is your Company's direct contribution to community development projects and the details of the projects undertaken:**

   During the financial year ended March 31, 2020, the Company has spent a total amount of Rs. 75.93 Million towards various CSR projects. The details thereof have been provided in the "Annual Report on CSR Activities" as attached to the Board's Report. A brief summary thereof is as under:

Sl. No.	Focus Areas	Amount (Rs. in Million)
1.	Promotion of education in schools	22.42
2.	Nanhi Kali - Girl Child Education	2.60
3.	Happy Steps Programme - Foot care awareness	1.66
4.	Stride with Pride campaign - Footwear donation campaign	48.48
5.	Promotion of Sports amongst the Youth in communities	0.20
6.	Treatment of children with Clubfoot disease	0.57
Total		**75.93**

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

   The Company believes in participatory approach while planning and implementing the community development initiatives. Before initiating a community development project, a comprehensive base line survey is conducted to identify the local needs, stakeholder commitments which also helps in creating a buy-in from the local communities. The Company's CSR projects at several locations are developed in consultation and participation with various stakeholders including the local communities. Each location has an independent programme implementation committee which ensures planning and implementation of projects, periodic reviews and information sharing with necessary stakeholders. The local committees work under the overall guidance and framework defined by the corporate CSR Team of the Company.

PRINCIPLE 9: BUSINESS SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER

1. **What percentage of customer complaints / consumer cases are pending as on the end of financial year.**

   During the year under review, the Company has ensured to address and resolve customer complaints / consumer cases amicably and has further strengthened its Customer Care Team and improvised the complaints redressal processes for speedy resolution of customer complaints. The Company has received 105794 customer / consumer complaints during the year under review and have resolved 105688 complaints amicably during the financial year 2019-20. Remaining 106 (0.01%) complaints lying pending at the end of financial year have since been resolved.

2. **Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)**

   All mandatory declarations as required under the Legal Metrology Act and the Rules made thereunder are duly displayed on the Principal Display Panel (PDP) of the products.

3. **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

   One of the customers filed a complaint before District Forum in Chandigarh alleging unfair trade practice for charging of carry bag with Bata Logo. The matter was decided in customer favour granting monetary compensation which was upheld by State Forum. We challenged both the orders before National Forum and after hearing the matter on merits, the National Forum was pleased to stay the orders of District and State Forum and also permitted us to charge for the carry bags. The matter is sub-judice.

4. Did your Company carry out any consumer survey / consumer satisfaction trends?

Yes, the Company has introduced a strong Customer Feedback Mechanism to capture feedback from customers on their shopping experience and measuring it as per the global standard tool NPS (Net Promoter Score). The Company has started an initiative to close loop Detractors (customers who give negative feedback) by calling them and addressing / resolving their queries. There are certain other feedbacks as well which company has started taking from customers with regards to product quality, product launches, shopping preferences, company's distribution business, etc.

Bata

FINANCIAL HIGHLIGHTS FROM 2010 TO 2019-20

(Rs. In million)

	2010	2011	2012	2013
PROFIT & APPROPRIATIONS				
Sales & Other Income	12,923.42	16,959.91	19,017.06	21,297.54
Profit before Depreciation, Tax & Prior Period Items	1,755.08	3,605.04	3,033.39	3,418.21
Depreciation	325.10	411.01	513.75	591.97
Profit before Tax & Prior Period Items	1,429.97	3,194.03	2,519.64	2,826.24
Taxation	476.45	935.64	803.61	918.81
Profit after Tax & Prior Period Items	953.52	2,258.39	1,716.03	1,907.43
Prior Period Items	-	-	-	-
Net Profit	953.52	2,258.39	1,716.03	1,907.43
Dividend & Dividend Distribution Tax	299.00	447.14	448.13	491.68
Retained Earnings	654.52	1,811.25	1,267.90	1,415.75
ASSETS EMPLOYED				
Fixed Assets - Gross	4,178.77	5,084.40	5,793.97	6,252.34
- Net	1,534.39	2,270.66	2,594.66	2,699.42
Investments	172.48	48.51	48.51	48.51
Net Current Assets	2,413.23	3,423.89	3,482.26	4,590.48
Other Non Current Assets (Includes DTA & Long term loans & advances)	-	-	1,438.97	1,864.35
	4,120.11	**5,743.05**	**7,564.40**	**9,202.76**
FINANCED BY				
Equity Shares	642.64	642.64	642.64	642.64
Reserves	3,339.73	5,100.42	6,360.66	7,767.37
Shareholder's Funds	3,982.37	5,743.05	7,003.30	8,410.01
Loan Funds	137.74	-	-	-
Non-current liabilities	-	-	561.10	792.75
	4,120.11	**5,743.05**	**7,564.40**	**9,202.76**

** All figures are as per Ind AS*

(Rs. In million)

Fifteen months ended 31.03.2015	2015-16*	2016-17*	2017-18*	2018-19*	2019-20*
27,808.31	24,753.15	25,438.87	26,871.62	29,969.87	31,222.92
4,079.01	3,754.50	2,985.81	4,004.34	5,422.81	7,808.42
792.34	788.01	650.05	604.21	640.16	2,957.65
3,286.68	2,966.49	2,335.75	3,400.14	4,782.65	4,850.77
974.96	790.54	748.28	1,164.36	1,486.05	1,581.62
2,311.72	2,175.95	1,587.48	2,235.78	3,296.60	3,269.15
-	-	-	-	-	-
2,311.72	2,175.95	1,587.48	2,235.78	3,296.60	3,269.15
488.70	502.75	541.42	541.42	619.79	514.11
1,823.02	1,673.20	1,046.06	1,694.36	2,676.81	2,755.04
7,436.45	3,987.87	4,338.22	4,997.50	5,844.07	6,598.34
3,548.56	3,211.50	2,957.86	3,065.76	3,318.19	3,545.00
49.51	49.51	49.51	49.51	49.51	49.51
4,961.96	7,424.54	8,562.30	9,873.62	12,078.83	11,990.91
2,639.02	2,564.01	2,722.84	2,857.57	3,043.98	13,758.91
11,199.05	**13,249.56**	**14,292.53**	**15,846.46**	**18,490.51**	**29,344.33**
642.64	642.64	642.64	642.64	642.64	642.64
9,578.81	11,578.21	12,610.17	14,144.50	16,822.69	18,323.15
10,221.45	12,220.85	13,252.81	14,787.14	17,465.33	18,965.79
-	-	-	-	-	-
977.60	1,028.71	1,039.71	1,059.32	1,025.17	10,378.54
11,199.05	**13,249.56**	**14,292.53**	**15,846.46**	**18,490.50**	**29,344.33**

SIGNIFICANT RATIOS FROM 2010 TO 2019-20

			2010	2011
MEASURES OF INVESTMENTS				
Return on Equity	Profit after Tax / Shareholders' Funds	(%)	23.94	24.74**
Earnings per Share****	Net Profit / No. of Shares	(Rs.)	7.42	11.06**
Dividend Cover		(times)	3.71	3.68**
Dividend		(%)	40.00	60.00
Book Value of an Equity Share****	Shareholders' Funds / No. of Shares	(Rs.)	30.98	44.69
MEASURES OF PERFORMANCE				
Profitability	a) Profit before Tax / Sales	(%)	11.20	13.42**
	b) Profit after Tax / Sales	(%)	7.47	9.08**
Capital Turnover	Sales / Total Funds	(times)	3.10	2.73
Stock Turnover	Sales / Stocks	(times)	4.27	4.00
Working Capital Turnover	Sales / Net Current Assets	(times)	5.29	4.57
MEASURES OF FINANCIAL STATUS				
Debt Equity Ratio	Loan Funds / Shareholders' Funds	(times)	0.03:1	-
Current Ratio	Current Assets / Current Liabilities	(times)	1.53:1	2.00:1
Fixed Assets to Shareholders' Funds	Net Fixed Assets / Shareholders' Funds	(times)	0.39:1	0.40:1

* Without Considering Prior Period Items
** Without considering Gains from Surplus Property Development
***All ratios are calculated as per Ind AS
****Calculated based on Equity Shares of Rs. 5/- each, as sub-divided w.e.f. October 8, 2015.

2012	2013	Fifteen months ended 31.03.2015	2015-16***	2016-17***	2017-18***	2018-19***	2019-20***
24.50	22.68	19.37**	14.29**	11.98	15.12	18.88	17.24
13.35	14.84	15.40**	13.59**	12.35	17.40	25.65	25.44
4.45	4.57	4.74**	3.88**	3.53	4.35	4.10	6.36
60.00	65.00	65.00	70.00	70.00	80.00	125.00	80.00
54.49	65.43	79.53	95.08	103.11	115.05	135.89	147.56
13.46	13.47	10.79**	10.36**	9.35	12.90	16.33	15.89
9.17	9.09	7.23**	7.13**	6.36	8.48	11.26	10.71
2.67	2.50	2.68	2.00	1.88	1.78	1.68	1.61
4.05	3.60	3.88	3.61	3.54	3.46	3.49	3.49
5.38	4.57	5.52	3.30	2.92	2.67	2.42	2.55
-	-	-	-	-	-	-	-
1.93:1	1.99:1	1.96:1	2.83:1	2.74:1	2.76:1	2.92:1	2.50:1
0.37:1	0.32:1	0.35:1	0.26:1	0.22:1	0.21:1	0.19:1	0.19:1

INDEPENDENT AUDITOR'S REPORT

To the Members of Bata India Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Bata India Limited ("the Company"), which comprises the standalone balance sheet as at 31 March 2020, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

The key audit matter	How the matter was addressed in our audit
Transition to Ind AS 116 'Leases' with effect from 1 April 2019 See note 2.2.(l) and note 4d to the standalone financial statements The Company, as a lessee, has entered into lease contracts mainly relating to the retail outlets, office premises and warehouses of the Company with different lease terms including the options to extend or terminate the leases. Ind AS 116, Leases, is applicable from 1 April 2019 and introduces a new lease accounting model, wherein lessees are required to recognise a right-of-use (ROU) asset and a lease liability in their balance sheet in respect of contracts which qualify as a lease. The Company has implemented Ind AS 116 from 1 April 2019 and is required to disclose the impact of implementation Ind AS 116 in the standalone financial statements.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: A) Assessed the appropriateness of the accounting policy for leases as per relevant accounting standard with special reference to methodology of the selected transition approach to this standard. B) Evaluated and tested Company's internal control processes in relation to lease identification, assessment of the terms and conditions of lease contracts and the calculation of the related lease liability and ROU asset. C) Evaluated the reasonableness of Company's key judgements and estimates made in preparing the transition adjustments, specifically in relation to the lease term and discount rate.

The key audit matter	How the matter was addressed in our audit
In implementing Ind AS 116, the Company has opted for the modified retrospective approach for transition to Ind AS 116. Therefore, the cumulative effect of implementing Ind AS 116 upto 1 April 2019 is recognised as an adjustment to the opening balance of retained earnings as at that date without restating the comparative information. The assessment of the impact of transition to Ind AS 116 is significant to our audit as it involves selection of the transition option and identification and processing all relevant data associated with the leases which is complex and voluminous. Significant judgement is required in the assumptions and estimates made in the measurement of the ROU asset and lease liability. Such assumptions and estimates include assessment of lease term including termination and renewal options, and determination of appropriate discount rates. In view of the above, the adjustments arising from the first-time adoption of Ind AS 116 are material and are considered as a key audit matter.	D) Testing the completeness and accuracy of underlying lease data and Ind AS 116 adjustments by checking its reconciliation with the number of operating lease contracts and relevant records of the Company. E) For samples selected using statistical sampling, tested the accuracy and existence of the ROU asset and lease liability recognised on transition by examining the original lease agreements and re- performing the calculations after considering the impact of the variable lease payments, if any. F) Assessed the adequacy of the disclosures included in the standalone financial statements.
Revenue recognition See note 2.2(h) and note 18 to the standalone financial statements Revenue from the sale of goods is recognized when control is transferred to the customer. A substantial part of Company's revenue relates to retail sales through a large number of company owned outlets and comprises high volume of individually small transactions which increases the risk of revenue being recognised inappropriately and which highlights the criticality of sound internal processes of summarising and recording sales revenue to mitigate error and fraud risk. In view of the above and since revenue is a key performance indicator of the Company, we have identified revenue recognition as a key audit matter.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: A) Assessed the appropriateness of the accounting policy for revenue recognition as per relevant accounting standard. B) Evaluated the design and implementation of key internal financial controls with respect to the revenue recognition and tested the operating effectiveness of such controls including those related to the reconciliation of sales records to cash / credit card / online receipts, preparation, posting and approval of journal entries on the basis of selected transactions. C) For samples selected using statistical sampling, performed detailed testing of retail sale transactions during the year by examining the underlying documents and agreeing them with the cash / credit card / online receipts and deposit of cash amounts recorded in daily cash reports with bank deposits. D) Tested on sample basis, the periodic reconciliation of the retail sales recognised during the period with the underlying collections made by the Company and sales as per indirect tax records. E) Performed cash counts, on a test basis, at selected stores and examined whether the cash balances are in agreement with the cash receipts reported in the daily collection report. F) Tested sample journal entries affecting revenue recognised during the year, selected based on specified risk-based criteria, to identify unusual items.

The key audit matter	How the matter was addressed in our audit
Net realisable value (NRV) of Inventories of finished goods See note 2.2(g) and note 8 to the standalone financial statements The major part Company's inventory comprises finished goods which are geographically spread across multiple locations such as retail stores, depots and factories. These inventories are counted by the Company on a cyclical basis and determination of NRV is made based on various estimates (including those related to obsolescence of slow and non-moving inventory) by the Company as at end of reporting period. The Company manufactures and sells goods which are subject to changing consumer demands and fashion trends. Significant degree of judgment is thereby required to assess the NRV of the inventories and appropriate write down of items which may be ultimately sold below their cost. Such judgment includes Company's expectations for future sale volumes, inventory liquidation plans and future selling prices less cost to sell. In view of the above, assessment of NRV and its consequential impact, if any on the carrying value of inventories of finished goods has been identified as a key audit matter.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: A) Assessed the appropriateness of the accounting policy for inventories as per relevant accounting standards. B) Evaluated the design and implementation of key internal financial controls with respect to determination of NRV for slow and non-moving inventory as well as inventory with low or negative gross margins and tested the operating effectiveness of such controls on selected transactions. C) On a sample basis, assessed whether items in the inventory ageing report prepared by the Company were classified within the appropriate ageing bracket. D) Assessed the methodology and assumptions adopted by the management including retrospective review of the write down of slow and non-moving inventory by comparing the selling prices of goods sold during the year with opening carrying values. E) Assessed, on a sample basis, the net realisable value of slow-moving and obsolete inventories and inventories with low or negative gross margins as calculated by the Company by comparing the carrying value with their subsequent selling prices and costs to sell subsequent to the year-end.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, we report that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

    c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

    d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.

    e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.

    f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.

   (B) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

    i. The Company has disclosed the impact of pending litigations as at 31 March 2020 on its financial position in its standalone financial statements - Refer Note 30 to the standalone financial statements;

    ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

    iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

    iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2020.

   (C) With respect to the matter to be included in the Auditor’s Report under section 197(16):

   In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For B S R & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 101248W/W-100022

Rajiv Goyal
Partner
Membership No.: 094549
ICAI UDIN – 20094549AAAACV2627

Place : Gurugram
Date : 25 May 2020

Annexure A referred in the Independent Auditor's Report to the Members of Bata India Limited on the standalone Ind AS financial statements for the year ended 31 March 2020

(i) (a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) According to the information and explanations given to us, the Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified by the management in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and nature of its fixed assets. Pursuant to the aforesaid programme, a portion of the fixed assets has been physically verified by the management during the year. As informed to us, no material discrepancies were observed on such verification.

(c) According the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties included in the fixed assets are held in the name of the Company.

(ii) According to the information and explanations given to us, the inventories (excluding stocks with third parties and goods-in-transit) have been physically verified by the management during the year. For goods in transit in respect of sale and purchase, all goods are substantially delivered or received until the date of issuance of this report or confirmed by third party in possession of these goods. In respect of other inventories lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable. Further, as informed, the discrepancies noticed on verification between the physical inventory and the book records were not material and have been properly dealt with in the books of account.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable.

(iv) According to the information and explanations given to us, the Company has not provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013. Further, in respect of the loans given and investments made by the Company, requirements of Section 185 and 186 of the Companies Act, 2013 have been complied with.

(v) According to the information and explanations given to us, the Company has not accepted any deposits covered under Section 73 to 76 of the Act. Accordingly, paragraph 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products of the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, goods and services tax ('GST'), value added tax, cess and any other material statutory dues, to the extent applicable, have generally been regularly deposited with the appropriate authorities during the year. As explained to us, the company did not have any dues on account of sales tax, service tax, duty of excise, value added tax and cess. Also refer to Note 30A(b) of the standalone financial statements.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, GST, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, to the extent applicable, were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, and on the basis of the records of the company examined by us, there are no dues of income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax and GST which have not been deposited with the appropriate authorities on account of any dispute, except as mentioned below:-

Name of the Statue	Nature of dues	Amount of demand (in INR millions)*	Period to which the amount relates	Forum where dispute is pending
Various state sales tax Acts	Revenue recovery against non-payment of demand in assessment.	6.7	1994-1995 1998-1999 2000-2001	STAT, Kerala
Central Excise Act,1944	Duty demanded for sale of footwear at domestic tariff area.	3.35	1997-99	CESTAT, Chennai
Central Excise Act,1944	Non-compliance of the condition of the notification for marking MRP on factory seconds cleared on payment of appropriate C.E. duty.	21.5	July 2004 to Jan 2008	CESTAT-Kolkata
Finance Act, 1994	Disallowance of service tax input credit on input service availed for outward transportation.	4.3	2006-2010	CESTAT-Kolkata
Customs Act,1942	Wrong availment of concessional rate of customs duty etc.	81.24	1998-2003	CESTAT-Kolkata

* Amount as per demand orders including interest and penalty, wherever indicated in the order and is net of amount deposited.

(viii) According to the information and explanations given to us, the Company has neither taken any loans from financial institutions or banks or government nor issued any debentures, therefore, the provision of clause (viii) of the Order is not applicable.

(ix) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instrument) and any term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) According to the information and explanations given to us and based on our examination of the records of the Company, the managerial remuneration has been paid or provided by the Company in accordance with the provisions of Section 197 read with Schedule V to the Act.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to information and explanations given to us and on the basis of our examination of the records of the Company, all transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details have been disclosed in the Ind AS financial statements, as required by the applicable accounting standard.

(xiv) According to information and explanations given to us, and on the basis of our examination of the records of the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.

