Bata

July 19, 2022

The Manager Corporate Relationship Departmen **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 Limite** Exchange Plaza, 5th Floor, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400051	The Secretary **The Calcutta Stock Excha 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 89th Annual General Meeting of Bata India Limited alongwith the Annual Report for the Financial Year ended March 31, 2022

Pursuant to Regulations 30 and 34(1)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), we hereby enclose the **Notice of the 89th Annual General Meeting** (the "AGM") of Bata India Limited (the "Company") to be held on Friday, August 12, 2022 at 2.00 P.M. IST through Video Conferencing or Other Audio Visual Means and the **Annual Report of the Company for the Financial Year ended March 31, 2022**.

The Company has engaged the services of NSDL to provide remote e-Voting facility and e-Voting facility during the AGM. **The remote e-Voting period will commence on Tuesday, August 9, 2022 (9:00 A.M. IST) and will end on Thursday, August 11, 2022 (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. Friday, August 5, 2022, may cast their votes. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, August 5, 2022 being the cut-off date**, are entitled to vote on the Resolutions set forth in the said Notice.

The said Notice which forms part of the Annual Report for the Financial Year ended March 31, 2022 is being sent only through e-mail 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/annual-reports.html

We request you to take the above information on record.

Yours faithfully,
For BATA INDIA LIMITED

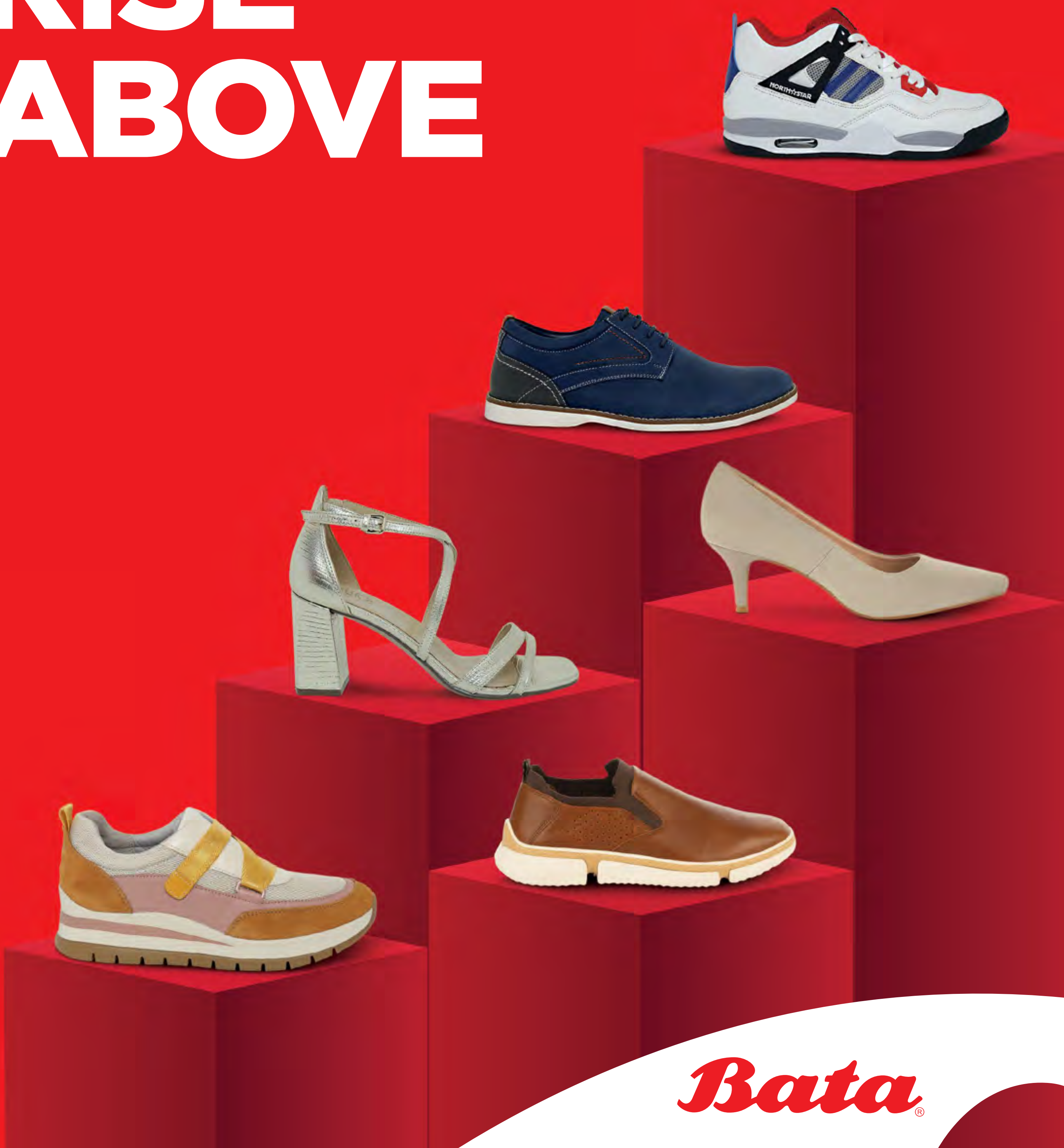
NBagaria

Nitin Bagaria
Company Secretary & Compliance Officer

ANNUAL REPORT

2021-22

RISE ABOVE



Bata India Limited

Bata

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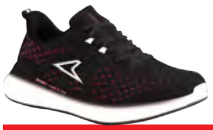

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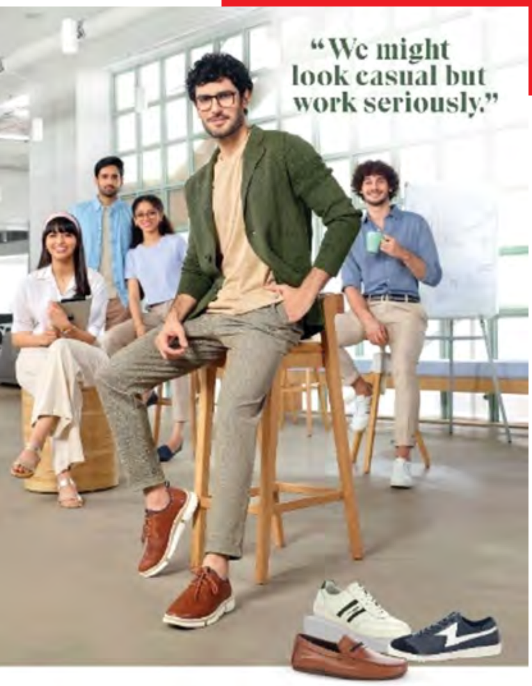
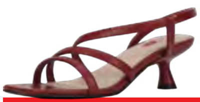
CORPORATE OVERVIEW





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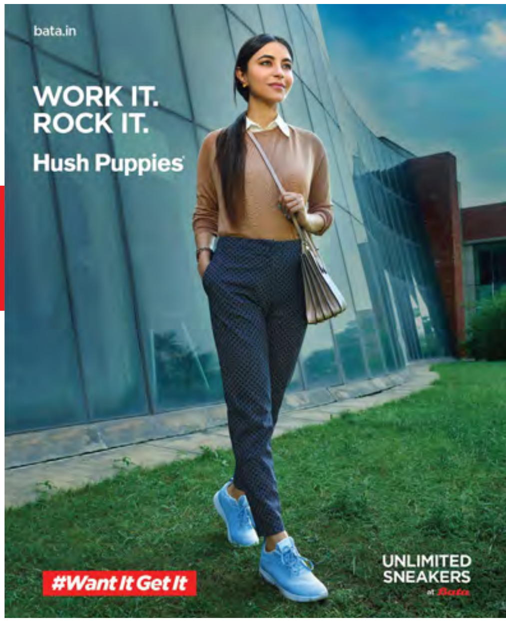
STATUTORY REPORTS



Read more at our website
https://www.bata.in/

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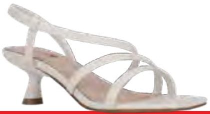
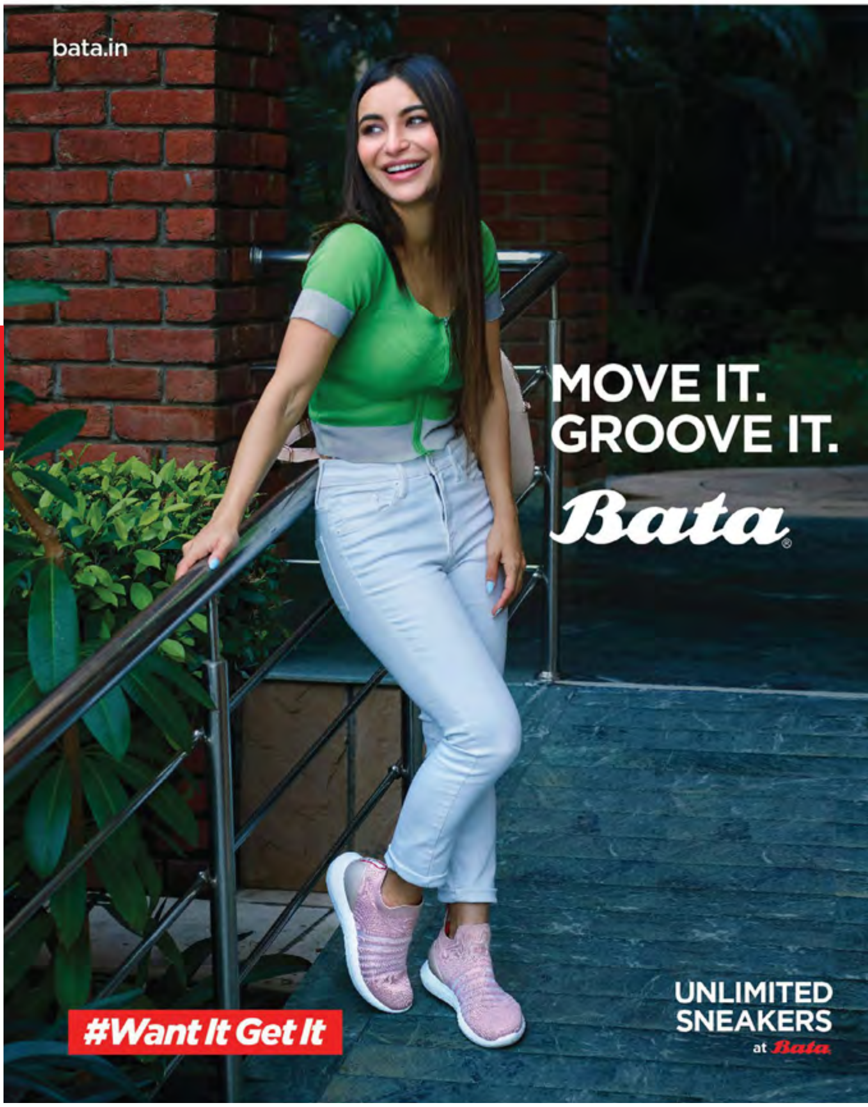


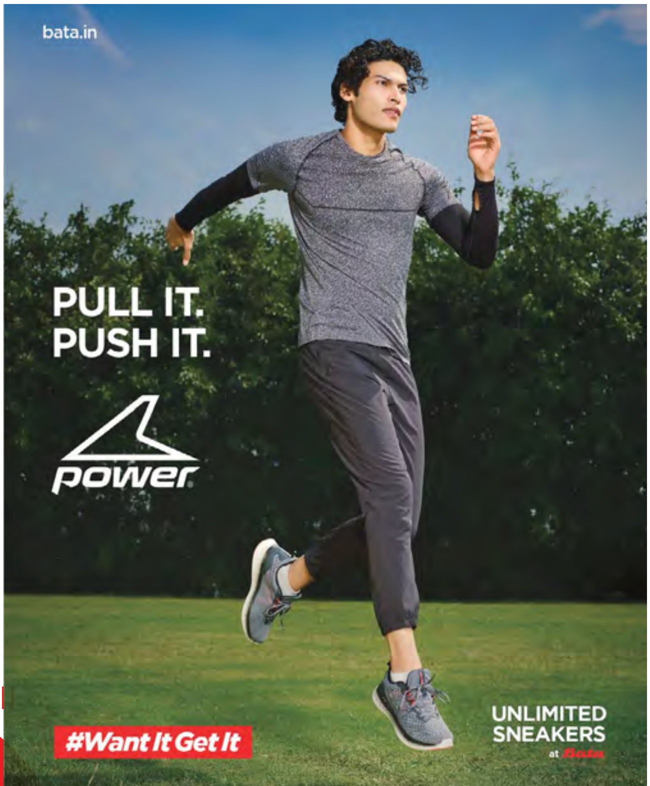
FINANCIAL STATEMENTS



Rise Above

When faced with the toughest of challenges, we harness our strengths and march to glory.

This has been the mantra of the passionate and resilient Bata Team, while driving all operations, processes and decision-making, over the past year. We have not only navigated through the uncertainties of the turbulent present but have successfully smooth-sailed towards a future-ready organization, built on the foundations of our rich Brand legacy and past learnings. Every obstacle, every challenge and every risk on our road to success was squarely mitigated, with our relentless passion and acumen, shining a light and guiding us ashore.



During the year under review, we implemented several strategic interventions that helped us bolster our position in the market and progress our popularity among the masses. Tapping into the pulse of our consumers, we were able to adequately respond to the changing patterns of consumption amid the new normal. We launched new collections, with a deeper focus on casual styles and sneakers, to address the evolving needs in a post-pandemic world, where people are craving comfort along with trendy offerings. Our ingenious marketing campaigns have helped strengthen our already solid brand recall, with the addition of brand ambassadors like Kartik Aryan and Disha Patani. This has further enriched our customer connect, especially among the youth.

To serve our customers seamlessly, without letting the pandemic-induced disruptions get in the way, we consolidated our Omni-channel operations and provided several online and at-the-door facilities, boosting sales and helping generate a healthy rebound. With consistent investments in every level of our supply chain, we became more agile and responsive, elevating our abilities to consistently strive for excellence despite the odds. We also remained diligent in carrying out our expansion plans across the country. As we keep scaling our business, we are also strengthening our foundations with the rapid adoption of digitalization across the organization to optimize costs and efficiencies.

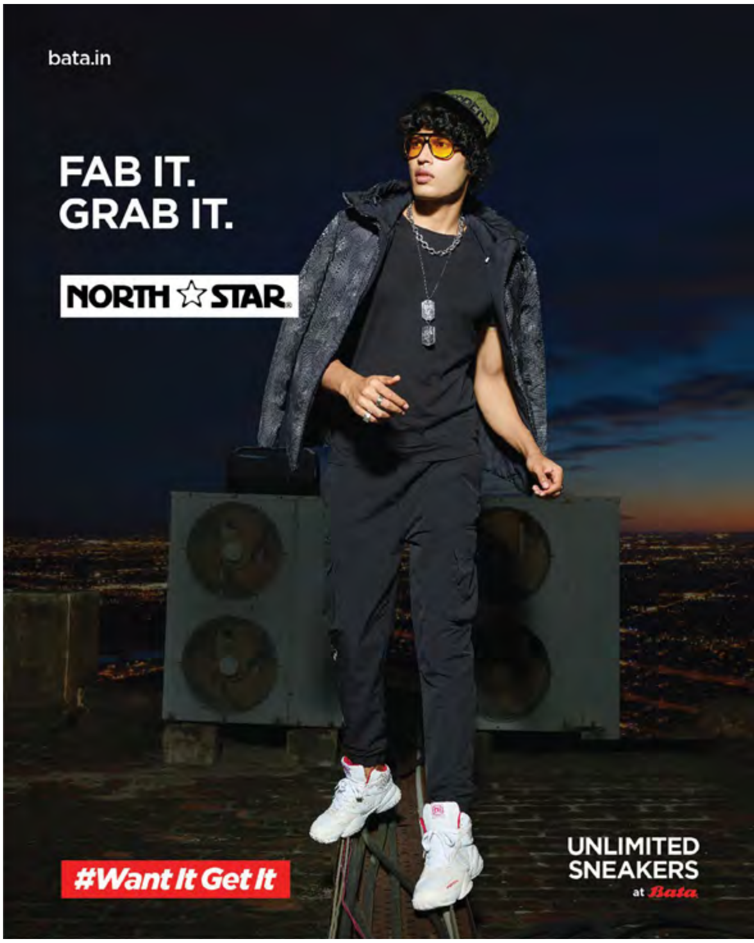
Armed with the intricate knowledge of our realities and a deep understanding of our operating landscape, we crafted appropriate strategies to propel us towards the path of continued profitability. We believe that we are prepared to brave any storm and have all the necessary elements in place to help us not only grow, but to Rise Above!

COMPANY
SNAPSHOT

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 a variety of footwear. We have a strong pan-India retail presence with 1569 stores across cities, including franchisee stores.

As a customer-centric organization, we have kept pace with customers' changing preferences throughout the years and catered to their every requirement. Today, the name Bata stands synonymous with quality, style and comfort. Owing to our mix of new products, enhanced store experience, new digital channels to shop from and rebranding through 'Surprisingly Bata' campaign, we have come to be known as a brand that is relevant and appealing to a wide audience. All this has helped in retaining a loyal customer-base and becoming India's most loved & trusted footwear brand.



Our Universe in Numbers

8,630
employees across functions and location

3.07 Mn sq.ft.
of retail space across India

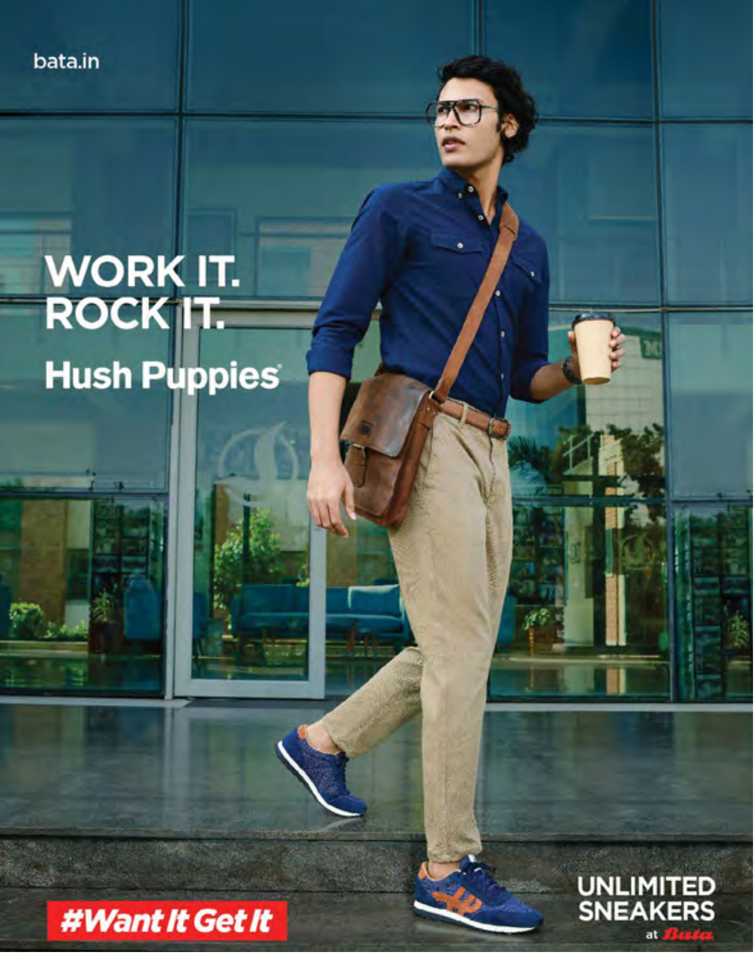
₹23,877 Mn
turnover in FY 2021-22

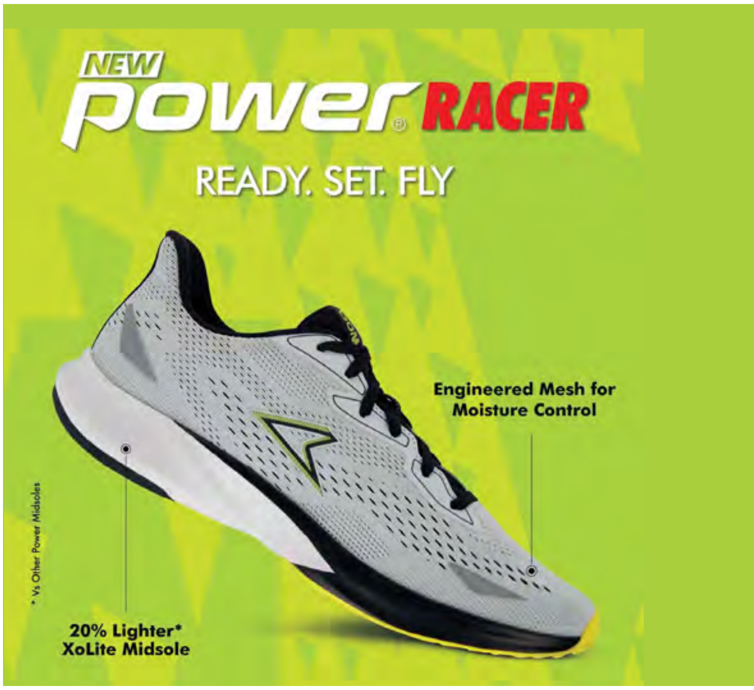
4
strategically located manufacturing units

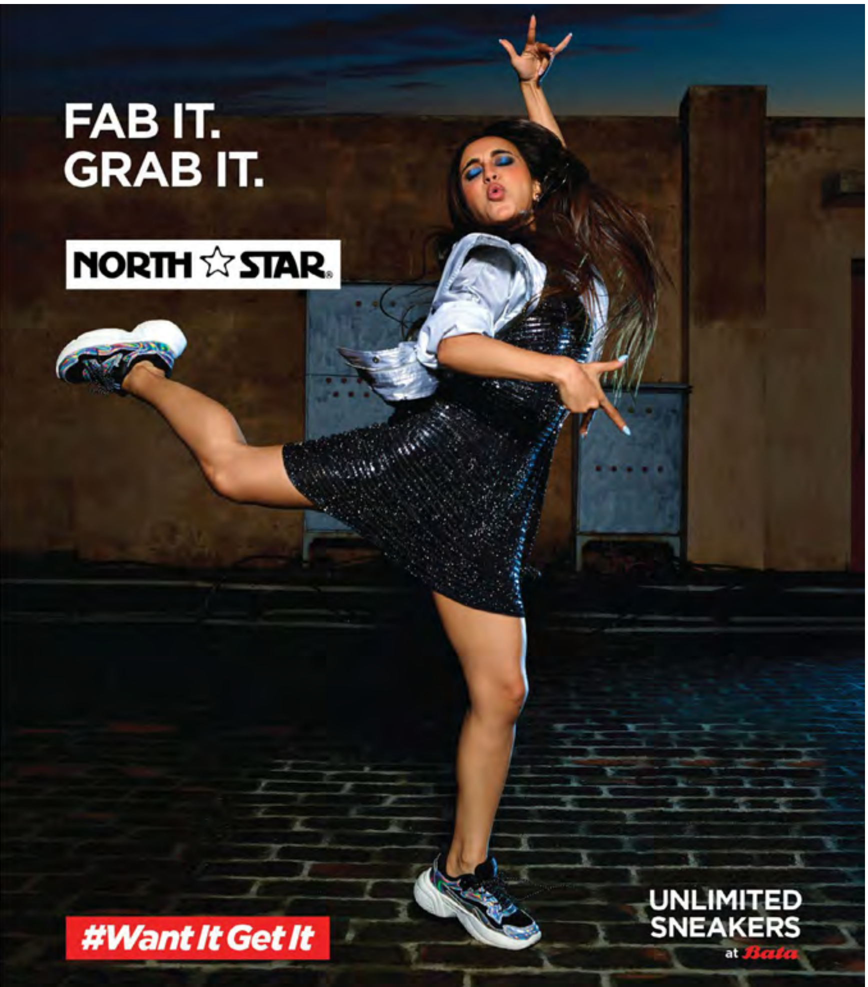
1,569
retail stores across India including franchisee stores

21 Mn
footwear pairs production capacity per annum

38.07 Mn
footwear pairs sold this year







Our Vision

- To make great shoes accessible to everyone

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 Values

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

BOARD OF DIRECTORS

Guiding Our Path Towards Unhindered Progress

Our Board of Directors are the torch bearers of all the new ways we reimagine ourselves, holding up a light to shine our paths with their extensive experience and unrelenting enthusiasm.