(xv) According to information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) According to information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For B S R & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 101248W/W-100022

Rajiv Goyal
Partner
Membership No.: 094549
ICAI UDIN – 20094549AAAACV2627

Place : Gurugram
Date : 25 May 2020

Annexure B to the Independent Auditor's report on the standalone financial statements of Bata India Limited for the year ended 31 March 2020

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2 (A) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Bata India Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 101248W/W-100022

Rajiv Goyal
Partner
Membership No.: 094549
ICAI UDIN – 20094549AAAACV2627

Place : Gurugram
Date : 25 May 2020

Bata

STANDALONE BALANCE SHEET AS AT 31 MARCH 2020

(Amount in INR million)

	Notes	As at 31 March 2020	As at 31 March 2019
ASSETS			
Non-current assets			
Property, plant and equipment	4a	3,275.99	3,107.83
Capital work-in-progress	4c	198.62	172.51
Intangible assets	4b	70.39	37.85
Right-of-use assets	4d	10,328.90	-
Financial assets			
Investments	5a	49.51	49.51
Loans	5b	1,229.35	1,086.22
Deferred tax assets (net)	6	1,109.86	1,097.81
Other non-current tax assets	7b	934.12	522.44
Other non-current assets	7a	156.67	337.51
		17,353.41	**6,411.68**
Current assets			
Inventories	8	8,736.81	8,390.89
Financial assets			
Trade receivables	9	612.31	652.96
Cash and cash equivalents	10	150.14	585.53
Bank Balances other than those included in cash and cash equivalents	11	9,473.36	7,804.42
Loans	5b	71.79	37.57
Other financial assets	5c	477.87	441.13
Other current assets	7a	473.72	462.17
		19,996.00	**18,374.67**
Total assets		**37,349.41**	**24,786.35**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	642.64	642.64
Other equity	13	18,323.15	16,822.69
		18,965.79	**17,465.33**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Lease liability	4d	10,353.46	-
Trade payables			
- Micro, small and medium enterprises	14	-	-
- Others	14	-	1,002.40
Provisions	17b	25.07	22.77
		10,378.53	**1,025.17**
Current liabilities			
Financial liabilities			
Lease liability	4d	2,137.68	-
Trade payables			
- Micro, small and medium enterprises	14	188.92	161.71
- Others	14	4,843.40	4,994.79
Other financial liabilities	15	444.63	417.04
Other current liabilities	16	241.16	209.00
Provisions	17b	82.64	156.67
Current tax liabilities (net)	17a	66.66	356.64
		8,005.09	**6,295.85**
Total equity and liabilities		**37,349.41**	**24,786.35**
Significant accounting policies	2&3		

The accompanying notes are an integral part of these standalone financial statements

As per our report of even date attached

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajiv Goyal
Partner
Membership no.: 094549

Place : Gurugram
Date : 25 May 2020

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-Time Director & CEO
DIN: 05183714

Ashok Kumar Barat
Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Nitin Bagaria
Company Secretary
Membership no.: ACS 20228

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

	Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
REVENUE			
Revenue from operations	18	30,534.51	29,284.44
Other income	19	688.41	685.43
Total revenue		**31,222.92**	**29,969.87**
EXPENSES			
Cost of raw materials and components consumed	20a	2,569.59	2,807.22
Purchase of stock-in-trade	20b	10,736.15	10,861.27
Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	(342.71)	(825.23)
Employee benefits expense	22	3,764.22	3,310.83
Finance costs	23	1,177.41	35.46
Depreciation and amortization expense	24	2,957.65	640.16
Other expenses	25	5,509.84	8,357.51
Total expenses		**26,372.15**	**25,187.22**
Profit before tax		**4,850.77**	**4,782.65**
Tax expense:			
Current tax	6	1,167.90	1,729.24
Deferred tax	6	411.47	(43.88)
Tax for earlier years	6	2.25	(199.31)
Profit for the year		**3,269.15**	**3,296.60**
Other comprehensive income			
Items that will not to be reclassified to profit or loss in subsequent periods:			
Re-measurement (losses)/ gains on defined benefit plans	26	(27.08)	2.11
Income tax effect	26	6.81	(0.73)
Other comprehensive income for the year, net of income tax		**(20.27)**	**1.38**
Total comprehensive income for the year, net of income tax		**3,248.88**	**3,297.98**
Earnings per equity share (nominal value per share INR 5 (Previous year INR 5))			
(1) Basic (INR)	28	25.44	25.65
(2) Diluted (INR)	28	25.44	25.65
Significant accounting policies	2&3		
The accompanying notes are an integral part of these standalone financial statements			

As per our report of even date attached

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajiv Goyal
Partner
Membership no.: 094549

Place : Gurugram
Date : 25 May 2020

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-Time Director & CEO
DIN: 05183714

Ashok Kumar Barat
Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Nitin Bagaria
Company Secretary
Membership no.: ACS 20228

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

(a) Equity share capital

	No. of shares	Amount
Equity shares of INR 5 each issued, subscribed and fully paid		
At 31 March 2018	128,527,540	642.64
Issue of share capital	-	-
At 31 March 2019	128,527,540	642.64
Issue of share capital	-	-
At 31 March 2020	**128,527,540**	**642.64**

(b) Other equity

For the year ended 31 March 2020:

	Attributable to owners of the company			Total Other equity
	Reserves and Surplus			
	Securities premium* (Note 13a)	General reserve** (Note 13b)	Retained earnings (Note 13c)	
As At 31 March 2019	**501.36**	**1,498.83**	**14,822.50**	**16,822.69**
Profit for the year	-	-	3,269.15	3,269.15
Other comprehensive income, net of tax (Note 26)	-	-	(20.27)	(20.27)
Total comprehensive income	**501.36**	**1,498.83**	**18,071.38**	**20,071.57**
Cash dividends (Note 27)	-	-	(803.32)	(803.32)
Dividend distribution tax (Note 27)	-	-	(165.12)	(165.12)
Transitional impact of Ind AS 116, net of tax (Note 2.2(l))	-	-	(779.98)	(779.98)
As At 31 March 2020	**501.36**	**1,498.83**	**16,322.96**	**18,323.15**

For the year ended 31 March 2019:

	Attributable to owners of the company			Total Other equity
	Reserves and Surplus			
	Securities premium* (Note 13a)	General reserve** (Note 13b)	Retained earnings (Note 13c)	
As at 31 March 2018	**501.36**	**1,498.83**	**12,144.31**	**14,144.50**
Profit for the year	-	-	3,296.60	3,296.60
Other comprehensive income (Note 26)	-	-	1.38	1.38
Total comprehensive income	**501.36**	**1,498.83**	**15,442.29**	**17,442.48**
Cash Dividends (Note 27)	-	-	(514.11)	(514.11)
Dividend distribution tax (Note 27)	-	-	(105.68)	(105.68)
As at 31 March 2019	**501.36**	**1,498.83**	**14,822.50**	**16,822.69**

*Securities premium is used to record the premium received on issue of shares. It is to be utilised in accordance with the provisions of the Companies Act, 2013.

**General reserve is available for payment of dividend to the shareholders as per provisions of the Companies Act, 2013.

The accompanying notes are an integral part of these standalone financial statements

As per our report of even date attached

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajiv Goyal
Partner
Membership no.: 094549

Place : Gurugram
Date : 25 May 2020

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-Time Director & CEO
DIN: 05183714

Ashok Kumar Barat
Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Nitin Bagaria
Company Secretary
Membership no.: ACS 20228

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

		Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
A	**Cash flow from operating activities**			
1	**Profit before tax**		4,850.77	4,782.65
2	**Adjustments to reconcile profit before tax to net cash flows:**			
	Depreciation of property, plant & equipment and Right of Use Assets	24	2,944.34	633.67
	Amortisation of intangible assets	24	13.31	6.49
	Straight lining on lease rental		-	(11.48)
	Loss on sale/ discard of fixed assets (net)	25	31.30	20.53
	Allowance for doubtful debt, loans, advances	25	5.01	11.38
	Finance cost (including fair value change in financial instruments)	23	1,177.41	35.46
	Finance income (including fair value change in financial instruments)	19	(684.19)	(668.18)
	Unrealised foreign exchange loss/ (gain)		8.44	-
3	**Operating profit before working capital changes (1+2)**		**8,346.39**	**4,810.52**
4	**Movements in Working Capital:**			
	Decrease/(Increase) in trade & other receivables		6.30	233.45
	Decrease /(Increase) in inventories		(345.92)	(769.75)
	Increase/(Decrease) in trade and Other Payables		35.55	364.19
	Increase/(Decrease) in short term provisions		(101.11)	55.58
	Decrease/(Increase) in other current assets		(308.20)	251.74
	Decrease/(Increase) in other current financial assets		(25.19)	5.59
	Increase/(Decrease) in other current liabilities		32.16	35.40
	Increase/(Decrease) in other financial liabilities		(12.10)	(54.55)
	Change in Working Capital		**(718.51)**	**121.65**
5	**Changes in non-current assets and liabilities**			
	Decrease/(Increase) in loans & advances		(127.93)	(63.42)
	Increase/(Decrease) in trade payables & Provisions		2.21	(22.66)
	Decrease/(Increase) in other non-current assets		165.21	6.96
	Changes in non-current assets and liabilities		**39.49**	**(79.12)**
6	**Cash Generated From Operations (3+4+5)**		**7,667.37**	**4,853.05**
7	**Less : Taxes paid**		**(1,869.45)**	**(1,409.35)**
8	**Net cash flow from operating activities (6-7)**		**5,797.92**	**3,443.70**
B	**Cash flow from investing activities:**			
	Purchase of property, plant and equipment		(854.92)	(820.30)
	Proceeds from sale of property, plant and equipment		(1.92)	(1.39)
	Repayments/(Investments) in bank deposits (having original maturity of more than three months)		(1,668.94)	(2,460.94)
	Loan received back from subsidiary (net)		14.47	16.39
	Interest received (finance income)		638.76	495.84
	Net cash flow used in Investing Activities:		**(1,872.55)**	**(2,770.40)**

(Amount in INR million)

		Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
C	**Net cash flow from financing activities:**			
	Dividend paid to equity shareholders	27	(803.89)	(511.92)
	Dividend distribution tax	27	(165.12)	(105.68)
	Payment of lease liability (including interest on lease liability)		(3,361.34)	-
	Payment of initial direct cost recognised as Right-of-use asset		(17.87)	-
	Interest paid		(12.54)	(13.79)
	Net cash used in financing activities:		**(4,360.76)**	**(631.39)**
D	**Net change in cash & cash equivalents (A+B+C)**		**(435.39)**	**41.91**
E 1	Cash & cash equivalents as at end of the year		150.14	585.53
E 2	Cash & cash equivalents as at the beginning of year		585.53	543.62
	NET CHANGE IN CASH & CASH EQUIVALENTS (E 1- E 2)		**(435.39)**	**41.91**
			As at 31 March 2020	**As at 31 March 2019**
	Components of cash and cash equivalents			
	Cash on hand		34.49	98.63
	With banks			
	- on current accounts		115.65	486.90
	Total cash and cash equivalents		**150.14**	**585.53**
	Significant accounting policies	2&3		

The accompanying notes are an integral part of these standalone financial statements

As per our report of even date attached

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajiv Goyal
Partner
Membership no.: 094549

Place : Gurugram
Date : 25 May 2020

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-Time Director & CEO
DIN: 05183714

Ashok Kumar Barat
Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Nitin Bagaria
Company Secretary
Membership no.: ACS 20228

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

1. **Corporate information**

Bata India Limited is primarily engaged in the business of manufacturing and trading of footwear and accessories through its retail and wholesale network.

Bata India Limited is a public company domiciled in India. Its shares are listed on three stock exchanges in India. The registered office of the company is located at 27B, Camac Street, 1st floor, Kolkata - 700016.

2. **Significant Accounting Policies**

2.1 Basis of Preparation

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act, 2013 (the Act) and other relevant provisions of the Act.

The financial statements are authorised for issue by Company's board of directors on May 25, 2020.

The financial statements have been prepared on a historical cost or at amortised cost except for the following assets and liabilities

Items	Measurement Basis
Net defined benefit (asset)/liability	Fair Value of plan assets less present value of defined benefit obligations
Derivatives	Fair Value

The financial statements are presented in INR and all values are rounded to the nearest Million (INR 000,000).

2.2 Summary of significant accounting policies

a. Current Vs Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- ► Expected to be realised or intended to be sold or consumed in normal operating cycle
- ► Held primarily for the purpose of trading
- ► Expected to be realised within twelve months after the reporting period, or
- ► Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- ► Expected to be settled in normal operating cycle
- ► Held primarily for the purpose of trading
- ► Due to be settled within twelve months after the reporting period, or
- ► There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has identified twelve months as its operating cycle.

b. Cash dividend

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

c. Fair Value Measurements

The Company measures financial instruments, such as forward contracts at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

► In the principal market for the asset or liability, or

► In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market is accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

► Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

► Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

► Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

d. Property, plant & equipment

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property plant and equipment recognised as at April 1, 2015, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property plant and equipment

Property, plant & equipment and capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment.

The present value of the expected cost for decommissioning of an asset after its use is included in the cost of the respective asset, if the recognition criteria for a provision are met.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of Property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of Property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

e. Depreciation on Property, plant & equipment

i. Lease hold improvements (LHI) & furniture & fixtures at stores are amortised on straight line basis over the period of lease or useful life (not exceeding 9 years), whichever is lower.

ii. Depreciation on other Property, plant & equipment is provided on written down value method at the rates based on the estimated useful life of the assets as described below:

Category of Property, plant & equipment	Useful Lives
Buildings	
- Factory Buildings	30 years
- Other than Factory Buildings	10 years - 60 Years
- Fences, Wells, Tube wells	5 years
Plant & equipments	
- Moulds	8 years
- Data processing equipment	3 Years
- Servers	6 Years
- Other Plant and Machinery	5 Years - 15 Years
Furniture & Fittings	
- Others	10 years
Vehicles	8 years
Office equipment	10 Years

The Company, based on management estimates, depreciates certain items of building, plant and equipment over estimated useful lives which are lower than the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

iii. Depreciation on Property, plant & equipment added/disposed off during the year is provided on pro-rata basis with respect to date of acquisition/disposal.

f. Intangible Assets

Intangible assets acquired separately are recorded at cost at the time of initial recognition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets (Computer Software) with finite lives are amortised over the useful economic life (not exceeding five years) and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the statement of profit and loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

g. Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- ► Raw materials: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- ► Finished goods and work in progress: Cost includes cost of direct materials and labour and a proportion of fixed manufacturing overheads based on the normal operating capacity. Cost is determined on a weighted average basis.

- ► Traded goods: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- ► Stores and spares: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

During the year, an amount of INR 97.58 million (previous year INR 9.64 million (net of reversals)) was charged to the statement of profit and loss on account of obsolete, damaged and slow moving inventories.

h. Revenue Recognition

Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

Ind AS 115 five step model is used to determine whether revenue should be recognised at a point in time or over time, and at what amount is as below:

• Step 1: Identify the contract with the customer

• Step 2: Identify the performance obligations in the contract

• Step 3: Determine the transaction price

• Step 4: Allocate the transaction price to the performance obligations

• Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognised upon transfer of control of promised goods or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- Revenue from sales of goods is recognised on output basis measured by units delivered, number of transactions etc.
- Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which coincides with the performance obligation under the contract with the customer.
- Revenue from services is recognized in accordance with the terms of contract when the services are rendered and the related costs are incurred

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue from related party is recognised based on transaction price which is at arm's length.

Use of significant judgments in revenue recognition :-

- The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgments to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgment is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

The Company provides normal warranty expense provisions for manufacturing defects for 3 months on all its products sold, in line with the industry practice. The Company does not provide any extended warranties to its customers.

The Company operates a loyalty points programme which allows customers to accumulate points when they purchase products in the Company's retail stores. The points can be redeemed against consideration payable for subsequent purchases. Hence, consideration is allocated between the products sold and the points issued. For the allocation of consideration to points issues, fair value of the points issued is determined by applying a statistical analysis (based on data available) of points redemption history of the customers. The fair value of the points issued is deferred based on actuarial valuation and recognised as revenue when the points are redeemed.

Interest Income is recognised on time proportion basis taking into account the amount outstanding and the applicable interest rates and is disclosed in "other income".

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

i. Foreign Currency Transactions

The Company's financial statements are presented in INR, which is also the Company's functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of the following:

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

j. Government grants

Export benefits in the form of Duty Drawback, Duty Entitlement Pass Book (DEPB) and other schemes are recognized in the Statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

k. Retirement and Other Employee Benefits

i) Retirement benefit in the form of pension costs is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the pension fund. The Company recognizes contribution payable to the pension fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

ii) The Provident Fund (administered by a Trust) is a defined benefit scheme where by the Company deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vests upon commencement of employment. The interest credited to the accounts of the employees is adjusted on an annual basis to confirm to the interest rate declared by the government for the Employees Provident Fund. The Company has adopted actuary valuation based on project unit credit method to arrive at provident fund liability as at year end.

iii) The Company operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

iv) Compensated absences are provided for based on actuarial valuation on projected unit credit method carried by an actuary, at each year end.

Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

v) Expenses incurred towards voluntary retirement scheme are charged to the statement of profit and loss in the year such scheme is accepted by the employees/workers.

l. Leases

Company is lessee

The Company's lease asset classes primarily consist of leases for buildings taken for Warehouses, offices and retail stores. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset, (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

Transition

Effective April 1, 2019, the Company adopted Ind AS 116 “Leases” and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company’s incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended 31 March 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended 31 March 2019.

On transition, the adoption of the new standard resulted in recognition of ‘Right of Use’ asset of ₹10,754.65 million and a lease liability of ₹12,926.28 million. The cumulative effect of applying the standard, amounting to ₹779.98 million was debited to retained earnings, net of taxes. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments. The following is the summary of practical expedients elected on initial application:

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date .
2. Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application .
3. Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
4. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 9%.

m. Taxation

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

n. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset’s recoverable amount. An asset’s recoverable amount is the higher of an asset’s or cash-generating unit’s (CGU) fair value less costs of disposal or its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses, are recognised in the statement of profit and loss.

Intangible assets with indefinite useful lives are tested for impairment annually, as appropriate and when circumstances indicate that the carrying value may be impaired.

o. Provisions

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the statement of profit or loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as part of finance costs.

Warranty provisions

Provisions for warranty-related costs are recognised when the product is sold or service provided to the customer. Initial recognition is based on actuarial valuation. The initial estimate of warranty-related costs is revised annually.

p. Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a Contingent liability but discloses its existence in the financial statements.

q. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash, short-term deposits and unpaid dividend account, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

r. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one Company and a financial liability or equity instrument of another Company.

Financial assets

Recognition and initial measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in five categories:

► Debt Instrument at amortised cost

► Debt instruments at fair value through other comprehensive income (FVTOCI)

► Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

► Equity instruments measured at fair value through other comprehensive income (FVTOCI)

► Investments in equities of subsidiaries at cost

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables, Security deposits & other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L. The Company has not designated any debt instrument as at FVTPL.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income, subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Investments in equities of subsidiaries

Investments in equities of subsidiaries are carried at cost in separate financial statements.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are carried at amortised cost or at Fair value through OCI except equity investment which is carried at fair value through OCI. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The application of simplified approach does not require the Company to track changes in credit risk. Based on the past history and track records the company has assessed the risk of default by the customer and expects the credit loss to be insignificant. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L).

The balance sheet presentation for various financial instruments is described below:

► Financial assets measured as at amortised cost. ECL is presented as an allowance, i.e., as an integral part of measurement of those assets in the balance sheet. The allowance reduces the net carrying amount until the asset meets write-off criteria.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as:

- financial liabilities at fair value through profit or loss,
- financial liabilities measured at amortised cost,
- loans and borrowings and payables,
- derivatives designated as hedging instruments in an effective hedge relationship.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include:

- financial liabilities held for trading

- financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, if and only if, the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Financial liabilities measured at amortised cost

Other financial liabilities are subsequently measured at amortised cost using the effective interest rate. Interest expense is recognised in statement of profit and loss.

Derecognition of financial liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest. The Company has not reclassified any financial asset during the current year or previous year.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet when and only when there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is unfavourable.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

► Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment.

► Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging/economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the Company will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

(i) Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss. When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit and loss.

(ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The Company uses forward currency contracts as hedges of its exposure to foreign currency risk in highly probable forecast transactions and firm commitments, the ineffective portion relating to foreign currency contracts is recognised in finance costs.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

3. Significant accounting judgments, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the accounting policies and the reported amounts of income, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a. Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

(i) Contingent liabilities

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

(ii) Revenue recognition

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

b. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

b.1 Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment defined benefits are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The underlying bonds are further reviewed for quality.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 29.

b.2 Revenue recognition – Loyalty programme

The Company estimates the fair value of points awarded under the Loyalty programme by applying actuarial valuation. Inputs to the model include making assumptions about expected redemption rates, the mix of products that will be available for redemption in the future and customer preferences. As points issued under the programme expire on expiry of specified period in accordance with the programme, such estimates are subject to significant uncertainty.

Property, plant and equipment and capital work in progress

(Amount in INR million)

4a	Property, plant and equipment	Freehold land	Buildings	Lease Hold improvements	Plant and equipment**	Furniture and fixtures	Vehicles	Office equipments	Total
	Cost or deemed cost (gross carrying amount)								
	As at 31 March 2018	**240.84**	**1,269.24**	**909.81**	**771.07**	**1,571.96**	**28.29**	**58.39**	**4,849.60**
	Additions	0.01	105.58	251.21	163.31	303.23	3.39	4.81	831.54
	Disposals/ Adjustments	(0.00)	(1.41)	(16.01)	(10.93)	(36.79)	(0.00)	(0.02)	(65.16)
	As at 31 March 2019	**240.85**	**1,373.41**	**1,145.01**	**923.45**	**1,838.40**	**31.68**	**63.18**	**5,615.98**
	Additions	-	119.79	298.38	137.93	262.50	8.67	-	827.27
	Disposals/ Adjustments	-	-	(29.08)	(31.86)	(84.01)	(0.00)	(0.01)	(144.96)
	As at 31 March 2020	**240.85**	**1,493.20**	**1,414.31**	**1,029.52**	**2,016.89**	**40.35**	**63.17**	**6,298.29**
	Accumulated depreciation								
	As at 31 March 2018	-	**224.40**	**376.01**	**410.25**	**883.87**	**16.30**	**9.67**	**1,920.50**
	Depreciation charge for the year	-	78.78	176.50	126.72	234.63	4.16	12.88	633.67
	Disposals/ Adjustments	-	(1.33)	(10.90)	(5.92)	(27.85)	-	(0.02)	(46.02)
	As at 31 March 2019	-	**301.85**	**541.61**	**531.05**	**1,090.65**	**20.46**	**22.53**	**2,508.15**
	Depreciation charge for the year	-	61.83	203.88	138.04	210.00	5.36	10.61	629.72
	Disposals/ Adjustments	-	-	(21.16)	(23.94)	(70.47)	-	(0.00)	(115.57)
	As at 31 March 2020	-	**363.68**	**724.33**	**645.15**	**1,230.18**	**25.82**	**33.14**	**3,022.30**
	Net Book Value								
	As at 31 March 2020	**240.85**	**1,129.52**	**689.98**	**384.37**	**786.71**	**14.53**	**30.03**	**3,275.99**
	As at 31 March 2019	240.85	1,071.56	603.40	392.40	747.75	11.22	40.65	3,107.83

4b	Intangible assets	Computer Software
	Cost or deemed cost (gross carrying amount)	
	As at 31 March 2018	**26.71**
	Addition	28.87
	As at 31 March 2019	**55.58**
	Addition	45.85
	As at 31 March 2020	**101.43**
	Accumulated amortisation	
	As at 31 March 2018	**11.24**
	Amortisation charge for the year	6.49
	As at 31 March 2019	**17.73**
	Amortisation charge for the year	13.31
	As at 31 March 2020	**31.04**
	Net book Value	
	As at 31 March 2020	**70.39**
	As at 31 March 2019	37.85

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

4c

Capital work in progress and Intangible assets under development	As at 31st March 2020	As at 31st March 2019
Capital work-in-progress	198.62	172.51

** Additions includes INR 2.41 million (31 March 2019 INR 0.99 million) towards assets located at research and development facilities.

4d Right-of-use assets and Lease liability :

Information about leases for which the Company is a lessee is presented below :

Right-of-use assets (ROU Assets)	**Buildings**
Balance as on 1 April 2019 (Transition balance)	10,754.65
Addition for the new leases*	1,950.13
Depreciation charge for the year	(2,326.81)
Deletions for terminated leases	(49.07)
Balance as on 31 March 2020	**10,328.90**

*Includes initial direct cost.

The aggregate depreciation expense on ROU assets and gain on remeasurement amounting to INR 12.19 million is included under depreciation and amortization expense in the statement of Profit and Loss.

The following is the movement in lease liabilities during the year ended 31 March 2020:

Lease Liability	**31 March 2020**
Balance as on 1 April 2019 (Transition balance)	12,926.28
Addition for new leases	1,833.51
Accredition of Interest	1,153.95
Payment of lease liability	(3,361.34)
Deletions for terminated leases	(61.26)
Balance as on 31 March 2020	**12,491.14**

As at balance sheet date, the Company is not exposed to future cashflows for extension / termination options, residual value guarantees and leases not commenced to which lessee is committed.

The total amount of cashflow on account of leases for the year has been disclosed in the standalone cashflow statement.

The table below provides details regarding the contractual maturities of lease liabilities as at 31 March 2020 on an undiscounted basis:

	31 March 2020
Maturity analysis – contractual undiscounted cash flows	
Less than one year	3,170.21
After one year but not longer than five years	9,470.44
More than five years	3,701.77
Total	**16,342.42**

Lease liabilities included in the statement of financial position at 31 March 2020

	31 March 2020
Current	2,137.68
Non-current	10,353.46
Total	**12,491.14**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

For the transitional impact of Ind AS 116 and accounting policy, refer accounting policy section 2.2(l).

Rental expense recorded for short-term leases was INR 100.81 million for the year ended 31 March 2020.

Variable lease payments accounted was INR 132.72 million for the year ended 31 March 2020.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

5. Financial assets

	Non-current		Current	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
a. Investments				
Investment in equity instruments of subsidiaries (cost)				
Unquoted:				
4,851,000 (31 March 2019 : 4,851,000) equity shares of INR 10 each fully paid-up in Bata Properties Limited	48.51	48.51	-	-
100,000 (31 March 2019 :100,000) equity shares of INR 10 each fully paid-up in Way Finders Brands Limited	1.00	1.00	-	-
Total Investment in subsidiaries (a)	49.51	49.51	-	-
Investments in Cooperative Societies (Fair value through profit and loss)				
Unquoted:				
250 (31 March 2019 :250) equity shares of INR 10 each fully paid-up in Bata Employees' Co-operative Consumers' Stores Limited, Hathidah*	0.00	0.00	-	-
5 (31 March 2019 :5) equity shares of INR 10 each fully paid-up in Bhadrakali Market Co-operative Society Limited, Nasik*	0.00	0.00	-	-
Total Investment in Cooperative Societies (b)	0.00	0.00		-
TOTAL (a+b)	**49.51**	**49.51**	**-**	**-**
*Rounded off to INR Nil.				
Aggregate value of unquoted investments	**49.51**	**49.51**	**-**	**-**
b. Loans				
Unsecured, Considered Good				
Loans and advances				
To related parties	54.72	69.19	15.81	5.55
	54.72	69.19	15.81	5.55
Security deposits	1,174.63	1,017.03	55.98	32.02
	1,174.63	1,017.03	55.98	32.02
TOTAL	**1,229.35**	**1,086.22**	**71.79**	**37.57**
c. Other Financial assets				
Interest accrued deposits	-	-	357.59	341.83
Other receivable (unsecured, considered good)	-	-	118.65	96.58
Other receivable (unsecured, considered doubtful)	-	-	58.54	54.33
Less: loss allowance	-	-	(58.54)	(54.33)
Insurance claim receivable	-	-	1.63	2.72
TOTAL	**-**	**-**	**477.87**	**441.13**

(Amount in INR million)

6. Deferred tax assets (net)

	As at 31 March 2020	As at 31 March 2019
Deferred tax assets (net)		
Property plant, equipments and intangible assets: Impact of difference between tax depreciation and depreciation/amortization charged in the financial statement	428.07	584.30
Impact of expenditure charged to the financial statement in the current/earlier years but allowable for tax purposes on payment basis	653.84	458.22
Provision for doubtful debts and advances	20.94	27.33
Effect of measuring financial instruments at fair value	7.01	27.96
	1,109.86	**1,097.81**

	For the year ended 31 March 2020	For the year ended 31 March 2019
Current income tax recognised in statement of profit and loss:		
Current income tax charge	1,167.90	1,729.24
Tax for earlier years	2.25	(199.31)
Deferred tax :		
Relating to origination and reversal of temporary difference	411.47	(43.88)
	1,581.62	**1,486.05**

Reconciliation of average effective tax rate

	For the year ended 31 March 2020		For the year ended 31 March 2019	
Profit before tax		4,850.77		4,782.65
Tax using the Company's domestic tax rate	25.17%	1,220.84	34.94%	1,671.25
Effect of non deductible expenses	0.39%	19.11	0.47%	22.45
Effect of deductible expenses at higher rate	0.00%	-	-0.25%	(11.93)
Effect of change in Income tax rate	7.00%	339.42	0.21%	3.59
Tax for earlier years	0.05%	2.25	-4.17%	(199.31)
Total	**32.61%**	**1,581.62**	**31.07%**	**1,486.05**
Tax as per statement of profit and loss	**32.61%**	**1,581.62**	**31.07%**	**1,486.05**

Component wise deferred tax recognised in statement of profit and loss	For the year ended 31 March 2020	For the year ended 31 March 2019
Property, plant, equipments and intangible assets: Impact of difference between tax depreciation and depreciation/ amortization charged in the financial statements	(23.18)	(41.05)
Impact of expenditure charged in the financial statement in the current/earlier years but allowable for tax purposes on payment basis	(21.42)	14.91
Impact of change in tax rate from 34.94% to 25.17% on opening asset and transitional impact of Ind-AS 116	444.21	-
Provision for doubtful debts and advances	(1.26)	1.88
Effect of measuring financial instruments at fair value	13.12	(19.62)
	411.47	**(43.88)**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020
(Amount in INR million)

Income tax recognised in Other Comprehensive Income	For the year ended 31 March 2020	For the year ended 31 March 2019
Re-measurement of defined benefit plans	6.81	(0.73)
	6.81	**(0.73)**

7. Other Assets

	Non-current		Current	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
a. Other Assets				
Unsecured and considered good				
Capital advances	38.00	52.96	-	-
Supplier advances	-	-	52.33	39.85
Recoverable from statutory authorities	86.03	75.69	317.37	267.25
Prepaid expenses	32.64	208.86	104.02	155.07
	156.67	**337.51**	**473.72**	**462.17**
Unsecured, considered doubtful				
Recoverable from statutory authorities	17.16	16.49	-	-
Less: loss allowance	(17.16)	(16.49)	-	-
	-	**-**	**-**	**-**
Total	**156.67**	**337.51**	**473.72**	**462.17**
b. Other non-current tax assets				
Advance income tax (net of provision)	934.12	522.44	-	-
	934.12	**522.44**	**-**	**-**

8. Inventories	As at 31 March 2020	As at 31 March 2019
Raw materials and components (including goods in transit INR NIL (31 March 2019: INR 0.06 million))	184.86	182.84
Work-in-progress	87.10	83.32
Finished goods* (including goods in transit INR 814.30 million (31 March 2019: INR 893.79 million))	8,452.81	8,113.88
Stores and spares	12.04	10.85
Total inventories at the lower of cost and net realisable value	**8,736.81**	**8,390.89**

*Finished goods include Stock in trade, as both are stocked together.
The write down of inventories to net realisable value during the year amounted to INR NIL million (31 March 2019 : INR NIL).

9. Trade receivables	As at 31 March 2020	As at 31 March 2019
Trade receivables Considered good- Unsecured	600.21	642.03
Trade receivables which have significant increase in credit risk	7.52	7.39
Less : loss allowance	(7.52)	(7.39)
Trade receivables from related parties - unsecured, considered good (Refer note 35)	12.10	10.93
	612.31	**652.96**

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person, nor from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing and are generally on terms of 30 to 120 days. For explanations on the Company’s credit risk management processes, refer to Note 37.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

10. Cash and cash equivalents	**As at 31 March 2020**	**As at 31 March 2019**
Balances with banks:		
- On current account	115.65	486.90
Cash on hand	34.49	98.63
	150.14	**585.53**

11. Bank Balances other than those included in cash and cash equivalents	**As at 31 March 2020**	**As at 31 March 2019**
Unpaid dividend accounts	16.49	15.92
Deposits with original maturity for more than 3 months but upto 12 months*	9,456.87	7,788.50
	9,473.36	**7,804.42**

*Includes deposit pledged with banks for bank guarantee of INR 14.57 millions (31 March 2019 INR 13.50 millions).

12. Equity share capital

	As at 31 March 2020	**As at 31 March 2019**
Authorised share capital		
Equity share capital		
140,000,000 (31 March 2019 : 140,000,000) equity shares of INR 5 each	700.00	700.00
Issued share capital*		
Equity share capital		
128,570,000 (31 March 2019 : 128,570,000) equity shares of INR 5 each	642.85	642.85
Subscribed and fully paid up share capital		
Equity share capital		
128,527,540 (31 March 2019 : 128,527,540) equity shares of INR 5 each	642.64	642.64
TOTAL	**642.64**	**642.64**

***Shares held in abeyance**

42,460 (31 March 2019 : 42,460) equity shares of INR 5 each were held in abeyance on account of pending adjudication of the shareholders right to receive those shares/inability of depository to establish ownership rights.

A. Reconciliation of the shares outstanding at the beginning and at the end of the year

	As at 31 March 2020		**As at 31 March 2019**	
	No. of shares	**Amount**	**No. of shares**	**Amount**
At the beginning of the year	128,527,540	642.64	128,527,540	642.64
Issued during the year	-	-	-	-
Outstanding at the end of the year	**128,527,540**	**642.64**	**128,527,540**	**642.64**

B. Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of INR 5 per share (previous year INR 5 per share). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

(Amount in INR million)

C. Shares held by holding company

	As at 31 March 2020	As at 31 March 2019
Out of equity shares issued by the Company, shares held by its holding Company is as follows :		
Bata (BN) B.V., Amsterdam, The Netherlands, the holding company		
68,065,514 (31 March 2019: 68,065,514) equity shares of INR 5/- each	340.33	340.33
	340.33	**340.33**

D. Details of shareholders holdings more than 5% shares in Company

Name of shareholder	As at 31 March 2020		As at 31 March 2019	
	Number of shares held	% of holding in class	Number of shares held	% of holding in class
Equity shares of INR 5 each fully paid				
Bata (BN) B.V., Amsterdam, The Netherlands, the holding Company	68,065,514	52.96%	68,065,514	52.96%

13. Other equity

	As at 31 March 2020	As at 31 March 2019
Reserves and Surplus		
(a) Securities Premium*		
Opening Balance	501.36	501.36
Add/(less) : Movement during the year	-	-
Closing balance	**501.36**	**501.36**
(b) General reserve**		
Opening Balance	1,498.83	1,498.83
Add: Amount transferred from surplus balance in the statement of profit and loss	-	-
Closing balance	**1,498.83**	**1,498.83**
(c) Retained earnings		
Opening Balance	14,822.50	12,144.31
Add: Net profit after tax transferred from statement of profit and loss	3,269.15	3,296.60
Add: Re-measurement gains/(losses) on defined benefit plans (net of tax)	(20.27)	1.38
Less: Transitional impact of Ind AS 116, net of tax (Note 2.2(l))	(779.98)	-
Less: Appropriations:		
Final dividend for 31 March 2019: INR 6.25 per share (31 March 2018: INR 4.00 per share)	(803.32)	(514.11)
Dividend Distribution Tax on final dividend	(165.12)	(105.68)
Closing balance	**16,322.96**	**14,822.50**
Total (a+b+c)	**18,323.15**	**16,822.69**

* Securities premium is used to record the premium received on issue of shares. It is to be utilised in accordance with the provisions of the Companies Act, 2013.

** In previous years, the Company appropriated a portion of profits to general reserve as per the provisions of the Act. The said reserve is available for payment of dividend to the shareholders as per provisions of the Companies Act, 2013.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

14. Trade payables

	Non-current		Current	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Trade payables to micro, small and medium enterprises (Note 36)	-	-	188.92	161.71
	-	**-**	**188.92**	**161.71**
Trade payables to related parties	-	-	156.35	63.24
Trade payables to others*	-	1,002.40	4,687.05	4,931.55
TOTAL	**-**	**1,002.40**	**4,843.40**	**4,994.79**

*Includes asset retirement obligation INR 13.65 million (31 March 2019 INR 13.02 million).

15. Other financial liabilities

	Non-current		Current	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Payable for capital goods	-	-	148.31	118.96
Deposit from agents and franchisees	-	-	279.83	282.16
Unpaid dividend	-	-	16.49	15.92
TOTAL	**-**	**-**	**444.63**	**417.04**

16. Other liabilities

	Non-current		Current	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Advance from customers	-	-	54.29	-
Statutory dues payable	-	-	127.40	148.49
Unearned revenue	-	-	59.47	60.51
TOTAL	**-**	**-**	**241.16**	**209.00**

17. Provisions

	Non-current		Current	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
a) Current tax liabilities				
Provision for income tax (net)	-	-	66.66	356.64
	-	**-**	**66.66**	**356.64**
b) Provisions				
Provision for employee benefits				
Provision for gratuity (refer note 29)	-	-	2.00	74.35
Provision for compensated absences	25.07	22.77	19.38	22.11
Others				
Provision for warranties*	-	-	26.79	25.74
Provision for litigation**	-	-	34.47	34.47
	25.07	**22.77**	**82.64**	**156.67**

***Provision for warranties**

The warranty claim provision covers the expenses relating to the cost of products sold. Provision in respect of warranties is made on the basis of valuation carried out by an independent actuary as at period end. It is expected that cost will be incurred over the warranty period as per the warranty terms.

(Amount in INR million)

	As at 31 March 2020	As at 31 March 2019
Opening balance	25.74	21.68
Arising during the year	118.61	109.06
Utilized during the year	(117.56)	(105.00)
Closing balance	**26.79**	**25.74**

****Provision for litigation**

	As at 31 March 2020	As at 31 March 2019
Opening balance	34.47	34.47
Arising during the year	-	-
Utilized during the year	-	-
Closing balance	**34.47**	**34.47**

The Company sets up and maintains provision for trade related and other litigations or disputes when a reasonable estimate can be made. The amount of provisions are based upon estimates provided by the Company's legal department, which are revisited on a timely basis. The exact timing of the settlement of the litigations and consequently, the outflow is uncertain.

18. Revenue from operations	For the year ended 31 March 2020	For the year ended 31 March 2019
Sale of products		
Sale of goods*	30,516.21	29,264.03
Total sale of products	**30,516.21**	**29,264.03**
Other operating revenue		
Others (including export incentives, scrap sales etc.)	18.30	20.41
Total	**30,534.51**	**29,284.44**

*For Ind AS 115 disclosure refer note 2 and disclosure relating to disaggregation of revenue by geography refer note 38.

Movement of unearned revenue	For the year ended 31 March 2020	For the year ended 31 March 2019
Balance at the beginning of the year	**60.51**	**76.90**
Revenue recognised during the year	(60.51)	(76.90)
Accrual of unearned revenue (net) against issuance of points / gift vouchers	59.47	60.51
Balance at the end of the year	**59.47**	**60.51**

19. Other income	For the year ended 31 March 2020	For the year ended 31 March 2019
Finance Income		
- Unwinding of financial instruments at amortised cost	29.68	46.13
- Deposits with bank	582.72	515.63
- Others	71.79	106.42
	684.19	668.18
Foreign exchange fluctuation (net)	-	14.10
Insurance claim received	4.22	3.15
	688.41	**685.43**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

20. Cost of raw material and components consumed

	For the year ended 31 March 2020	For the year ended 31 March 2019
a. Raw material and components consumed		
Inventory at the beginning of the year	182.84	239.04
Add: Purchases	2,571.61	2,751.02
	2,754.45	**2,990.06**
Less: inventory at the end of the year	(184.86)	(182.84)
Cost of raw material and components consumed	**2,569.59**	**2,807.22**
b. Purchase of stock-in-trade		
Purchases	10,736.15	10,861.27
Purchase of stock-in-trade	**10,736.15**	**10,861.27**

21.Changes in Inventories of finished goods, work in progress and stock-in-trade

	For the year ended 31 March 2020	For the year ended 31 March 2019
Inventories at the end of the year		
Finished goods*	8,452.81	8,113.88
Work-in-progress	87.10	83.32
	8,539.91	8,197.20
Inventories at the beginning of the year		
Finished goods*	8,113.88	7,264.09
Work-in-progress	83.32	107.88
	8,197.20	7,371.97
(Increase)/decrease in inventories	**(342.71)**	**(825.23)**

* Finished goods includes stock in trade, as both are stock together.

22. Employee benefits expense

	For the year ended 31 March 2020	For the year ended 31 March 2019
Salaries, wages and bonus	3,461.99	3,023.32
Contribution to provident and other funds	186.62	154.12
Gratuity expense (refer note 29)	45.07	43.75
Staff welfare expenses	70.54	89.64
	3,764.22	**3,310.83**

23. Finance costs

	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest expense		
- Unwinding of financial instruments at amortised cost	10.91	21.67
- Interest on lease liabilities (refer note 4d)	1,153.95	-
- Others	12.55	13.79
	1,177.41	**35.46**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

24. Depreciation and amortisation expense

	For the year ended 31 March 2020	For the year ended 31 March 2019
Depreciation of property, plant and equipment	629.72	633.67
Amortisation of intangible assets	13.31	6.49
Depreciation of Right-of-use asset (refer note 4d)	2,314.62	-
	2,957.65	**640.16**

25. Other expenses

	For the year ended 31 March 2020	For the year ended 31 March 2019
Consumption of stores and spares	28.24	33.05
Power and fuel	602.24	577.10
Loss on Foreign Exchange Fluctuations (Net)	16.25	-
Rent	504.17	3,793.39
Bank charges	109.71	107.29
Insurance	70.93	68.46
Repairs and maintenance		
Plant and machinery	68.89	48.59
Buildings	71.65	73.21
Others	47.31	35.81
CSR expenses (Refer note 34)	75.93	64.24
Sales commission	530.97	537.40
Royalty	524.92	426.73
Legal and professional fees	185.21	212.55
Payment to auditor (Refer details below)	9.39	7.18
Freight	661.63	626.76
Rates and taxes	36.75	39.93
Advertising and sales promotion	768.93	661.30
Technical collaboration fee	322.62	283.96
Allowance for doubtful debt, loans, advances	5.01	11.38
Loss on sale/ discard of property, plant and equipment (net)	31.30	20.53
Miscellaneous expenses	837.79	728.65
	5,509.84	**8,357.51**
Payment to auditors		
As auditor:		
Audit fee	4.75	3.10
Tax audit fee	0.50	0.50
Limited review	1.65	1.65
In other capacity:		
Certification & others	1.24	0.66
Reimbursement of expenses	1.25	1.27
	9.39	**7.18**

(Amount in INR million)

26. Components of other comprehensive income (OCI) (net of tax)

The disaggregation of changes to OCI (net of tax) in equity is shown below:

During the year ended 31 March 2020

	Retained earnings	Total
Re- measurement losses on defined benefit plans	(20.27)	(20.27)
	(20.27)	(20.27)

During the year ended 31 March 2019

	Retained earnings	Total
Re- measurement gains on defined benefit plans	1.38	1.38
	1.38	1.38

27. Distribution made and proposed

	As at 31 March 2020	As at 31 March 2019
Cash dividends on equity shares declared and paid:		
Final dividend for the year ended on 31 March 2019: INR 6.25 per share (31 March 2018: INR 4 per share)	803.32	514.11
Dividend distribution tax on final dividend	165.12	105.68
	968.44	**619.79**
Proposed dividends on equity shares* :		
Final cash dividend for the year ended on 31 March 2020: INR 4.00 per share (31 March 2019: INR 6.25 per share)	514.11	803.32
Dividend distribution tax on proposed dividend	-	165.12
	514.11	**968.44**

*Proposed dividends on equity shares are subject to approval at the annual general meetings and are not recognised as a liability (including DDT as applicable) as at year end

28. Earnings Per Share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS are calculated by dividing the profit for the year attributable to the equity holders of the Company by weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic EPS and diluted EPS computations:

	For the year ended 31 March 2020	For the year ended 31 March 2019
Profit attributable to equity holders	3,269.15	3,296.60
	3,269.15	**3,296.60**
	No. of shares	**No. of shares**
Weighted average number of equity shares in calculating basic EPS and diluted EPS	128,527,540	128,527,540
Earnings per equity share in INR		
Computed on the basis of profit for the year		
Basic (INR)	**25.44**	**25.65**
Diluted (INR)	**25.44**	**25.65**

(Amount in INR million)

29. Employee benefit plans

a) Gratuity and other post-employment benefit plans:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at the rate of 15 days salary (last drawn salary) for each completed year of service. The scheme is funded through the Company's own trust.