FRONT ROW (Left to Right)

Ms. Kanchan Chehal | Mr. Ashwani Windlass | Ms. Radha Rajappa | Ms. Vidhya Srinivasan

BACK ROW (Left to Right)

Mr. Akshay Chudasama | Mr. Ravindra Dhariwal | Mr. Ashok Barat | Mr. Gunjan Shah
Mr. Shaibal Sinha | Mr. Alberto Toni

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 has served on the Boards of Max India Limited/Max Financial Services Limited for 25+ years. He established and managed over a dozen new ventures with the 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 and Executive Chairman MGRM.

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

MR. GUNJAN SHAH

Managing Director and Chief Executive Officer

Mr. Gunjan Shah is an accomplished leader who has worked across geographies in various industries — Consumer durables, Telecom and FMCG. Mr. Shah brings a balanced leadership approach — he values bias for action, people development, clarity of thought and most of all believes in strong team collaboration.

In his last role, he was the Chief Commercial Officer at Britannia Industries. At Britannia, he led various functions — Commercial, Sales, Marketing and Supply Chain, helping Britannia deliver outstanding business results and a substantial growth and transformation agenda. He has extensive experience in leading country-wide GTMs and driving all key levers from designing the strategy, execution on ground and conversion to results. Mr. Shah's experience as Head — Britannia International where he led the complete business P&L for the International Business lines and opened new opportunities for future revenue growth, adds to his experience set.

He spent his early professional years with Asian Paints and Motorola, across sales and marketing functions. In 2007, he moved to Britannia. He holds a Bachelor of Technology (Computers) from VJTI, Mumbai and a Post Graduate Diploma in Management from Indian Institute of Management, Kolkata.

BOARD OF DIRECTORS

MS. VIDHYA SRINIVASAN
Director Finance and Chief Financial Officer

Ms. Vidhya Srinivasan is a qualified Chartered Accountant and also holds a PGBDM degree from IIM - Ahmedabad. She joined Bata India Limited as a CFO from Puma Sports India Pvt. Ltd. where she was working as the Executive Director - Finance, Legal and IT. At Puma, she was part of the management team, driving enterprise growth and new business opportunities. Her focus was on digital growth opportunities, streamlining of commercial processes and technology initiatives.

Overall, she has 24+ years of experience in Finance, Strategy, Business Planning, Legal and Commercial Functions. She has worked with reputed organizations like Aditya Birla Retail Limited and Glenmark Pharmaceuticals Limited, in various positions, during which she provided vital financial leadership and helped in aligning the business and the finance strategy to grow the top and bottom lines.

She has also served at the Global Consulting Firm – A. T. Kearney (now Kearney), as a senior consultant, in India as well as in Asia Pacific, wherein she helped global clients across multiple sectors in areas like market entry, strategy and performance improvement, strategic sourcing, process improvement and business structuring.

She believes in business partnering, digital transformation and continuous learning.

MS. KANCHAN CHEHAL
Director Human Resources and CHRO

Ms. Kanchan Chehal joined Bata India Limited as Head – Human Resources in December 2019 from Xerox India Ltd. where she was working as Executive Director – Human Resources, leading HR Operations for the Asia Pacific Region. Her career spans over 2 decades in Human Resource Management across business sectors including Technology, IT&ITES, Sourcing, FMCG, Telecom and Service industries, with 26+ years of experience in the HR domain.

Prior to Bata, at Xerox she was part of the management team as the HR Operation Leader - Asia Pacific responsible for all Xerox Entities in the Region covering Go-To-Market Operations, Global Business Shared Services centers, Delivery and Procurement organizations. Prior, she worked with GAP Sourcing as Senior Director-Human Resources, covering Southeast Asia under her remit.

In her earlier career journey, she has worked with other organizations of repute such as PepsiCo International, Bharti Airtel, InterGlobe and Usha India in various roles wherein she led Leadership Development, Careers and Succession Planning, designing and delivering HR policy frameworks, robust Talent Management, and key HR interventions.

Her expertise in conceptualizing and delivering HR strategy frameworks, Organization Design, driving reward and recognition programs and training and development span many years. She believes in strong HR Business Partnering, building careers, driving transformation projects and continuous learning.

She holds a PGDBM in Human Resources from the Indian Institute of Planning & Management, New Delhi and B.A. History (Hons) from St. Stephen's College, Delhi University.

MS. RADHA RAJAPPA

Independent Director

Ms. Radha Rajappa is an entrepreneurial business leader with 30+ years of experience in the IT industry, handling diverse roles of creating, nurturing and leading businesses from start and scaling existing businesses. She has successfully built and passionately led various businesses in Digital Transformation and IT products and services. She is an ardent believer of building and nurturing high performance teams and is excited about carving business opportunities with leading edge Digital, AI and Cloud technologies. She currently serves as the Executive Chairperson of Flutura Decision Sciences and Analytics, an Industrial AI firm. Earlier, she was leading the Digital and Services business at Microsoft India. She was a member of the India Leadership team driving the transformation for customers to the Cloud and Digital world. She has served for 16 years as a key member of the Executive Leadership team at Mindtree. She was responsible for building and leading the Global Digital Business as the Executive Vice President and established Mindtree as a significant partner for Global clients to 'Make Digital Real' for their businesses.

Ms. Radha is also a Certified Executive Coach helping professionals sharpen their innate potential to deal with change and realize their true potential. She has also served in IBM India in various capacities and in diverse roles encompassing Sales, Marketing and has been responsible for various business lines. She holds a degree in Electronics and Communications Engineering and a management degree from the Indian Institute of Management (IIM) Bangalore.

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 organizations in Europe and Latin America. He began his career as a Chartered Accountant in primary consulting firms in Italy, before moving to the FMCG Industry with Heineken, where he held positions of increasing seniority during his 18-year tenure at the company 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.

BOARD OF DIRECTORS

MR. RAVINDRA DHARIWAL
Independent Director

Mr. Ravindra Dhariwal is the co-founder and Chairman of Sagacito Technologies, a data analytics firm specialising in helping enterprises maximize 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 43 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.

MR. SHAIBAL SINHA
Non-Executive Director

Mr. Shaibal Sinha is a Bachelor of Commerce, a qualified Chartered Accountant and an alumnus of International Institute of Management Development (IMD), Lausanne, Switzerland with 34+ years of post-qualification experience in different positions in Finance, across the globe. Prior to joining Bata in 2004, he worked with Reckitt Benckiser at various levels in Finance in India and United Kingdom. He joined Bata India Limited in November 2004 as an Executive Director – Finance based in Gurgaon and worked till September 2010. He moved to Singapore in 2011 to a Bata group company as the Chief Financial Officer of Bata Emerging Markets. He then took over as a Regional Finance Director – Asia Pacific, India and Africa in October 2019 based out of Singapore.

Mr. Sinha was on the Board of Bata India Limited as Non-Executive Director from May, 2015 till August, 2019. He had resigned as he was given additional responsibility of a special assignment by Bata Shoe Organisation (BSO), globally.

MR. ASHOK BARAT
Independent Director

Mr. Ashok Barat is a Fellow Member of the Institute of Chartered Accountants of India, Fellow Member of the Institute of Company Secretaries of India, Associate Member of the Institute of Chartered Accountants of England & Wales and CPA, Australia. 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 DCB Bank Limited, Cholamandalam Investment and Finance Company Limited, Huhtamaki India Limited, Birlasoft Limited and Alembic Pharmaceuticals Limited and advises businesses and business families on governance, performance, and strategy.

Mr. Barat is a Past President of the Bombay Chamber of Commerce and Industry, Council of EU Chambers of Commerce in India and presently, Member, 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 and takes keen interest in mentoring start-ups.

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 the Entrepreneurs' Organization and Young Presidents' Organization.

Mr. Chudasama has been practicing law since 1994. He was a Partner at AZB & Partners for 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.

MANAGEMENT TEAM

Leading with Experience and Expertise

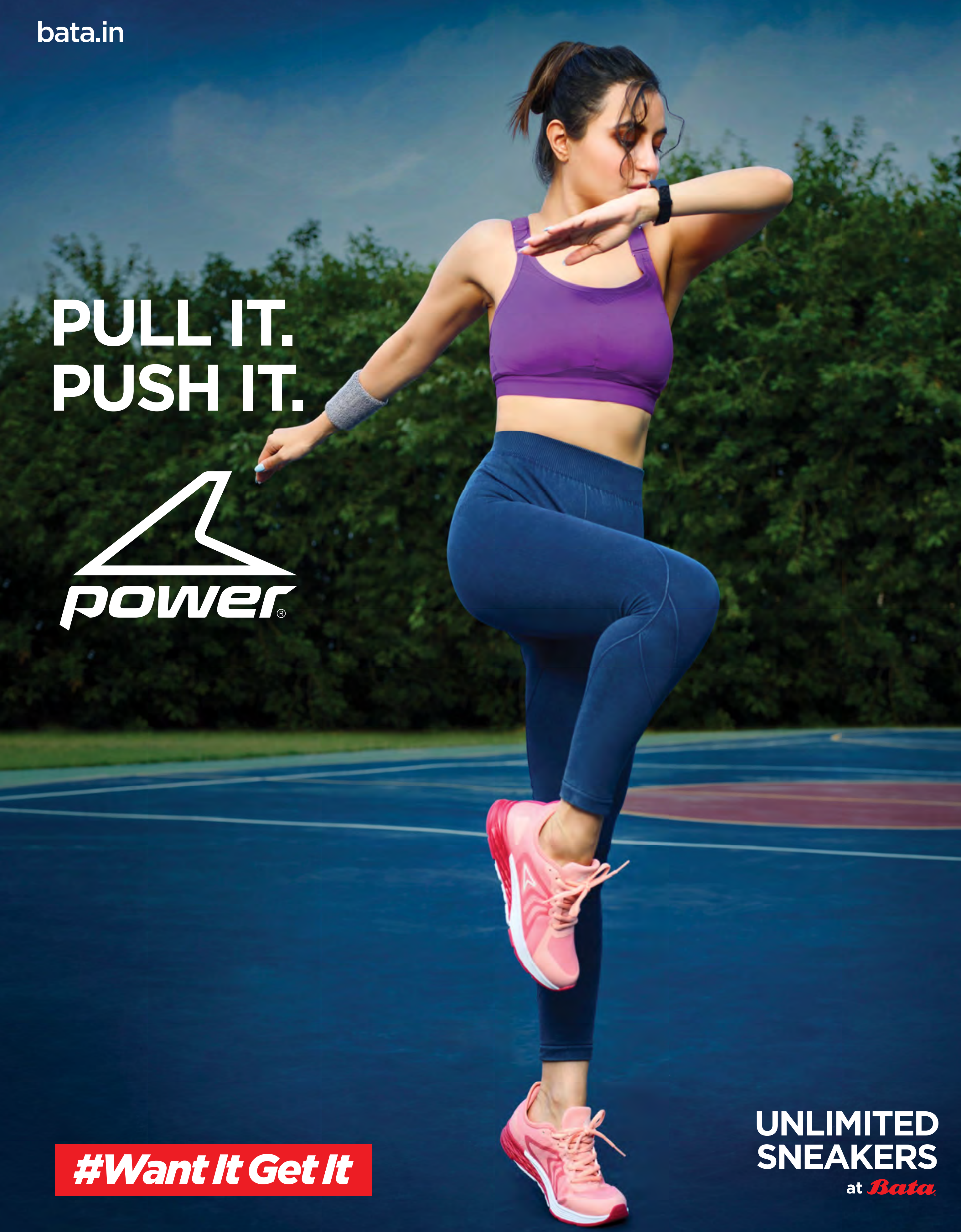
With a strong understanding of our operating landscape and a dynamic approach towards executing the Company's vision, our Management Team continues to lead the way with impeccable proficiency.

FRONT ROW (Left to Right)

Mr. Sumit Chandna, Head - Retail; **Ms. Kanchan Chehal**, Director - Human Resources and CHRO; **Mr. Gunjan Shah**, Managing Director and Chief Executive Officer; **Ms. Vidhya Srinivasan**, Director Finance and Chief Financial Officer; **Ms. Pooja Minocha**, Vice President - Human Resources (Appointee); **Mr. Anand Narang**, Vice President - Marketing & Customer Services; **Mr. Nitin Bagaria**, Company Secretary.

BACK ROW (Left to Right)

Mr. Manoj Goswani, Senior Vice President - Legal; **Mr. Sharad Thakur**, Head - Omni Channel; **Mr. Ankur Rastogi**, Head - Collection; **Mr. Hitesh Narayan Kakkar**, Vice President - Quality; **Mr. Amit Kumar Gupta**, Senior Vice President - I & D Business; **Mr. Sumit Mago**, Head - Internal Audit; **Mr. Sanjay Kanth**, Senior Vice President - Manufacturing & Sourcing.


bata.in
PULL IT.
PUSH IT.
power®
#Want It Get It
UNLIMITED
SNEAKERS
at Bata

CHAIRMAN'S MESSAGE

Standing the Test of Time

Dear Shareholders,

Hope that this communication finds you and your loved ones safe and in good health.

As we entered this fiscal year, we see the pandemic, which had impacted all and sundry and caused huge all-round chaos, is turning into more like an endemic. We express our gratitude to our government for its humongous efforts towards successfully carrying out the world's largest vaccination drive. We do sincerely hope for this transition to be more manageable, resulting in a return to normalcy in our personal and professional lives.

Bata Shoe Organisation (BSO), the founder and parent entity, has always been guided by a strong set of beliefs in its journey of over 125 years. As a Group, we have always kept pace with the changing times, calibrating and consolidating as we moved forward. What has remained unchanged is its inherent resilience and ability to emerge stronger, out of such turbulent times.

The unprecedented COVID-19 pandemic has had wide-ranging ramifications, upsetting and displacing the consumer. We, at Bata India, have been quick to adapt, re-calibrate and re-orient our resources, which has not only ensured business continuity, but has also paved the way for a quick revival of the business to pre-pandemic levels. The challenges notwithstanding, our employees and management stood undeterred, trying to learn the new emerging reality of consumer needs.

The pandemic brought health and wellness at the forefront for consumers, as the formal shoe market was reshaped by the adoption of remote working by India Inc. and digital emerged as the new way to go. Through the troughs and peaks of the multiple waves of infections, the recovery of sentiment was intermittent. Responding to these changing market behaviours, we reworked our business case, through the key pillars of market penetration by larger network of franchisees, focus on digital channels and multi brand outlets (MBOs) and product expansion through casual footwear and sneakers. This has resulted in higher footfalls across our retail network, supported by brand positioning and marketing investments.

Campaigns such as 'Relaxed Work Wear', 'Unlimited Sneakers at Bata', '24x7 Casual Collection' and 'Neo Casual Collection for Neo Leaders' were launched to attract the relevant target segments. We have increased our presence on e-commerce marketplaces as well as our own portal. We have also invested in technologies to increase customer delight on our website and to provide the complete Bata product catalogue to online shoppers. All orders received on our website are now largely shipped through our stores.

This strategy has enabled Bata India to record a swift recovery of its business as well as to seek growth. It also helped us register significant growth in sales and profitability despite intermittent interference due to the second and third wave of the pandemic.

2 Lakhs+

pairs of footwear donated under our global shoe donation drive of 1 Million pairs worldwide.

We have also undertaken steps to improve our financial strategy and related parameters. A stricter discipline is being enforced on non-performing and underperforming assets. Further, taking into account our current and future liquidity position, we undertook proactive steps to distribute the surplus and low-yielding cash balance available with the Company, through a one-time special dividend of 1090%, including an 80% normal dividend.

We also strengthened our executive leadership team. Mr. Gunjan Shah was appointed as the Managing Director and CEO, with Ms. Vidhya Srinivasan and Ms. Kanchan Chehal being elevated to the Board. This helped a smooth succession from Mr. Sandeep Kataria, who was elevated as the Global CEO of Bata Brands. Mr. Kataria's elevation will help Bata India to better leverage the strengths of BSO and derive greater synergies and strategic inputs. Under the astute stewardship of the current management, supported by our employees, we are excited to be standing at the threshold of a period of great opportunity and growth.

As a responsible organization, we remain committed to the society and the nation. We donated hygiene kits, masks and face shields to front-line workers, along with 2 Lakhs+ pairs of footwear under our global shoe donation drive of 1 Million pairs worldwide.

We are happy that we could align with the National Target of Covid vaccinations and 100% of our eligible staff is fully vaccinated. We continue to work towards creating a culture of Diversity & Inclusion by attracting a diverse talent pool across functions.

While the near-term macro outlook is challenging with fears of global recession, coupled with rising raw material prices and supply chain costs, the management at Bata India is taking the right steps to navigate through these uncertain times and that gives us the confidence to Rise Above!

We believe that sales and profitability will continue to gain momentum and depict impact quarter on quarter, with the efforts of our dedicated staff, strong leadership and the unflinching support of all our stakeholders.

I would like to thank Bata (BN) B.V. and BSO for their continued guidance and support. My sincere gratitude towards our employees, the entire management as well as our business associates and vendors, for actively contributing in making Bata, India's favourite footwear brand!

Warm regards,

Ashwani Windlass

"We believe that sales and profitability will continue to gain momentum and depict impact quarter on quarter, with the efforts of our dedicated staff, strong leadership and the unflinching support of all our stakeholders."

MANAGING DIRECTOR'S
COMMUNIQUÉ

Beating Odds to Rise Above!

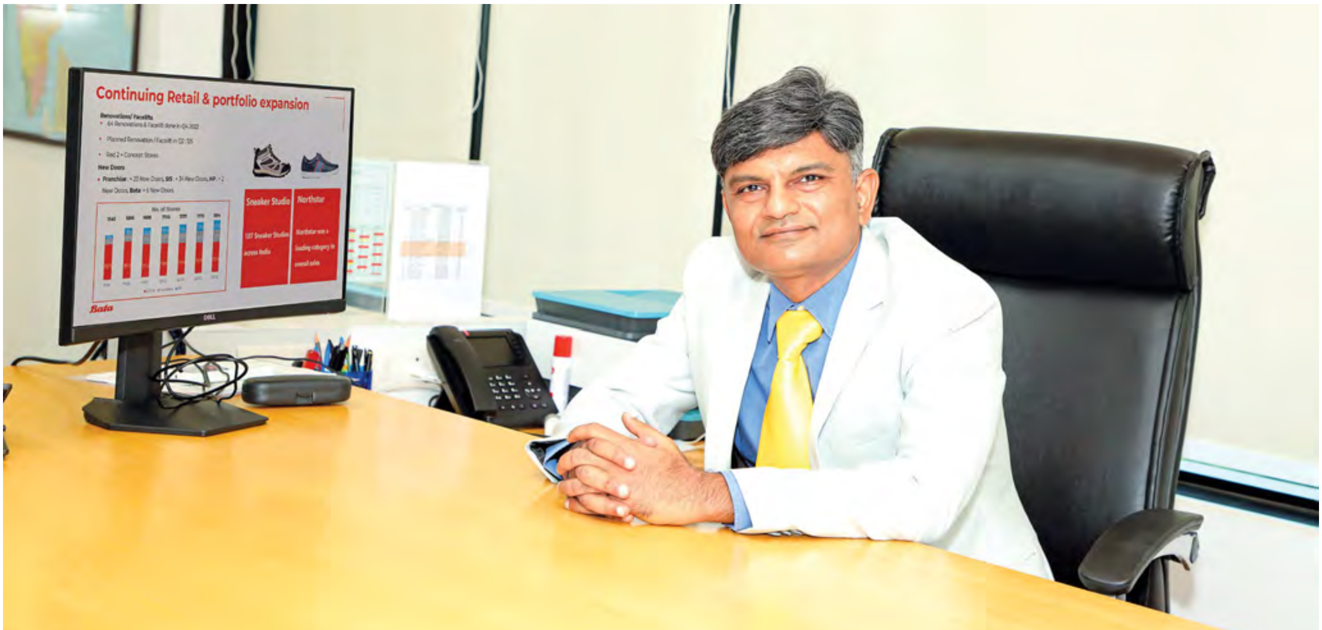
Dear Shareholders,

As we waded through one of the most unforeseen and disruptive pandemics in recent history, setting our eyes on the new and emergent has been of utmost necessity, to build conviction and remain resilient. The last two years have tested everyone's mettle in myriad ways, but through it all, we have managed to stand up to the challenges, with a globally coordinated and collective approach. The large-scale vaccination drives across the world, government policies aimed at reviving economic activity and consistent investments from business entities to aid in the endeavor has truly come together to spark life back into global markets and consumer sentiments. And it goes without saying, that our frontline team members have continued to play a key role in this journey through their tireless efforts.

We at Bata India Limited have also stood strong and remained committed to our aspirations of scaling newer heights, despite the odds. Our steadfast nature and deep market understanding has helped us to not only navigate the uncertainties presented by the pandemic but have made it possible for us to rise above them. It is truly a testament to our longstanding legacy as well as the potency of our effective strategies.

Remarkable Performance Across Segments

After experiencing several pandemic-induced disruptions since March 2020, the last financial year began with the hope of strong recovery. These sentiments were quickly dampened with the intermittent resurgence of infections throughout the year in different degrees, along with other global issues like heightened geopolitical tensions, supply chain challenges as well as inflation and the rising prices of commodities which complicated the economic revival. However, Bata India stood strong, remained resilient and continued to courageously step forward and beat the odds.



We recorded a significant rebound in business, especially in the last two quarters owing to the gradual return to normalcy in market activities. Pent-up customer demands increased footfall and successfully generated sales at par with pre-COVID levels, in our various business segments. Our e-commerce business was a major driver in propelling sales, the year seeing significant growth ahead of pre-pandemic levels.

We focused on several key thrust levers to amplify ambitions and drive success — Driving Portfolio Evolution, Accelerating Expansion via Franchise and Distribution, Marketing Investments, Exploding Digital Footprint, Agile and Efficient Supply Chain and Staying nimble on costs. These are powered by Talent, Process, and Technology investments at the core, along with our commitment to be a responsible business.

Driving Portfolio Evolution

With the rapid adoption of a hybrid working model across India Inc., consumer preferences took a sharp turn towards comfortable casual and sports footwear, to meet out-of-home work as well as everyday needs. We quickly capitalized on this noticeable shift and engaged in a swift portfolio expansion catering to these changing dynamics. Addressing the growing preference for sneakers among consumers especially Gen Zs and Millennials, we strengthened our sneaker proposition with the launch of the new 'Sneaker Studios' across 100+ Bata and Franchise stores, displaying ~300 styles from nine brands, both in stores and on our website. This resulted in Sneakers leading the sales in the latter part of the fiscal, with brands such as 'Power' and 'North Star' driving sales in this category. We also launched 'Floatz' – a casual, washable and comfortable footwear, which received encouraging response.

For the Non-retail Business segments, we have retained our focus on select categories and captured the shift towards casualisation, resulting in the improvement of the overall health of our business in the last three quarters, despite the pandemic.

Hush Puppies

Adapting to changing consumer trends, Hush Puppies strengthened its focus on casual shoes, registering increased contribution to sales from this category. We introduced a vast collection of casual shoes comprising a mélange of vibrant colors.

In a first ever, we launched a campaign for Hush Puppies — 'Neo Casuals for Neo Leaders' — promoting its new smart casual and semi casual range of footwear.

100+

Bata and Franchise stores, displaying ~300 styles from nine brands of Sneaker Studios, both in stores and on our website.

Accelerating Expansion via Franchise and Distribution

Upholding our vision of widening our already vast reach, we expanded our physical footprint, both through the Franchise stores as well as Multi Brand Outlets (MBOs).

In the Retail Business segment, we continued with our expansion projects into Tier 3 to 5 cities via the franchisee model. This year, we opened 75 net new franchise stores, taking the total number to 300+ franchise stores, covering 250+ towns throughout the country. We have also made deeper forays into Departmental Stores like Shoppers Stop, Lifestyle, etc.,

> "Our steadfast nature and deep market understanding has helped us to not only navigate the uncertainties presented by the pandemic but have made it possible for us to rise above them."

MANAGING DIRECTOR'S COMMUNIQUÉ

with 'Shop in Shops' (SIS). We have witnessed remarkable success through our 230+ SIS.

Our Non-retail Business division consists of Multi-Brand Outlets, Key Accounts, Industrial and Institutional business divisions, along with exports. We undertook aggressive expansions in this division, leading to the availability of Bata in 30,000 MBOs across 1000+ towns. We also have the distinct privilege of ~550 enterprises providing Bata shoes to their Employees/Customers through our B2B Division.

Our Distribution and B2B Business continued to exhibit promising growth in the form of repeat orders and new customers. On the digital front, our B2B business has remained steady.

Marketing Investments

Throughout the year, we continued the upshift in marketing investments with a host of new campaigns to raise awareness about our new collections.

Catering to the emerging trends of 'Casualisation' and 'Sneakerisation' with the resumption of work post-pandemic, we launched the campaign 'Relaxed Work Wear' showcasing a comfortable line of business casual styles, featuring our new celebrity ambassador, Mr. Kartik Aaryan. Supplementing the introduction of the Sneaker Studios to bring our huge collection of sneakers under one roof, we launched a vibrant and groovy campaign, 'Unlimited Sneakers at Bata'. As the pandemic became less severe towards the end of the year, we rolled out our festive season campaign 'Step Ahead', encouraging people to move out and enjoy the festivities.

> "With the power of technology at the forefront, we strengthened our digital and Omni-channel positioning to keep serving customers uninterrupted."

Our latest campaign 'IT'S GOT TO BE BATA' promotes our multifunctional and versatile footwear in the 24x7 Casual Collection, merging the attributes of both active and leisurewear. Featuring Bata's new brand ambassador Ms. Disha Patani, the campaign aims to attract younger, more fashion-driven audiences, with a special focus on urban women.

Exploding Digital Footprint

Riding high on the e-commerce boom triggered during the pandemic, we continued to chart a steady growth in our omni-channel business during the year under review. Our Marketplace business on online platforms like Amazon, Flipkart, Myntra, Tata Cliq etc., saw significant growth as well.

Our website Bata.in now runs on Salesforce platform. Equipped with an enhanced UI/UX, our website consistently delivers customer delight throughout the purchase journey. Through the Endless Aisle our retail store inventory is connected to our online website, providing a view of the complete Bata product catalogue to our online shoppers.

We continued to further improve customer experience with the adoption of multiple tech initiatives at the store level, including Contact-less payments, Find a Pair, Find my size, QR code scanning, Bata Loyalty Program, store updates on Google, etc.

Agile and Efficient Supply Chain

As the world continued to grapple with the wide scale supply chain disruptions, we were quick to adapt to the evolving dynamics and adopted future-ready processes that infused agility and efficiency into our operations.

With the power of technology at the forefront, we strengthened our digital and Omni-channel positioning to keep serving customers uninterrupted. We now offer home delivery from all Company-operated stores, contributing to an increased pan India footprint. This was further facilitated by the local sourcing that propelled our quick market to doorstep proposition. We shipped 100% of the orders received from Bata.in through our stores.

Tech integrations like Return and Exchange Functionality improved the customer experience on our website, leading to an improvement of consumer experience. We also revamped our entire Client Relationship Management Platform reducing bounce rate of customers and further reinvigorated customer loyalty. This was manifested through the provision of our store staff placing orders on behalf of our customers, in the event that an article of their choice was unavailable in the stores. This led to the retention of customers who would have otherwise walked out. This service contributed to ~5% of Retail stores revenue, successfully selling 1 Million+ pairs of footwear.

Staying Nimble on Costs

Throughout the year, we engaged in the optimization of our retail network and undertook cost-savings initiatives in the areas of rentals, operations and manufacturing, driving up efficiencies across the value chain. These cost optimization methods bore fruit and were reflected in our strong rebound in the latter half of the year.

Our investments in I.T., modernization and upgradation of our operations and warehouse management systems have contributed to a streamlined workflow and reduced financial overheads.

Talent, Process, and Technology

To realize our ambitions through our strategic interventions, it was of utmost priority to engage in several internal mechanisms, thereby creating a future-ready organization. This was achieved by upskilling our talent, refining our processes and adopting cutting-edge technologies to lead the way.

We developed problem solving and team developer competencies within our retail network. We have partnered with a specialist sales and operations organization to provide holistic, multidimensional, technology-driven and future retail ready competency-based sales and operation trainings to our District Managers and above population. Through a Train-the-Trainer approach, we created a system that subsequently cascades these training programs to our field workforce with ease.

~550

enterprises providing Bata shoes to their Employees/Customers through our B2B Division

NPS as feedback was relaunched for all online and offline channels that Bata services. This involved re-defining consumer journeys and identifying improvement areas. Multiple initiatives were rolled out – improved social media engagements and quicker complaint resolution, mapping multiple integration to automate Customer Service operations, implementation of refund automation solutions, improving order failure issues and on-boarding new ORM tool with better tech solutions.

Diversity and Inclusion

We are always working to amplify our Diversity and Inclusion agenda across the organization. To realize our vision of having a more diverse workforce, we have been working rigorously towards hiring a diverse talent pool. We have made conscious efforts through various collaborations with organizations for hiring diverse talent across various levels in our organization, throughout all functions and regions.

We adopted stringent protocols to maintain quality and efficiency in our processes, despite the COVID-induced stop-start way of life and business. Drawing heavily from our ethos and values, our teams on ground displayed tremendous agility, ingenuity, grit, and resilience, helping us chart out the road for normalization in these trying times. Our store teams worked relentlessly to ensure that all Bata stores were following the necessary safety protocols and local guidelines, while having minimal impact on our store operations.

Upholding the Ethos of a Responsible Business

We are always cognizant of our responsibility to contribute towards building a better society. We have always strived to live up to our social commitments to uplift the communities in and around our operations.

“Drawing heavily from our ethos and values, our teams on ground displayed tremendous agility, ingenuity, grit, and resilience, helping us chart out the road for normalization in these trying times.”

MANAGING DIRECTOR'S COMMUNIQUÉ

> We are also committed to embedding sustainability into all our operations to contribute towards a healthier planet. Under sustainable initiatives, we implemented the 3R initiative program – Reduce, Reuse and Recycle.

Our community interventions are aligned with the global Sustainable Development Goals (SDGs), with a primary focus on good health and well-being, quality education, reducing inequalities and leveraging partnerships for long-term success.

Bata Children's Program – Under our Global Bata Children's Program (BCP), we tackled the growing digital divide caused by the pandemic that led to the deterioration of the quality of education for underserved children. Reaching out to 4,000+ children, your Company helped several schools adopt a hybrid model to help with the children's seamless education while addressing their basic needs, along with ensuring their mental and physical well-being.

Covid-19 outreach – We extended our support to the overburdened medical facilities and government departments with 30,000+ Covid Care Kits, Oxygen Concentrators, Masks, PPE Kits, etc. We also conducted sensitization drives on Covid appropriate behavior for school readiness and supported 100 out-of-school children with nutritious meals. We also collaborated with the Government Medical Dept of Gurugram, supporting them with a 20 bedded temporary Covid Care Center.

Girl Child Support – We supported 500 girls by helping them continue their education, through the distribution of Tablets, Education kits and involving them in extracurricular activities.

Bata Heroes – Our employees have always participated in all our CSR initiatives, championing the causes with their utmost dedication. From conducting donation drives, interacting with children under the Bata Children's Program to volunteering for audio book recordings with children with disabilities, our employees have proactively engaged in several social causes throughout the year.

We are also committed to embedding sustainability into all our operations to contribute towards a healthier planet. Under sustainable initiatives, we implemented the 3R initiative program – Reduce, Reuse and Recycle.

With this, I would like to express my gratitude and appreciation to all our stakeholders across the value chain, for their continued support.

With warm regards,

Gunjan Shah

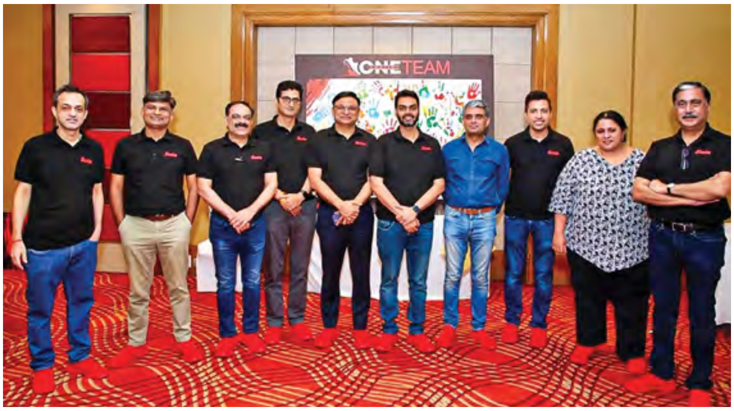
MD & CEO

Bata India Limited

EMPLOYEE
ENGAGEMENT

Building One Amazing Team

We always put our best foot forward to enrich our people culture by continually strengthening our engagement initiatives. The One Amazing Team Meet up is one such endeavor to elevate our organization to newer heights.

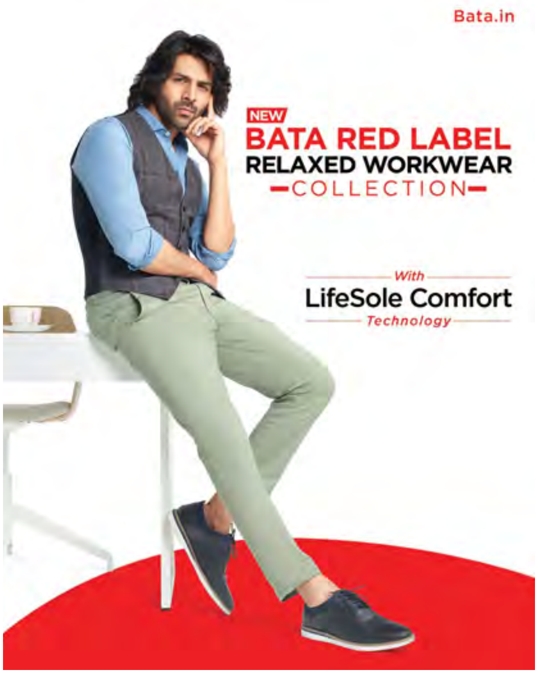


We came together as Bata Team for our ‘One Amazing Team’ Meet, immersing ourselves in a weeklong workshop channeling the spirit of teamwork. Our MD & CEO Mr. Gunjan Shah was present at this wonderful exchange of ideas and aspirations, along with other Bata India leadership and cross functional teams from Collection to Merchandising to Marketing to Supply Chain among others. Reiterating on our ‘One Team’ agenda of a cohesive strategy for our vision as well as product strategies for 2022, we engaged in activities ranging from team-uniforms, team-building exercises, and canvas handstamps with the pledge of One Team, all charged by RED Power N-walk shoes Ramp Walk. Interactive sessions and insightful engagements with leadership of various levels, including the Board, truly helped instill the idea of ‘One Team’ more passionately into everyone’s minds.

Our MD & CEO Mr. Gunjan Shah was present at this wonderful exchange of ideas and aspirations, along with other Bata India leadership and cross functional teams from Collection to Merchandising to Marketing to Supply Chain among others.

COLLECTIONS AND CAMPAIGNS

In Step with Evolving Trends



Relaxed Workwear

Campaign Features

- Highlights the resumption of office after a long stint of work-from-home in post-pandemic world
- Promotes footwear that provides home-like comfort at work
- Features Kartik Aryan for youth connect

Collection Features

- Designed to address the shift back towards physical office
- Crafted keeping in mind the absence of comfort that people got at home
- Unisex range offering formal yet stylish look, with the comfort of casual intact

It's Got to be Bata

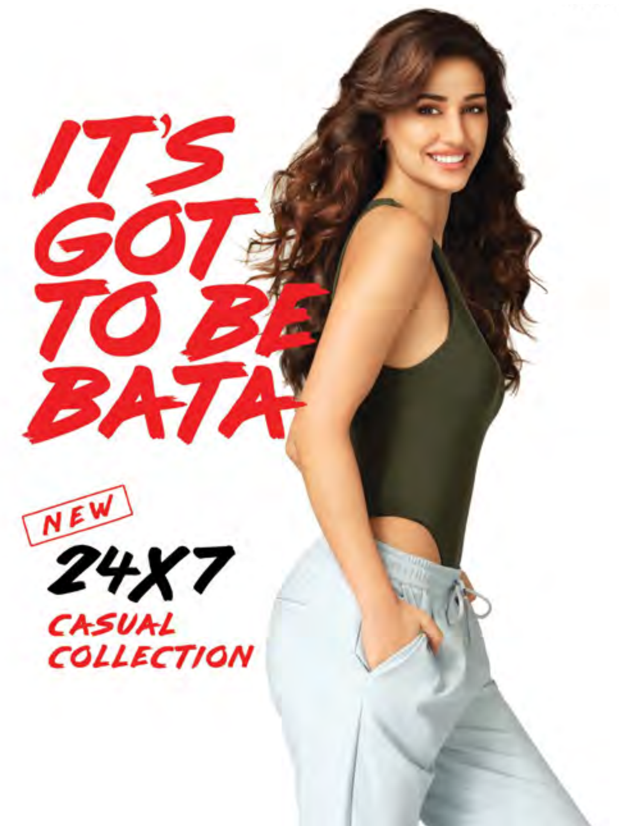
For 24x7 Casual Collection

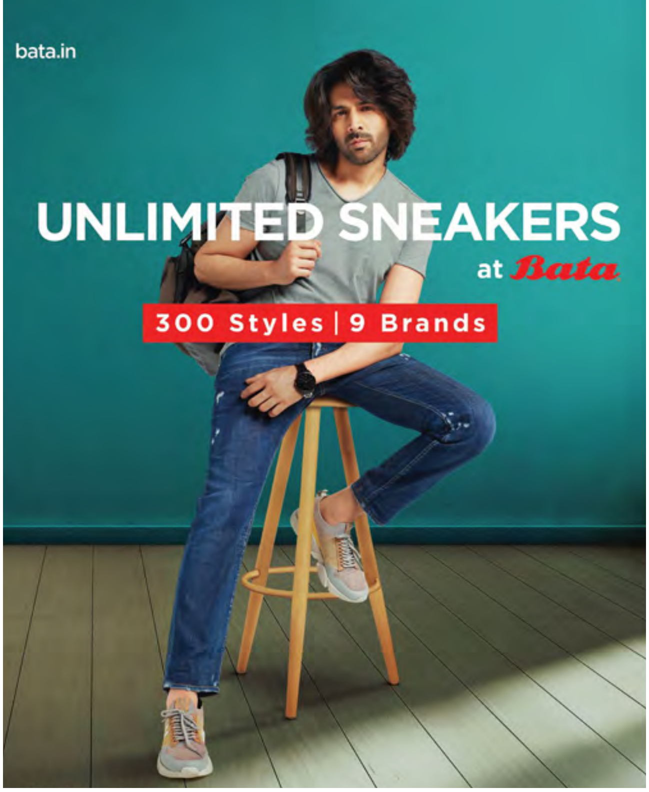
Campaign Features

- Targeted towards younger audiences, especially women
- Highlights the various roles women play throughout the day and how Bata is a companion in their journey
- Featuring new brand ambassador Disha Patani to appeal to target audience

Collection Features

- Features footwear from key brands – Bata, Bata Red Label, Bata Comfit and Naturalizer brands
- Artisanal styled heels, wedges and trendy sneakers in different colors and styles
- Can be matched with any occasion, anytime, anywhere





Unlimited Sneakers at Bata

Campaign Features

- Targeted towards today's youth, keeping with their preferences
- Captures the shift towards casualisation by promoting sneakers for all occasions
- Provides a sense of 'endless choices' offered in Sneakers by Bata

Collection Features

- 300+ sneaker styles from 9 brands
- Offers a wide selection from brands like Bata, Bata Red Label, Bata 3D, Power, North Star, Weinbrenner, Bata Comfit, Hush Puppies and Naturalizer

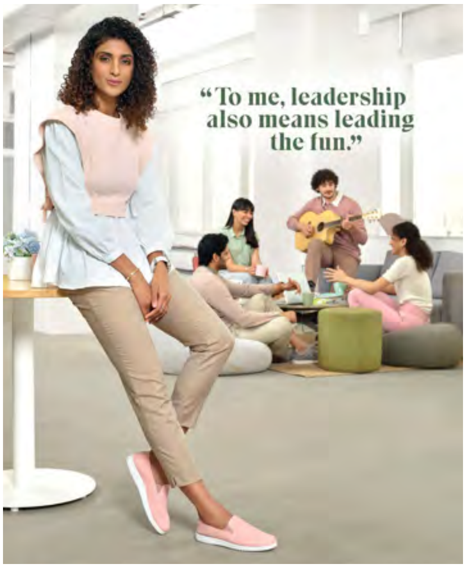
Neo Casuals for Neo Leaders

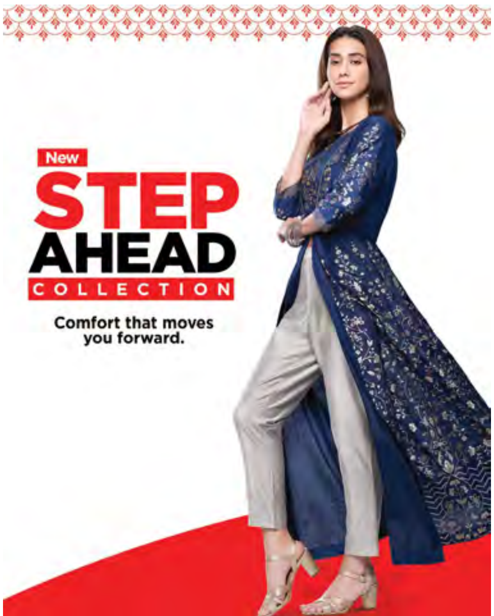
Campaign Features

- A first-ever campaign for Hush Puppies
- Targets younger working professionals who like to switch from work mode to party mode effortlessly

Collection Features

- Offers smart casual and semi casual range of footwear
- Can be easily worn anywhere, from boardroom to a party
- Showcases new emerging dressing trends for neo age leaders





Step Ahead Campaign

Campaign Features

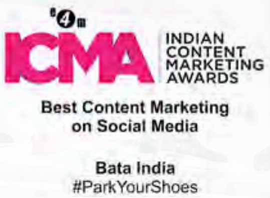
- Targeted towards capturing mood of the festive season
- Encouraged people to step out in style and enjoy as COVID-related restrictions relaxed

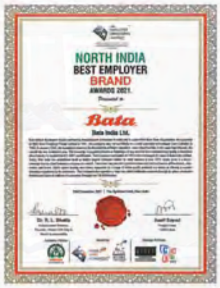
Collection Features

- Artisanal styled heels, wedges and trendy sneakers in different colors and styles
- Can be matched with any occasion, anytime, anywhere

AWARDS AND
ACCOLADES

Recognition for Our Contributions





- Best Content Marketing on Social Media for #ParkYourShoes Campaign by e4M Indian Content Marketing Awards
- Best Content Marketing to Build Awareness for #Sneakerfest Campaign by e4M Indian Content Marketing Awards
- Most Effective Retail Commerce Campaign for Bata End of Season Sale by e4M Mobile Awards, Maddies
- Won Bronze in Digital Advertising Award for Best Online Interactive Marketing at the 12th India Digital Advertising Awards by IAMAI
- Best Contactless Service Experience for Bata Chat Shop at The Customer Fest Leadership Awards 2021 by Zendesk
- Awarded Most Trusted Brand 2021 by Readers Digest
- Won Champion of Champions – Loyalty Program of the Year for Bata Club at The Customer Fest Leadership Awards 2022 by Zendesk
- IPRCCA Gold for Best Influencer Marketing Campaign
- Winner Award (under Large Industry Category) under the ZED stream, in the CII National ZED Competition 2021 across industry, for the Zero Defect Zero Effect to manufacturing products & eco-friendly process
- CII Award – 'HR Best Practices in Business Partnering', awarded first prize (our 2nd GOLD trophy consequently in 2 years)
- North India's Best Employer Brand in 2021 - Bata was recognized for its HR strategy linked to business, agile People policies, Talent Management practices and cultivating competencies for the future to enable building the organization to be future-ready

BATA INDIA LIMITED

CORPORATE INFORMATION
(AS ON MAY 25, 2022)

BOARD OF DIRECTORS

Mr. Ashwani Windlass	Chairman and Independent Director
Mr. Akshay Chudasama	Independent Director
Mr. Ashok Kumar Barat	Independent Director
Ms. Radha Rajappa	Independent Director
Mr. Ravindra Dhariwal	Independent Director
Mr. Alberto Toni	Non-Executive Director
Mr. Shaibal Sinha	Non-Executive Director
Mr. Gunjan Shah	Managing Director and Chief Executive Officer
Ms. Vidhya Srinivasan	Director (Finance) and Chief Financial Officer
Ms. Kanchan Chehal	Director (Human Resources) and CHRO

AUDIT COMMITTEE

Mr. Ashok Kumar Barat	Chairman
Mr. Alberto Toni	Member
Mr. Ravindra Dhariwal	Member
Ms. Radha Rajappa	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Ravindra Dhariwal	Chairman
Mr. Akshay Chudasama	Member
Mr. Alberto Toni	Member
Mr. Ashok Kumar Barat	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Alberto Toni	Chairman
Mr. Akshay Chudasama	Member
Mr. Ravindra Dhariwal	Member
Mr. Gunjan Shah	Member
Ms. Vidhya Srinivasan	Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Ashwani Windlass	Chairman
Ms. Kanchan Chehal	Member
Mr. Gunjan Shah	Member

RISK & COMPLIANCE MANAGEMENT COMMITTEE

Mr. Akshay Chudasama	Chairman
Mr. Ashok Kumar Barat	Member
Ms. Radha Rajappa	Member
Mr. Gunjan Shah	Member
Mr. Shaibal Sinha	Member
Ms. Vidhya Srinivasan	Member
Mr. Manoj Goswani	(SVP- Legal) - Member
Mr. Sanjay Kanth	(SVP- Manufacturing & Sourcing) - Member
Mr. Sumit Mago	(Head - Internal Audit) - Member

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Nitin Bagaria

EXECUTIVE COMMITTEE

Mr. Gunjan Shah
Ms. Vidhya Srinivasan
Ms. Kanchan Chehal
Mr. Sumit Chandna
Mr. Sanjay Kanth
Mr. Manoj Goswani
Mr. Anand Narang
Mr. Ankur Rastogi
Mr. Hitesh Narayan Kakkar
Mr. Amit Kumar Gupta
Mr. Sharad Thakur
Mr. Sumit Mago

CHIEF INTERNAL AUDITOR

Mr. Sumit Mago

REGISTERED OFFICE

27B, Camac Street, 1^{st} Floor,
Kolkata - 700016, West Bengal
Telephone: (033) 2301 4400
Fax: (033) 2289 5748
E-mail: share.dept@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

CORPORATE IDENTITY NUMBER (CIN)

L19201WB1931PLC007261

WEBSITE

www.bata.in

BANKERS

State Bank of India
HDFC Bank
HSBC Bank
ICICI Bank

AUDITORS

M/s. B S R & Co. LLP
Chartered Accountants
Building No.10, 12^{th} Floor, Tower-C,
DLF Cyber City, Phase - II,
Gurugram - 122002, Haryana

SECRETARIAL AUDITOR

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

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

M/s. R & D Infotech Private Limited
15C, Naresh Mitra Sarani (formerly Beltala Road),
Kolkata - 700026, West Bengal
Telephone : (033) 2419 2641 / 2642
Fax : (033) 2467 1657
E-mail : bata@rdinfotech.net / info@rdinfotech.net

INVESTOR RELATIONS MANAGER

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

PRACTISING COMPANY SECRETARY

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

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: share.dept@bata.com I Website: www.bata.in

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the 89th (Eighty Ninth) Annual General Meeting of the Members of Bata India Limited (the "Company") will be held on **Friday, August 12, 2022** at **2:00 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, 2022, 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, 2022. The Board of Directors has recommended a Dividend of Rs. 54.5 per Equity Share of Rs. 5/- each, fully paid-up.
3. To appoint a Director in place of Mr. Shaibal Sinha (DIN: 00082504), who retires by rotation and being eligible, offers himself for re-appointment.
4. **To appoint M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants as Statutory Auditors for a term of 5 (five) consecutive years and authorise the Board of Directors to fix remuneration**

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

   "RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company (the "Board") accorded at their respective meetings held on May 25, 2022, *M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (ICAI Firm Registration No. 012754N/N500016),* be and are hereby appointed as the Statutory Auditors of the Company (in place of the retiring Statutory Auditors, M/s. B S R & Co. LLP) from the conclusion of the 89th Annual General Meeting of the Company (this Meeting) to hold such office for a period of 5 (five) consecutive years till the conclusion of the 94th Annual General Meeting of the Company, at such remuneration as set out in the Statement annexed hereto.