The Company has also provided long term compensated absences which are unfunded.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

Reconciliation of fair value of plan assets and defined benefit obligation:

	As at 31 March 2020	As at 31 March 2019
Fair value of plan assets	787.86	664.00
Defined benefit obligation	789.86	738.35
Net Defined benefit (liability)	**(2.00)**	**(74.35)**

Amount recognised in Statement of Profit and Loss:

	For the year ended 31 March 2020	For the year ended 31 March 2019
Current service cost	44.92	41.33
Net interest expense	0.15	2.42
Amount recognised in Statement of Profit and Loss	**45.07**	**43.75**

Amount recognised in Other Comprehensive Income:

	For the year ended 31 March 2020	For the year ended 31 March 2019
Actuarial changes arising from changes in financial assumptions	21.62	11.93
Return on plan assets (greater)/less than the discount rate	4.70	(3.31)
Experience adjustments	0.76	(10.73)
Amount recognised in Other Comprehensive Income	**27.08**	**(2.11)**

Changes in the present value of the defined benefit obligation are as follows:

	As at 31 March 2020	As at 31 March 2019
Defined benefit obligation at the beginning of the year	738.35	697.32
Current service cost	44.92	41.33
Interest expense	50.08	49.71
Benefits paid	(65.87)	(51.21)
Actuarial (gain)/ loss on obligations - experience	0.76	(10.73)
Actuarial (gain)/ loss on obligations - demographic assumptions	-	-
Actuarial (gain)/ loss on obligations - financial assumptions	21.62	11.93
Defined benefit obligation at the end of the year	**789.86**	**738.35**

(Amount in INR million)

Changes in the fair value of plan assets are, as follows:

	As at 31 March 2020	As at 31 March 2019
Fair value of plan assets at the beginning of the year	664.01	664.62
Contribution by employer	144.50	-
Benefits paid	(65.87)	(51.21)
Interest Income on plan assets	49.92	47.29
Return on plan assets greater/(lesser) than discount rate - OCI	(4.70)	3.31
Fair value of plan assets at the end of the year	**787.86**	**664.01**

The major categories of plan assets of the fair value of the total plan assets are as follows:

Gratuity	As at 31 March 2020	As at 31 March 2019
Investment details	**Funded %**	**Funded %**
	100%	100%
- Insurer	98.44	94.36
- Government securities and bonds	0.00	0.00
- Bank balances	1.56	5.64
- Special deposit scheme	0.00	0.00

The principal assumptions used in determining gratuity liability for the Company's plans are shown below:

	As at 31 March 2020	As at 31 March 2019
	%	%
Discount rate	6.6	7.1
Salary increase		
- Management	7.0	7.0
- Non management	7.0	7.0
Employee turnover		
- Non Management		
20-25	7.0	7.0
25-30 and 55-60	7.0	7.0
30-35 and 50-55	7.0	7.0
35-49	7.0	7.0
- Management		
20-25	7.0	7.0
25-35	7.0	7.0
36-60	7.0	7.0

The estimates of future salary increases have been considered in actuarial valuation based on inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(Amount in INR million)

A quantitative sensitivity analysis for significant assumption as at 31 March 2020 is as shown below:

Gratuity Plan	Sensitivity level		Impact on DBO	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Assumptions				
Discount rate	1.00%	1.00%	(42.12)	(38.36)
	-1.00%	-1.00%	46.94	42.63
Future salary increases	1.00%	1.00%	45.19	41.49
	-1.00%	-1.00%	(41.56)	(38.21)

The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The table below shows the expected undiscounted cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:-

	As at 31 March 2020	As at 31 March 2019
Within the next 12 months (next annual reporting period)	77.68	77.99
Between 2 and 5 years	439.58	410.98
Between 5 and 10 years	529.33	515.40
Total expected payments	**1,046.59**	**1,004.37**

The average duration of the defined benefit plan obligation at the end of the reporting period is 6 years (31 March 2019: 6 years).

Expected employer contribution for the period ending 31 March 2021 is INR 40 million.

b) Contribution to defined contribution plans:

	For the year ended 31 March 2020	For the year ended 31 March 2019
Pension fund	8.23	0.10

c) Provident fund:

The Provident Fund (where administered by a Trust) is a defined benefit scheme where by the Company deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vests upon commencement of employment. The interest credited to the accounts of the employees is adjusted on an annual basis to confirm to the interest rate declared by the government for the Employees Provident Fund. As per the Actuarial Society of India guidance note (GN21) for measurement of provident fund liabilities, the actuary has accordingly provided a valuation based on the below provided assumptions, there is no shortfall as at 31 March 2020.

(Amount in INR million)

	As at 31 March 2020	As at 31 March 2019
Discount Rate	6.48%	7.35%
Expected Return on Exempt Fund	8.33%	8.41%
Rate of Return on EPFO managed PF	8.50%	8.65%
Mortality Rate	Indian Assured Lives Mortality (2012-14) ultimate	Indian Assured Lives Mortality (2006-08) ultimate

	For the year ended 31 March 2020	For the year ended 31 March 2019
Contribution to provident and other funds*	154.69	136.00

*Included under employee benefit expense in the head contribution to provident fund and other funds.

The detail of fund and plan asset position as at 31 March 2020 is given below:

	As at 31 March 2020	As at 31 March 2019
Plan assets at fair value	4,779.13	4,522.40
Present value of the defined benefit obligation	4,180.98	3,896.05
Asset recognized in the balance sheet	NIL	NIL

Information relating to reconciliation from opening balance to closing balance for plan assets and present value of defined benefit obligation, classes of plan assets help, sensitivity analysis for actuarial assumptions, other than disclosed above, including the methods and assumptions used in preparing the analysis, expected contribution for the next year and maturity profile of the defined benefit obligation as required by Ind AS - 19 'Employee benefits' is not available with the Company.

30. Contingent liabilities and commitments

A. Contingent liabilities

a) Claims against Company not acknowledged as debts includes:

Nature	As at 31 March 2020	As at 31 March 2019
Excise, customs and service tax cases	116.61	125.61
Sales tax cases	15.80	15.80
Others*	279.95	278.97
Income tax cases	-	15.51
Total	**412.36**	**435.89**

*Others include individually small cases pertaining to rent, labour etc.

(Amount in INR million)

**Includes Rs. 83.76 million for a demand raised by Directorate of Revenue Intelligence, Custom Kolkata for availment of benefit of customs exemption notification on import of Moulds in the year 1998 -99. The Company filed an appeal before Appellate authority, who has set aside the matter and referred back to Commissioner of Custom for adjudication.

b) In February 2019, Supreme Court of India in its judgement clarified the applicability of allowances that should be considered to measure obligations under Employees Provident Fund Act, 1952. The Company has been legally advised that there are interpretative challenges on the application of judgement retrospectively and as such does not consider there is any probable obligations for past periods.

On the basis of current status of individual cases and as per legal advice obtained by the Company wherever applicable, the Company is confident that no provision is required in respect of these cases at this point in time.

B. Commitments

Estimated amount of contracts remaining to be executed for capital expenditure and not provided for amounted to INR 252.48 million (Previous year: INR 297.94 million).

C. Leases

a) The Company has taken various residential, office, warehouse and shop premises under lease agreements.

b) The aggregate lease rentals payable are disclosed in Note 4d and 25.

Future minimum rentals payable under non-cancellable leases as at 31 March 2020 are as follows:

Lease Rentals	As at 31 March 2020	As at 31 March 2019
Within one year	-	71.71
After one year but not more than five years	-	8.13
More than five years	-	-

(Amount in INR million)

31. Financial instruments fair values classification

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments.

	Notes	Carrying value		Fair value	
		As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Financial assets					
Measured at cost					
Investments in subsidiaries		49.51	49.51	-	-
Amortised cost					
Loans					
- Loans and Advances to related parties	(b)	70.53	74.74	70.53	74.74
- Security deposits	(b)	1,230.61	1,049.05	1,230.61	1,049.05
Financial asset not measured at fair value					
Other Financial assets	(a)				
- Interest accrued on deposits		357.59	341.83	-	-
- Insurance claim receivable		1.63	2.72	-	-
- Other receivables		118.65	96.58	-	-
Trade Receivable	(a)	612.31	652.96	-	-
Cash and Cash equivalents	(a)	150.14	585.53	-	-
Other bank balances	(a)	9,473.36	7,804.42	-	-
Total		**12,064.33**	**10,657.34**	**1,301.14**	**1,123.79**
Financial liabilities					
Amortised cost					
Trade payables	(a)	-	1,015.42	-	-
Financial liabilities not measured at fair value					
Trade payables	(a)	5,032.32	5,143.48	-	-
Other financial liabilities	(a)				
- Payable for capital goods		148.31	118.96	-	-
- Deposit from agents and franchisees		279.83	282.16	-	-
- Unpaid dividend		16.49	15.92	-	-
Total		**5,476.95**	**6,575.94**	**-**	**-**

a) The management has not disclosed the fair values for financial instruments because their carrying values approximate their fair value largely due to the short-term maturities of these instruments.

b) Fair valuation of non-current financial instruments has been disclosed to be same as carrying value as there is no significant difference between carrying value and fair value as the carrying value is based on effective interest rates.

(Amount in INR million)

32. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

The Company is having nil borrowings as on 31 March 2020 (31 March 2019 INR Nil).

33. Derivative instruments and Unhedged foreign currency exposure

Derivative Instruments and Unhedged Foreign Currency Exposure, which are not intended for trading or speculation purpose.

Particulars of unhedged foreign currency exposures are as follows-

Particulars of Unhedged foreign currency exposure	Currency	Amount in Foreign Currency		Amount in Indian Currency	
		As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Trade payables	USD	3471141	3464964.55	263.20	239.67
	CAD	171621	-	9.18	-
Trade / Other receivables	USD	162853	242905.53	12.24	16.80
	EURO	23588	-	1.90	-
	CHF	84071	44276	6.41	3.09

34. Details of corporate social responsibility expenditure

As per Section 135 of Companies Act, 2013, a Company needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities. A CSR Committee has been formed by the Company as per act. The CSR Committee and Board had approved the projects with specific outlay on the activities as specified in Schedule VII of the act, in pursuant of the CSR policy.

	For the year ended 31 March 2020	For the year ended 31 March 2019
Gross amount required to be spent by the Company during the year:-	71.84	58.07
(i) Construction/ Acquisition of asset	-	-
(ii) For purpose other than (i) above	75.93	64.24
	75.93	**64.24**

(Amount in INR million)

35. Related party disclosures

Names of related parties and related party relationship

I. Related parties where control exists

a. Ultimate Holding company	Compass Limited
b. Immediate Holding company	BATA (BN) B.V. The Netherlands
c. Subsidiaries	Bata Properties Limited Coastal Commercial & Exim Limited (a step down subsidiary) Way Finders Brands Limited
d. Other Related Parties*	Bata India Limited Gratuity Fund Bata India Limited Pension Fund

*Refer notes 29 for information on transactions with post employment benefit plans mentioned above enterprises controlled by the Company.

II. Related parties with whom transactions have taken place

a.	Key management personnel	Rajeev Gopalakrishnan – Managing Director Ram Kumar Gupta – Director Finance & CFO Sandeep Kataria - Whole time Director & CEO Uday Khanna (Chairman & Independent Director till 03.08.2019) Ashwani Windlass (Chairman & Independent Director w.e.f. 13.11.2019) Ravi Dhariwal (Independent Director) Akshay Chudasama (Independent Director) Anjali Bansal (Independent Director) Ashok Kumar Barat (Independent Director) (w.e.f. 17.12.2018)
b.	Enterprises in which director is interested	Shardul Amarchand Mangaldas & Co. Delhivery Private Limited
c.	Fellow Subsidiaries with whom transactions have taken place during the year and previous period	Bata Shoe (Singapore) Pte. Ltd Global Footwear Services Pte Ltd Bata Malaysia SDN. BHD. The Zimbabwe Bata Shoe Co. Bata Shoe Co. of Ceylon Ltd. Bata Nederland BV Bata Shoe Co. (Bangladesh) Ltd. International Footwear Investment B.V. Bata Brands S.A. Empresas Commercial S.A. Power Athletics Ltd. Bata (Thailand) Limited PT. Sepatu BATA Tbk.

III. Additional related parties as per the Companies Act, 2013 with whom transactions have taken place during the year:

Company Secretary	Mr. Arunito Ganguly (till 31.03.2020)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Nature of the Transactions	Related Party		For the year ended 31 March 2020	For the year ended 31 March 2019
i. Sale of goods	Empresas Commercial S.A.		0.64	1.49
	Bata Shoe Co. (Bangladesh) Ltd		49.63	8.22
	Bata Shoe Co. of Ceylon Ltd.		21.64	16.47
	Bata Malaysia SDN. BHD.		2.06	-
	PT. Sepatu BATA Tbk.		1.21	-
	The Zimbabwe Bata Shoe Co.		-	1.00
		Total	**75.18**	**27.18**
ii. Reimbursement of Expenses to	Bata Brands S.A.		8.66	5.14
	Bata (Thailand) Limited		3.25	-
	PT. Sepatu BATA Tbk.		0.13	-
	Bata shoe (Singapore) Pte Ltd.		1.07	0.96
		Total	**13.11**	**6.10**
iii. Reimbursement of Expenses from	International Footwear Investment B.V.		9.96	7.82
	Global Footwear Services Pte Ltd.		-	0.07
	Bata Shoe Co. (Bangladesh) Ltd		4.64	-
	Bata Brands S.A.		18.84	13.40
	PT. Sepatu BATA Tbk.		-	0.02
		Total	**33.44**	**21.31**
iv. Technical Collaboration fees	Global Footwear Services Pte Ltd.		322.62	283.96
		Total	**322.62**	**283.96**
v. Royalty	Bata Brands S.A.		98.97	15.17
		Total	**98.97**	**15.17**
vi. Service Fees	Power Athletics Ltd.		44.98	32.90
	Bata Nederland BV		10.82	2.60
		Total	**55.80**	**35.50**
vii. Legal and professional fees	Shardul Amarchand Mangaldas & Co.		0.35	1.98
		Total	**0.35**	**1.98**
viii. Freight charges	Delhivery Private Limited		27.26	9.80
		Total	**27.26**	**9.80**
ix. Transaction with Subsidiaries				
a. Reimbursement of expenses / advance recoverable from	Bata Properties Limited		0.35	0.37
	Coastal Commercial & Exim Limited		0.70	0.67
	Way Finders Brands Limited		3.12	2.55
		Total	**4.17**	**3.59**
b. Rent expenses	Bata Properties Limited		0.71	0.71
	Coastal Commercial & Exim Limited		0.84	0.84
		Total	**1.55**	**1.55**
c. Loan to subsidiary and interest thereon	Way Finders Brands Limited - Loan given		0.23	0.20
	Way Finders Brands Limited - Loan repaid		18.38	21.00
	Way Finders Brands Limited - interest thereon		4.29	5.62
		Total	**22.90**	**26.82**
x. Transaction with Holding Company				
Dividend paid	BATA (BN) B. V., The Netherlands, Amsterdam		425.41	272.26
		Total	**425.41**	**272.26**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

xi. Remuneration to Directors and other key managerial personnel *

Name of the Director/ Other Key Managerial Personnel		For the year ended 31 March 2020	For the year ended 31 March 2019
Rajeev Gopalakrishnan		52.81	48.62
Ram Kumar Gupta		28.73	23.35
Sandeep Kataria		43.41	31.97
Arunito Ganguly		2.83	2.32
Uday Khanna (Independent Director till 03.08.2019)**		3.18	3.35
Ashwani Windlass (Independent Director) (w.e.f 13.11.2019)		0.21	-
Ravi Dhariwal (Independent Director)**		2.69	2.17
Akshay Chudasama (Independent Director)**		2.45	2.02
Anjali Bansal (Independent Director)**		2.27	1.77
Ashok Kumar Barat (Independent Director) (w.e.f 17.12.2018)		1.09	0.05
	Total	**139.67**	**115.62**

* As the liabilities for provident fund, gratuity and compensated absences are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the directors are not included above.
**As per the section 149(6) of the Companies Act, 2013, Independent Directors are not considered as "Key Managerial Person", however to comply with the disclosure requirements of Ind AS 24 on "Related party transactions" they have been disclosed as "Key Managerial Person".

Balances outstanding as at the end of the year:

Nature of the Balance	Related Party		As at 31 March 2020	As at 31 March 2019
i. Trade receivables	Bata Shoe Co. (Bangladesh) Ltd		-	3.57
	Bata Shoe Co. of Ceylon Ltd.		12.09	6.05
	Empresas Commercial S.A.		-	0.33
	The Zimbabwe Bata Shoe Co.		-	0.98
	Delhivery Private Limited		0.01	-
		Total	**12.10**	**10.93**
ii. Trade payables - Reimbursement of Expenses to	Bata (Thailand) Limited		2.91	-
	Bata Brands S.A.		3.04	-
		Total	**5.95**	**-**
iii. Other Financial assets	Bata Shoe Co. of Ceylon Ltd.		0.15	0.13
	Bata Shoe Co. (Bangladesh) Ltd		4.64	-
	International Footwear Investment B.V.		2.71	2.41
	Bata Brands S.A.		8.31	3.07
		Total	**15.81**	**5.61**
iv. Trade payables - Technical Collaboration Fees	Global Footwear Services Pte Ltd.		51.93	47.21
		Total	**51.93**	**47.21**
v. Trade payables - Royalty	Bata Brands S.A.		82.94	2.24
		Total	**82.94**	**2.24**
vi. Trade payables - Service fees	Power Athletics Ltd.		9.18	9.17
	Bata Nederland BV		6.35	2.60
		Total	**15.53**	**11.77**
vii. Advance Receivable in cash and kind	Coastal Commercial & Exim Limited		0.01	0.03
	Bata Properties Limited		0.01	0.03
		Total	**0.02**	**0.06**
viii. Trade payables - Freight	Delhivery Private Limited		-	2.02
		Total	**-**	**2.02**
ix. Loans - related party	Way Finders Brands Limited		54.72	69.19
		Total	**54.72**	**69.19**

(Amount in INR million)

36. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars	As at 31 March 2020	As at 31 March 2019
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of year reported in Current Trade Payables		
Principal Amount Unpaid	**188.92**	**161.71**
Interest Due	-	-
The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year		
Payment made beyond the Appointed Date	**433.80**	**265.38**
Interest Paid beyond the Appointed Date	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of the year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

37. Financial risk management objectives and policies

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The primary market risk to the Company is foreign exchange risk. Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) primarily with respect to USD and EURO.

The Company uses forward contracts to mitigate foreign exchange related risk exposures. When a forward contract is entered into for the purpose of being a hedge, the Company negotiates the terms of those contracts to match the terms of the hedged exposure. The Company's exposure to unhedged foreign currency risk as at 31 March, 2020 and 31 March, 2019 has been disclosed in note 33.

For the year ended 31 March 2020, every 5 percentage point depreciation/appreciation in the exchange rate between the Indian rupee and U.S. dollar, would have affected the Company's profit before tax by (12.55) million/ 12.55 million respectively and Pre tax equity by (12.55) million/ 12.55 million respectively.

For the year ended 31 March 2019, every 5 percentage point depreciation/appreciation in the exchange rate between the Indian rupee and U.S. dollar, would have affected the Company's profit before tax by (11.14) million/ 11.14 million respectively and Pre tax equity by (11.14) million/ 11.14 million respectively.

B) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and deposits to landlords) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Company generally doesn't have collateral.

(Amount in INR million)

a) Trade receivables

Customer and vendor credit risk is managed by business through the Company's established policy, procedures and control relating to credit risk management. Credit quality of each customer is assessed and credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed for all major customers at each reporting date on an individual basis. In addition, a large number of minor receivables are grouped into homogenous group and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in note 9. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several industries and operate in largely independent markets.

b) Loans and other financial assets

With regards to all the financial assets with contractual cashflows other than trade receivables, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from which these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible. The maximum exposure to credit risk at the reporting date in each class of financial assets is disclosed in note 5, 10 and 11.

C) Liquidity risk

The Company's principal source of liquidity is cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding bank borrowings. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

As of 31 March 2020, the Company had a working capital of INR 11,990.91 Million including cash and cash equivalents of INR 150.14 Million. As of 31 March 2019, the Company had a working capital of INR 12,078.82 Million including cash and cash equivalents of INR 585.53 Million.