   FURTHER RESOLVED THAT the Board be and is hereby authorised to vary, alter, enhance or widen the remuneration payable to the Statutory Auditors, for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee.

   FURTHER RESOLVED THAT the Board be and is hereby also authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto."

SPECIAL BUSINESS:

5. **To appoint Mr. Gunjan Shah as the Managing Director of the Company and fixing his remuneration**

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

   "**RESOLVED THAT** in supersession of the Special Resolution (Item No. 7) passed at the 88th Annual General Meeting held on August 12, 2021 (to the extent it pertains to his residual tenure as a Whole-time Director from the date of his appointment as the Managing Director and his liability to retire by rotation) and pursuant to Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Schedule V thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company and pursuant to the recommendations / approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company (the "Board"), consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Gunjan Shah (DIN: 08525366), as the Managing Director of the Company, designated as Managing Director and Chief Executive Officer (with such other designation(s) as the Board may deem fit to confer upon him from time to time), not liable to retire by rotation, for a period of 5 (five) consecutive years commencing from October 1, 2021, on such terms and conditions including existing remuneration (as approved by the Board at its meeting held on May 25, 2022) payable to Mr. Shah as set out in the Statement annexed hereto, with liberty to the Board to vary the terms and conditions of the said appointment including remuneration within the overall limits of Section 197 and / or Schedule V to the Act, as may be mutually agreed with Mr. Shah from time to time.

FURTHER RESOLVED THAT the Board be and is hereby authorised to vary, alter, enhance, or widen the scope and components of remuneration (including fixed salary, incentives and merit increases thereto and retirement benefits) as set out in the Statement annexed hereto payable to Mr. Gunjan Shah during his tenure (including during any of the first three financial year(s) in which inadequacy of profits or no profits arises as minimum remuneration) in terms of Sections 197 and 200 read with Schedule V to the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to settle any question or difficulty in connection herewith and incidental hereto."

6. **To appoint Ms. Kanchan Chehal as a Director of the Company, liable to retire by rotation**

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Ms. Kanchan Chehal (DIN: 09263584) who was appointed as an Additional Director of the Company w.e.f. August 16, 2021 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received notices in writing from members under Section 160 of the Act, signifying their intention to propose Ms. Chehal as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to re-designate the said Director as it may deem fit to confer upon her from time to time and to settle any question or difficulty in connection herewith and incidental hereto."

7. **To appoint Ms. Kanchan Chehal as a Whole-time Director of the Company and fixing her remuneration**

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

"RESOLVED THAT pursuant to Sections 196, 197, 198, 200 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Schedule V thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company and pursuant to the recommendations / approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company (the "Board") accorded at their respective meetings held on August 11, 2021, consent of the Members of the Company be and is hereby accorded to the appointment of Ms. Kanchan Chehal (DIN: 09263584), as a Whole-time Director of the Company, designated as Director (HR) and CHRO (with such other designation(s) as the Board may deem fit to confer upon her from time to time), liable to retire by rotation, for a period of 5 (five) consecutive years commencing from August 16, 2021 on such terms and conditions including existing remuneration (as approved by the Board at its meeting held on May 25, 2022) payable to Ms. Chehal as set out in the Statement annexed hereto, with liberty to the Board to vary the terms and conditions of the said appointment including remuneration within the overall limits of Section 197 and / or Schedule V to the Act, as may be mutually agreed with Ms. Chehal from time to time.

FURTHER RESOLVED THAT the Board be and is hereby authorised to vary, alter, enhance, or widen the scope and components of remuneration (including fixed salary, incentives and merit increases thereto and retirement benefits) as set out in the Statement annexed hereto payable to Ms. Kanchan Chehal during her tenure (including during any of the first three financial year(s) in which inadequacy of profits or no profits arises as minimum remuneration) in terms of Sections

197 and 200 read with Schedule V to the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to settle any question or difficulty in connection herewith and incidental hereto."

By Order of the Board

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

Place : Gurugram
Date : May 25, 2022

NOTES:

1. The Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circulars No. 14/2020, No. 17/2020, No. 20/2020 and No. 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively and by General Circular No. 2/2022 dated May 5, 2022 (hereinafter, collectively referred as the "MCA Circulars") read with the SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively (hereinafter, collectively referred as the "SEBI Circulars" and together with the MCA Circulars referred as the "Circulars") 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 AGMs and accordingly, the **89th Annual General Meeting (the "AGM" or the "89th AGM" or the "Meeting") of Bata India Limited (the "Company")** will be held through VC or OAVM in compliance with the Circulars, the relevant provisions of the Companies Act, 2013 (as amended) (the "Act") and the 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 2:00 P.M. (IST).

3. **IN TERMS OF THE CIRCULARS, 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 89TH AGM (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 pawan@sarawagi.in with a copy marked to evoting@nsdl.co.in or upload the same by clicking "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login. **Further details in this regard are annexed separately and form part of this Notice.**

4. Since the 89th AGM will be held through VC or OAVM, no Route Map is being provided with the Notice. **The deemed venue for the 89th AGM shall be the Registered Office of the Company.**

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. Statement pursuant to Section 102 of the Act and the rules made thereunder setting out the material facts and the reasons for each item of Special Business 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 for each item of Special Business, which are considered unavoidable by the Board, is also provided in the said Statement.

   Necessary disclosures as required under Regulation 36(5) of the Listing Regulations are also included as a part of the Statement to the Notice.

   Necessary information of the Directors 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.

   The Statement read together with the Annexures hereto and these notes form an integral part of this Notice.

7. **Dispatch of Annual Report through E-mail**

   In accordance with the Circulars, the Notice along with the Annual Report of the Company for the financial year ended March 31, 2022, 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, 2022 shall be available on the websites of the Company *viz., www.bata.in* and 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 of the Company. **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 (as amended), 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 Tuesday, August 9, 2022 (9:00 A.M. IST) and will end on Thursday, August 11, 2022 (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., Friday, August 5, 2022, may cast their votes 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 **Friday, August 5, 2022 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., Friday, August 5, 2022 should treat this Notice for information purpose only.**

The Board has appointed Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries (Membership No.: FCS-3381 and C.P. No. 4882), Narayani Building, Room No. 107, 1st Floor, 27, Brabourne Road, Kolkata - 700001, 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 3 (three) days from the date of the Meeting or within 2 (two) working days of the conclusion of the Meeting, whichever is earlier. 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 displayed for atleast 3 (three) days on the Notice Boards of the Company at its Registered Office in Kolkata and at the Corporate Office in Gurugram at Bata House, 418/02, Mehrauli Gurgaon Road, Sector-17, Gurugram – 122002, Haryana.

Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolutions forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., Friday, August 12, 2022.

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) Wednesday, August 10, 2022, 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 Thursday, August 4, 2022 (9:00 A.M. IST) to Monday, August 8, 2022 (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. However, the Chairman of the Meeting / the Company reserves the right to restrict the number of speakers, time allotted and the number of questions, depending on the availability of time for the AGM and its smooth conduct.

(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 Monday, August 8, 2022 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 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 Board at its meeting held on May 25, 2022 recommended a Dividend of Rs. 54.5 per equity share of Rs. 5/- each fully paid-up of the Company, which includes onetime Special Dividend of Rs. 50.5 per equity share of Rs. 5/- each fully paid-up of the Company, for the financial year ended March 31, 2022.

The Share Transfer Books and Register of Members of the Company will remain closed from **Saturday, August 6, 2022 to Friday, August 12, 2022 (both days inclusive)** for the purpose of the AGM and payment of dividend.

Dividend on Equity Shares for the financial year ended March 31, 2022, as recommended by the Board, if declared at the AGM, will be paid, subject to deduction of tax at source, as applicable, from Tuesday, August 23, 2022 onwards, to:

a. those Members whose names appear in the Register of Members of the Company at the end of business hours on Friday, August 5, 2022, after giving effect to all valid share transfers in physical mode lodged with the Company / the RTA on or before Friday, August 5, 2022.

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 Friday, August 5, 2022 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. 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 investors 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 digit 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 / the 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 Tuesday, July 26, 2022. 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 2022-23 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 Tuesday, July 26, 2022. Any documents submitted after Tuesday, July 26, 2022 will be accepted at the sole discretion of the Company. Tax deducted in accordance with the communication made by the Company in this regard, shall be final and the Company shall not refund/adjust said amount subsequently.**

13. KYC and Nomination Facility

In order to enhance the ease of doing business for investors in the securities market, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, read together with the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 (hereinafter, collectively referred as the "SEBI KYC Circulars") mandated furnishing of PAN, full KYC details and Nomination by the holders of physical securities. The Company has intimated the concerned security holders about the folios which are incomplete in terms of the SEBI KYC Circulars. A copy of the said intimation can be downloaded from the Company's website, i.e. *www.bata.in* under the tab "Investor Relations > Investor Information". The folios wherein the above details are not available shall be frozen in the manner and timelines given in the SEBI KYC Circulars.

Further, in terms of the SEBI KYC Circulars, the securities in the frozen folios shall be eligible for payment including dividend only through electronic mode, in the manner and timelines given therein. The payment shall be made electronically upon complying with the relevant requirements of the SEBI KYC Circulars.

Accordingly, Members are hereby requested to kindly comply with the SEBI KYC Circulars.

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 vide its Press Release No. 12/2019 dated March 27, 2019 clarified 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 desirous of transferring shares which are held in physical mode after April 1, 2019 could do so only after the shares are dematerialized. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds. Accordingly, the shares that were re-lodged for transfer (including those requests that are pending with the Company / RTA) were allowed to be issued only in demat mode. 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.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has now decided that, with immediate effect, listed companies shall issue the securities in dematerialized form only, while processing investor service request pertaining to issuance of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificates, endorsement, sub-division/splitting/consolidation of share certificates, transmission and transposition. The securities holder/claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which along with the said SEBI Circular dated January 25, 2022, can be downloaded from the Company's website, i.e. *www.bata.in* under the tab "Investor Relations > Investor Information".

Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialized form.

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 April 1, 2022, who have not encashed their dividend warrants for the fifteen month period ended March 31, 2015 onwards, to claim the amount of dividend from the Company immediately.

Further, in compliance with 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 has not been claimed or encashed by the Members for seven consecutive years or more, are liable to be transferred to the Account of the IEPF Authority. The Company would send letters, in due course, to those Members who have not encashed their dividend warrant for the fifteen month period ended March 31, 2015 onwards, requesting them to claim the amount of dividend from the Company immediately. The Company through newspaper publication of Notice(s) would also advise those 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 would be made 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
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
March 31, 2020	10/09/2027
March 31, 2021	16/09/2028

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

STATEMENT TO THE NOTICE (Refer Note No. 6 above)

Item No. 4

The Members of the Company at the 84th Annual General Meeting held on July 18, 2017 approved the appointment of M/s. B S R & Co. LLP, Chartered Accountants [ICAI Firm Registration Number: 101248W/W-100022] (“BSR”), as the Statutory Auditors of the Company to hold office from the conclusion of the said 84th AGM until the conclusion of 89th AGM (“this AGM”). BSR will complete their present term on conclusion of this AGM in terms of the same. The remuneration payable to BSR, including reimbursement of expenses payable for the financial year 2021-22 is Rs. 1.06 Crores, details of which are given in Note No. 25 of the Notes to Financial Statements for the financial year ended March 31, 2022.

The Board of Directors of the Company (the “Board”) at its meeting held on May 25, 2022, based on the recommendations of the Audit Committee, have recommended the appointment of *M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (ICAI Firm Registration No. 012754N/N500016)* (“PwCA”), in terms of Section 139 of the Companies Act, 2013 (as amended) (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014 (as amended) at a remuneration of Rs. 1.24 Crores (plus taxes). This includes out-of-pocket expenses, tax audit fees and annual certification charges.

PwCA have consented to the proposed appointment and have confirmed their eligibility for the same. They have further confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. They have also confirmed that they are not disqualified for the proposed appointment under the Act, including under Section 141 of the Act, the Chartered Accountants Act, 1949 and the rules and regulations made thereunder.

The details required to be disclosed under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

A. **Proposed fees payable to the Statutory Auditor(s):** Rs. 1.24 Crores (plus taxes) which includes out-of-pocket expenses, tax audit fees and annual certification charges. Fees will be generally billed in a manner consistent with the progress of audit / engagements.

B. **Terms of appointment:** Appointment as Statutory Auditors of the Company from the conclusion of 89th AGM for a period of 5 (five) consecutive years till the conclusion of the 94th AGM of the Company, to carry out Audit of the Financial Statements (Standalone / Consolidated), Annual Financial Results, Limited Review of the Unaudited Quarterly Financial Results, Tax Audit, etc., of the Company.

C. **In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** There is no material change in the fee payable to PwCA from that of BSR.

   The proposed remuneration is commensurable with the size of the Company and nature of its business. The proposed remuneration is determined based on the recommendation of the Audit Committee which peruses the industry benchmarks in general, profile of the firm, scope of audit and other relevant factors.

D. **Basis of recommendation for appointment:** The Board of Directors and the Audit Committee, at their respective meetings held on May 25, 2022, have considered various parameters like capability to serve a widespread business landscape as that of the Company, audit experience in the retail industry, market standing of the firm, clientele served, technical knowledge, governance standards, etc., and found PwCA suitable for this appointment and accordingly, recommend the same.

E. **Credentials of the Statutory Auditor(s) proposed to be appointed:** PwCA is a member firm of the PricewaterhouseCoopers, global network of firms. PwCA is one of the oldest professional services firm having 9 offices in India with over 15,000 staff. PwCA provides assurance and tax services in India including Financial Statement Audit, Financial Accounting, Independent Controls and Systems Process Assurance and Regulatory Compliance and Reporting. PwCA holds a valid certificate issued by the Peer Review Board of ICAI.

No Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the Resolution No. 4 as contained in the Notice.

Item No. 5

The Board of Directors of the Company (the "Board") (based on the recommendations/approvals of the Nomination and Remuneration Committee) appointed Mr. Gunjan Shah (DIN: 08525366) as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 (as amended) (the "Act") and the Articles of Association of the Company, with effect from June 21, 2021. He was also appointed as a Whole-time Director and CEO (KMP) from that date. The said appointments were approved by the Members of the Company at the 88th Annual General Meeting held on August 12, 2021.

The Board (based on the recommendations/approvals of the Nomination and Remuneration Committee) at its meeting held on August 11, 2021, appointed Mr. Gunjan Shah as the Managing Director of the Company with effect from October 1, 2021.

Pursuant to Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Schedule V thereto and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board, consent of the Members of the Company is hereby sought for the appointment of Mr. Shah, as the Managing Director (Designated as Managing Director and Chief Executive Officer) of the Company, on the remuneration as detailed hereinafter, for a period of 5 (five) consecutive years w.e.f. October 1, 2021 upto September 30, 2026. Further as per the declarations received by the Company, Mr. Shah is not disqualified under Section 164 of the Act. The directorships held by Mr. Shah are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). Further, pursuant to Article 107 of the Articles of Association of the Company, the period of office of Mr. Shah shall not be liable to determination by retirement of director by rotation at every AGM.

A summary on profile of Mr. Shah is attached to this Notice as Annexure – 1.

The details of existing remuneration of Mr. Gunjan Shah are as under (per annum):

Annual Base Salary	:	Rs. 2,37,89,298/-
House Rent Allowance & Retirals	:	Rs. 73,28,981/-
Variable Pay	:	Rs. 1,18,94,649/- at 100%, further the amount can range from 0% to 200%
Leave Travel Allowance	:	Rs. 1,44,000/-
Child Education	:	Rs. 2,00,000/-
Company Car (Including Maintenance, Driver, Fuel, repairs & Insurance)	:	Rs. 11,00,000/-
Aggregate (A)	**:**	**Rs. 4,44,56,928/-**
Retention Bonus	**:**	**Rs. 46,00,000/-** (Payable in two Tranches upon completion of 12 months & 18 months)
LTIP	**:**	3 years rolling plan with total target pay-out of 33% of Annual Base Salary (ABS), with maximum pay-out of 100% of ABS based on Financial and other parameters' achievement. This will be paid in two equal tranches at the completion of plan. Exceptionally for 2021-23 plan, total target pay-out of 100% of ABS (INR 2,20,27,128/-), with maximum pay-out of 300% of this ABS based on Financial and other parameters' achievement. This will be paid in two equal tranches in April 2024 & December 2024. One-time payout of USD 60,000 will be paid in two equal tranches in April 2022 & April 2023. This amount will be deducted from the payout scheduled in April 2024.
Perquisite & Allowances	:	This would include expenses towards housing utilities, 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	:	Three Months.

The above revised remuneration (effective January 1, 2022) was approved by the Board at its meeting held on May 25, 2022, based on the recommendations / approvals of the Nomination and Remuneration Committee.

On or after January 1, 2023, the amounts specified in Part (A) above may be enhanced, by the Board based on the recommendations/approvals of the Nomination and Remuneration Committee, by upto a maximum of 15% per annum, as merit increase, over the amounts prevailing for the preceding year and the revised amounts of remuneration shall come into effect from 1st January every year or such later date as per the policies and practices of the Company for merit increase.

The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company. The Company has entered into an Agreement dated October 1, 2021 with Mr. Gunjan Shah, containing the terms and conditions of his appointment, (including the remuneration to be paid in the event of inadequacy or absence of profits in any financial year during the tenure of his appointment), authority, rights and obligations of Mr. Shah during his tenure as the Managing Director and Chief Executive Officer of the Company. It is proposed to enter into a Supplementary Agreement with Mr. Shah for the revised remuneration as approved by the Board at its meeting held on May 25, 2022. The proposed resolution as contained in this Notice provides that the Board will have a liberty to vary the terms and conditions of the appointment and remuneration of Mr. Shah as mentioned herein or under the Agreement to be entered, from time to time, as it may deem fit and necessary and as may be agreed to by and between Mr. Shah and the Board, without being required to seek any further consent or approval of the Member(s) of the Company or otherwise, to the extent permitted under Section 197 read with Schedule V to the Act and other applicable provisions, if any, of the Act.

In terms of the proviso under Schedule V, Part II, Section II (A) to the Act, remuneration in excess of limits provided in the Table therein, may be paid if the resolution passed by the shareholders is a special resolution.

Further, for the purpose of payment of Managerial Remuneration, the Company may have inadequate profits or no profits, owing to the current economic conditions and market sentiments due to Covid-19 pandemic / its resurgence. It is, therefore, proposed to pay the aforesaid remuneration and the merit increase as Minimum Remuneration for a maximum of first 3 (three) financial years to Mr. Shah in terms of Sections 197 and 200 read with Schedule V to the Act. **Requisite information pursuant to Section II of Part II of Schedule V to the Act are disclosed in the "Statement containing Additional Information as required under Schedule V to the Companies Act, 2013 (as amended)" and pursuant to Section 200 of the Act read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) are disclosed in the "Other parameters under Section 200 of the Companies Act, 2013, (as amended) read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended)" as Annexure – 2 and 3 attached to this Notice.**

The proposed resolution shall supersede the Special Resolution (Item No. 7) passed at the 88th Annual General Meeting held on August 12, 2021 to the extent it pertains to the tenure of Mr. Gunjan Shah as a Whole-time Director from the date of his appointment as the Managing Director and his liability to retire by rotation.

The Agreement dated October 1, 2021 and the said draft Supplementary Agreement shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.,) in a presentable form, during 11 A.M. to 1 P.M. IST on any working day, upto and including the date of the 89th Annual General Meeting (AGM) including during the 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, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Except Mr. Shah being the concerned director and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 5 as contained in the Notice.

The Board considers that his association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 5 as a Special Resolution, in relation to appointment of Mr. Shah as the Managing Director and remuneration payable, whose period of office shall not be liable to determination by retirement of directors by rotation, for the approval of the Members of the Company.

Item No. 6

The Board of Directors of the Company (the "Board") (based on the recommendations/approvals of the Nomination and Remuneration Committee) has appointed Ms. Kanchan Chehal (DIN: 09263584) as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 (as amended) (the "Act") and the Articles of Association of the Company, with effect from August 16, 2021. She has also been appointed as the Director (HR) and CHRO from that date, subject to approval of the Members of the Company.

Notices under Section 160 of the Act have been received by the Company from members proposing the candidature of Ms. Chehal as a Director of the Company, liable to retire by rotation. Further, since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 100,000/- is not applicable.

Based on the recommendations/approvals received from the Nomination and Remuneration Committee and consent of Ms. Chehal to act as a Director of the Company and other statutory disclosures, it is proposed to appoint Ms. Chehal as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation. Further as per the declarations received by the Company, Ms. Chehal is not disqualified under Section 164 of the Act. The directorships held by Ms. Chehal are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company. **A summary on profile of Ms. Chehal is attached to this Notice as Annexure – 1.**

The necessary documents relating to her appointment shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.,) in a presentable form, during 11 A.M. to 1 P.M. IST on any working day, upto and including the date of the 89th Annual General Meeting (AGM) including during the 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, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Except Ms. Chehal being the concerned director and her relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 6 as contained in the Notice.

Keeping in view her vast expertise and knowledge, the Board considers that her association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 6 as an Ordinary Resolution, in relation to the appointment of Ms. Chehal as a Director, for the approval of the Members of the Company.

Item No. 7

Pursuant to Sections 196, 197, 198, 200 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Schedule V thereto and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendations and/or the approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company (the “Board”) accorded at their respective meetings held on August 11, 2021, consent of the Members of the Company is hereby sought for the appointment of Ms. Kanchan Chehal (DIN: 09263584), as a Whole-time Director (Designated as Director (HR) and CHRO) of the Company, on the remuneration as detailed hereinafter, for a period of 5 (five) consecutive years w.e.f. August 16, 2021 upto August 15, 2026 and her office shall be liable to retire by rotation. Further as per the declarations received by the Company, Ms. Chehal is not disqualified under Section 164 of the Act. The directorships held by Ms. Chehal are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

A summary on profile of Ms. Chehal is attached to this Notice as Annexure – 1.