D) Commodity price risk

The Company is exposed to the risk of price fluctuation of raw material as well as finished goods. The Company manages its commodity price risk by maintaining adequate inventory of raw materials and finished goods considering future price movement. To counter raw material risk, the Company works with variety of leather, PVC and rubber with the objective to moderate raw material cost, enhance application flexibility and increased product functionality and also invests in product development and innovation. To counter finished goods risk, the Company deals with wide range of vendors and manages these risks through inventory management and proactive vendor development practices.

Inventory sensitivity analysis (raw material, work in progress and finished goods)

A reasonably possible change of 5% in prices of inventory at the reporting date, would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit or loss		Equity, net of tax	
	5% increase	5% decrease	5% increase	5% decrease
31 March 2020				
Inventory (raw material, work in progress, stock in trade and finished goods)	(267.18)	267.18	(202.61)	202.61
31 March 2019				
Inventory (raw material, work in progress, stock in trade and finished goods)	(256.72)	256.72	(169.58)	169.58

38. Segment Reporting

Segment information is presented in respect of the company's key operating segments. The operating segments are based on the company's management and internal reporting structure.

Operating Segments The Company's Managing Director and CEO have been identified as the Chief Operating Decision Maker ('CODM'), since they are responsible for all major decision w.r.t. the preparation and execution of business plan, preparation of budget and other key decisions.

The Managing Director and CEO review the operating results at the Company level to make decisions about the Company's performance. Accordingly, management has identified the business as single operating segment i.e. Footwear & Accessories. Accordingly, there is only one Reportable Segment for the Company which is "Footwear and Accessories", hence no specific disclosures have been made.

(Amount in INR million)

a) Revenue & Trade receivables as per Geographical Markets

Particulars	Revenue		Trade Receivables	
	For the year ended 31 March 2020	For the year ended 31 March 2019	As at 31 March 2020	As at 31 March 2019
India	30,364.85	29,174.60	600.05	626.77
Outside India	169.66	109.84	12.26	26.19
Total	**30,534.51**	**29,284.44**	**612.31**	**652.96**

b) The non-current assets of the Company are located in the country of domicile i.e. India. Hence no specific disclosures have been made.

c) There are no major customer having revenue greater than 10% of the Company

39. In view of the lockdown across the country due to the COVID-19, the Company suspended the operations in all the units in compliance with the lockdown instructions as issued by the Central and State governments. COVID-19 has impacted the normal business by way of interruption in Store operations, supply chain disruption, unavailability of personnel, closure/lockdown of production facilities etc. during the lockdown period.The Company has made detailed assessments of the recoverability and carrying values of its assets comprising property, plant and equipment, inventories, receivables and other current assets as at the balance sheet date and on the basis of evaluation, has concluded that no material adjustments are required in the consolidated financial statements. Given the uncertainties associated with nature, condition and duration of COVID-19, the impact assessment on the Company's financial statements will be continuously made and provided for as required.

Subsequent to year end, Company's stores have resumed partial operations as per government guidelines and directives prescribed.

40. Note 22 includes R&D expenses of INR 54.69 million (31 March 2019 INR 56.14 million) and Note 25 includes R&D expenses of INR 13.56 million (31 March 2019 INR 9.18 million).

As per our report of even date attached

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajiv Goyal
Partner
Membership no.: 094549

Place : Gurugram
Date : 25 May 2020

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-Time Director & CEO
DIN: 05183714

Ashok Kumar Barat
Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Nitin Bagaria
Company Secretary
Membership no.: ACS 20228

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A: Subsidiaries

(Rs. In Million)

Sl. No.	Particulars	Name of the Subsidiaries		
		Bata Properties Limited	Coastal Commercial & Exim Limited	Way Finders Brands Limited
1.	The date since when subsidiary was acquired	14/08/1987	11/10/1991	26/12/2014
2.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	-	-	-
3.	Share capital Authorised: Issued & Subscribed:	 100.00 48.51	 1.00 0.50	 1.00 1.00
4.	Reserves and surplus	7.00	1.31	(34.75)
5.	Total assets	55.56	1.86	22.81
6.	Total Liabilities	55.56	1.86	22.81
7.	Investments	0.50	-	-
8.	Turnover	3.19	0.89	26.76
9.	Profit before taxation	2.94	0.27	18.40
10.	Provision for taxation	0.76	0.07	0.38
11.	Profit after taxation	2.18	0.20	18.02
12.	Proposed Dividend	-	-	-
13.	Extent of shareholding (in percentage)	100	100	100

Notes: 1. Names of subsidiaries which are yet to commence operations: None

2. Names of subsidiaries which have been liquidated or sold during the year: None

Part B: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sl. No.	Name of Associates or Joint Ventures	
1.	**Latest audited Balance Sheet Date**	Not Applicable
2.	**Date on which the Associate or Joint Venture was associated or acquired**	
3.	**Shares of Associate or Joint Ventures held by the Company on the year end**	
	No.	
	Amount of Investment in Associates or Joint Venture	
	Extent of Holding (in percentage)	
4.	**Description of how there is significant influence**	
5.	**Reason why the associate/joint venture is not consolidated**	
6.	**Net worth attributable to shareholding as per latest audited Balance Sheet**	
7.	**Profit or Loss for the year**	
	i. Considered in Consolidation	
	ii. Not Considered in Consolidation	

Notes: 1. Names of associates or joint ventures which are yet to commence operations: None

2. Names of associates or joint ventures which have been liquidated or sold during the year: None

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-Time Director & CEO
DIN: 05183714

Ashok Kumar Barat
Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Nitin Bagaria
Company Secretary
Membership no.: ACS 20228

Place : Gurugram
Date : 25 May 2020

INDEPENDENT AUDITOR'S REPORT

To the Members of Bata India Limited

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Bata India Limited (hereinafter referred to as the 'Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprises the consolidated balance sheet as at 31 March 2020 and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditor on separate financial statements of such subsidiaries as were audited by the other auditor, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31 March 2020, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditor referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

The key audit matter	How the matter was addressed in our audit
Transition to Ind AS 116 'Leases' with effect from 1 April 2019 See note 2.4(m) and note 4d to the consolidated financial statements The Group, as a lessee, has entered into lease contracts mainly relating to the retail outlets, office premises and warehouses of the Group with different lease terms including the options to extend or terminate the leases. Ind AS 116, Leases, is applicable from 1 April 2019 and introduces a new lease accounting model, wherein lessees are required to recognise a right-of-use (ROU) asset and a lease liability in their balance sheet in respect of contracts which qualify as a lease. The Group has implemented Ind AS 116 from 1 April 2019 and is required to disclose the impact of implementation Ind AS 116 in the consolidated financial statements.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: A) Assessed the appropriateness of the accounting policy for leases as per relevant accounting standard with special reference to methodology of the selected transition approach to this standard. B) Evaluated and tested Group's internal control processes in relation to lease identification, assessment of the terms and conditions of lease contracts and the calculation of the related lease liability and ROU asset. C) Evaluated the reasonableness of Group's key judgements and estimates made in preparing the transition adjustments, specifically in relation to the lease term and discount rate.

The key audit matter	How the matter was addressed in our audit
In implementing Ind AS 116, the Group has opted for the modified retrospective approach for transition to Ind AS 116. Therefore, the cumulative effect of implementing Ind AS 116 upto 1 April 2019 is recognised as an adjustment to the opening balance of retained earnings as at that date without restating the comparative information. The assessment of the impact of transition to Ind AS 116 is significant to our audit as it involves selection of the transition option and identification and processing all relevant data associated with the leases which is complex and voluminous. Significant judgement is required in the assumptions and estimates made in the measurement of the ROU asset and lease liability. Such assumptions and estimates include assessment of lease term including termination and renewal options, and determination of appropriate discount rates. In view of the above, the adjustments arising from the first-time adoption of Ind AS 116 are material and are considered as a key audit matter.	D) Testing the completeness and accuracy of underlying lease data and Ind AS 116 adjustments by checking its reconciliation with the number of operating lease contracts and relevant records of the Group. E) For a sample selected using statistical sampling, tested the accuracy and existence of the ROU asset and lease liability recognised on transition by examining the original lease agreements and re-performing the calculations after considering the impact of the variable lease payments, if any. F) Assessed the adequacy of the disclosures included in the consolidated financial statements.
Revenue recognition See note 2.4(h) and note 18 to the consolidated financial statements. Revenue from the sale of goods is recognized when control is transferred to the customer. A substantial part of Group's revenue relates to retail sales through a large number of Group owned outlets and comprises high volume of individually small transactions which increases the risk of revenue being recognised inappropriately and which highlights the criticality of sound internal processes of summarising and recording sales revenue to mitigate error and fraud risk. In view of the above and since revenue is a key performance indicator of the Group, we have identified revenue recognition as a key audit matter.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: A) Assessed the appropriateness of the accounting policy for revenue recognition as per relevant accounting standard. B) Evaluated the design and implementation of key internal financial controls with respect to the revenue recognition and tested the operating effectiveness of such controls including those related to the reconciliation of sales records to cash / credit card / online receipts, preparation, posting and approval of journal entries on the basis of selected transactions. C) For samples selected using statistical sampling, performed detailed testing of retail sale transactions during the year by examining the underlying documents and agreeing them with the cash / credit card / online receipts and deposit of cash amounts recorded in daily cash reports with bank deposits. D) Tested on sample basis, the periodic reconciliation of the retail sales recognised during the period with the underlying collections made by the Group and sales as per indirect tax records. E) Performed cash counts, on a test basis, at selected stores and examined whether the cash balances are in agreement with the cash receipts reported in the daily collection report. F) Tested sample journal entries affecting revenue recognised during the year, selected based on specified risk-based criteria, to identify unusual items.

The key audit matter	How the matter was addressed in our audit
Net realisable value (NRV) of Inventories of finished goods See note 2.4(g) and note 8 to the consolidated financial statements The major part Group's inventory comprises finished goods which are geographically spread across multiple locations such as retail stores, depots and factories. These inventories are counted by the Group on a cyclical basis and determination of NRV is made based on various estimates (including those related to obsolescence of slow and non-moving inventory) by the Group as at end of reporting period. The Group manufactures and sells goods which are subject to changing consumer demands and fashion trends. Significant degree of judgment is thereby required to assess the NRV of the inventories and appropriate write down of items which may be ultimately sold below their cost. Such judgment includes Group's expectations for future sale volumes, inventory liquidation plans and future selling prices less cost to sell. In view of the above, assessment of NRV and its consequential impact, if any on the carrying value of inventories of finished goods has been identified as a key audit matter.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: A) Assessed the appropriateness of the accounting policy for inventories as per relevant accounting standards. B) Evaluated the design and implementation of key internal financial controls with respect to determination of NRV for slow and non-moving inventory as well as inventory with low or negative gross margins and tested the operating effectiveness of such controls on selected transactions. C) On a sample basis, assessed whether items in the inventory ageing report prepared by the Group were classified within the appropriate ageing bracket. D) Assessed the methodology and assumptions adopted by the management including retrospective review of the write down of slow and non-moving inventory by comparing the selling prices of goods sold during the year with opening carrying values. E) Assessed, on a sample basis, the net realisable value of slow-moving and obsolete inventories and inventories with low or negative gross margins as calculated by the Group by comparing the carrying value with their subsequent selling prices and costs to sell subsequent to the year-end.

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the holding Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done / audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled ‘Other Matters’ in this audit report.

  We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditor referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets of Rs. 80.23 million as at 31 March 2020, total revenues of Rs. 30.84 million and net cash flows amounting to Rs. 1.71 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the audit reports of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

Report on Other Legal and Regulatory Requirements

A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditor on separate financial statements of such subsidiaries as were audited by other auditor, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditor.

   c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.

   e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditor of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditor on separate financial statements of the subsidiaries, as noted in the 'Other Matters' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2020 on the consolidated financial position of the Group. Refer Note 30 to the consolidated financial statements.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2020.

iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2020.

iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2020.

C. With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditor of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.- 102148W/W-100022

Rajiv Goyal
Partner
Membership No. 094549
ICAI UDIN - 20094549AAAACW3785

Place : Gurugram
Date : 25 May 2020

Annexure A to the Independent Auditor's report on the consolidated financial statements of Bata India Limited for the year ended 31 March 2020

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph A(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2020, we have audited the internal financial controls with reference to consolidated financial statements of Bata India Limited (hereinafter referred to as "the Holding Company") and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to three subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditor of such companies incorporated in India.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.- 102148W/W-100022

Rajiv Goyal
Partner
Membership No. 094549
ICAI UDIN - 20094549AAAACW3785

Place : Gurugram
Date : 25 May 2020

Bata

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2020

(Amount in INR million)

	Notes	As at 31 March 2020	As at 31 March 2019
ASSETS			
Non-current assets			
Property, plant and equipment	4a	3,295.06	3,127.17
Capital work-in-progress	4c	198.62	172.51
Intangible assets	4b	70.38	37.88
Right-of-use assets	4d	10,328.90	-
Financial assets			
Investments	5a	-	-
Loans	5b	1,174.79	1,017.36
Other financial assets	5c	23.51	21.82
Deferred tax assets (net)	6	1,109.86	1,098.50
Other non-current tax assets	7b	934.53	523.22
Other non-current assets	7a	156.67	337.51
		17,292.32	**6,335.97**
Current assets			
Inventories	8	8,736.81	8,393.67
Financial assets			
Trade receivables	9	632.71	663.50
Cash and cash equivalents	10	152.11	585.79
Bank Balances other than those included in cash and cash equivalents	11	9,487.13	7,817.36
Loans	5b	71.79	37.51
Other financial assets	5c	477.88	441.15
Other current assets	7a	473.84	465.89
		20,032.27	**18,404.87**
Total assets		**37,324.59**	**24,740.84**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	642.64	642.64
Other equity	13	18,296.64	16,775.80
		18,939.28	**17,418.44**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Lease Liability	4d	10,353.46	-
Trade payables			
- Micro, small and medium enterprises	14	-	-
- Others	14	-	1,002.40
Provisions	17b	25.07	22.77
		10,378.53	**1,025.17**
Current liabilities			
Financial liabilities			
Lease Liability	4d	2,137.68	-
Trade payables			
- Micro, small and medium enterprises	14	188.92	161.71
- Others	14	4,844.99	4,996.07
Other financial liabilities	15	444.63	417.04
Other current liabilities	16	241.26	209.10
Provisions	17b	82.64	156.67
Current tax liabilities (net)	17a	66.66	356.64
		8,006.78	**6,297.23**
Total equity and liabilities		**37,324.59**	**24,740.84**
Significant accounting policies	2&3		
The accompanying notes are an integral part of these consolidated financial statements			

As per our report of even date attached

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajiv Goyal
Partner
Membership no.: 094549

Place : Gurugram
Date : 25 May 2020

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-Time Director & CEO
DIN: 05183714

Ashok Kumar Barat
Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Nitin Bagaria
Company Secretary
Membership no.: ACS 20228

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

	Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
REVENUE			
Revenue from operations	18	30,561.14	29,311.03
Other income	19	686.77	682.20
Total revenue		**31,247.91**	**29,993.23**
EXPENSES			
Cost of raw materials and components consumed	20a	2,569.59	2,807.22
Purchase of stock-in-trade	20b	10,736.15	10,861.27
Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	(339.93)	(797.43)
Employee benefits expense	22	3,764.22	3,310.83
Finance costs	23	1,177.41	35.46
Depreciation and amortization expense	24	2,957.97	640.47
Other expenses	25	5,510.14	8,358.54
Total expenses		**26,375.55**	**25,216.36**
Profit before tax		**4,872.36**	**4,776.87**
Tax expense:			
Current tax	6	1,169.20	1,730.13
Deferred tax	6	411.47	(43.88)
Tax for earlier years	6	2.16	(199.32)
Profit for the year		**3,289.53**	**3,289.94**
Other comprehensive income			
Items that will not to be reclassified to profit or loss in subsequent periods:			
Re-measurement (losses)/ gains on defined benefit plans	26	(27.08)	2.11
Income tax effect	26	6.81	(0.73)
Other comprehensive income for the year, net of income tax		**(20.27)**	**1.38**
Total comprehensive income for the year, net of income tax		**3,269.26**	**3,291.32**
Earnings per equity share (nominal value per share INR 5 (Previous year INR 5))			
(1) Basic (INR)	28	25.59	25.60
(2) Diluted (INR)	28	25.59	25.60
Significant accounting policies	2&3		
The accompanying notes are an integral part of these consolidated financial statements			

As per our report of even date attached

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajiv Goyal
Partner
Membership no.: 094549

Place : Gurugram
Date : 25 May 2020

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-Time Director & CEO
DIN: 05183714

Ashok Kumar Barat
Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Nitin Bagaria
Company Secretary
Membership no.: ACS 20228

Bata

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

(a) Equity share capital

	No. of shares	Amount
Equity shares of INR 5 each issued, subscribed and fully paid		
At 31 March 2018	128,527,540	642.64
Issue of share capital	-	-
At 31 March 2019	128,527,540	642.64
Issue of share capital	-	-
At 31 March 2020	**128,527,540**	**642.64**

(b) Other equity

For the year ended 31 March 2020:

	Attributable to owners of the company				Total Other equity
	Reserves and Surplus				
	Securities premium (Note 13a)	General reserve (Note 13b)	Capital Reserve* (Note 13d)	Retained earnings (Note 13c)	
As At 31 March 2019	**501.36**	**1,498.84**	**0.00**	**14,775.60**	**16,775.80**
Profit for the year	-	-	-	3,289.53	3,289.53
Other comprehensive income, net of tax (Note 26)	-	-	-	(20.27)	(20.27)
Total comprehensive income	**501.36**	**1,498.84**	**0.00**	**18,044.86**	**20,045.06**
Cash dividends (Note 27)	-	-	-	(803.32)	(803.32)
Dividend distribution tax (Note 27)	-	-	-	(165.12)	(165.12)
Transitional impact of INDAS 116, net of tax (Note 2.4(m))				(779.98)	(779.98)
As At 31 March 2020	**501.36**	**1,498.84**	**0.00**	**16,296.44**	**18,296.64**

For the year ended 31 March 2019:

	Attributable to owners of the company				Total Other equity
	Reserves and Surplus				
	Securities premium (Note 13a)	General reserve (Note 13b)	Capital Reserve* (Note 13d)	Retained earnings (Note 13c)	
As at 31 March 2018	**501.36**	**1,498.84**	**0.00**	**12,104.07**	**14,104.27**
Profit for the year	-	-	-	3,289.94	3,289.94
Other comprehensive income (Note 26)	-	-	-	1.38	1.38
Total comprehensive income	**501.36**	**1,498.84**	**0.00**	**15,395.39**	**17,395.59**
Cash Dividends (Note 27)	-	-	-	(514.11)	(514.11)
Dividend distribution tax (Note 27)	-	-	-	(105.68)	(105.68)
As at 31 March 2019	**501.36**	**1,498.84**	**0.00**	**14,775.60**	**16,775.80**

*Rounded off to INR Nil.

The accompanying notes are an integral part of these consolidated financial statements

As per our report of even date attached

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajiv Goyal
Partner
Membership no.: 094549

Place : Gurugram
Date : 25 May 2020

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-Time Director & CEO
DIN: 05183714

Ashok Kumar Barat
Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Nitin Bagaria
Company Secretary
Membership no.: ACS 20228

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

		Notes	As at 31 March 2020	As at 31 March 2019
A	**Cash flow from operating activities**			
1	**Profit before tax**		4,872.36	4,776.87
2	**Adjustments to reconcile profit before tax to net cash flows:**			
	Depreciation of property, plant & equipment and Right of use assets	24	2,944.61	633.94
	Amortisation of intangible assets	24	13.35	6.53
	Straightlining on lease rental		-	(11.48)
	Loss on sale/discard of fixed assets (net)	25	31.30	20.53
	Allowance for doubtful debt, loans, advances	25	5.01	11.88
	Finance cost (including fair value change in financial instruments and interest on lease liability)	23	1,177.41	35.46
	Finance income (including fair value change in financial instruments)	19	(682.55)	(664.95)
	Unrealised foreign exchange loss/(gain)		8.40	-
3	**Operating profit before working capital changes (1+2)**		**8,369.89**	**4,808.78**
4	**Movements in Working Capital:**			
	Decrease/(Increase) in trade & other receivables		(3.62)	230.66
	Decrease/(Increase) in inventories		(343.14)	(741.95)
	Increase/(Decrease) in trade and Other Payables		35.85	359.93
	Increase/(Decrease) in short term provisions		(101.11)	55.58
	Decrease/(Increase) in other current assets		(303.34)	256.36
	Decrease/(Increase) in other current financial assets		(25.18)	3.48
	Increase/(Decrease) in other current liabilities		32.16	35.41
	Increase/(Decrease) in other financial liabilities		(12.10)	(54.53)
	Change in Working Capital		**(720.48)**	**144.94**
5	**Changes in Non-current assets and liabilities**			
	Decrease/(Increase) in loans & advances		(127.75)	(58.63)
	Increase/(Decrease) in trade payables & Provisions		2.21	(22.66)
	Decrease/(Increase) in other non-current assets		165.23	6.96
	Decrease/(Increase) in financial assets		(1.69)	(20.78)
	Changes in Non-current assets and liabilities		**38.00**	**(95.11)**
6	**Cash Generated From Operations (3+4+5)**		**7,687.41**	**4,858.61**
7	**Less : Taxes paid**		**(1,870.28)**	**(1,410.07)**
8	**Net cash flow from operating activities (6-7)**		**5,817.13**	**3,448.54**
B	**Cash flow from investing activities:**			
	Purchase of property, plant and equipment		(855.49)	(820.29)
	Proceeds from sale of property, plant and equipment		(1.91)	(1.39)
	Repayments/(Investments) in bank deposits (having original maturity of more than three months)		(1,669.77)	(2,448.37)
	Interest received (finance income)		637.12	493.58
	Net cash flow used in Investing Activities:		**(1,890.05)**	**(2,776.47)**

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

		Notes	As at 31 March 2020	As at 31 March 2019
C	**Net cash flow from financing activities:**			
	Dividend paid to equity shareholders	27	(803.89)	(511.92)
	Dividend distribution tax	27	(165.12)	(105.68)
	Payment of lease liability (including interest on lease liability)		(3,361.34)	-
	Payment of initial direct cost recognised as Right to Use Asset		(17.87)	-
	Interest paid		(12.54)	(13.79)
	Net cash used in financing activities:		**(4,360.76)**	**(631.39)**
D	**Net change in cash & cash equivalents (A+B+C)**		**(433.68)**	**40.68**
E 1	Cash & cash equivalents as at end of the year		152.11	585.79
E 2	Cash & cash equivalents as at the beginning of year		585.79	545.11
	NET CHANGE IN CASH & CASH EQUIVALENTS (E 1- E 2)		**(433.68)**	**40.68**

	Notes	As at 31 March 2020	As at 31 March 2019
Components of cash and cash equivalents			
Cash on hand		34.49	98.63
With banks			
- on current accounts		117.62	487.16
Total cash and cash equivalents		**152.11**	**585.79**
Significant accounting policies	2&3		

The accompanying notes are an integral part of these consolidated financial statements

As per our report of even date attached

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajiv Goyal
Partner
Membership no.: 094549

Place : Gurugram
Date : 25 May 2020

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-Time Director & CEO
DIN: 05183714

Ashok Kumar Barat
Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Nitin Bagaria
Company Secretary
Membership no.: ACS 20228

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

1. Corporate information

The consolidated financial statements comprise of financial statements of Bata India Limited (the Company) and its subsidiaries (collectively, "the Group") for the year ended 31 March 2020. Group is primarily engaged in the business of manufacturing and trading of footwear and accessories through its retail and wholesale network.

Bata India Limited is a public company domiciled in India. Its shares are listed on three stock exchanges in India. The registered office of the company is located at 27B Camac Street, 1st Floor, Kolkata - 700 016.

The particulars of subsidiary companies, which are included in consolidation and the parent company's holding therein :-

Name	Country of Incorporation	Percentage of holding as at 31 March 2020	Percentage of holding as at 31 March 2019
Bata Properties Limited	India	100%	100%
Coastal Commercial & Exim Limited	India	100%	100%
Way Finders Brands Limited	India	100%	100%

2. Significant Accounting policies

2.1 Basis of Preparation

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, notified under Section 133 of Companies Act 2013 ('the Act') and other provisions of the Act.

The financial statements are authorised for issue by Company's board of directors on May 25, 2020.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March 2020. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

► Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)

► Exposure, or rights, to variable returns from its involvement with the investee, and

► The ability to use its power over the investee to affect its returns

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March.

Consolidation procedure

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

2.3 Basis of Measurements

The financial statements have been prepared on a historical cost or at amortised cost except for the following assets and liabilities

Items	Measurement Basis
Net defined benefit (asset)/liability	Fair Value of plan assets less present value of defined benefit obligations
Derivatives	Fair Value

The financial statements are presented in INR and all values are rounded to the nearest Million (INR 000,000).

2.4 Summary of significant accounting policies

a. Current vs Non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has identified twelve months as its operating cycle.

b. Cash dividend

The Group recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Interim dividends, if any are recorded as a liability on the date of declaration by the Group's Board of Directors.

c. Fair Value Measurements

The Group measures financial instruments, such as forward contracts at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

► In the principal market for the asset or liability, or

► In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market is accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

► Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

► Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

► Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes to the consolidated financial statements.

d. Property, plant & equipment

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property plant and equipment recognised as at April 1, 2015, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property plant and equipment.

Property, plant & equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

The Group identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of Property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

e. Depreciation on Property, plant & equipment

i. Lease hold improvements (LHI) and furniture & fittings at stores are amortised on straight line basis over the period of lease or useful life (not exceeding 9 years), whichever is lower.

ii. Depreciation on other Property, plant & equipment is provided on written down value method at the rates based on the estimated useful life of the assets as described below:

Category of Property, plant & equipment	Useful Lives
Buildings - Factory Buildings - Other than Factory Buildings - Fences, Wells, Tube wells	 30 years 10 years - 60 Years 5 years
Plant and equipments - Moulds - Data processing equipments - Servers - Other Plant and Machinery	 8 years 3 Years 6 Years 5 Years - 15 Years
Furniture & fixtures - Others	 10 years
Vehicles	8 years
Office equipment	10 Years

The Group, based on management estimates, depreciates certain items of building, plant and equipment over estimated useful lives which are lower than the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

iii. Depreciation on Property, plant & equipment added/disposed-off during the year is provided on pro-rata basis with respect to date of acquisition/ disposal.

f. Intangible assets

Intangible assets acquired separately are recorded at cost at the time of initial recognition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Computer Software with finite lives are amortised over the useful economic life (not exceeding five years) and assessed for impairment whenever there is an indication that the computer software may be impaired. The amortisation period and the amortisation method are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on computer software is recognised in the consolidated statement of profit and loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

g. Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- ► Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- ► Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of fixed manufacturing overheads based on the normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on a weighted average basis.
- ► Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- ► Stores and spares: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

During the year, an amount of INR 97.58 million (previous year INR 9.64 million (net of reversals)) was charged to the statement of profit and loss on account of obsolete, damaged and slow moving inventories.

h. Revenue Recognition

Effective April 1, 2018, the Group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Group has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18. Refer note 2.4(h) – Significant accounting policies – Revenue recognition in the Annual report of the Group for the year ended 31 March 2018, for the revenue recognition policy as per Ind AS 18. The impact of the adoption of the standard on the financial statements of the Group is insignificant.

Ind AS 115 five step model is used to determine whether revenue should be recognised at a point in time or over time, and at what amount is as below:

• Step 1: Identify the contract with the customer

• Step 2: Identify the performance obligations in the contract

• Step 3: Determine the transaction price

• Step 4: Allocate the transaction price to the performance obligations

• Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognised upon transfer of control of promised goods or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services.

- Revenue from sales of goods is recognised on output basis measured by units delivered, number of transactions etc.
- Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which coincides with the performance obligation under the contract with the customer.
- Revenue from services is recognized in accordance with the terms of contract when the services are rendered and the related costs are incurred

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue from related party is recognised based on transaction price which is at arm's length.

Use of significant judgments in revenue recognition:-

- The Group's contracts with customers could include promises to transfer multiple products and services to a customer. The Group assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgments to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgment is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

The Group provides normal warranty expense provisions for manufacturing defects for 3 months on all its products sold, in line with the industry practice. The Group does not provide any extended warranties to its customers.

The Group operates a loyalty points programme which allows customers to accumulate points when they purchase products in the Group's retail stores. The points can be redeemed against consideration payable for subsequent purchases. Hence, consideration is allocated between the products sold and the points issued. For the allocation of consideration to points issues, fair value of the points issued is determined by applying a statistical analysis (based on data available) of points redemption history of the customers. The fair value of the points issued is deferred based on actuarial valuation and recognised as revenue when the points are redeemed.

Interest Income is recognised on time proportion basis taking into account the amount outstanding and the applicable interest rates and is disclosed in "other income".

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

i. Foreign Currency Transactions

The Group's financial statements are presented in INR, which is also the Group's functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

j. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that Group incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

k. Government grants

An unconditional government grant related to an asset that is measured at fair value less cost to sell is recognised in statement of profit and loss as other income when the grant becomes receivable. Other government grants are recognised initially as deferred income at fair value when there is reasonable assurance that they will be received and the Group will comply with the conditions associated with the grant, they are then recognised in statement of profit and loss as other operating revenue on a systematic basis.

l. Retirement and Other Employee Benefits

i) Retirement benefit in the form of pension costs is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the pension fund. The Group recognizes contribution payable to the pension fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

ii) The Provident Fund (administered by a Trust) is a defined benefit scheme where by the Group deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vests upon commencement of employment. The interest credited to the accounts of the employees is adjusted on an annual basis to confirm to the interest rate declared by the government for the Employees Provident Fund. The Group has adopted actuary valuation based on project unit credit method to arrive at provident fund liability as at year end.

iii) The Group operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising actuarial gains and losses, the effect of asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the retained earnings with a corresponding debit or credit to OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods

Past service costs are recognised in profit or loss on the earlier of:

► The date of the plan amendment or curtailment, and

► The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

► Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

► Net interest expense or income

iv) Compensated absences are provided for based on actuarial valuation on projected unit credit method carried by an actuary, at each year end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Group presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

v) Expenses incurred towards voluntary retirement scheme are charged to the statement of profit and loss in the year such scheme is accepted by the employees/workers.

m. Leases

Group as lessee

The Group's lease asset classes primarily consist of leases for buildings taken for Warehouses, offices and retail stores. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Group as a lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. For operating leases, rental income is recognized on a straight -line basis over the term of the relevant lease.

Transition

Effective April 1, 2019, the Group adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Group recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Group's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended 31 March 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended 31 March 2019.

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of ₹10,754.65 million and a lease liability of ₹12,926.28 million. The cumulative effect of applying the standard, amounting to ₹779.98 million was debited to retained earnings, net of taxes. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments. The following is the summary of practical expedients elected on initial application:

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date

2. Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
3. Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
4. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 9%.

n. Taxation

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is provided on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences except for the following:

➢ Tax payable on the future remittance of the past earnings of subsidiaries where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except

➢ In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

o. Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal or its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses, are recognised in the consolidated statement of profit and loss.

p. Provisions

General

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the statement of profit or loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as part of finance costs.

Warranty provisions

Provisions for warranty-related costs are recognised when the product is sold or service provided to the customer. Initial recognition is based on actuarial valuation. The initial estimate of warranty-related costs is revised annually.

q. Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability in such cases and discloses the same under contingent liability in the financial statements.

r. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash, short-term deposits and unpaid dividend accounts, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

s. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one Group and a financial liability or equity instrument of another Group.

Financial assets

Recognition and initial measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in five categories:

► Debt Instrument at amortised cost

► Debt instruments at fair value through other comprehensive income (FVTOCI)

► Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

► Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to Non-current trade receivables, non-current Security deposits and non-current other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L. The Group has not designated any debt instrument as at FVTPL.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income, subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

► The rights to receive cash flows from the asset have expired, or

- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Impairment of financial assets

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are carried at amortised cost or at Fair value through OCI except equity investment which is carried at fair value through OCI. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The application of simplified approach does not require the Group to track changes in credit risk. Based on the past history and track records the Group has assessed the risk of default by the customer and expects the credit loss to be insignificant. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L).

The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost. ECL is presented as an allowance, i.e., as an integral part of measurement of those assets in the balance sheet. The allowance reduces the net carrying amount until the asset meets write-off criteria.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as:

- financial liabilities at fair value through profit or loss,
- financial liabilities measured at amortised cost,
- loans and borrowings and payables,
- derivatives designated as hedging instruments in an effective hedge relationship.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include:

- financial liabilities held for trading
- financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, if and only if, the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Financial liabilities measured at amortised cost

Other financial liabilities are subsequently measured at amortised cost using the effective interest rate. Interest expense and is recognised in statement of profit and loss.

Derecognition of financial liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest. The Group has not reclassified any financial asset during the current year or previous year.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet when and only when there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is unfavourable.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

► Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment.

► Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Group's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the Group will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the criteria for hedge accounting are accounted for, as described below:

(i) Fair value hedges

The change in the fair value of a hedging instrument is recognised in the consolidated statement of profit and loss. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the consolidated statement of profit and loss.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss. When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in consolidated statement of profit and loss.

(ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The Group uses forward currency contracts as hedges of its exposure to foreign currency risk in highly probable forecast transactions and firm commitments, the ineffective portion relating to foreign currency contracts is recognised in finance costs.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

3. Significant accounting judgments, estimates and assumptions

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the accounting policies and the reported amounts of income, expenses, assets and liabilities, and the acGrouping disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a. Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

(i) Contingent liabilities

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Group, including legal and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

(ii) Revenue recognition

The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

b. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

b.1 Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment defined benefits are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds. The underlying bonds are further reviewed for quality.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 29.

b.2 Revenue recognition – Loyalty programme

The Group estimates the fair value of points awarded under the Loyalty programme by applying actuarial valuation. Inputs to the model include making assumptions about expected redemption rates, the mix of products that will be available for redemption in the future and customer preferences. As points issued under the programme expire on expiry of specified period in accordance with the programme, such estimates are subject to significant uncertainty.

For details on warranty valuation refer note 2.4 (h).

(Amount in INR million)

Property, plant and equipment and capital work in progress

4a	Property, plant and equipment	Freehold land	Buildings	Lease Hold improvements	Plant and equipment**	Furniture and fixtures	Vehicles	Office equipments	Total
	Cost or deemed cost (gross carrying amount)								
	As at 31 March 2018	**252.32**	**1,277.67**	**909.81**	**771.07**	**1,572.39**	**28.29**	**58.39**	**4,869.94**
	Additions	0.01	105.58	251.21	163.31	303.23	3.39	4.81	831.54
	Disposals/ Adjustments	(0.00)	(1.41)	(16.01)	(10.93)	(36.79)	(0.00)	(0.02)	(65.16)
	As at 31 March 2019	**252.33**	**1,381.84**	**1,145.01**	**923.45**	**1,838.83**	**31.68**	**63.18**	**5,636.32**
	Additions	-	119.79	298.38	137.93	262.50	8.67	-	827.27
	Disposals/ Adjustments	-	-	(29.08)	(31.86)	(84.01)	(0.00)	(0.01)	(144.96)
	As at 31 March 2020	**252.33**	**1,501.63**	**1,414.31**	**1,029.52**	**2,017.32**	**40.35**	**63.17**	**6,318.63**
	Accumulated depreciation								
	As at 31 March 2018	**-**	**224.94**	**376.02**	**410.25**	**884.05**	**16.30**	**9.67**	**1,921.23**
	Depreciation charge for the year	-	78.96	176.50	126.72	234.72	4.16	12.88	633.94
	Disposals/ Adjustments	-	(1.33)	(10.90)	(5.92)	(27.85)	-	(0.02)	(46.02)
	As at 31 March 2019	**-**	**302.57**	**541.62**	**531.05**	**1,090.92**	**20.46**	**22.53**	**2,509.15**
	Depreciation charge for the year	-	62.01	203.88	138.04	210.09	5.36	10.61	629.99
	Disposals/ Adjustments	-	-	(21.16)	(23.94)	(70.47)	-	(0.00)	(115.57)
	As at 31 March 2020	**-**	**364.58**	**724.34**	**645.15**	**1,230.54**	**25.82**	**33.14**	**3,023.57**
	Net Book Value								
	As at 31 March 2020	**252.33**	**1,137.05**	**689.97**	**384.37**	**786.78**	**14.53**	**30.03**	**3,295.06**
	As at 31 March 2019	252.33	1,079.27	603.39	392.40	747.91	11.22	40.65	3,127.17

4b	Intangible assets	Computer Software
	Cost or deemed cost (gross carrying amount)	
	As at 31 March 2018	26.90
	Addition	28.87
	As at 31 March 2019	**55.77**
	Addition	45.85
	As at 31 March 2020	**101.62**
	Accumulated amortisation	
	As at 31 March 2018	11.36
	Amortisation charge for the year	6.53
	As at 31 March 2019	**17.89**
	Amortisation charge for the year	13.35
	As at 31 March 2020	**31.24**
	Net book Value	
	As at 31 March 2020	**70.38**
	As at 31 March 2019	37.88

4c	Capital work in progress and Intangible assets under development	As at 31st March 2020	As at 31st March 2019
	Capital work-in-progress	198.62	172.51

** Additions includes INR 2.41 million (31 March 2019 INR 0.99 million) towards assets located at research and development facilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

4d Right-of-use assets and Lease liability :

Information about leases for which the Company is a lessee is presented below.

Right-of-use assets	**Buildings**
Balance as on 1 April 2019 (Transition balance)	10,754.65
Addition for new leases*	1,950.13
Depreciation charge for the year	(2,326.81)
Deletions for terminated leases	(49.07)
Balance as on 31 March 2020	**10,328.90**

*Includes initial direct cost.

The aggregate depreciation expense on ROU assets and gain on remeasurement amounting to INR 12.19 million is included under depreciation and amortization expense in the statement of Profit and Loss.

The following is the movement in lease liabilities during the year ended 31 March 2020:

Lease Liability	**31 March 2020**
Balance as on 1 April 2019 (Transition balance)	12,926.28
Addition for new leases	1,833.51
Interest expenses	1,153.95
Payment of lease liability	(3,361.34)
Deletions for terminated leases	(61.26)
Balance as on 31 March 2020	**12,491.14**

As at Balance sheet date, the Company is not exposed to future cashflows relating to extension / termination options, residual value guarantees and leases not commenced to which lessee is committed.

The total amount of cashflow on account of leases for the year has been disclosed in the consolidated cashflow statement.

The table below provides details regarding the contractual maturities of lease liabilities as at 31 March 2020 on an undiscounted basis:

	31 March 2020
Maturity analysis – contractual undiscounted cash flows	
Less than one year	3,170.21
After one year but not longer than five years	9,470.44
More than five years	3,701.77
Total	**16,342.42**

Lease liabilities included in the statement of financial position at 31 March 2020

	31 March 2020
Current	2,137.68
Non-current	10,353.46
Total	**12,491.14**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

For the transitional impact of Ind AS 116 and accounting policy, refer accounting policy section 2.2(l).

Rental expense recorded for short-term leases was INR 100.81 million for the year ended 31 March 2020.

Variable lease payments accounted was INR 132.72 million for the year ended 31 March 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

5. Financial assets	Non-current		Current	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
a. Investments				
Investments in Cooperative Societies (Fair value through profit and loss)				
Unquoted:				
250 (31 March 2019 :250) equity shares of INR 10 each fully paid-up in Bata Employees' Co-operative Consumers' Stores Limited, Hathidah*	0.00	0.00	-	-
5 (31 March 2019 :5) equity shares of INR 10 each fully paid-up in Bhadrakali Market Co-operative Society Limited, Nasik*	0.00	0.00	-	-
TOTAL	**0.00**	**0.00**	**-**	**-**
* Rounded off to INR Nil.				
Aggregate value of unquoted investments	**-**	**-**	**-**	**-**
b. Loans				
Unsecured, Considered Good				
Loans and advances				
To related parties	-	-	15.81	5.49
	-	-	15.81	5.49
Security deposits	1,174.79	1,017.36	55.98	32.02
	1,174.79	1,017.36	55.98	32.02
TOTAL	**1,174.79**	**1,017.36**	**71.79**	**37.51**
c. Other Financial assets				
Non-current bank balances (Refer Note 11)	21.75	21.42	-	-
Interest accrued deposits	1.76	0.40	357.60	341.85
Other receivable (unsecured, considered good)	-	-	118.65	96.58
Other receivable (unsecured, considered doubtful)	-	-	58.54	54.33
Less: loss allowance	-	-	(58.54)	(54.33)
Insurance claim receivable	-	-	1.63	2.72
TOTAL	**23.51**	**21.82**	**477.88**	**441.15**

6. Deferred tax assets (net)

	As at 31 March 2020	As at 31 March 2019
Deferred tax assets (net)		
Property plant, equipments and intangible assets: Impact of difference between tax depreciation and depreciation/amortization charged in the financial statement	428.07	584.30
Impact of expenditure charged to the financial statement in the current/earlier years but allowable for tax purposes on payment basis	653.84	458.22
Provision for doubtful debts and advances	20.94	27.33
Effect of measuring financial instruments at fair value	7.01	27.96
Mat credit entitlement	-	0.69
	1,109.86	**1,098.50**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Current income tax recognised in statement of profit and loss:		
Current income tax charge	1,169.20	1,730.13
Tax for earlier years	2.16	(199.32)
Deferred tax :		
Relating to origination and reversal of temporary difference	411.47	(43.88)
	1,582.83	**1,486.93**

Reconciliation of average effective tax rate

	For the year ended 31 March 2020		For the year ended 31 March 2019	
Profit before tax		4,872.36		4,776.67
Tax using the Company's domestic tax rate	25.17%	1,226.28	34.94%	1,669.23
Effect of non deductible expenses	0.39%	19.11	0.47%	22.45
Effect of deductible expenses at higher rate	0.00%	-	-0.25%	(11.93)
Effect of change in Income tax rate	6.85%	333.96	0.21%	5.62
Tax for earlier years	0.04%	2.16	-4.17%	(199.32)
Tax for subsidiaries	0.03%	1.32	0.02%	0.89
Total	**32.49%**	**1,582.83**	**31.07%**	**1,486.94**
Tax as per statement of profit and loss	**32.49%**	**1,582.83**	**31.07%**	**1,486.94**

Component wise deferred tax recognised in statement of profit and loss	For the year ended 31 March 2020	For the year ended 31 March 2019
Property, plant, equipments and intangible assets: Impact of difference between tax depreciation and depreciation/ amortization charged in the financial statements	(23.18)	(41.05)
Impact of expenditure charged in the financial statement in the current/earlier years but allowable for tax purposes on payment basis	(21.42)	14.91
Impact of change in tax rate from 34.94% to 25.17% on opening asset and transitional impact of Ind-AS 116	444.21	-
Provision for doubtful debts and advances	(1.26)	1.88
Effect of measuring financial instruments at fair value	13.12	(19.62)
	411.47	**(43.88)**

Income tax recognised in Other Comprehensive Income	For the year ended 31 March 2020	For the year ended 31 March 2019
Re-measurement of defined benefit plans	6.81	(0.73)
	6.81	**(0.73)**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

7. Other Assets

	Non-current		Current	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
a. Other assets				
Unsecured and considered good				
Capital advances	38.00	52.96	-	-
Supplier advances	-	-	52.34	39.86
Recoverable from statutory authorities	86.03	75.69	317.48	270.96
Prepaid expenses	32.64	208.86	104.02	155.07
	156.67	**337.51**	**473.84**	**465.89**
Unsecured, considered doubtful				
Recoverable from statutory authorities	17.16	16.49	-	-
Less: loss allowance	(17.16)	(16.49)	-	-
	-	**-**	**-**	**-**
Total	**156.67**	**337.51**	**473.84**	**465.89**
b. Other non-current tax assets				
Advance income tax (net of provision)	934.53	523.22	-	-
	934.53	**523.22**	**-**	**-**

8. Inventories

	As at 31 March 2020	As at 31 March 2019
Raw materials and components (including goods in transit INR NIL (31 March 2019: INR 0.06 million)	184.86	182.84
Work-in-progress	87.10	83.32
Finished goods * (including goods in transit INR 814.30 million (31 March 2019: INR 893.79 million)	8,452.81	8,116.66
Stores and spares	12.04	10.85
Total inventories at the lower of cost and net realisable value	**8,736.81**	**8,393.67**

*Finished goods include Stock in trade, as both are stocked together.