The details of existing remuneration of Ms. Kanchan Chehal are as under (per annum):

Annual Base Salary	:	Rs. 82,26,240/-
House Rent Allowance & Retirals	:	Rs. 49,38,595/-
Conveyance	:	Rs. 6,72,000/-
Variable Pay	:	Rs. 44,35,200/- at 100%, further the amount can range from 0% to 200%
NPS Contribution	:	Rs. 7,39,200/-
Leave Travel Allowance	:	Rs. 1,20,000/-
Aggregate (A)	**:**	**Rs. 1,91,31,235/-**
Perquisite & Allowances	:	This would include expenses 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	:	Three Months.

The above revised remuneration (effective January 1, 2022) was approved by the Board at its meeting held on May 25, 2022, based on the recommendations / approvals of the Nomination and Remuneration Committee.

On or after January 1, 2023, the amounts specified in Part (A) above may be enhanced, by the Board based on the recommendations/approvals of the Nomination and Remuneration Committee, by upto a maximum of 15% per annum, as merit increase, over the amounts prevailing for the preceding year and the revised amounts of remuneration shall come into effect from 1st January every year or such later date as per the policies and practices of the Company for merit increase.

The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company. It is proposed to enter into an Agreement with Ms. Chehal containing the terms and conditions of her appointment, (including the remuneration to be paid in the event of inadequacy or absence of profits in any financial year during the tenure of her appointment), authority, rights and obligations of Ms. Chehal during her tenure as the Director (HR) and CHRO of the Company. The proposed resolution as contained in this Notice provides that the Board will have a liberty to vary the terms and conditions of the appointment and remuneration of Ms. Chehal as mentioned herein or under the Agreement to be entered, from time to time, as it may deem fit and necessary and as may be agreed to by and between Ms. Chehal and the Board, without being required to seek any further consent or approval of the Member(s) of the Company or otherwise, to the extent permitted under Section 197 read with Schedule V to the Act and other applicable provisions, if any, of the Act.

In terms of the proviso under Schedule V, Part II, Section II (A) to the Act, remuneration in excess of limits provided in the Table therein, may be paid if the resolution passed by the shareholders is a special resolution.

Further, for the purpose of payment of Managerial Remuneration, the Company may have inadequate profits or no profits, owing to the current economic conditions and market sentiments due to Covid-19 pandemic / its resurgence. It is, therefore, proposed to pay the aforesaid remuneration and the merit increase as Minimum Remuneration for a maximum of first 3 (three) financial years to Ms. Chehal in terms of Sections 197 and 200 read with Schedule V to the Act. **Requisite information pursuant to Section II of Part II of Schedule V to the Act are disclosed in the "Statement containing Additional Information as required under Schedule V to the Companies Act, 2013 (as amended)" and pursuant to Section 200 of the Act read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) are disclosed in the "Other parameters under Section 200 of the Companies Act, 2013, (as amended) read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended)" as Annexure – 2 and 3 attached to this Notice.**

The draft Agreement proposed to be executed shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.,) in a presentable form, during 11 A.M. to 1 P.M. IST on any working day, upto and including the date of the 89th Annual General Meeting (AGM) including during the 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, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Except Ms. Chehal being the concerned director and her relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 7 as contained in the Notice.

The Board considers that her association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 7 as a Special Resolution, in relation to appointment of Ms. Kanchan Chehal as a Whole-time Director and remuneration payable, whose period of office shall be liable to determination by retirement of directors by rotation, for the approval of the Members of the Company.

By Order of the Board

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

Place : Gurugram
Date : May 25, 2022

Annexure 1 to the Notice and the Statement

As per the requirement of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

Name	**Mr. Shaibal Sinha**	**Mr. Gunjan Shah**	**Ms. Kanchan Chehal**
Category of Director / Designation / Position in the Company	Non-Executive Director	Managing Director and Chief Executive Officer (KMP). Executive	Additional Director (Whole-time Director designated as Director HR and CHRO). Executive
DIN	00082504	08525366	09263584
Date of Birth / Age	01.02.1963/59 years	12.11.1975/46 years	27.06.1974/47 years
Profile / Background Details, Recognition or awards	Mr. Shaibal Sinha has more than 34 years of post-qualification experience in different positions in Finance across the globe. He joined Bata India Limited in November 2004 as Executive Director – Finance based in Gurgaon and worked till September 2010. Mr. Sinha was on the Board of Bata India Limited as Non-Executive Director from May, 2015 till August, 2019. Mr. Sinha was awarded "CFO of the year" award in 2006 from The Institute of Economic Studies, New Delhi and "Finance Excellence Award" in 2006 from The Indian Society for Industry and Intellectual Development, New Delhi.	Mr. Gunjan Shah has extensive experience of working across varied sectors spanning Consumer Durables, Telecom and FMCG. He was the Chief Commercial Officer at Britannia Industries. At Britannia, he has led various functions - Commercial, Sales, Marketing and Supply Chain helping Britannia deliver outstanding business results and a substantial growth & transformation agenda. Mr. Shah's experience as Head - Britannia International where he led the complete business P&L for the International Business lines and opened new opportunities for future revenue growth adds to his experience set. Mr. Shah spent the early stages of his career working with brands such as Asian Paints and Motorola before moving on to Britannia in 2007. Mr. Shah brings a balanced leadership approach - he values bias for action, people development, clarity of thought and most of all believes in strong team collaboration.	Ms. Kanchan Chehal joined Bata India Limited as Head – Human Resources in December 2019 from Xerox India Ltd. where she was working as Executive Director – Human Resources, leading HR Operations for the Asia Pacific Region. Her career spans over 2 decades in HR Management across business sectors including Technology, IT&ITES, Sourcing, FMCG, Telecom and Service industries with 26+ years of experience in the HR domain. Prior to Bata, at Xerox, she was part of the management team as the HR Operation Leader – Asia Pacific responsible for all Xerox Entities in the Region covering Go-To-Market Operations, Global Business Shared Services centres, Delivery and Procurement organizations. In her earlier career journey, she has worked in various roles with reputed organizations - PepsiCo International, Bharti Airtel, InterGlobe and Usha India.
Qualifications	Bachelor of Commerce, qualified Chartered Accountant and an alumni of International Institute of Management Development (IMD), Lausanne, Switzerland.	Please refer to **Annexure – VIII**, annexed to the Board's Report which is forming part of this Annual Report.	
Experience and Expertise in specific functional areas	Finance, Accounts, Taxation, Costing, Regulatory Compliance, Governance and Stakeholders Management, Strategic Planning.	Marketing and Branding, Diversified Leadership and Product Knowledge, Business Strategies and Planning.	HR strategy frameworks, Organization Design, reward and recognition programs and training and development.
Terms and conditions of appointment or re-appointment	Mr. Shaibal Sinha retires by rotation and being eligible, offers himself for re-appointment.	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).	
Remuneration last drawn by such person, if applicable	NIL	The Corporate Governance Report, annexed to the Board's Report which is forming part of this Annual Report, contains the details of remuneration paid to directors during the financial year 2021-22.	
Remuneration sought to be paid	NIL	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).	
Date of first appointment on the Board	01.01.2021 (in the present term)	09.06.2021	16.08.2021

Name	Mr. Shaibal Sinha	Mr. Gunjan Shah	Ms. Kanchan Chehal
Membership / Chairmanship of Committees of the Board of the Company	Please refer to the Corporate Governance Report, annexed to the Board's Report which is forming part of this Annual Report, for these details.		
Directorships in Unlisted Companies (excluding foreign companies)	None	-Bata Properties Limited -Way Finders Brands Limited	None
Directorships in Other listed Companies (excluding foreign companies)	None. He has not held directorship in any listed company in the past three years except in the Company till August 2019.	None. He has not held directorship in any other listed company in the past three years.	None. She has not held directorship in any other listed company in the past three years.
Membership / Chairmanship of Committees of other Boards	None		
No. of shares held in the Company	None including as a beneficial owner.	1225 shares are held by his relative.	16 shares are held by her relative.
Relationship with other Directors, Manager and other KMP of the Company	None		
No. of Meetings of the Board attended during the year	5 out of 5 meetings during the year 2021-22.	3 out of 3 meetings during the year 2021-22 (since the date of his appointment).	2 out of 2 meetings during the year 2021-22 (since the date of her appointment).

In addition to the above, other requisite details required in respect of the aforesaid Directors of the Company, seeking appointment / re-appointment at the AGM, have already been provided in the Corporate Governance Report, annexed to the Board's Report which is forming part of this Annual Report.

[None of the above directors are disqualified under the Companies Act, 2013 (as amended) or disqualified and/or 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 appointed / re-appointed / continue as a Director in any company.]

Annexure 2 to the Notice and the Statement

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013 (AS AMENDED)

Sr. No.	Particulars
I.	**General information:**
1.	**Nature of industry**

Please refer to the Board's Report, which is forming part of this Annual Report, for details on the Footwear Industry.

2.	**Date or expected date of commencement of commercial production**

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.

3.	**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

N.A.

4.	**Financial performance based on given indicators**

(Rs. In Million)

Particulars	**(Standalone)**			**(Consolidated)**		
	2021-22	**2020-21**	**2019-20**	**2021-22**	**2020-21**	**2019-20**
Revenue from Operations	23,877.19	17,072.99	30,534.51	23,877.19	17,084.80	30,561.14
Profit / (Loss) before tax	1,368.27	(1,176.93)	4,850.77	1,397.02	(1,166.37)	4,872.36
Tax expenses	359.40	(274.13)	1,581.62	367.09	(273.26)	1,582.83
Net Profit / (Loss)	1,008.87	(902.80)	3,269.15	1,029.93	(893.11)	3,289.53
Earnings/ (Losses) per Equity Share (Face Value Rs. 5/- each)	7.85	(7.02)	25.44	8.01	(6.95)	25.59

5.	**Foreign investments or collaborations, if any**

The Company receives support from the Holding Company - Bata (BN) B.V., Amsterdam, The Netherlands and also from Bata Shoe Organization (BSO). The Company also benefits from technical research through Global Footwear Services Pte. Ltd., Singapore (GFS). The Company also has tie-ups with International shoe brands like Hush Puppies, Naturalizer, Dr. Scholl, etc.

The Holding Company - Bata (BN) B.V. held 52.96% of the total paid-up share capital as on March 31, 2022. Further, the shareholding pattern as on March 31, 2022 is given in the Report of Corporate Governance, annexed to the Board's Report.

II.	**Information about the appointee:**
1.	**Background details**

Please refer to Annexure 1 above.

2.	**Past remuneration**

The Corporate Governance Report, annexed to the Board's Report which is forming part of this Annual Report, contains the details of remuneration paid to Mr. Gunjan Shah and Ms. Kanchan Chehal during the financial year 2021-22.

3.	**Recognition or awards**	Please refer to Annexure 1 above.
4.	**Job profile and suitability**	
5.	**Remuneration proposed**	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).
6.	**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin)**	

The proposed/current remuneration of Mr. Gunjan Shah and Ms. Kanchan Chehal are comparable to that drawn by the peers in the similar capacity in the industry and commensurate with the size of the Company and nature of its businesses.

The remuneration of the Executive Directors is determined based on the recommendations of the Nomination and Remuneration Committee which peruses the industry benchmarks in general, remuneration prevalent in the industry, profile and responsibilities of Executive Directors and other relevant factors.

7.	**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any**	
Besides remuneration as stated hereinbefore, Mr. Gunjan Shah and Ms. Kanchan Chehal do not have any pecuniary relationship with the Company. Their relatives to the extent of their shareholding in the Company may deemed to be interested in the proposed resolutions. Further, none of the Directors of the Company are related to each other, the managerial personnel and the KMPs of the Company.		
III.	**Other information:**	
1.	**Reasons of loss or inadequate profits**	During the first half of the financial year 2021-22, the operations and consequential financial performance of the Company were impacted by the second wave of Covid-19. Considering the uncertainties with regard to resurgence of the infections, there may be a situation of inadequate profits or no profits as calculated under Section 198 of the Act.
2.	**Steps taken or proposed to be taken for improvement**	The Company continued to focus on key thrust areas of franchise & MBO expansion, consumer relevant communication, portfolio casualization and digital footprint expansion. All these have resulted in increase in footfalls across retail outlets, along with significant growth driven via e-commerce platforms and expansion in Tier 3-5 towns. The Company continued to optimize its retail network and look for cost-savings across rentals & operations, manufacturing, and drive efficiencies in its value chain. All the cost-focused initiatives, that have been put in place across multiple work streams continue to gain momentum and have shown positive impact quarter-on-quarter.
3.	**Expected increase in productivity and profits in measurable terms**	While the resurgence of the Covid-19 infections may have an impact on consumer behaviour and demand, the management believes that brands such as Bata have built significant consumer salience and with the investment in quality over the years and safety in stores to build confidence, the Company will continue to gain share. The Company has taken various initiatives to maintain its operational and financial performance. It has been pursuing and implementing its strategies to improve financial performance. This resulted in revenue for the fourth quarter of the financial year 2021-22 staying in line with the pre-pandemic levels for a second consecutive quarter. This was despite Omicron related disruptions in initial part of the fourth quarter.
IV.	**Disclosures:**	
The Corporate Governance Report is annexed to the Board's Report which is forming part of this Annual Report, which also contains the details of remuneration paid to Mr. Gunjan Shah and Ms. Kanchan Chehal during the financial year 2021-22. Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended) for the details of proposed remuneration.		

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Payment of remuneration to Mr. Gunjan Shah and Ms. Kanchan Chehal proposed herein has been approved by the Board of Directors of the Company and by the Nomination and Remuneration Committee.

Annexure 3 to the Notice and the Statement

OTHER PARAMETERS UNDER SECTION 200 OF THE COMPANIES ACT, 2013 (AS AMENDED) READ WITH RULE 6 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 (AS AMENDED)

1) **Financial and operating performance of the Company during the three preceding financial years –**

   Details provided in Para I.4. of Annexure 2 above.

2) **Remuneration or commission drawn by individual concerned in any other capacity –**

   Mr. Gunjan Shah was appointed as a Whole-time Director w.e.f. June 21, 2021, and as the Managing Director w.e.f. October 1, 2021. He has not drawn any remuneration or commission in any other capacity from the Company. Ms. Kanchan Chehal joined the Company as Head – HR w.e.f. December 2, 2019.

   Remuneration paid to them for the financial year 2021-22 have been disclosed in **Annexure – VIII**, annexed to the Board's Report which is forming part of this Annual Report.

3) **Remuneration or Commission drawn from any other Company –**

   Mr. Gunjan Shah joined Bata India Limited w.e.f. June 21, 2021, from Britannia Industries where he was working as Chief Commercial Officer.

   Ms. Kanchan Chehal joined the Company as Head – HR w.e.f. December 2, 2019. Prior to that, she was working with Xerox India Limited as Director – HR (Asia Pacific).

4) **Professional qualification and experience of the individual concerned –** Please refer to Annexure 1 above.

5) **Relationship between remuneration and performance –**

   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 the Company. Every employee undergoes evaluation of his or her performance against the goals and objectives for the year and increase in compensation and reward by way of variable bonuses is linked to the evaluation of individual's performance. A summary of financial performance of the Company is provided in Para I.4. of Annexure 2 above.

   Further, Mr. Gunjan Shah and Ms. Kanchan Chehal were appointed in the current positions during the financial year 2021-22. The financial performance of the Company for the said period was impacted by the Covid-19 pandemic. In view of this, the comparison / relationship between performance and remuneration would not be meaningful.

6) **The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receive remuneration and employees or executives of the Company –**

   The Company has a strong performance management system. 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 the Company. Every employee undergoes evaluation of his or her performance against the goals and objectives for the year and increase in compensation and reward by way of variable bonuses is linked to the evaluation of individual's performance.

7) **Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference –**

   The remuneration paid to the managerial personnel is in accordance with the Nomination and Remuneration Policy (Revised) of the Company, which is applicable for the Directors, KMPs and SMPs and other employees of the Company and is based on the recommendations of the Nomination and Remuneration Committee and as approved by the Board.

8) **Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year –** Nil

9) **Reasons and justification for payment of remuneration –**

The Covid-19 pandemic impacted businesses across sectors and in particular, retail, including the Company.

The Company continued the focus on key thrust areas of franchise & MBO expansion, consumer relevant communication, portfolio casualization and digital footprint expansion. All these have resulted in increase in footfalls across retail outlets, along with significant growth driven via e-commerce platforms and expansion in Tier 3-5 towns. This resulted in revenue for the fourth quarter of the financial year 2021-22 staying in line with the pre-pandemic levels for a second consecutive quarter. This was despite Omicron related disruptions in initial part of the fourth quarter.

Keeping in view the vast experience, qualifications and expertise of Mr. Gunjan Shah and Ms. Kanchan Chehal, it is proposed to pay the remuneration to them with such merit increase as determined by the Nomination and Remuneration Committee of the Board of Directors of the Company.

By Order of the Board

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

Place : Gurugram
Date : May 25, 2022

BOARD'S REPORT TO THE MEMBERS

Your Directors are pleased to present the 89th Annual Report covering the operational and financial performance of your Company along with the Audited Financial Statements for the financial year ended March 31, 2022.

FINANCIAL HIGHLIGHTS & PERFORMANCE

(Rs. in Million)

Particulars	Financial Year ended on March 31, 2022	Financial Year ended on March 31, 2021
	(Audited)	(Audited)
Revenue from operations	**23,877.19**	**17,072.99**
Other Income	**558.97**	**940.35**
Total	**24,436.16**	**18,013.34**
Profit / (Loss) before Taxation	**1,368.27**	**(1,176.93)**
Provision for Taxation	**359.40**	**(274.13)**
Net Profit / (Loss)	**1,008.87**	**(902.80)**
Other Comprehensive Income / (Loss) (net of tax)	**(4.35)**	**48.85**
Total Comprehensive Income	**1,004.52**	**(853.95)**

Your Company has prepared the Financial Statements for the financial year ended March 31, 2022, in terms of Sections 129, 133 and Schedule III to the Companies Act, 2013 (as amended) (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

During the first half of the year under review, the operations and consequential financial performance of your Company was impacted by the second wave of Covid-19. Your Company witnessed significant recovery in demand during the latter part of the year under review in the backdrop of improvement in consumer sentiments resulting from pent up demand and increase in footfall due to deeper understanding of the pandemic, availability of vaccines and faster easing of restrictions.

Overall, during the financial year ended March 31, 2022, your Company achieved a turnover of Rs. 23,877.19 Million as compared to the turnover of Rs. 17,072.99 Million recorded during the previous financial year ended March 31, 2021, registering a growth of 39.85%. Your Company posted a profit of Rs. 1,008.87 Million for the financial year ended March 31, 2022 as against the Net Loss of Rs. 902.80 Million for the financial year ended March 31, 2021.

On a consolidated basis, your Company reports a turnover of Rs. 23,877.19 Million during the financial year ended March 31, 2022 and a consolidated Net Profit of Rs. 1,029.93 Million for the said financial year.

Your Company continues to be India's leading footwear brand. Your Company retails through a PAN India network of 1569 Stores in over 640 cities and over 230 'Shop in Shops' (SIS).

During the year under review, your Company focused on six major thrust levers - Driving Portfolio Evolution, Accelerating Expansion via Franchise & Distribution, Marketing Investments, Exploding Digital Footprint, Agile & Efficient Supply Chain and on Staying nimble on costs with Talent, Process, Technology investments at the core.

As India Inc. moved towards hybrid working model, a distinct change in consumer preference towards casual and sports footwear was noticeable and accordingly, portfolio expansion and innovation in comfort, design and materials were undertaken during the year under review. With consumers preferring sneakers, your Company strengthened its sneaker proposition by rolling out new 'Sneaker Studios' to display upto 300 styles, 9 brands in stores & on our website. Sneakers, thus, led the sales during the latter part of the year under review, with brands such as 'Power' and 'North Star' leading sales in this category. Your Company also launched 'Floatz' – a casual, washable and comfortable footwear, which received encouraging response.

Your Company expanded its physical footprint through MBO route as well as through Franchise route and its digital footprint through its own website and marketplaces. Your Company continued to focus on increasing its reach in Tier 3-5 cities and added 75 (net) new Franchise Stores taking the overall tally to 300+ Franchise Stores covering 250+ towns. Your Company also continues to focus on expansion of digital footprint through its own website, Bata.in and other marketplaces like Amazon, Myntra, Flipkart, Paytm, Tata Cliq and Ajio. It has a robust e-commerce network that delivers to over 1100 cities and towns across the Country.

The Distribution Business and B2B Business of your Company continued to exhibit promising growth with repeat orders and new customers. Bata Products are now available in about 30,000 MBOs.

Your Company continued upshift in marketing investments with new 'Surprisingly Bata Festive' & 'Unlimited Sneakers at Bata' campaigns which elevated connect with customers. Bollywood actor Ms. Disha Patani was onboarded as brand ambassador to inspire Indian Youth with our new Sneaker, Casual & Fashion collections. Your Company also rolled out 'NEO casuals for NEO leaders' under Hush Puppies, the first ever marketing campaign focusing on Hush Puppies.

Your Company continued to invest in supply chain and is working on various initiatives to improve its agility and efficiency. Your Company now offers home delivery through its Omni-channel from all Company-operated stores, thereby, increasing its Pan-India footprint.

Your Company also revamped its entire CRM Platform which helped reducing bounce rate of customers and helps building their loyalty.

Your Company is also working on optimizing its retail network and cost-savings across rentals & operations, manufacturing, and drive efficiencies in its value chain. Your Company continued to invest in I.T., modernization and upgradation of its operations and warehouse management systems.

As a responsible corporate citizen and a trusted Brand, your Company is committed towards its social responsibilities through various initiatives, details of which are covered subsequently in this Report.

SHARE CAPITAL

The Authorized Share Capital of your Company as on March 31, 2022 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 your Company, your Board recommends a Dividend of Rs. 54.5 (1090%) per equity share of Rs. 5/- each fully paid-up of your Company for the financial year ended March 31, 2022, which includes one-time Special Dividend of Rs. 50.5 (1010%) per equity share of Rs. 5/- each fully paid-up of your Company. The dividend, if declared, by the Members at the forthcoming Annual General Meeting (AGM) shall be paid to the eligible Members from Tuesday, August 23, 2022 onwards. The total payout of aforesaid dividend amount would be approximately Rs. 7005 Million. The said Dividend Distribution Policy has been uploaded on the website of the Company at *www.bata.in* under the tab "Investor Relations > Company Policies" at https://www.bata.in/company-policies.html and is available at the link https://www.bata.in/on/demandware.static/-/Sites-bata-in-Library/default/vca1a6dc6c6c9dd1e1b2bd451ba8726ee06c054d7/Staticpagesimages/Company%20Policies/DividendDistributionPolicy-BIL.pdf

Pursuant to the Finance Act, 2020 read with the Income-tax Act, 1961, the dividend paid or distributed by a company shall be taxable in the hands of the shareholders w.e.f. April 1, 2020. Accordingly, in compliance with the said provisions, your Company shall make the payment of dividend after necessary deduction of tax at source at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

GENERAL RESERVE

Your Company has not transferred any amount to the General Reserve during the financial year ended March 31, 2022.

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'. Further, the disclosure as per Rule 8(5)(xii) of the Companies (Accounts) Rules, 2014, as amended, is not applicable to your Company.

DEPOSITS

Your Company has no unclaimed / 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, 2022.

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 financial year ended March 31, 2022, 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, 2022, 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 of your Company. 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 your 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 your 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 financial year ended March 31, 2022.

Investor Education and Protection Fund (IEPF)

In compliance with 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, a sum of Rs.19,97,925/- has been deposited into the specified bank account of the IEPF, Government of India, towards unclaimed / unpaid dividend amount for the financial year ended December 31, 2013.

As per the said Rules, the corresponding equity shares in respect of which Dividend remains unclaimed / unpaid for seven consecutive years or more, are required to be transferred to the Demat Account of the IEPF Authority. During the year under review, your Company has transferred 23,572 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 your Company between the end of the financial year i.e., March 31, 2022 and the date of this Report.

SUBSIDIARIES

During the year under review, no company became or ceased to be a subsidiary, joint venture or associate of your Company. As on the date of this Report, your Company has two wholly owned subsidiaries viz., Bata Properties Limited and Way Finders Brands Limited.

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, 2022, shall be provided to any Member of your Company upon receipt of written request. 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 your Company at www.bata.in

Pursuant to 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 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, 2022, prepared in compliance with 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 Annual Return in Form No. MGT - 7 as on March 31, 2022. The Annual Return referred to in Section 92(3) of the Act is available on the website of your Company at www.bata.in under the tab “Investor Relations > Annual Reports” under the link https://www.bata.in/annual-reports.html

AUDIT AND AUDITORS

Statutory Auditors

In terms of Section 139 of the Act read with 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) (“BSR”) was appointed as the Auditors of your Company for a consecutive period of 5 (five) years from conclusion of the 84th AGM held in the year 2017 until conclusion of the ensuing AGM of your Company and accordingly will complete their present term on conclusion of the ensuing AGM. Your Board places on record its appreciation for the services of BSR during their tenure as the Statutory Auditors of your Company.

The reports given by the Auditors on the Standalone and Consolidated Financial Statements of your Company for the financial year ended March 31, 2022, 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 your Company have not reported any fraud in terms of the second proviso to Section 143(12) of the Act.

It is proposed to appoint M/s. Price Waterhouse Chartered Accountants LLP (“PwCA”) (ICAI Firm Registration No. 012754N/N500016), Chartered Accountants, as Statutory Auditors for a period of 5 (five) consecutive years commencing from the conclusion of the 89th Annual General Meeting till the conclusion of the 94th Annual General Meeting. PwCA is a member firm of the PricewaterhouseCoopers, global network of firms referred to as ‘PwC’. It has a legacy of over 140 years in India and has over 15,000 staff. PwCA have consented to the said appointment, and have confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. Further, they have confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI. The Audit Committee and the Board of Directors recommends the proposed appointment.

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 8, 2022 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 your Company, to conduct the Secretarial Audit for the financial year ended March 31, 2022 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 - I** and does not contain any qualification, reservation, adverse remark or disclaimer.

CORPORATE GOVERNANCE REPORT

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, 2022 is annexed as **Annexure - II** 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, 2022, 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. During the year under review, no Corporate Insolvency Resolution application was made or proceeding was initiated, by / against Bata India Limited under the provisions of the Insolvency and Bankruptcy Code, 2016 (as amended). Further, no application / proceeding by / against Bata India Limited under the provisions of the Insolvency and Bankruptcy Code, 2016 (as amended) is pending as on March 31, 2022.

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

In compliance with 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 your Company, in the prescribed format, is annexed to this Board's Report and marked as **Annexure - III.**

MANUFACTURING AND SOURCING

Your Company has an elaborate system-driven compliance programme in place, inter alia, for thorough pre-review of the 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 detailed 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.

Your Company has engaged "Lexplosion" for providing support and also ensuring not only all the statutory compliances, but also progressive compliances across the organization. The software provides real-time data visibility and a compliance dashboard. Your factory has achieved benchmarks in the fields of Environment Management Systems (ISO 9001:2015) & Quality Management Systems (ISO 14001:2015). Multiple other initiatives are in progress across Occupational Health and Safety related aspects of your Company's operations at any given point of time.

Your Company was recognized by Winner Award (under Large Industry Category) under the ZED stream, in the CII National ZED Competition 2021 across industry, for the Zero Defect Zero Effect to manufacturing products & process which are eco-friendly. Our Products meet the optimal Quality Specifications and the systematic approach towards Zero Defect by implementation of DMAIC process for continuous improvement and sustainable development.

To remain competitive, your Company has also focused very strongly on innovation and has successfully introduced "Life Natural" antimicrobial for School shoes (Tennis, Naughty Boy, Scout Ballerina and Hawaii Flip-Flop).

Under Sustainable initiatives, your Company implemented 3R (PVC, Rubber & EVA, Laminated Textile waste, oil filtration & re-use along with reduction initiatives like LED, Motion Sensors, efficient air compressors, VFD/Servo motors, Turbo ventilators, integrated APFC electrical panels) initiative of "Reduce, Reuse & Recycle" program. Additionally, we also have set-up Zero Discharge facilities, Sewage Treatment Plants & Rain-Water Harvesting in our plants.

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.

Your Company continued its focus on capability and capacity development of indigenous suppliers to reduce lead time and cost. Sourcing was taken nearer to the demand areas for some products. We also created product range with shorter lead time. This resulted in faster replenishment in Stores and Speed-to-Market.

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 Nail Penetration Resistance Safety boot as per BIS norms IS 15298-Part 2: 2016.

An expenditure of Rs. 40.61 Million was incurred on Research and Development (including product development initiatives) during the year under review, as against Rs. 57.55 Million during the financial year 2020-21. Research and Development Centres at Batanagar, Bataganj & Batashatak manufacturing units of your Company, are approved by the Department of Science & Technology, Government of India.

Your Company achieved reduction of CO_2 emission at Batanagar Factory by reduction in Briquette Consumption by 7.5 Ton. Your Company shall continue to invest on Research and Development activities and energy saving measures in its manufacturing units in the future as well.

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

CORPORATE SOCIAL RESPONSIBILITY

Your Company operates on the belief that an organization should exist to serve a social purpose and enhance the lives of people connected through its business. Your Company has a CSR Policy in place which aims to ensure that your 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 continued to demonstrate its social commitment to the communities in and around which it operates. Our community interventions have been aligned with global Sustainable Development Goals (SDGs), primarily on good health & well-being, quality education, reducing inequalities and leveraging partnerships for success.

Bata Children's Program

During the year under review, we continued to support children under our Global Bata Children's Programme (BCP), wherein we reached out to more than 4,000 children. There are studies which reflect that the pandemic lead to long-term detrimental effects on education, especially for underserved children, mainly due to digital divide. BCP Program dealt with this situation by adopting a hybrid model for children across schools. We partnered to reach out to children through online and offline mode, focusing on their academics, sports (especially to keep them physically active as schools continued to remain closed), mental health & well-being, conducting counselling sessions (to deal with anxiety and depression due to the pandemic). We addressed the basic needs of the children through renovating classrooms, setting up a dining space, etc., to provide a cordial environment for studies.

Stride with Pride

Our Stride with Pride program continued to reach out to the frontline Covid warriors through shoe donation drives. We donated more than 64,000 pairs of footwear to the frontline heroes, children in communities, old age homes, etc., across 10 cities. We received recognition from various Government institutions and hospitals.

Covid-19 outreach

Under the Covid-19 community interventions, we supported the overburdened medical facilities and government departments with more than 30,000 Covid Care Kits, Oxygen Concentrators, Masks, PPE Kits, etc. We also sensitized BCP children on Covid appropriate behavior for school readiness and supported 100 out-of-school children with nutritious meals. We also collaborated with the Government Medical Dept of Gurugram and supported them with a 20 bedded temporary Covid Care Centre.

Girl Child Support

Bata supported 500 girls for their continued education through distribution of Tablets, Education kits and involving them in extracurricular activities.

Bata Heroes

Our employees have been our pillar of strength across all the social initiatives. During the pandemic, employees reached out to frontline workers and communities at large to conduct COVID support donation drives and footwear donation. With schools closed, our employees were provided opportunities to engage with the children virtually on special occasions like World Health Day, Earth Day, Children's Day, Christmas, etc. Our employees also participated in the winter donation drive through Goonj and a special virtual volunteering program with Goodera, wherein they recorded audio books for the visually challenged children. With re-opening of schools, we are gradually going back to physical volunteering sessions across BCP schools.

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, containing details of CSR projects, amount spent, etc., is appended as **Annexure - IV** to this Report.

The salient features of the CSR Policy of your Company is appended as **Annexure - V** to this Report and the complete policy has been uploaded on the website of your Company at *www.bata.in* under the tab "Investor Relations > Company Policies" at https://www.bata.in/company-policies.html and is available at the link https://www.bata.in/on/demandware.static/-/Sites-bata-in-Library/default/vca1a6dc6c6c9dd1e1b2bd451ba8726ee06c054d7/Staticpagesimages/Company%20Policies/CSR-Policy-Bata-India-Ltd-2021.pdf

There has been no change in the CSR Policy during the year under review.

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, 2021 for a period of ten years. In terms of the said 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 Agreement, your Company has paid technical services fee of Rs. 245.48 Million to GFS for the financial year ended March 31, 2022, 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 your 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 5 (five) Meetings of the Board of Directors of your Company were held, i.e., on May 14, 2021, June 9, 2021, August 11, 2021, November 3, 2021 and February 8, 2022. Details of Board composition and Board Meetings held during the financial year 2021-22 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
1.	Mr. Gunjan Shah (DIN: 08525366)	Managing Director and Chief Executive Officer (Executive)	Appointed as a Whole-time Director (Additional Director) w.e.f. June 21, 2021, and further appointed as Whole-time Director, liable to retire by rotation, at the 88th AGM held on August 12, 2021. Appointed as the Managing Director w.e.f. October 1, 2021, subject to approval of the Members of the Company.
2.	Ms. Vidhya Srinivasan (DIN: 06900413)	Director Finance and CFO (Executive)	Appointed as a Whole-time Director, liable to retire by rotation, at the 88th AGM held on August 12, 2021.
3.	Ms. Radha Rajappa (DIN: 08530439)	Independent Director (Non-Executive)	Appointed as an Independent Director, at the 88th AGM held on August 12, 2021.
4.	Ms. Kanchan Chehal (DIN: 09263584)	Director HR and CHRO (Executive)	Appointed as Whole-time Director (Additional Director) w.e.f. August 16, 2021, subject to approval of the Members of the Company.
5.	Mr. Alberto Toni (DIN: 08358691)	Non-Executive Director	Retired by rotation and re-appointed pursuant to Section 152(6) of the Act at the 88th AGM held on August 12, 2021.

With effect from end of business hours on September 30, 2021, Mr. Rajeev Gopalakrishnan (DIN: 03438046), completed his tenure as the Managing Director of your Company and also ceased to be a Director as he relinquished his position to focus on his role as President – Asia-Pacific market at Bata Global Group Level.

With effect from end of business hours on August 12, 2021, Mr. Sandeep Kataria (DIN: 05183714), who was the Whole-time Director and CEO of your Company, relinquished the positions held by him to focus on his other responsibilities in Bata at Global Level.

With effect from end of business hours on June 30, 2021, Mr. Ram Kumar Gupta (DIN: 01125065), retired from his services as Director Finance and CFO of your Company.

With effect from end of business hours on March 31, 2021, Ms. Anjali Bansal (DIN: 00207746) ceased to be an Independent Director of the Company.

The Board places on record its appreciation for their services.

Other Information

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

Directors seeking appointment / re-appointment

Mr. Shaibal Sinha (DIN: 00082504), Non-Executive Non-Independent Director of your Company, is liable to retire by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment. Your Board recommends his re-appointment as a Director (Non-Executive Non-Independent) of your Company, liable to retire by rotation.

Following directors also seek appointment at the ensuing AGM and their appointments are recommended by the Board:

- Mr. Gunjan Shah as the Managing Director and CEO.
- Ms. Kanchan Chehal as Director HR and CHRO (in respect of whom Notices under Section 160 have been received by your Company).

Necessary Resolution(s) alongwith disclosure(s) / further information(s) in respect of the aforesaid directors seeking appointment / re-appointment at the ensuing AGM have been given in the Notice convening the 89th AGM of your Company.

Key Managerial Personnel

As on the date of this Report, Mr. Gunjan Shah (DIN: 08525366), Managing Director and Chief Executive Officer, who was appointed during the year under review, Ms. Vidhya Srinivasan (DIN: 06900413), 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.

During the year under review, Mr. Rajeev Gopalakrishnan, Mr. Sandeep Kataria and Mr. R. K. Gupta ceased to be KMPs, details of which are given above.

Declaration by Independent Directors

The Independent Directors of your Company have submitted requisite declarations that they continue to 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 as amended by SEBI (Listing Regulations and Disclosure Requirements) (Third Amendment) Regulations, 2021 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.

In terms of Section 150 of the Act and rules framed thereunder, the above Directors have registered themselves with the Indian Institute of Corporate Affairs (IICA) and they are exempted from appearing for the online proficiency self-assessment test. Furthermore, they have also renewed their registration with IICA for applicable tenures. Ms. Radha Rajappa, who was appointed as an Independent Director w.e.f. June 9, 2021, has complied with the requirements of Rule 6(4) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (as amended), within the prescribed time.

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

Pursuant to various requirements under the Act and the Listing Regulations, the Board of Directors has constituted various committees, such as, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk & Compliance Management Committee and Corporate Social Responsibility Committee. The details of composition, terms of reference, etc., pertaining to these committees are mentioned in the Corporate Governance Report which forms part of this Annual Report.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, your 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.

Name of the Audit Committee members, number of meetings held during the year under review, terms of reference and other requisite details have been provided in the Corporate Governance Report which forms part of this Annual Report.

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 your Company. The Policy enumerates the powers, roles and responsibilities of the Nomination and Remuneration Committee. There has been no change in the said Policy during the year under review.

Your Board, on the recommendations of the Nomination and Remuneration Committee, appoints Director(s) of your Company based on his / her eligibility, experience and qualifications and such appointment is approved by the Members of the Company at General Meetings. The Policy also provides for Board Diversity criteria.

The salient features of the said Policy is appended as **Annexure – VI** and the complete Policy has been uploaded on the website of your Company at *www.bata.in* under the tab "Investor Relations > Company Policies" at https://www.bata.in/company-policies.html and is available at the link https://www.bata.in/on/demandware.static/-/Sites-bata-in-Library/default/vca1a6dc6c6c9dd1e1b2bd451ba8726ee06c054d7/Staticpagesimages/Company%20Policies/Nomination-and-Remuneration-Policy-Revised-2021.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 2021-22 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**. Further, the Non-Executive Non-Independent Directors of your Company do not accept any sitting fees / commission.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to 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, 2022 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 Section 177 of the Act and Rules framed thereunder read with Regulation 22 of the Listing Regulations, your Company has a Whistle Blower Policy / Vigil Mechanism in place for the Directors and Employees of your 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 your Company at *www.bata.in* under the tab “Investor Relations > Company Policies” at https://www.bata.in/company-policies.html and is available at the link https://www.bata.in/on/demandware.static/-/Sites-bata-in-Library/default/vca1a6dc6c6c9dd1e1b2bd451ba8726ee06c054d7/Staticpagesimages/Company%20Policies/Whistle-Blower-Policy.pdf

The Policy provides access to the Legal Head of your 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 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, 2022, 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 controls ensure that all assets of your 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 & Compliance Management Committee (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 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 and the RCM Committee respectively. The Chief Internal Auditor is a permanent invitee to the Audit Committee Meetings and a member of the RCM Committee. 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

The Global footwear market valued at over USD 220 Billion, is currently driven by rising demand for fashionable, trendy yet functional and comfortable footwear. Economists expect the market to grow at a CAGR of 4% in the next five years with fashionable footwear contributing more than 25%. Increasing penetration of smart phones and internet connectivity is further propelling footwear sales.

India is poised to become a favourable market for fashion retailers given the following growth drivers:

1. Massive population of middle-class consumers with rising income and purchasing power
2. Increasing economic empowerment for women
3. Change in consumer mindset including brand consciousness
4. Easy availability of consumer credit
5. Increase in choices of quality products

The Indian footwear industry witnessed increased activity with the changing consumer attitude towards footwear. Shoes, initially positioned as a value purchase, were transcending into a lifestyle purchase. It is, however, still under-penetrated with per capita consumption of around 1.7 pairs per annum as compared to the global average of around 3 pairs.

Given the combined effect of outlet closures, shutdown of schools, colleges, etc., preference for Work-from-Home and shift in consumer behavior towards discretionary spending, the Indian footwear industry was one of the seriously hit businesses by the Covid-19 pandemic.

Powered by a massive vaccination drive, the consumer sentiment revived swiftly from the pandemic shock, since then the footwear market in India is witnessing a continuous uptick and is well positioned to grow in double digits over the next few years backed by our Government's 'Make in India' drive.

Opportunities and Threats

Indian Retail Industry has emerged as one of the fastest growing industries accounting for over 10% of the Country's GDP and is projected to grow at a pace of 9%.

Although, it was one of the worst hit industries by the Covid-19 pandemic, it has shown promising signs of recovery. Retail is now growing significantly in the commercial real estate market.

India is the second largest footwear producer and one of the top exporters in the world, contributing significantly to the export earnings and employment generation in the Country. It is also one of the highest employment creating sectors in the Country. On the consumption side, the Country has become a focal point for the fashion and lifestyle businesses over the years, owing to rapidly increasing disposable income.

The pandemic momentarily altered the consumer sentiments towards discretionary spending but also created pockets of momentum and opportunities, for example, online sales and spike in demand for casual and sports shoes. A greater proportion of the overall Indian population, which includes Tier 3-5 cities, now have considerably higher spending power, as a result of which, expansion of the footwear market has resumed. Suppressed demand along with better economic outlook are further expected to boost consumer sentiments and drive-up discretionary spending.

However, factors like rate of economic growth, inflation, regulatory and taxation changes, unemployment trends, etc., continue to affect the growth trajectory of the Indian footwear market, which otherwise possess handsome growth potential for various reasons, including liberal policies, advancement in technologies, innovation, availability of manpower, growth of e-commerce, increasing urbanization, etc.

E-commerce is the fastest growing channel in India and is expected to reach USD 350 Billion by 2030. The Government's focus to improve digital infrastructure in Tier 2 and Tier 3 markets would be favourable to the sector.

To accelerate growth, your Company is taking multiple initiatives under the key thrust levers - Driving Portfolio Evolution, Accelerating Expansion via Franchise & Distribution, Marketing Investments, Exploding Digital Footprint, Agile & Efficient Supply Chain, Staying nimble on costs with Talent, Process, Technology investments at the core.

Your Company is also working aggressively on increasing its reach to customers in Tier 3-5 cities. Due to strong Brand recall, your Company has been witnessing increasing interest for opening of franchise stores.

Your Company also has opportunities in the I&D business, as Bata is the only player which is present across categories and price points. However, the competition continues to grow with unorganized sector moving into organized space.

The free cash from operations and operating leverage allows financial flexibility to your Company to grow its business organically and/or inorganically as per opportunities available.

Innovation via agile product creation, scaling up digital channels, expansion in Tier 3-5 cities through opening of franchise stores and productivity enhancement will continue to be the priority of your Company along with investments in our brands and stores.

Key Focus Areas

Marketing and Campaigns

After several disruptions due to the pandemic since March 2020, the last financial year began with the hope of strong recovery. However, with the resurgence of the infections in the first quarter of the financial year under review, a mild, but virulent third wave in the fourth quarter of the financial year under review complicated the growth trajectory. During both waves, while restrictions were in place, Bata India stood strong with its promise of resilience to step ahead.

During the pandemic, ‘Casualization’ and ‘Sneakerization’ emerged as dominant trends. Customers opted for comfortable casual footwear for their out-of-home needs which included office as well as everyday wear. We leveraged this evolving trend and reached out to our customers who had to resume office, through the campaign “Relaxed Work Wear” with our new celebrity ambassador Mr. Kartik Aaryan. The Campaign targeted the inherent need of having great comfort with casual looking styles that can be worn to formal workwear occasions. Towards the end of the year with the pandemic becoming less severe, customers were looking to step out of their homes to relive the joys of pre-pandemic world. Hence our festive season campaign aimed on this insight with “Step Ahead” messaging, encouraging them to move out to enjoy festivities.

While Sneakers emerged as the dominant category especially amongst the Gen Z and millennials, getting a large variety to choose from under one roof continues to be a challenge. Accordingly, your Company launched a vibrant and groovy campaign ‘Unlimited Sneakers at Bata’ which put forth our proposition of 300+ sneaker styles from 9 brands. At the same time, to bring the proposition alive inside the stores, we piloted physical Sneaker Studios – Single wall with all sneaker styles displayed on it, across various Bata Stores. This Sneaker Studio concept was widely accepted and was rolled out to over 100 Bata and Franchise stores in the fourth quarter.

Women shoppers now seek styles that are versatile enough to take them through multiple occasions in a day. Multifunctional footwear has become more relevant for women today and Bata introduced footwear that merged active and leisurewear attributes. The 24x7 Casual Collection was curated keeping in mind the various roles that women play throughout the day for which they need versatile casual shoes to effortlessly move from one occasion to another. It features Bata, Bata Red Label, Bata Comfit and Naturalizer brands, with artisanal styled heels, wedges & trendy sneakers with hues of colors that can be matched with any occasion, anytime, anywhere. The new campaign features Bata’s new brand ambassador Ms. Disha Patani to attract younger audiences who seek outdoors-inspired benefits, while still wanting a fashion-driven aesthetic that works well for the city life.

For the corporate segment, Hush Puppies is always known as a quintessential premium footwear brand. However, it is now more multifaceted in terms of its offering and not just limited to formal footwear. Hush Puppies’s Neo Casual collection for Neo Leaders offers smart casual and semi casual range of footwear that can easily be worn from boardroom to a party. The launch campaign of Hush Puppies’ Neo Casual collection showcases these new emerging dressing trends for neo age leaders.

Our marketing efforts were recognized by the industry through various awards like **Readers Digest India’s Most Trusted Brand, Images Most Admired Retailer, Customer Fest Leadership Award for Contactless Service, Maddies Silver for Most Effective Retail Campaign, IPRCCA Gold for Best Influencer Marketing Campaign & IAMAI Bronze for Interactive Online Marketing.**

Innovation - Products

During the year under review, based on the consumer buying behavior we focused on footwear that merged active and leisurewear attributes, therefore - NorthStar & Power Sneakers have held the top spot across new products taking the Innovation Rate to its highest ever - 27.2%.

Further, accelerated by changes in consumer behaviour, comfortable shoes that can be worn both at home and at office, saw the return of casual shoes and made multi-functionality the key. We incorporated various comfort features into our Red Label casual shoes and brought a fine balance between comfort and the desire to feel smart.

In terms of colours and materials, fresh additions were made to the longstanding neutrals palette to include hues of metallic shine and summer sparkle, alongside comfort-first footwear and artisanal-style craftwork.

We continue to emphasize cloud-like cushioning and technologies like Cushion Soft, Ortholite & Life Natural antibacterial across our footwear.

Customer Care Initiatives

During the year under review, the focus was primarily to pivot the Customer Services and align the same with NPS feedback inputs and improve Omni-channel experience. NPS as a feedback for loyalty channel was re-launched for all offline and online channels that Bata services. This also involved re-defining consumer journeys and identifying pain points. Multiple new initiatives were rolled out – improved social media engagements and quicker complaint resolution, mapping multiple integration to automate Customer Service operations, implementation of refund automation solutions, improving order failure issues and onboarding new ORM tool with better tech solutions.

Bata Club

Keeping in mind the changes in the overall business environment, Bata Club strategy had to be rejigged. Accordingly, we realigned our focus on scaling up our Omni-channel strategy, profile enrichment drive and email campaigns to increase awareness and drive traffic to bata.in. We also invested heavily on machine learning & AI science to create life cycle segmentation, propensity modelling, and more optimized one-to-one communication for "Right customer at Right time". Dedicated campaign communication aimed at different life cycle segments like New, Grow, Stable, Decline, and lapsed have helped driven customer back to stores for repeat purchase, and increasing the active user base annually.

In recently concluded 15th edition of Customer Fest, an event that celebrates adoption of CRM, CX & data science programs and practices in brands across all industry sectors in India, Bata won the most prestigious category **"Champion of Champions – Loyalty Program of the Year 2022".**

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, 2022 are highlighted below:

Retail Business

India Inc., experienced a roller coaster ride during the year under review, as it experienced the devastating subsequent waves of the Covid-19 infections. This impacted the regular and consistent working of our stores, factories and offices, which were closed in chequered manner depending on the severity of the infections in various parts of the Country. Your Company learned to live with these starts and stops of the business, drawing heavily from its ethos and values. Our teams on ground displayed tremendous agility, ingenuity, grit, and resilience which helped us chart out the road for normalization in these trying times. Your Company went through a phased strategy of survive, revive, revitalize & thrive in financial year under review, to face the challenges of the continuing pandemic and come out of it.