9. Trade receivables

	As at 31 March 2020	As at 31 March 2019
Trade receivables Considered good- Unsecured	620.61	652.58
Trade receivables which have significant increase in credit risk	11.47	11.34
Less : loss allowance	(11.47)	(11.34)
Trade receivables from related parties - unsecured, considered good (Refer note 35)	12.10	10.92
	632.71	**663.50**

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person, nor from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing and are generally on terms of 30 to 120 days. For explanations on the Company's credit risk management processes, refer to Note 38.

10. Cash and cash equivalents

	As at 31 March 2020	As at 31 March 2019
Balances with banks:		
- On current account	117.62	487.16
Cash on hand	34.49	98.63
	152.11	**585.79**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

Short term deposits are made for varying periods between one day and three months, depending upon immediate cash requirements of the Company, and the Company earns interest at the respective short term deposit rates.

11. Bank Balances other than those included in cash and cash equivalents

	Non-current		Current	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Unpaid dividend accounts	-	-	16.49	15.92
Deposits with original maturity for more than 3 months but upto 12 months*	-	-	9,470.64	7,801.44
Deposits with original maturity for more than 12 months (Refer Note 5c)	21.75	21.42	-	-
Less: amount disclosed under other non-current assets	(21.75)	(21.42)	-	-
	-	**-**	**9,487.13**	**7,817.36**

*Includes deposit pledged with banks for bank guarantee of INR 14.57 millions (31 March 2019 INR 13.50 millions).

12. Equity share capital

	As at 31 March 2020	As at 31 March 2019
Authorised share capital		
Equity share capital		
140,000,000 (31 March 2019: 140,000,000) equity shares of INR 5 each	700.00	700.00
Issued share capital*		
Equity share capital		
128,570,000 (31 March 2019: 128,570,000) equity shares of INR 5 each	642.85	642.85
Subscribed and fully paid up share capital		
Equity share capital		
128,527,540 (31 March 2019: 128,527,540) equity shares of INR 5 each	642.64	642.64
TOTAL	**642.64**	**642.64**

***Shares held in abeyance**

42,460 (31 March 2019: 42,460) equity shares of INR 5 each were held in abeyance on account of pending adjudication of the shareholders right to receive those shares/inability of depository to establish ownership rights.

A. Reconciliation of the shares outstanding at the beginning and at the end of the year

	As at 31 March 2020		As at 31 March 2019	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	128,527,540	642.64	128,527,540	642.64
Issued during the year	-	-	-	-
Outstanding at the end of the year	**128,527,540**	**642.64**	**128,527,540**	**642.64**

B. Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of INR 5 per share (previous year INR 5 per share). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

(Amount in INR million)

C. Shares held by holding company

	As at 31 March 2020	As at 31 March 2019
Out of equity shares issued by the Company, shares held by its holding Company is as follows :		
Bata (BN) B.V., Amsterdam, The Netherlands, the holding company		
68,065,514 (31 March 2019: 68,065,514) equity shares of INR 5/- each	340.33	340.33
	340.33	**340.33**

D. Details of shareholders holdings more than 5% shares in Company

Name of shareholder	As at 31 March 2020		As at 31 March 2019	
	Number of shares held	% of holding in class	Number of shares held	% of holding in class
Equity shares of INR 5 each fully paid				
Bata (BN) B.V., Amsterdam, The Netherlands, the holding Company	68,065,514	52.96%	68,065,514	52.96%

13. Other equity

	As at 31 March 2020	As at 31 March 2019
Reserves and Surplus		
(a) Securities Premium*		
Opening Balance	501.36	501.36
Add/(less) : Movement during the year	-	-
Closing balance	**501.36**	**501.36**
(b) General reserve**		
Opening Balance	1,498.84	1,498.84
Add: Amount transferred from surplus balance in the statement of profit and loss	-	-
Closing balance	**1,498.84**	**1,498.84**
(c) Retained earnings		
Opening Balance	14,775.60	12,104.07
Add: Net profit after tax transferred from statement of profit and loss	3,289.53	3,289.94
Add:- Re-measurement gains/(losses) on defined benefit plans (net of tax)	(20.27)	1.38
Less: Transitional impact of Ind AS 116, net of tax (refer note 2.4(m))	(779.98)	-
Less: Appropriations:		
Final dividend for 31 March 2019: INR 6.25 per share (31 March 2018: INR 4.00 per share)	(803.32)	(514.11)
Dividend Distribution Tax on final dividend	(165.12)	(105.68)
Closing balance	**16,296.44**	**14,775.60**
(d) Capital Reserve***	0.00	0.00
Total (a+b+c+d)	**18,296.64**	**16,775.80**

*Securities premium is used to record the premium received on issue of shares. It is to be utilised in accordance with the provisions of the Companies Act, 2013.
** In previous years, the Company appropriated a portion of profits to general reserve as per the provisions of the Act. The said reserve is available for payment of dividend to the shareholders as per provisions of the Companies Act, 2013.
*** Rounded off to INR Nil

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

14. Trade payables

	Non-current		Current	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Trade payables to micro, small and medium enterprises (refer note 36)	-	-	188.92	161.71
	-	**-**	**188.92**	**161.71**
Trade payables to related parties		-	156.35	63.24
Trade payables to others*	-	1,002.40	4,688.64	4,932.83
TOTAL	**-**	**1,002.40**	**4,844.99**	**4,996.07**

*Includes asset retirement obligation INR 13.65 million (31 March 2019 INR 13.02 million).

15. Other financial liabilities

	Non-current		Current	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Payable for capital goods	-	-	148.31	118.96
Deposit from agents and franchisees	-	-	279.83	282.16
Unpaid dividend	-	-	16.49	15.92
TOTAL	**-**	**-**	**444.63**	**417.04**

16. Other liabilities

	Non-current		Current	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Advance from customers	-	-	54.34	0.05
Statutory dues payable	-	-	127.45	148.54
Unearned revenue	-	-	59.47	60.51
TOTAL	**-**	**-**	**241.26**	**209.10**

17. Provisions

	Non-current		Current	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
a) Current tax liabilities				
Provision for income tax (net)	-	-	66.66	356.64
	-	**-**	**66.66**	**356.64**
b) Provisions				
Provision for employee benefits				
Provision for gratuity (refer note 29)	-	-	2.00	74.35
Provision for compensated absences	25.07	22.77	19.38	22.11
Others				
Provision for warranties*	-	-	26.79	25.74
Provision for litigation**	-	-	34.47	34.47
	25.07	**22.77**	**82.64**	**156.67**

(Amount in INR million)

***Provision for warranties**

The warranty claim provision covers the expenses relating to the cost of products sold. Provision in respect of warranties is made on the basis of valuation carried out by an independent actuary as at period end. It is expected that cost will be incurred over the warranty period as per the warranty terms.

	As at 31 March 2020	As at 31 March 2019
Opening balance	25.74	21.68
Arising during the year	118.61	109.06
Utilized during the year	(117.56)	(105.00)
Closing balance	**26.79**	**25.74**

****Provision for litigation**

	As at 31 March 2020	As at 31 March 2019
Opening balance	34.47	34.47
Arising during the year	-	-
Utilized during the year	-	-
Closing balance	**34.47**	**34.47**

The Company sets up and maintains provision for trade related and other litigations or disputes when a reasonable estimate can be made. The amount of provisions are based upon estimates provided by the Company's legal department, which are revisited on a timely basis. The exact timing of the settlement of the litigations and consequently, the outflow is uncertain.

18. Revenue from operations

	For the year ended 31 March 2020	For the year ended 31 March 2019
Sale of products		
Sale of goods*	30,542.82	29,290.62
Total sale of products	**30,542.82**	**29,290.62**
Other operating revenue		
Others (including export incentives, scrap sales etc.)	18.32	20.41
Total	**30,561.14**	**29,311.03**

*For Ind AS 115 disclosure refer note 2 and disclosure relating to disaggregation of revenue by geography refer note 40.

Movement of unearned revenue	For the year ended 31 March 2020	For the year ended 31 March 2019
Balance at the beginning of the year	60.51	76.90
Revenue recognised during the year	(60.51)	(76.90)
Accural of unearned revenue (net) against issuance of points / gift vouchers	59.47	60.51
Balance at the end of the year	**59.47**	**60.51**

19. Other income

	For the year ended 31 March 2020	For the year ended 31 March 2019
Finance Income		
- Unwinding of financial instruments at amortised cost	29.68	46.13
- Deposits with bank	585.26	517.52
- Others	67.61	101.30
	682.55	664.95
Foreign exchange fluctuation (net)	-	14.10
Insurance claim received	4.22	3.15
	686.77	**682.20**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

20. Cost of raw material and components consumed

	For the year ended 31 March 2020	For the year ended 31 March 2019
a. Raw material and components consumed		
Inventory at the beginning of the year	182.84	239.04
Add: Purchases	2,571.61	2,751.02
	2,754.45	**2,990.06**
Less: inventory at the end of the year	(184.86)	(182.84)
Cost of raw material and components consumed	**2,569.59**	**2,807.22**
b. Purchase of stock-in-trade		
Purchases	10,736.15	10,861.27
Purchase of stock-in-trade	**10,736.15**	**10,861.27**

21.Changes in Inventories of finished goods, work in progress and stock-in-trade

	For the year ended 31 March 2020	For the year ended 31 March 2019
Inventories at the end of the year		
Finished goods*	8,452.81	8,116.66
Work-in-progress	87.10	83.32
	8,539.91	8,199.98
Inventories at the beginning of the year		
Finished goods*	8,116.66	7,294.67
Work-in-progress	83.32	107.88
	8,199.98	7,402.55
(Increase)/decrease in inventories	**(339.93)**	**(797.43)**

* Finished goods includes stock in trade, as both are stock together.

22. Employee benefits expense

	For the year ended 31 March 2020	For the year ended 31 March 2019
Salaries, wages and bonus	3,461.99	3,023.32
Contribution to provident and other funds	186.62	154.12
Gratuity expense (refer note 29)	45.07	43.75
Staff welfare expenses	70.54	89.64
	3,764.22	**3,310.83**

23. Finance costs

	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest expense		
- Unwinding of financial instruments at amortised cost	10.91	21.67
- Interest on lease liabilities (refer note 4d)	1,153.95	-
- Others	12.55	13.79
	1,177.41	**35.46**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

24. Depreciation and amortisation expense

	For the year ended 31 March 2020	For the year ended 31 March 2019
Depreciation of property, plant and equipment	630.00	633.94
Amortisation of intangible assets	13.35	6.53
Depreciation of Right-of-use asset (refer note 4d)	2,314.62	-
	2,957.97	**640.47**

25. Other expenses

	For the year ended 31 March 2020	For the year ended 31 March 2019
Consumption of stores and spares	28.24	33.05
Power and fuel	602.24	577.10
Loss on Foreign Exchange Fluctuations (Net)	16.25	-
Rent	503.96	3,793.17
Bank charges	109.71	107.29
Insurance	70.93	68.46
Repairs and maintenance		
Plant and machinery	68.89	48.59
Buildings	71.65	73.21
Others	47.31	35.81
CSR expenses (Refer note 34)	75.93	64.24
Sales commission	530.97	537.40
Royalty	524.92	426.73
Legal and professional fees	185.37	212.74
Payment to auditor (Refer details below)	9.59	7.32
Freight	661.65	627.02
Rates and taxes	36.79	39.98
Advertising and sales promotion	768.93	661.30
Technical collaboration fee	322.62	283.96
Allowance for doubtful debt, loans, advances	5.01	11.88
Loss on sale/ discard of property, plant and equipment (net)	31.30	20.53
Miscellaneous expenses	837.88	728.76
	5,510.14	**8,358.54**
Payment to auditors		
As auditor:		
Audit fee	4.93	3.23
Tax audit fee	0.50	0.50
Limited review	1.65	1.65
In other capacity:		
Certification & others	1.24	0.66
Reimbursement of expenses	1.27	1.28
	9.59	**7.32**

26. Components of other comprehensive income (OCI) (net of tax)

The disaggregation of changes to OCI (net of tax) in equity is shown below:

During the year ended 31 March 2020	Retained earnings	Total
Re- measurement losses on defined benefit plans	(20.27)	(20.27)
	(20.27)	**(20.27)**

During the year ended 31 March 2019	Retained earnings	Total
Re- measurement gains on defined benefit plans	1.38	1.38
	1.38	**1.38**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

27. Distribution made and proposed	For the year ended 31 March 2020	For the year ended 31 March 2019
Cash dividends on equity shares declared and paid:		
Dividend for the year ended on 31 March 2019: INR 6.25 per share (31 March 2018 : INR 4.00 per share)	803.32	514.11
Dividend distribution tax on final dividend	165.12	105.68
	968.44	**619.79**
Proposed dividends on equity shares*:		
Dividend for the year ended on 31 March 2020: INR 4.00 per share (31 March 2019 : INR 6.25 per share)	514.11	803.32
Dividend distribution tax on proposed dividend*	-	165.12
	514.11	**968.44**

*Proposed dividends on equity shares are subject to approval at the annual general meetings and are not recognised as a liability (including DDT as applicable) as at year end

28. Earnings Per Share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS are calculated by dividing the profit for the year attributable to the equity holders of the Company by weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic EPS and diluted EPS computations:

	For the year ended 31 March 2020	For the year ended 31 March 2019
Profit attributable to equity holders	3,289.53	3,289.94
	3,289.53	**3,289.94**

	No. of shares	No. of shares
Weighted average number of equity shares in calculating basic EPS and diluted EPS	128,527,540	128,527,540
Earnings per equity share in INR		
Computed on the basis of profit for the year		
Basic (INR)	**25.59**	**25.60**
Diluted (INR)	**25.59**	**25.60**

29. Employee benefit plans

a) Gratuity and other post-employment benefit plans:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at the rate of 15 days salary (last drawn salary) for each completed year of service. The scheme is funded through the Company's own trust.

The Company has also provided long term compensated absences which are unfunded.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

Reconciliation of fair value of plan assets and defined benefit obligation:

	As at 31 March 2020	As at 31 March 2019
Fair value of plan assets	787.86	664.00
Defined benefit obligation	789.86	738.35
Net Defined benefit (liability)	**(2.00)**	**(74.35)**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

Amount recognised in Statement of Profit and Loss:

	For the year ended 31 March 2020	For the year ended 31 March 2019
Current service cost	44.92	41.33
Net interest expense	0.15	2.42
Amount recognised in Statement of Profit and Loss	**45.07**	**43.75**

Amount recognised in Other Comprehensive Income:

	For the year ended 31 March 2020	For the year ended 31 March 2019
Actuarial changes arising from changes in financial assumptions	21.62	11.93
Return on plan assets (greater)/less than the discount rate	4.70	(3.31)
Experience adjustments	0.76	(10.73)
Amount recognised in Other Comprehensive Income	**27.08**	**(2.11)**

Changes in the present value of the defined benefit obligation are as follows:

	As at 31 March 2020	As at 31 March 2019
Defined benefit obligation at the beginning of the year	738.35	697.32
Current service cost	44.92	41.33
Interest expense	50.08	49.71
Benefits paid	(65.87)	(51.21)
Actuarial (gain)/ loss on obligations - experience	0.76	(10.73)
Actuarial (gain)/ loss on obligations - demographic assumptions	-	-
Actuarial (gain)/ loss on obligations - financial assumptions	21.62	11.93
Defined benefit obligation at the end of the year	**789.86**	**738.35**

Changes in the fair value of plan assets are, as follows:

	As at 31 March 2020	As at 31 March 2019
Fair value of plan assets at the beginning of the year	664.01	664.62
Contribution by employer	144.50	-
Benefits paid	(65.87)	(51.21)
Interest Income on plan assets	49.92	47.29
Return on plan assets greater/(lesser) than discount rate - OCI	(4.70)	3.31
Fair value of plan assets at the end of the year	**787.86**	**664.01**

The major categories of plan assets of the fair value of the total plan assets are as follows:

Gratuity	As at 31 March 2020	As at 31 March 2019
Investment details	**Funded %**	**Funded %**
	100%	100%
- Insurer	98.44	94.36
- Government securities and bonds	0.00	0.00
- Bank balances	1.56	5.64
- Special deposit scheme	0.00	0.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

The principal assumptions used in determining gratuity liability for the Company's plans are shown below:

	As at 31 March 2020	As at 31 March 2019
	%	%
Discount rate	6.6	7.1
Salary increase		
- Management	7.0	7.0
- Non management	7.0	7.0
Employee turnover		
- Non Management		
20-25	7.0	7.0
25-30 and 55-60	7.0	7.0
30-35 and 50-55	7.0	7.0
35-49	7.0	7.0
- Management		
20-25	7.0	7.0
25-35	7.0	7.0
36-60	7.0	7.0

The estimates of future salary increases have been considered in actuarial valuation based on inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

A quantitative sensitivity analysis for significant assumption as at 31 March 2020 is as shown below:

Gratuity Plan	**Sensitivity level**		**Impact on DBO**	
	As at 31 March 2020	**As at 31 March 2019**	**As at 31 March 2020**	**As at 31 March 2019**
Assumptions				
Discount rate	1.00%	1.00%	(42.12)	(38.36)
	-1.00%	-1.00%	46.94	42.63
Future salary increases	1.00%	1.00%	45.19	41.49
	-1.00%	-1.00%	(41.56)	(38.21)

The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The table below shows the expected undiscounted cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:-

	As at 31 March 2020	**As at 31 March 2019**
Within the next 12 months (next annual reporting period)	77.68	77.99
Between 2 and 5 years	439.58	410.98
Between 5 and 10 years	529.33	515.40
Total expected payments	**1,046.59**	**1,004.37**

The average duration of the defined benefit plan obligation at the end of the reporting period is 6 years (31 March 2019: 6 years).

Expected employer contribution for the period ending 31 March 2021 is INR 40 million.

b) Contribution to defined contribution plans:

	For the year ended 31 March 2020	**For the year ended 31 March 2019**
Pension fund	8.23	0.10

(Amount in INR million)

c) Provident fund:

The Provident Fund (where administered by a Trust) is a defined benefit scheme where by the Company deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vests upon commencement of employment. The interest credited to the accounts of the employees is adjusted on an annual basis to confirm to the interest rate declared by the government for the Employees Provident Fund. As per the Actuarial Society of India guidance note (GN21) for measurement of provident fund liabilities, the actuary has accordingly provided a valuation based on the below provided assumptions, there is no shortfall as at 31 March 2019.

	As at 31 March 2020	As at 31 March 2019
Discount Rate	6.48%	7.35%
Expected Return on Exempt Fund	8.33%	8.41%
Rate of Return on EPFO managed PF	8.50%	8.65%
Mortality Rate	Indian Assured Lives Mortality (2006-08) ultimate	Indian Assured Lives Mortality (2006-08) ultimate

	For the year ended 31 March 2020	For the year ended 31 March 2019
Contribution to provident and other funds*	154.69	136.00

*Included under employee benefit expense in the head contribution to provident fund and other funds.

The detail of fund and plan asset position as at 31 March, 2020 is given below:

	As at 31 March 2020	As at 31 March 2019
Plan assets at fair value	4,779.13	4,552.40
Present value of the defined benefit obligation	4,180.98	3,896.05
Asset recognized in the balance sheet	NIL	NIL

Information relating to reconciliation from opening balance to closing balance for plan assets and present value of defined benefit obligation, classes of plan assets help, sensitivity analysis for actuarial assumptions, other than disclosed above, including the methods and assumptions used in preparing the analysis, expected contribution for the next year and maturity profile of the defined benefit obligation as required by Ind AS - 19 'Employee benefits' is not available with the Company.

30. Contingent liabilities and commitments

A. Contingent liabilities

a) Claims against Company not acknowledged as debts includes:

Nature	As at 31 March 2020	As at 31 March 2019
Excise, customs and service tax cases**	116.61	125.61
Sales tax cases	15.80	15.80
Others*	279.95	278.97
Income tax cases	-	15.51
Total	**412.36**	**435.89**

*Others include individually small cases pertaining to rent, labour etc.

**Includes Rs. 83.76 million for a demand raised by Directorate of Revenue Intelligence, Custom Kolkata for availment of benefit of customs exemption notification on import of Moulds in the year 1998 -99. The Company filed an appeal before Appellate authority, who has set aside the matter and referred back to Commissioner of Custom for adjudication.

b) In February 2019, Supreme court of India in its judgement clarified the applicability of allowances that should be considered to measure obligations under Employees Provident Fund Act, 1952. The Company has been legally advised that there are interpretative challenges on the application of judgement retrospectively and as such does not consider there is any probable obligations for past periods.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

On the basis of current status of individual cases and as per legal advice obtained by the Company wherever applicable, the Company is confident that no provision is required in respect of these cases at this point of time.

B. Commitments

Estimated amount of contracts remaining to be executed for capital expenditure and not provided for amounted to INR 252.48 million (Previous year: INR 297.94 million).

C. Leases

a) The Company has taken various residential, office, warehouse and shop premises under lease agreements.

b) The aggregate lease rentals payable are disclosed in Note 4d and 25.

Future minimum rentals payable under non-cancellable leases as at 31 March 2020 are as follows:

Lease Rentals	As at 31 March 2020	As at 31 March 2019
Within one year	-	71.71
After one year but not more than five years	-	8.13
More than five years	-	-

31. Financial instruments fair values classification

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments.

	Notes	Carrying value		Fair value	
		As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Financial assets					
Amortised cost					
Loans					
- Loans and Advances to related parties	(b)	15.81	5.49	15.81	5.49
- Security deposits	(b)	1,230.77	1,049.38	1,230.77	1,049.38
Financial asset not measured at fair value					
Other Financial assets	(a)				
- Interest accrued on deposits		359.36	342.25	-	-
- Insurance claim receivable		1.63	2.72	-	-
- Other receivables		118.65	96.58	-	-
Trade Receivable	(a)	632.71	663.50	-	-
Cash and Cash equivalents	(a)	152.11	585.79	-	-
Other bank balances	(a)	9,487.13	7,838.78	-	-
Total		**11,998.17**	**10,584.49**	**1,246.58**	**1,054.87**
Financial liabilities					
Amortised cost					
Trade payables	(a)	-	1,015.42	-	-
Financial liabilities not measured at fair value					
Trade payables	(a)	5,033.91	5,144.76	-	-
Other financial liabilities	(a)				
- Payable for capital goods		148.31	118.96	-	-
- Deposit from agents and franchisees		279.83	282.16	-	-
- Unpaid dividend		16.49	15.92	-	-
Total		**5,478.54**	**6,577.22**	**-**	**-**

(Amount in INR million)

a) The management has not disclosed the fair values for financial instruments because their carrying values approximate their fair value largely due to the short-term maturities of these instruments.

b) Fair valuation of non-current financial instruments has been disclosed to be same as carrying value as there is no significant difference between carrying value and fair value as the carrying value is based on effective interest rates.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:
The fair value of unquoted instruments, is estimated according to Fixed Income Market Valuation Procedure (FIMMDA) by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The valuation requires management to use unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

Valuation technique	**Significant unobservable inputs**	**Range (weighted average)**	**Sensitivity of the input to fair value**
Fixed Income Market Valuation Procedure (FIMMDA)	Credit Spread	31 March 2020: 0.5% - 1%	31 March 2020: 10% increase (decrease) in the credit spread would result in increase (decrease) in fair value by INR NIL.
		31 March 2019: 0.5% - 1%	31 March 2019: 10% increase (decrease) in the credit spread would result in increase (decrease) in fair value by INR NIL.

32. Capital Management

For the purpose of the Group capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximize the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

The Group is having nil borrowings as on 31 March 2020 (31 March 2019 INR Nil).

33. Derivative instruments and Unhedged foreign currency exposure

Derivative Instruments and Unhedged Foreign Currency Exposure, which are not intended for trading or speculation purpose.

Particulars of unhedged foreign currency exposures are as follows-

Particulars of Unhedged foreign currency exposure	**Currency**	**Amount in Foreign Currency**		**Amount in Indian Currency**	
		As at 31 March 2020	**As at 31 March 2019**	**As at 31 March 2020**	**As at 31 March 2019**
Trade payables	USD	3471141	3464964.55	263.20	239.67
	CAD	171621	-	9.18	-
Trade receivables	USD	162853	242905.53	12.24	16.80
	EURO	23588	-	1.90	-
	CHF	84071	44276	6.41	3.09

34. Details of corporate social responsibility expenditure

As per Section 135 of Companies Act, 2013, a Company needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities. A CSR Committee has been formed by the Company as per act. The CSR Committee and Board had approved the projects with specific outlay on the activities as specified in Schedule VII of the act, in pursuant of the CSR policy.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

	For the year ended 31 March 2020	For the year ended 31 March 2019
Gross amount required to be spent by the Company during the year:-	71.84	58.07
(i) Construction/ Acquisition of asset	-	-
(ii) For purpose other than (i) above	75.93	64.24
	75.93	**64.24**

35. Related party disclosures

Names of related parties and related party relationship

I. Related parties where control exists

a. Ultimate Holding company	Compass Limited
b. Immediate Holding company	BATA (BN) B.V. The Netherlands
c. Other Related Parties*	Bata India Limited Gratuity Fund Bata India Limited Pension Fund Bata India Limited Employees Statutory Providend Fund

*Refer notes 29 for information on transactions with post employment benefit plans mentioned above enterprises controlled by the Company.

II. Related parties with whom transactions have taken place

a. Key management personnel	Rajeev Gopalakrishnan – Managing Director Ram Kumar Gupta – Director Finance & CFO Sandeep Kataria - Whole time Director & CEO Uday Khanna (Chairman & Independent Director till 03.08.2019) Ashwani Windlass (Chairman & Independent Director w.e.f. 13.11.2019) Ravi Dhariwal (Independent Director) Akshay Chudasama (Independent Director) Anjali Bansal (Independent Director) Ashok Kumar Barat (Independent Director) (w.e.f. 17.12.2018)
b. Enterprises in which director is interested	Shardul Amarchand Mangaldas & Co. Delhivery Private Limited
c. Fellow Subsidiaries with whom transactions have taken place during the year and previous period	Bata Shoe (Singapore) Pte. Ltd Global Footwear Services Pte Ltd Bata Malaysia SDN. BHD. The Zimbabwe Bata Shoe Co. Bata Shoe Co. of Ceylon Ltd. Bata Nederland BV Bata Shoe Co. (Bangladesh) Ltd. International Footwear Investment B.V. Bata Brands S.A. Empresas Commercial S.A. Power Athletics Ltd. Bata (Thailand) Limited PT. Sepatu BATA Tbk.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

III. Additional related parties as per the Companies Act 2013 with whom transactions have taken place during the year:

Company Secretary	Mr. Arunito Ganguly (till 31.03.2020)

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Nature of the Transactions	Related Party		For the year ended 31 March 2020	For the year ended 31 March 2019
i. Sale of goods	Empresas Commercial S.A.		0.64	1.49
	Bata Shoe Co. (Bangladesh) Ltd		49.63	8.22
	Bata Shoe Co. of Ceylon Ltd.		21.64	16.47
	BATA (MALAYSIA) SDN BHD		2.06	-
	P.T.SEPATU BATA Tbk		1.21	-
	The Zimbabwe Bata Shoe Co.		-	1.00
		Total	**75.18**	**27.18**
ii Reimbursement of Expenses to	Bata Brands S.A.		8.66	5.14
	Bata (Thailand) Limited		3.25	-
	PT. Sepatu BATA Tbk.		0.13	-
	Bata shoe (Singapore) Pte Ltd.		1.07	0.96
		Total	**13.11**	**6.10**
iii. Reimbursement of Expenses from	International Footwear Investment B.V.		9.96	7.82
	Global Footwear Services Pte Ltd.		-	0.07
	Bata Brands S.A.		18.84	13.40
	Bata Shoe Co. (Bangladesh) Ltd		4.64	-
	PT. Sepatu BATA Tbk.		-	0.02
		Total	**33.44**	**21.31**
iv. Technical Collaboration fees	Global Footwear Services Pte Ltd.		322.62	283.96
		Total	**322.62**	**283.96**
v. Royalty	Bata Brands S.A.		98.97	15.17
		Total	**98.97**	**15.17**
vi. Service Fees	Power Athletics Ltd.		44.98	32.90
	Bata Nederland BV		10.82	2.60
		Total	**55.80**	**35.50**
vii. Legal and professional fees	Shardul Amarchand Mangaldas & Co.		0.35	1.98
		Total	**0.35**	**1.98**
viii. Freight charges	Delhivery Private Limited		27.26	9.80
		Total	**27.26**	**9.80**
ix. Dividend paid	BATA (BN) B.V. The Netherlands, Amsterdam		425.41	272.26
		Total	**425.41**	**272.26**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

x. Remuneration to Directors and other key managerial personnel *

Name of the Director/ Other Key Managerial Personnel	For the year ended 31 March 2020	For the year ended 31 March 2019
Rajeev Gopalakrishnan	52.81	48.62
Ram Kumar Gupta	28.73	23.35
Sandeep Kataria	43.41	31.97
Arunito Ganguly	2.83	2.32
Uday Khanna (Independent Director till 03.08.2019)**	3.18	3.35
Ashwani Windlass (Independent Director) (w.e.f 13.11.2019)	0.21	-
Ravi Dhariwal (Independent Director)**	2.69	2.17
Akshay Chudasama (Independent Director)**	2.45	2.02
Anjali Bansal (Independent Director)**	2.27	1.77
Ashok Kumar Barat (Independent Director) (w.e.f 17.12.2018)	1.09	0.05
Total	**139.67**	**115.62**

* As the liabilities for provident fund, gratuity and compensated absences are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the directors are not included above.

**As per the section 149(6) of the Companies Act, 2013, Independent Directors are not considered as "Key Managerial Person", however to comply with the disclosure requirements of Ind AS-24 on "Related party transactions" they have been disclosed as "Key Managerial Person".

Balances outstanding as at the end of the year:

Nature of the Balance	Related Party		As at 31 March 2020	As at 31 March 2019
i. Trade receivables	Bata Shoe Co. (Bangladesh) Ltd		-	3.57
	Bata Shoe Co. of Ceylon Ltd.		12.09	6.05
	Empresas Commercial S.A.		-	0.33
	The Zimbabwe Bata Shoe Co.		-	0.98
	Delhivery Private Limited		0.01	
		Total	**12.10**	**10.93**
ii. Trade payables - Reimbursement of Expenses to	Bata (Thailand) Limited		2.91	-
	Bata Brands S.A.		3.04	-
		Total	**5.95**	**-**
iii. Other Financial assets	Bata Shoe Co. of Ceylon Ltd.		0.15	0.13
	Bata Shoe Co. (Bangladesh) Ltd		4.64	-
	International Footwear Investment B.V.		2.71	2.41
	Bata Brands S.A.		8.31	3.07
		Total	**15.81**	**5.61**
iv. Trade payables - Technical collaboration Fees	Global Footwear Services Pte Ltd.		51.93	47.21
		Total	**51.93**	**47.21**
v. Trade payables - Royalty	Bata Brands S.A.		82.94	2.24
		Total	**82.94**	**2.24**
vi. Trade payables - Service fees	Power Athletics Ltd.		9.18	9.17
	Bata Nederland BV		6.35	2.60
		Total	**15.53**	**11.77**
vii. Trade payables - Freight	Delhivery Private Limited		-	2.02
		Total	**-**	**2.02**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

Group information

Information about subsidiaries

The consolidated financial statements of the Group includes subsidiaries listed in the table below:

Name	Principal Activities	Country of Incorporation	%ge of Equity Interest	
			As at 31 March 2020	As at 31 March 2019
Bata Properties Limited	Letting of Properties	India	100%	100%
Coastal Commercial & Exim Limited	Letting of Properties	India	100%	100%
Way Finders Brands Limited	Trading of Apparels/footwear under Brand of CAT	India	100%	100%

36. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars	As at 31 March 2020	As at 31 March 2019
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of year reported in Current Trade Payables		
Principal Amount Unpaid	**188.92**	**161.71**
Interest Due	-	-
The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year		
Payment made beyond the Appointed Date	**433.80**	**265.38**
Interest Paid beyond the Appointed Date	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of the year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

37. Mutation of names in respect of the shop premises in favour of subsidiaries- Bata Properties Limited and Coastal & Commercial Exim Limited is pending.

38. Financial risk management objectives and policies

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The primary market risk to the Company is foreign exchange risk. Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) primarily with respect to USD and EURO.

The Company uses forward contracts to mitigate foreign exchange related risk exposures. When a forward contract is entered into for the purpose of being a hedge, the Company negotiates the terms of those contracts to match the terms of the hedged exposure. The Company's exposure to unhedged foreign currency risk as at 31 March, 2020 and 31 March, 2019 has been disclosed in note 33.

(Amount in INR million)

For the year ended 31 March 2020, every 5 percentage point depreciation/appreciation in the exchange rate between the Indian rupee and U.S. dollar, would have affected the Company's profit before tax by (12.55) million/ 12.55 million respectively and Pre tax equity by (12.55) million/ 12.55 million respectively.

For the year ended 31 March 2019, every 5 percentage point depreciation/appreciation in the exchange rate between the Indian rupee and U.S. dollar, would have affected the Company's profit before tax by (11.14) million/ 11.14 million respectively and Pre tax equity by (11.14) million/ 11.14 million respectively.

B) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and deposits to landlords) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Company generally doesn't have collateral.

a) Trade receivables

Customer and vendor credit risk is managed by business through the Company's established policy, procedures and control relating to credit risk management. Credit quality of each customer is assessed and credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed for all major customers at each reporting date on an individual basis. In addition, a large number of minor receivables are grouped into homogenous group and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in note 9. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several industries and operate in largely independent markets.

b) Loans and other financial assets

With regards to all the financial assets with contractual cashflows other than trade receivables, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from which these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible. The maximum exposure to credit risk at the reporting date in each class of financial assets is disclosed in note 5, 10 and 11.

C) Liquidity risk

The Company's principal source of liquidity is cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding bank borrowings. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

As of 31 March 2020, the Company had a working capital of INR 12,025.50 Million including cash and cash equivalents of INR 152.11 Million. As of 31 March 2019, the Company had a working capital of INR 11,903.36 Million including cash and cash equivalents of INR 585.53 Million.

D) Commodity price risk

The Company is exposed to the risk of price fluctuation of raw material as well as finished goods. The Company manages its commodity price risk by maintaining adequate inventory of raw materials and finished goods considering future price movement. To counter raw material risk, the Company works with variety of leather, PVC and rubber with the objective to moderate raw material cost, enhance application flexibility and increased product functionality and also invests in product development and innovation. To counter finished goods risk, the Company deals with wide range of vendors and manages these risks through inventory management and proactive vendor development practices.

Inventory sensitivity analysis (raw material, work in progress and finished goods)

A reasonably possible change of 5% in prices of inventory at the reporting date, would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit or loss		**Equity, net of tax**	
	5% increase	5% decrease	5% increase	5% decrease
31 March 2020				
Inventory (raw material, work in progress, stock in trade and finished goods)	(267.18)	267.18	(176.49)	176.49
31 March 2019				
Inventory (raw material, work in progress, stock in trade and finished goods)	(256.72)	256.72	(169.58)	169.58

(Amount in INR million)

39. Additional information under general instructions for the preparation of consolidated financial statements of Schedule III to the Companies Act, 2013

S.No.	Name of the Entity	Net Assets, i.e. total assets minus liabilities as at				Share in profit or loss for the year ended			
		As at 31 March 2020		As at 31 March 2019		As at 31 March 2020		As at 31 March 2019	
		As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount	As % of Consolidated profit & loss	Amount	As % of Consolidated profit & loss	Amount
Parent	Bata India Limited	99.88%	18,915.71	99.98%	17,415.27	99.34%	3,267.91	100.20%	3,296.59
Subsidiaries									
1	Bata Properties Limited	0.29%	55.51	0.31%	53.33	0.09%	2.94	0.06%	2.08
2	Coastal Commercial & Exim Limited	0.01%	1.81	0.01%	1.61	0.01%	0.27	0.00%	0.09
3	Way Finders Brands Limited	-0.18%	(33.75)	0.30%	(51.78)	0.56%	18.41	-0.27%	(8.82)
Total			**18,939.28**		**17,418.43**		**3,289.53**		**3,289.94**

40. Segment Reporting

Segment information is presented in respect of the company's key operating segments. The operating segments are based on the company's management and internal reporting structure.

Operating Segments

The Company's Managing Director and CEO have been identified as the Chief Operating Decision Maker ('CODM'), since they are responsible for all major decision w.r.t. the preparation and execution of business plan, preparation of budget and other key decisions.

The Managing Director and CEO review the operating results at the Company level to make decisions about the Company's performance. Accordingly, management has identified the business as single operating segment i.e. Footwear & Accessories. Accordingly, there is only one Reportable Segment for the Company which is "Footwear and Accessories", hence no specific disclosures have been made.

a) Revenue & Trade receivables as per Geographical Markets

Particulars	Revenue		Trade Receivables	
	For the year ended 31 March 2020	For the year ended 31 March 2019	As at 31 March 2020	As at 31 March 2019
India	30,391.48	29,201.19	620.45	637.31
Outside India	169.66	109.84	12.26	26.19
Total	**30,561.14**	**29,311.03**	**632.71**	**663.50**

b) The non-current assets of the Company are located in the country of domicile i.e. India. Hence no specific disclosures have been made.

c) There are no major customer having revenue greater than 10% of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in INR million)

41. In view of the lockdown across the country due to the COVID-19, the Group suspended the operations in all the units in compliance with the lockdown instructions as issued by the Central and State governments. COVID-19 has impacted the normal business by way of interruption in Store operations, supply chain disruption, unavailability of personnel, closure/lockdown of production facilities etc. during the lockdown period. The Group has made detailed assessments of the recoverability and carrying values of its assets comprising property, plant and equipment, inventories, receivables and other current assets as at the balance sheet date and on the basis of evaluation, has concluded that no material adjustments are required in the consolidated financial statements. Given the uncertainties associated with nature, condition and duration of COVID-19, the impact assessment on the Group's financial statements will be continuously made and provided for as required.

Subsequent to year end, Group's stores have resumed partial operations as per government guidelines and directives prescribed.

42. Note 22 includes R&D expenses of INR 54.69 million (31 March 2019 INR 56.14 million) and Note 25 includes R&D expenses of INR 13.56 million (31 March 2019 INR 9.18 million).

As per our report of even date attached

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajiv Goyal
Partner
Membership no.: 094549

Place : Gurugram
Date : 25 May 2020

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-Time Director & CEO
DIN: 05183714

Ashok Kumar Barat
Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Nitin Bagaria
Company Secretary
Membership no.: ACS 20228

BRANDS

Bata COMFIT

Hush Puppies®

NATURALIZER

Bata | RED LABEL

ambassador by Bata

Bubble gummers®

power

NORTH STAR®

marie claire

THINK OUTDOORS WEINBRENNER® • SINCE 1892 •

Scholl®

Bata®

Manufacturing masks at the Batanagar factory

BATA INDIA LIMITED

(CIN: L19201WB1931PLC007261)
Corporate Office: Bata House, 418/02, M. G. Road, Sector – 17, Gurugram – 122002, Haryana
Telephone: (0124) 3990100 | Fax: (0124) 3990116/118 | E-mail: in-customer.service@bata.com

Registered Office: 27B, Camac Street, 1st Floor, Kolkata – 700016, West Bengal
Telephone: (033) 23014400 | E-mail: corporate.relations@bata.com | Website: www.bata.in

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.