We continued our program of conducting extensive training for our store teams on a detailed 27-point safety SOP for our store opening and running. Our store teams worked relentlessly to ensure Bata stores were following all the safety protocols and local guidelines, while ensuring, minimal impact on our store operations. We continued our work with the local communities while extended helping hand to our store teams as well.

We increased digitalization of our internal communication channel & conducted multiple calls & townhalls to keep the teams on ground motivated & connected during lockdown & post lockdown period & also scaled up 'I Grow', a digital learning platform for retail team which had over 2 lac hours of learning.

We continued our focus on controlling our costs related to retail store expenses and generated millions of savings by negotiating rents across 1000+ stores.

Your Company continued to develop new business channels in line with changing consumer behavior. For Digital Adopters and Digital Novices, we rolled out innovative solutions like Bata ChatShop - WhatsApp shopping, Bata Store on Wheels, and Bata Home Delivery, which enabled easier & safe shopping experience for our customers even as the pandemic's 2nd and 3rd waves raged on. The sales though digitally enabled channels continued to grow in the last one year. Today 60% of marketplaces orders are delivered via our stores, powered by Omni-channel technologies.

Your Company enabled multiple tech initiatives at the store level such as Contact-less payments, Find a Pair, Find my size, QR code scanning, Bata Loyalty Program, store updates on Google etc., which improved the overall customer experience and safety.

We have continued our expansion in Tier 3 to 5 cities via the franchisee model. The year saw good traction not only in store openings for this channel but a sustained Like for Like growth as well. We opened a total of 75 (net) franchise stores this year, taking the total to 300+ franchise stores in the Country.

We have also made deeper forays into the Departmental Stores like Shoppers Stop, Lifestyle and Central with 'Shop in Shops' (SIS). We have had good success in the above-mentioned SIS, selling more premium products in over 230 SIS.

Digital Multi-Channel Business

E-commerce business continued its steady growth path during the year under review. We sold more than 2.8 Million pairs of footwear through online channels and achieved a turnover of Rs.1601 Million.

Bata.in underwent a platform change from Octashop to Salesforce Commerce Cloud with enhanced UI/UX to create customer delight in its purchase journey on our website. Endless Aisle that connected retail store inventory to online website with technical integration, has opened the complete Bata product catalogue to the shoppers.

Bata India shipped 100% of orders received from Bata.in through its stores. Marketplace business on Amazon, Flipkart, Myntra, Tata Cliq etc., saw a significant growth as well. We opened a dedicated warehouse facility managed by third party to further service our Marketplace orders.

In addition, Home Delivery Services offered in over 1200 stores allowed store staff to place orders on customer's behalf if the article of their choice was not available in the store and retain customers, who otherwise would have walked out of our stores due to non-availability of size and color. This service contributed about 5% of Retail stores revenue and sold over 1 Million pairs.

B2B business has been steady on Amazon and Flipkart with sharp focus on growth opportunities across categories and brands. 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.

Your Company has also focused on Technology upgradation to make internal processes robust and strengthen the serviceability.

Hush Puppies

In Hush Puppies, we continued our approach of communicating about technology, with introduction of new product technologies like Bounce Max, Bounce and Bounce Plus. With changing consumer trends, Hush Puppies has been increasing its focus on casual shoes. We introduced a large variety of casual shoes in a vibrant range of colors. The collection is a perfect addition to 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.

The Hush Puppies store network has driven consumer satisfaction and Like for Like sales, much ahead of the competition this year.

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 flagship store in India at Mall of India, Noida. Our further expansion of EBO's took a pause given the pandemic situation. 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.

Our 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 customers in mind. The objective behind this store launch 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 with unmatched ease. The collection flaunts countless styles ranging from pumps, mules, chunky soles and heels. 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 Multi-Brand Outlets, Key Accounts, industrial and institutional business divisions and exports. With the change in consumer behavior as well as Trade Dynamics, we have made changes to provide better service to our Trade Partners and Consumers. We continued to focus on select categories and casualization. Overall health of the business has improved in last 3 quarters inspite of the pandemic.

Bata availability in MBO is now in 1000+ towns and about 550 enterprises provide Bata shoes to their Employee/Customers through our B2B Division.

Outlook

The current economic state, inflation, challenging retail environment and new waves of pandemic pose threats to businesses across all sectors. However, Footwear market is seeing a bounce back in occasion-based purchases, office wear and school wear. Your Company continues to keep its pace with its customers and evolve in every aspect including styles, footwear segments and comfortable yet stylish portfolio. Customer aspirations are evolving and people in smaller towns expect the same experiences as those in Metros. Accordingly, your Company is expanding its footprint across the Country. Your Company is also working on the brand appeal amongst millennials and Gen Z. 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.

With regard to online sales, your Company expects to see its digital sales outpace overall growth and plans to have a robust approach whether it is through D2C channel, E-commerce platforms or Omni-channel approaches — which are a big hit amongst the customers.

Risks and Concerns and Contingent Liabilities

Your Company acknowledges the fact that competition from both domestic and international players is increasing every passing day. In addition to increasing competition, Covid has changed customer's needs, behaviour and buying habits and subsequent covid waves, even localized, may impact customer experience and business operations. Your Company acknowledges that continuous changes will have to be made in the product portfolio mix, so that Bata brand will not lose relevance to the millennials and the increasing youth population of India. Your Company also realizes that modernization of I.T. systems along with having suitable protection from risk of loss / theft of data / other vulnerabilities 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. 828.37 Million as on March 31, 2022 as compared to Rs. 411.65 Million as on March 31, 2021. Attention is drawn to the explanations mentioned in Note No. 30 of the Notes to Financial Statements for the financial year ended March 31, 2022. 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

The operations and consequential financial performance of the Company remained impacted during the year under review due to the Covid-19 pandemic.

The Earnings per Share (EPS-Basic and Diluted) of your Company for the financial year ended March 31, 2022 was at Rs. 7.85 as compared to the (EPS-Basic and Diluted) for the previous financial year ended March 31, 2021 at Rs. (7.02). Your Company recorded an EBITDA margin of 17.41% during the financial year under review as compared to 9.17% during the financial year 2020-21.

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. 491.73 Million as compared to Rs. 343.18 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	2021-22	2020-21
(i)	Debtors to Sales (in days)	11	17
(ii)	Inventory to Turnover Ratio (in months)	2.74	2.81
(iii)	Interest Coverage Ratio	1.87	(0.70)
(iv)	Current ratio	2.44	2.61
(v)	Debt Equity Ratio*	0.60	0.59
(vi)	Operating Profit Margin (%)	7.28	(4.25)
(vii)	Net Profit Margin (%)	4.23	(5.29)
(viii)	Return on Net worth (%)	5.56	(5.13)

** 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 has been considered as debts.*

The significant changes over previous year across all ratios is due to higher sales, faster realisations and stores re-openings post lifting of lockdowns restrictions. For detailed explanation, please refer to Note no. 39 of the Notes to Standalone Financial Statements for the financial year ended March 31, 2022.

The other financial ratios of the Company relating to previous 10 years has been provided in other part of Annual Report 2021-22.

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

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

Employee Engagement

- **COVID Heroes Day -** To meet our customers' expectations, our front end teams comprising of store staff, field sales, warehouses and factories worked in tandem following the various restrictions, guidelines and protocols issued by State Governments. At the time when even local transportation was not available, our teams ensured that the right products are delivered to our customers at the earliest. In appreciation for their relentless support, dedication and going beyond the "Call of duty", we dedicated 26th August 2021 as "COVID Heroes Day". Our entire team stepped out and visited every store, factory and warehouse and shared their appreciation with some gifts and celebrations, thanking them for their efforts. Over the week, we were able to reach out to our employees at stores/warehouses/RDCs/depots and thanked and appreciated them.

- **Cricket Tournament -** Post relaxation of the Covid restrictions, with an aim to build stronger One Team connects, a Cricket match was organised for our employees in Gurugram. This proved as a good step for "Getting back to normal" situation and it helped the employees' bond on the field and outside of it, as offices opened up for regular hours.
- **Virtual Connects and Celebrations -** We have continued to strengthen our employee connect on digital mode on special days and festivals. We have also been able to include the families of our employees for live games and competitions. We held Townhalls wherein the CEO briefed on the performance of the Company and future direction. We also took it as an opportunity to recognise employees across departments and locations for their good work, efforts and achievements.
- **Customer Centricity -**
  - **Revamped Induction Program -** We successfully revamped the induction program for new joiners under the umbrella of WOW (Welcome to our World). The objective is to inspire a sense of welcome among all new joiners and business know-how by means of inter-departmental interactions, create awareness of processes and drive in-depth store induction. This helps us to bring new talent to speed and contribute effectively in your Company's growth.
  - We continued to focus on keeping our internal and external customers at the forefront. The concept of employee satisfaction who are our internal customers, lead to all aligned approach towards the common goal of customer centricity and best-in-class experience in product and service.

Administration

- **Covid protocols followed and Hospital Tie-ups -** With an aim to keep our employees safe and for the continuity of business, our respective regional and unit HR teams have ensured that all our employees were 100% vaccinated. Teams were trained on Covid guidelines and ensured effective re-opening of offices as per the Government guidelines. Regular communication to keep our employees abreast with Govt. guidelines and internal advisories were made. Repository for employee demographics was maintained for timely and adequate support. Tie-ups for hospital and meals were done for immediate attention and support to the employees during hours of need.
- **Online medical consulting service for all the employees -** We tied-up with a digital App partner for providing online medical consultation so that our employees can get adequate support in case of any medical issues / emergency.

Training, Learning & Development

- **Competency development in Retail -** During the year under review, we developed problem solving and team developer competencies in our retail network. We have partnered with a specialist sales and operations organization to provide holistic, multidimensional, technology driven and future retail ready competency-based sales and operation trainings to our District Managers and above population through a Train-the-Trainer approach, who then cascades these training programs to our field workforce thereafter.
- **Manufacturing Curated Program offerings -** We have curated courses addressing the needs of the manufacturing vertical. These self-development programs cater to Coaching, Negotiation skills of concerned managers, apart from advancing their communication skills.
- **Online Learning Programs -** We re-launched learning platform – **iGROW** for our employees. With an aim to enhance the learning opportunities, we expanded our learning catalogue of courses based on the training needs identified through the Bata Performance Review process. During the year under review, 65% employees completed one or more training programs. These training programs provide a wide curriculum including leadership skills, digital marketing, strategic thinking, innovation, supply chain, etc.

Career Management

- **Internal Growth -** Internal Job Postings and Internal movements remained focus areas to support the business with opportunities for our employees to learn, perform and grow within the organization. STEP UP and Career Ladder for the store teams were programs that were implemented with Assessment Centers assessing Bata Competencies.
- **Agile Workforce -** Keeping in mind the changing aspects and working environment of business, we have introduced

Flexible working model for offering better agility, flexible timings and enhanced customer service basis business requirements. This model also supports our frontline store operations.

- **Leadership Development -** Our flagship programs Bata Leader and Bata Highflyers were introduced in collaboration with Schlageter Institute, Germany to address the development need of High performing employees. The objective of these interventions is to support the development journey to create Bata leaders of tomorrow ahead.
- **Talent Acquisition -** Bata continues to be recognized as an Employer of Choice.
- **Talent Assessment -** For the first time at Bata, we implemented a Talent Management Review (TMR) process which covered the internal Bata India talent landscape. To assist each department, critical roles were identified, talent pipelines were created and comprehensive talent mapping was completed. A development plan and defined career path for high potentials through training and internal functional cabinets were created.

Diversity & Inclusion

- We continued our focus on our Diversity & Inclusion agenda across the organization. With the vision of having more diverse workforce, we have been rigorously working towards hiring a diverse talent pool. We have made conscious efforts through various collaborations with organizations for hiring diverse talent across various levels in our organization through all functions and regions.
- WForce virtual programs – Throughout the year under review, we invited experts from the industry and conducted virtual programs with the employees on 'Mental Health & Well Being', 'Inclusivity & its importance' and celebrated 'International Women's Day' covering both men and women workforce for these sessions to listen to best practices and also engage through Q&A sessions thereafter.
- Your Company is committed to provide a work environment free from harassment of any kind and in particular, a work environment that has zero tolerance for sexual harassment. We conducted 'Prevention of Sexual Harassment at Workplace (POSH)' virtual awareness sessions for all employees at a Pan India level.

Industry Recognition

We built 'Employer Brand Value' through participation in external awards -

- CII Award - 'HR Best Practices in Business Partnering', awarded first prize (our 2nd GOLD trophy consecutively in 2 years).
- North India's Best Employer Brand in 2021 - Bata was recognized for its HR strategy linked to business, agile People policies, Talent Management practices and cultivating competencies for the future to enable building the organization to be future-ready.

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, 2022, there were 4357 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, 2022 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 link https://www.bata.in/bataindia/a-29_s-181_c-42/investor-relations.html

Annexures forming part of 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	Secretarial Audit Report
II	Corporate Governance Report
III	Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
IV & V	Annual Report on CSR activities and CSR Policy (Salient features)
VI	Nomination and Remuneration Policy (Salient features)
VII & VIII	Disclosures on remuneration of directors and employees of the Company
IX	Business Responsibility Report

ACKNOWLEDGEMENTS

Your Board expresses its deep sense of gratitude towards the customers for their continuous patronage and remains committed to serving them by delivering more style and comfort at every step.

Your Board is grateful to our business partners, suppliers, vendors, associates and dealers as well as the regulatory authorities of the Central and State Governments in India associated with your Company in its progress and places on record its appreciation for their support and co-operation. Your Board looks forward to their continued assistance in future.

Your Board is deeply grateful to our investors and shareholders for the unwavering confidence and faith in us. Your Board is also thankful to the Bata Shoe Organization (BSO) for their guidance and support throughout the year.

Your Board also acknowledges and appreciates the Independent Directors and the Non-Executive Directors of your Company for their contribution by way of strategic guidance, sharing of knowledge, experience and wisdom, which helps your Company to take the appropriate decisions in achieving its business goals.

Your Board places on record its deep appreciation to the employees, workmen and staff including the Management headed by the Executive Directors for their hard work, dedication and commitment, particularly during the pandemic and overall challenging business environment. Your Board places on record their special gratitude towards the front line staff working in our stores.

The ownership and responsiveness shown by all stakeholders during the pandemic is inimitable and is a testimony of the spirit of this great organization.

For and on behalf of the Board of Directors

Place : Gurugram
Date : May 25, 2022

Gunjan Shah
Managing Director and CEO
DIN: 08525366

Vidhya Srinivasan
Director Finance and CFO
DIN: 06900413

Annexure - I

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022
[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 resurgence of 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, 2022, generally 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, 2022, according to the applicable provisions of :

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

(ii) The Securities Contracts (Regulation) Act, 1956 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 :

   (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/ the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008/ the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

   (f) The Securities and Exchange Board of India (Registrars to an Issue and 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 and Disclosure Requirements) Regulations, 2015.

(vi) The Personal Protective Equipment - Footwear (Quality Control) Order, 2020 – applicable with effect from January 1, 2022.

The following Orders have been also been passed by Leather and Footwear Section of Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India on October 27, 2020, which read with the Bureau of Indian Standards Act, 2016 and various Rules framed thereunder, were initially made applicable from date of publication of these Orders in the Gazette of India, but DPIIT has amended these Orders on December 4, 2020 and again on June 30, 2021 and thereby extended the date of applicability of these Orders initially to July 1, 2021 and then to July 1, 2022 :

1. The Footwear made from all-Rubber and all Polymeric material and its components (Quality Control) Order, 2020.

2. The Footwear made from Leather and other materials (Quality Control) Order, 2020.

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.

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.

During the year under review the Company has generally complied with the applicable provisions of the Acts, Rules, Regulations, Standards, Order etc., mentioned above.

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, except for the Board Meeting held on May 14, 2021, which was called on a shorter notice, accompanied with agenda and detailed notes on agenda, pursuant to the proviso to Section 173(3) of the Companies Act, 2013; 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 view by any of the members of the Board or Committees thereof.

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 Acts, Rules, Regulations, Standards, Order etc.

We further report that no specific event having a major bearing on the Company's affairs in pursuance of the above referred Acts, Rules, Regulations, Standards, Order 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
Peer Review Certificate No. 1128/2021
ICSI UDIN : F003381D000362982

Place : Kolkata
Date : May 25, 2022

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. Wherever required, we have obtained the Management's Representation about the compliance of Acts, Rules, Regulations, Standards, Order and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Acts, Rules, Regulations, Standards, Order etc., is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
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
Peer Review Certificate No. 1128/2021
ICSI UDIN : F003381D000362982

Place : Kolkata
Date : May 25, 2022

Corporate Governance Report

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

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, 2022. This Report is updated as on the date of the Report wherever applicable.

Board of Directors

The Board of Directors of the Company (the "Board") has an optimum combination of Executive and Non-Executive Directors and is duly constituted under the Chairmanship of a Non-Executive Director. The Board Members possess adequate qualifications, knowledge, expertise and experience to provide strategic guidance to the Company. The 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, 2022, the Board comprised of 10 (ten) Directors, of which 5 (five) were Independent Directors including the Chairman. Women Directors constituted 30 (thirty) percent of the total composition of the Board.

The composition of the Board as on March 31, 2022, the number of directorships, the number of 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 and DIN	Designation and Category of the Directors	No. of Directorships¥@	No. of membership on Board committees¥*	No. of chairpersonship on Board committees¥*	No. of Board Meetings attended during the financial year 2021-22
Mr. Ashwani Windlass (DIN: 00042686)	Chairman & Independent Non-Executive Director	5	3	3	5 out of 5
Mr. Akshay Chudasama (DIN: 00010630)	Independent Non-Executive Director	2	3	0	5 out of 5
Mr. Ashok Kumar Barat (DIN: 00492930)	Independent Non-Executive Director	7	7	5	5 out of 5
Ms. Radha Rajappa[1] (DIN: 08530439)	Independent Non-Executive Director	2	1	0	4 out of 4
Mr. Ravindra Dhariwal (DIN: 00003922)	Independent Non-Executive Director	6	7	0	5 out of 5
Mr. Alberto Toni (DIN: 08358691)	Non-Executive Director	1	2	1	4 out of 5
Mr. Shaibal Sinha (DIN: 00082504)	Non-Executive Director	1	0	0	5 out of 5
Mr. Gunjan Shah[2] (DIN: 08525366)	Managing Director & Chief Executive Officer (Executive)	3	1	0	3 out of 3
Ms. Vidhya Srinivasan[1] (DIN: 06900413)	Director Finance and Chief Financial Officer (Executive)	3	1	0	4 out of 4
Ms. Kanchan Chehal[3] (DIN: 09263584)	Director HR and CHRO (Executive)	1	0	0	2 out of 2

The Committee positions are based on the latest disclosures received by the Company. The last AGM held on August 12, 2021 (88th AGM) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") was attended by all the above named directors except Ms. Kanchan Chehal who was appointed with effect from August 16, 2021.

¥Including Bata India Limited.

[@]Excludes memberships of the managing committee of various chambers/bodies, directorships in private limited companies, foreign companies, high value debt listed entities and Section 8 companies.

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

[1]Appointed with effect from June 9, 2021.

[2]Appointed as a Whole-time Director with effect from June 21, 2021 and as the Managing Director with effect from October 1, 2021.

[3]Appointed with effect from August 16, 2021.

None of the Directors on the Board 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 Directors of the Company are in compliance with the requirements of the Listing Regulations and the Companies Act, 2013 (as amended) (the “Act”) with regard to the maximum number of directorships.

The Independent Directors of the Company have declared that they meet the criteria for “independence” and / or “eligibility” as prescribed under amended Regulation 16(1)(b) of the Listing Regulations and Section 149 of 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 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.

Details pertaining to Directors ceased during the financial year ended March 31, 2022:

Name of the Directors and DIN	Designation and Category of the Directors	Effective date of cessation	No. of Board Meetings attended during their tenure since April 1, 2021	Attendance at 88th AGM
Ms. Anjali Bansal (DIN: 00207746)	Independent Non-Executive Director	April 1, 2021	0 out of 0	N.A.
Mr. Ram Kumar Gupta (DIN: 01125065)	Director Finance and Chief Financial Officer (Executive)	July 1, 2021	2 out of 2	N.A.
Mr. Sandeep Kataria (DIN: 05183714)	Whole-time Director and Chief Executive Officer (Executive)	August 13, 2021	3 out of 3	Yes
Mr. Rajeev Gopalakrishnan (DIN: 03438046)	Managing Director (Executive)	October 1, 2021	2 out of 3	Yes

Ms. Anjali Bansal has resigned from the directorship of the Company, with effect from end of business hours of March 31, 2021, owing to other preoccupations and has further confirmed that there is no other reason, material or otherwise than this.

As required under Para C(2) of Schedule V to the Listing Regulations, based on the latest disclosures received by the Company, as on March 31, 2022, following are the names of the other listed entities where the Directors of the Company are also a Director and the category of their directorships therein:

Name of the Directors	Directorships and its category in other listed entities	
Mr. Ashwani Windlass	1. Vodafone Idea Limited	3. Hindustan Media Ventures Limited
	2. Jubilant Foodworks Limited	
Mr. Akshay Chudasama	1. Apollo Tyres Limited	
Mr. Ashok Kumar Barat	1. DCB Bank Limited	4. Alembic Pharmaceuticals Limited
	2. Huhtamaki India Limited	5. Birlasoft Limited
	3. Cholamandalam Investment and Finance Company Limited	
Ms. Radha Rajappa	1. Zensar Technologies Limited	
Mr. Ravindra Dhariwal	1. Sheela Foam Limited	2. Future Retail Limited

The above positions are being held as an Independent Director in the said other listed entities by the respective directors of the Company. None of the other directors of the Company hold any directorship in any other listed entity.

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 met 5 (five) times during the financial year ended March 31, 2022. 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, 2022. The details are as follows:

Meeting Number	Date of Board Meetings	Board Strength (No. of Directors)	No. of Directors Present	No. of Independent Directors Present
1st of 2021-22	May 14, 2021	9	8	4
2nd of 2021-22	June 9, 2021	11	11	5
3rd of 2021-22	August 11, 2021	11	10	5
4th of 2021-22	November 3, 2021	10	10	5
5th of 2021-22	February 8, 2022	10	10	5

The Directors have access to the complete agenda for meetings along with all relevant annexures and other 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 meetings 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. Gunjan Shah Ms. Radha Rajappa Mr. Ravindra Dhariwal
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 Mr. Ashok Kumar Barat Mr. Gunjan Shah Ms. Radha Rajappa Mr. Ravindra Dhariwal Mr. Shaibal Sinha Ms. Vidhya Srinivasan
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 Mr. Ashok Kumar Barat Mr. Gunjan Shah Ms. Radha Rajappa Mr. Ravindra Dhariwal Mr. Shaibal Sinha Ms. Vidhya Srinivasan
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 Mr. Ashok Kumar Barat Mr. Gunjan Shah Ms. Kanchan Chehal Ms. Radha Rajappa Mr. Ravindra Dhariwal Ms. Vidhya Srinivasan
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 Mr. Gunjan Shah Ms. Radha Rajappa Mr. Shaibal Sinha

Areas	Core skills / expertise / competencies in specific functional area	Name of the Directors
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 Mr. Ashok Kumar Barat Ms. Radha Rajappa Mr. Shaibal Sinha Ms. Vidhya Srinivasan

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. Accordingly, an In-house Induction Programme was organised for the newly appointed Director viz., Ms. Radha Rajappa, Independent Director.

The Independent Directors, from time to time, 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, have been uploaded on the website of the Company at *www.bata.in* under the tab "Investor Relations > Board of Directors" at https://www.bata.in/board-of-directors.html and is available at the link https://www.bata.in/on/demandware.static/-/Sites-bata-in-Library/default/v185769238fbf1c1340b26746494c69f88e891ba0/pdf/Fam_Prog_20221_22.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, 2022, all the Independent Directors met on March 17, 2022, *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 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* under the tab "Investor Relations > Company Policies" at https://www.bata.in/company-policies.html and is available at the link https://www.bata.in/on/demandware.static/-/Sites-bata-in-Library/default/vca1a6dc6c6c9dd1e1b2bd451ba8726ee06c054d7/Staticpagesimages/Company%20Policies/BIL-CodeofConductforDirectors&SMPs.pdf

Board Committees

The Board 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 terms of reference of the committees are in compliance with the Act and the Listing Regulations. During the financial year ended March 31, 2022, the Board has reconstituted its Committees and also amended the terms of reference of the committees, as applicable, in compliance with the various amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committees are provided, on a timely basis, with requisite information and detailed agenda papers, together with necessary supporting papers, as required. The details of various committees, including composition, are given below:

Audit Committee

The Board 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, review of internal audit reports, recommending appointment and remuneration of auditors to the Board, review and monitor the auditors' independence, performance and effectiveness of audit process, review of adequacy of internal control systems and internal audit function, review of functioning of the whistle blower mechanism, review of related party transactions, 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, 2022, the Audit Committee comprised of 4 (four) Non-Executive Directors, 3 (three) 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 Statutory Auditors and the Chief Internal Auditor are amongst the 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, 2022 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, 2022, 6 (six) Audit Committee meetings were held on June 9, 2021, August 11, 2021, August 12, 2021, November 3, 2021, February 8, 2022 and February 17, 2022. 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	6 out of 6
2.	Mr. Alberto Toni	Member	6 out of 6
3.	Mr. Ravindra Dhariwal	Member	6 out of 6
4.	Ms. Radha Rajappa*	Member	5 out of 5

*Appointed as a member with effect from July 1, 2021.

The Chairman of the Audit Committee was present at the 88th AGM of the Company to answer the relevant queries of the shareholders.

Nomination and Remuneration Committee

The Board 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 the senior management;

(iv) To specify the manner for effective evaluation of performance of the Board, its committees and individual directors and to review its implementation and compliance;

(v) To recommend on extension or continuation of term of appointment of the Independent Directors;

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

Composition, Meetings and Attendance

As on March 31, 2022, 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.	Mr. Ravindra Dhariwal	Chairman	5 out of 5	May 14, 2021 June 9, 2021 August 11, 2021 October 7, 2021 February 8, 2022
2.	Mr. Akshay Chudasama	Member	5 out of 5	
3.	Mr. Alberto Toni	Member	4 out of 5	
4.	Mr. Ashok Kumar Barat$	Member	2 out of 2	
5.	Mr. Shaibal Sinha#	Member	3 out of 3	

$Appointed as a member with effect from September 1, 2021.

#Ceased to be a member with effect from September 1, 2021.

The Chairman of the Nomination and Remuneration Committee was present at the 88th AGM of the Company to answer the relevant queries of the shareholders.

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 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* under the tab "Investor Relations > Company Policies" at https://www.bata.in/company-policies.html and is available at the link https://www.bata.in/on/demandware.static/-/Sites-bata-in-Library/default/vca1a6dc6c6c9dd1e1b2bd451ba8726ee06c054d7/Staticpagesimages/Company%20Policies/Nomination-and-Remuneration-Policy-Revised-2021.pdf.

Non-Executive Directors

The Board 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, 2022, 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. Further, in terms of the revised Nomination and Remuneration Policy, read together with the MCA Notifications dated March 18, 2021 and the Companies (Amendment) Act, 2020, if, in any financial year, the Company has no profits or its profits are inadequate, the Company shall be entitled to pay remuneration exclusive of any Sitting Fee, to any of its Non-Executive Director, including an Independent Director in accordance with the provisions of Schedule V of the Act.

Sitting fees paid to Non-Executive Independent Directors are within the limits prescribed by the Act. The details of remuneration paid to the Independent Directors during the financial year ended March 31, 2022 are as follows:

(Rs. in Million)

Name of the Directors	Sitting Fees paid	Remuneration (other than sitting fees) paid* for the financial year ended March 31, 2022
Mr. Ashwani Windlass	0.72	2.65
Mr. Akshay Chudasama	1.25	1.32
Mr. Ashok Kumar Barat	1.70	1.32
Mr. Ravindra Dhariwal	1.70	1.32
Ms. Radha Rajappa	1.27	N.A.

*Ms. Anjali Bansal who ceased to be a director with effect from the end of business hours on March 31, 2021 was paid, during the financial year 2021-22, a remuneration of Rs. 1.32 Million for the financial year 2020-21.

Letters of appointment are issued by the Company to the Independent Directors at the time of appointment / re-appointment, stating their roles, duties, responsibilities, etc., which have been accepted by them. Supplementary letters, as applicable, were also issued, during the year, to amend the terms of remuneration in accordance with the Shareholders' approval accorded at the 88th AGM.

Terms and conditions of appointment of the Independent Directors have been disclosed on the website of the Company at *www.bata.in* under the tab "Investor Relations > Board of Directors" at https://www.bata.in/board-of-directors.html and is available at the link https://www.bata.in/on/demandware.static/-/Sites-bata-in-Library/default/v9cf4d9647b167574fd194c96e7c63dffff5d935b/pdf/Model-Appointment-Letter_Independent-Directors-310821.pdf

Executive Directors

The details of remuneration and perquisites paid during the financial year under review are as under:

(Rs. in Million)

Name of the Directors and designation	Salary	Performance Linked Incentive	Perquisites	Others
Mr. Gunjan Shah *Managing Director and Chief Executive Officer*	27.04	-	1.52	0.06
Ms. Vidhya Srinivasan *Director Finance and Chief Financial Officer*	15.14	-	0.76	0.06
Ms. Kanchan Chehal *Director HR and CHRO*	9.83	-	0.41	0.07
Details pertaining to Directors ceased during the financial year ended March 31, 2022:				
Mr. Rajeev Gopalakrishnan *Managing Director*	24.95	-	2.95	2.65
Mr. Sandeep Kataria *Whole-time Director and Chief Executive Officer*	-	-	-	-
Mr. Ram Kumar Gupta *Director Finance and Chief Financial Officer*	11.10	-	0.38	0.08

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 Sections 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 applicable 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 full salary for the notice period as per the Agreement as well as incentive that would have been 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 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 for the financial year ended March 31, 2022. 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' such as preparation, participation, conduct and effectiveness.

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 March 17, 2022 and subsequently at the Nomination and Remuneration Committee Meeting held on May 25, 2022. The Nomination and Remuneration Committee forwarded their recommendation based on such Performance Evaluation Process to the Board.

After completion of internal evaluation process, the Board at its meeting held on May 25, 2022, 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 Board, excluding the Independent Directors being evaluated. Further, the Board, excluding the Independent Directors being evaluated, also carried out evaluation of fulfillment of the independence criteria as specified in the Listing Regulations by the Independent Directors of the Company and their independence from the management of the Company. 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. The Committee also oversees the preparation, implementation and reporting of ESG, Sustainability and Conducting Business in a responsible manner.

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

Sl. No.	Name of the Directors	Position	No. of meetings attended	Date of meetings
1.	Mr. Ashwani Windlass*	Chairman	2 out of 2	June 9, 2021 October 7, 2021 February 8, 2022
2.	Ms. Kanchan Chehal@	Member	2 out of 2	
3.	Mr. Gunjan Shah@	Member	2 out of 2	
4.	Mr. Ashok Kumar Barat^	Member	1 out of 1	
5.	Mr. Sandeep Kataria&	Member	1 out of 1	
6.	Mr. Ram Kumar Gupta$	Member	1 out of 1	
7.	Ms. Anjali Bansal#	Past Chairperson	N.A.	

*Inducted as a member and also appointed as the Chairman of the Committee with effect from September 1, 2021.
@Appointed as a member with effect from September 1, 2021.
^Ceased to be a member with effect from September 1, 2021.
&Ceased to be a member with effect from August 13, 2021.
$Ceased to be a member with effect from July 1, 2021.
#Ceased to be a member with effect from April 1, 2021.

From July 1, 2021 to August 30, 2021, Ms. Radha Rajappa served as member and Chairperson and Ms. Vidhya Srinivasan served as member of the CSR Committee.

The Company Secretary acts as the Secretary to the Committee.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee (SRC) of the Board, headed by Mr. Alberto Toni (Non-Executive Director), 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. The details of the composition, meetings and attendance of the members of the SRC Committee are as follows:

Sl. No.	Name of the Directors	Position	No. of meetings attended	Date of meetings
1.	Mr. Alberto Toni	Chairman	2 out of 2	August 12, 2021 February 17, 2022
2.	Mr. Akshay Chudasama	Member	2 out of 2	
3.	Mr. Ravindra Dhariwal	Member	2 out of 2	
4.	Mr. Gunjan Shah*	Member	1 out of 1	
5.	Ms. Vidhya Srinivasan[@]	Member	2 out of 2	
6.	Mr. Rajeev Gopalakrishnan[&]	Member	0 out of 1	
7.	Mr. Sandeep Kataria[#]	Member	0 out of 1	
8.	Mr. Ram Kumar Gupta[$]	Member	N.A.	

*Appointed as a member with effect from October 1, 2021.
[@]Appointed as a member with effect from July 1, 2021.
[&]Ceased to be a member with effect from October 1, 2021.
[#]Ceased to be a member with effect from August 13, 2021.
[$]Ceased to be a member with effect from July 1, 2021.

The Chairman of the Committee was present at the 88th AGM to answer the relevant queries of the shareholders.

The Company Secretary acts as the Secretary to the Committee.

Compliance Officer

As on March 31, 2022, Mr. Nitin Bagaria, 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, 2022 under 'SCORES'.

It is confirmed that there was no request for registration of share transfers / transmissions lying pending as on March 31, 2022 and that all requests for issue of new certificates, sub-division or consolidation of shareholdings, etc., received upto March 31, 2022 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, 2022:

Sl. No.	Subject matter	Complaints pending as on April 1, 2021	Complaints received	Complaints redressed	Complaints pending as on March 31, 2022
			During the financial year ended March 31, 2022		
1.	Non-receipt of Dividend	0	0	0	0
2.	Transfer / Transmission of Shares	0	0	0	0
3.	Dematerialization / Re - materialization of Shares	0	0	0	0
4.	Sub-division related matters	0	1	1	0
5.	Others	1	3	4	0
TOTAL		**1**	**4**	**5**	**0**

Risk & Compliance Management Committee (RCMC)

The Board has constituted a Risk Management Committee (Risk & Compliance Management Committee) with majority of its members being Directors including one Independent Director in terms of Regulation 21 of the Listing Regulations. The Chairman of Audit Committee is also a member of RCMC.

During the financial year ended March 31, 2022, based on the recommendation of RCMC, the Board has revised the Risk Management Policy in compliance with the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021, to, inter alia, include a Business Continuity Plan. In terms of the said Policy, Risk Management Reports are reviewed by RCMC about the risks and related processes. RCMC 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, 2022, i.e., on October 7, 2021 and February 17, 2022 and a period of not more than one hundred and eighty days elapsed between the said meetings.

The composition of the RCMC and attendance of its members (Directors and Non-Directors) are as follows:

Sl. No.	Name of the Members - Directors	No. of meetings attended
1.	Mr. Akshay Chudasama, Chairman	2 out of 2
2.	Mr. Ashok Kumar Barat	
3.	Ms. Radha Rajappa*	
4.	Mr. Gunjan Shah^	
5.	Ms. Vidhya Srinivasan*	
6.	Mr. Shaibal Sinha	

Sl. No.	Name of the Members - Non-Directors	No. of meetings attended
1.	Mr. Manoj Goswani, Senior Vice President - Legal	2 out of 2
2.	Mr. Sanjay Kanth, Senior Vice President - Manufacturing & Sourcing	
3.	Mr. Sanjeev R Koshe&, Chief Internal Auditor *(Former)*	1 out of 1
4.	Mr. Sumit Mago@, Chief Internal Auditor	1 out of 1

*Appointed as a member with effect from July 1, 2021.

^Appointed as a member with effect from October 1, 2021.

& Ceased to be a member with effect from November 19, 2021.

@Appointed as a member with effect from February 8, 2022.

During the financial year ended March 31, 2022, Ms. Anjali Bansal, Mr. Ram Kumar Gupta, Mr. Sandeep Kataria and Mr. Rajeev Gopalakrishnan ceased to be Director-Members of the Committee with effect from April 1, 2021, July 1, 2021, August 13, 2021 and October 1, 2021 respectively.

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
2020-21	Thursday, August 12, 2021 at 1:30 P.M.	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")	➢ Appointment of Ms. Vidhya Srinivasan as a Whole-time Director of the Company, liable to retire by rotation, for a period of 5 (five) consecutive years commencing from June 9, 2021 and fixing her remuneration. ➢ Appointment of Mr. Gunjan Shah as a Whole-time Director of the Company, liable to retire by rotation, for a period of 5 (five) consecutive years commencing from June 21, 2021 and fixing his remuneration. ➢ Approval for alteration of Article 83 in the Articles of Association of the Company. ➢ Approval for payment of remuneration to Non-Executive Directors (including Independent Directors) of the Company.
2019-20	Thursday, August 6, 2020 at 1:30 P.M.	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")	➢ None
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.

No Extraordinary General Meeting (EGM) was held by the Company during the financial year ended March 31, 2022.

Postal Ballot

No resolution was passed during the financial year ended March 31, 2022 through Postal Ballot under Section 110 of the Companies Act, 2013 and Rules framed thereunder.

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

Quarterly 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 of the Company were sent to the Members of the Company in the prescribed manner in terms of the Act, the Rules made thereunder, and the Listing Regulations read together with the circulars issued thereunder including MCA General Circulars No. 14/2020, No. 17/2020, No. 20/2020, No. 02/2021 and No. 2/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 5, 2022 respectively read with SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively.

Online Filings: 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) / New Digital Portal and Compliance Uploader on CSE's website respectively. 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.

Newspapers: The Financial Results of the Company are normally published in widely circulated daily newspapers, such as, "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.

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 subsequently hosted on the website of the Company.

Presentations made to institutional investors / analysts: Presentations to be made during Post Earnings' Call are also filed with the Stock Exchanges. All price sensitive information are promptly intimated to the Stock Exchanges before being released to the media, other stakeholders and uploaded on the website of the Company.

General Shareholder Information

Annual General Meeting (AGM), Book Closure Period and Dividend Payment Date: The details of AGM, Book Closure period and Dividend payment date have been disclosed in the Notice convening the 89th 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 2022-23]	Tentative Dates
First Quarter Financial Results (June 30, 2022)	By mid-August 2022
Second Quarter Financial Results (September 30, 2022)	By mid-November 2022
Third Quarter Financial Results (December 31, 2022)	By mid-February 2023
Fourth Quarter & Annual Audited Financial Results of the current Financial Year (March 31, 2023)	By mid-May 2023

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 years 2021-22 and 2022-23 have been paid to the above Stock Exchanges within the respective due date(s).

Market Price Data

Month & Year	BSE			NSE		
	High (Rs.)	Low (Rs.)	Volume (Nos.)	High (Rs.)	Low (Rs.)	Volume (Nos.)
April 2021	1,437.40	1,265.00	6,93,982	1,437.75	1,263.60	1,20,57,265
May 2021	1,559.40	1,338.65	10,44,669	1,559.85	1,338.65	1,29,87,779
June 2021	1,696.90	1,527.40	10,21,728	1,696.95	1,527.50	1,32,10,712
July 2021	1,639.00	1,550.00	7,29,420	1,640.00	1,550.00	98,61,956
August 2021	1,785.00	1,623.85	13,45,935	1,785.00	1,592.10	1,76,67,880
September 2021	1,848.20	1,715.10	7,33,504	1,848.70	1,715.00	88,79,312
October 2021	2,212.55	1,763.85	10,51,448	2,212.75	1,762.50	1,46,58,407
November 2021	2,261.65	1,839.15	8,72,290	2,262.00	1,845.75	1,15,14,247
December 2021	2,056.75	1,780.00	4,32,737	2,057.25	1,780.20	96,39,638
January 2022	2,121.00	1,778.55	7,15,457	2,122.00	1,776.15	1,21,75,409
February 2022	2,084.00	1,765.00	6,93,457	2,079.95	1,762.55	79,29,572
March 2022	1,983.35	1,655.10	2,38,744	1,985.00	1,654.05	76,69,643

Note: During the financial year ended March 31, 2022, there was no trading in the equity shares of the Company at CSE.

Share Price Performance

Particulars	Opening April 1, 2021 (Rs.)	Closing March 31, 2022 (Rs.)	Performance (%)
Bata India Limited Equity Share Price (BSE)	1,420.00	1,961.95	38.17
BSE Sensex	49,868.53	58,568.51	17.45
Bata India Limited Equity Share Price (NSE)	1,416.55	1,961.40	38.46
NSE Nifty	14,798.40	17,464.75	18.02
NIFTY MNC Index	16,341.15	18,107.30	10.81

Registrar and Share Transfer Agent (RTA): The Company has engaged M/s. R & D Infotech Private Limited, 15C, Naresh Mitra Sarani, (formerly, Beltala Road), Ground 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, 2022.

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 or due to pandemic related lockdowns, 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 periodically placed before the Board 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, 2022.

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. This, however, does not include the period of lockdowns imposed due to the pandemic. 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, 2022, 99.34% of the total paid-up share capital of the Company represented by 127685105 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, 2022

Range of Shares	No. of Shareholders	Percentage	No. of Shares	Percentage
1 - 5000	202185	99.82	13998639	10.89
5001 - 10000	121	0.06	879001	0.69
10001 - 50000	123	0.06	2819073	2.19
50001 - 100000	40	0.02	2998233	2.33
100001 and Above	74	0.04	107832594	83.90
Total	**202543**	**100.00**	**128527540**	**100.00**

Shareholding Pattern as on March 31, 2022

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	197228	14353442	11.17
Domestic Companies	945	1332856	1.04
N.R.I.	3951	526468	0.41
Mutual Fund	111	25007598	19.45
Financial Institutions / Banks	19	42735	0.03
Insurance Companies	33	10176740	7.92
F.I.I.	161	8560583	6.66
Clearing Members	52	14230	0.01
Trusts	41	139900	0.11
IEPF Authority	1	307474	0.24
Total Public Shareholding (B)	**202542**	**60462026**	**47.04**
Total (A+B)	**202543**	**128527540**	**100.00**

Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity: As on March 31, 2022, 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 29, 2022, 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	:	share.dept@bata.com

Contact Person

Mr. Jyotirmoy Banerjee	:	Investor Relations Manager
E-mail	:	share.dept@bata.com (E-mail address dedicated for shareholders' grievances)

Corporate Office

Bata House, 418/02, M. G. Road, Sector - 17, Gurugram - 122002, Haryana

Telephone No.	:	(0124) 3990100
Fax No.	:	(0124) 3990116 / 118

Contact Person

Mr. Nitin Bagaria	:	Company Secretary & Compliance Officer
E-mail	:	nitin.bagaria@bata.com

(ii) REGISTRAR AND SHARE TRANSFER AGENT (RTA)

M/s. R & D Infotech Private Limited

Unit: Bata India Limited

15C, Naresh Mitra Sarani (formerly, Beltala Road), Ground Floor, Kolkata - 700026, West Bengal

Telephone No.	:	(033) 2419 2641 / 2642
Fax No.	:	(033) 2467 1657
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, 2022, 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, 2022 (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 on the website of the Company at *www.bata.in* under the tab "Investor Relations > Company Policies" at https://www.bata.in/company-policies.html and is available at the link https://www.bata.in/on/demandware.static/-/Sites-bata-in-Library/default/vca1a6dc6c6c9dd1e1b2bd451ba8726ee06c054d7/Staticpagesimages/Company%20Policies/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) Mr. Ashwani Windlass, Non-Executive Independent Director, holds the position of the Chairman of the Board and is not related to Mr. Gunjan Shah, who holds the position of Managing Director and Chief Executive Officer (CEO) of the Company; 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 & Compliance Management Committee of the Company.

(e) Subsidiary Companies

The Company has two wholly owned subsidiaries viz., Bata Properties 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 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. These subsidiaries have not made any investment during the year under review. The Board shall, if required, formulate a policy for determining 'Material Subsidiary' as and when considered applicable in the future.

(f) The Board has revised the existing Related Party Transactions Policy pursuant to the amendments in Regulation 23 and Schedule V to the Listing Regulations. The said revised Policy named as "Policy and SOP for Related Party Transactions" has been uploaded on the website of the Company at *www.bata.in* under the tab "Investor Relations > Company Policies" at https://www.bata.in/company-policies.html and is available at the link https://www.bata.in/on/demandware.static/-/Sites-bata-in-Library/default/v7607e48f877420f7af70b7da7c4b897acdbfefb4/pdf/RPT_Policy_2022.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, 2022.

(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, 2022, the Board has accepted all the recommendations of its Committees, which are mandatorily required.

(k) A sum of Rs. 9.79 Million being the total fees (excluding taxes and OPE) was paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditors and all entities in the network firm/network entity of which the statutory auditor is a part, for all services paid rendered by them.

(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 2021-22 alongwith their status of redressal as on financial year ended March 31, 2022 are as under:

No. of complaints pending redressal as on April 1, 2021	0
No. of complaints filed during the financial year 2021-22	6
No. of complaints disposed of during the financial year 2021-22	5*
No. of complaints pending redressal as on March 31, 2022	1

*Includes complaints withdrawn

(m) Disclosure by listed entity and its subsidiaries of ‘Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount’: **NIL (Not including Loans and Advances in the nature of Loans, if any, given by the Company to its wholly owned subsidiaries).**

(n) 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, 2022.

Gunjan Shah
Managing Director and Chief Executive Officer (CEO)
DIN: 08525366

Place : Gurugram
Date : May 25, 2022

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

The following certificate was placed at the Board Meeting held on May 25, 2022.

We, Gunjan Shah, Managing Director and Chief Executive Officer (CEO) and Vidhya Srinivasan, 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, 2022 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, 2022, 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, 2022;

   (ii) there has been no significant change in accounting policies during the financial year ended March 31, 2022, 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.

	Gunjan Shah	**Vidhya Srinivasan**
Place : Gurugram	**Managing Director and CEO**	**Director Finance and CFO**
Date : May 25, 2022	DIN: 08525366	DIN: 06900413

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

	Gunjan Shah	**Vidhya Srinivasan**
Place : Gurugram	**Managing Director and CEO**	**Director Finance and CFO**
Date : May 25, 2022	DIN: 08525366	DIN: 06900413

CERTIFICATE CONFIRMING NON-DISQUALIFICATION OF DIRECTORS

For the Financial Year ended March 31, 2022

[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, as stated below, for the financial year ended March 31, 2022, 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 :

Sr. No.	Name of Director	DIN	Designation	Date of Appointment
1.	Mr. Ashwani Windlass	00042686	Chairman & Independent Director	13/11/2019
2.	Mr. Ravindra Dhariwal	00003922	Independent Director	27/05/2015
3.	Mr. Akshaykumar Narendrasinhji Chudasama	00010630	Independent Director	28/04/2011
4.	Mr. Ashok Kumar Barat	00492930	Independent Director	17/12/2018
5.	Ms. Rajappa Radha	08530439	Independent Director	09/06/2021
6.	Mr. Alberto Michele Maria Toni	08358691	Non-executive Director	12/02/2019
7.	Mr. Shaibal Sinha	00082504	Non-executive Director	01/01/2021
8.	Mr. Rajeev Gopalakrishnan*	03438046	Managing Director	23/02/2011
9.	Mr. Ram Kumar Gupta*	01125065	Director Finance & CFO	19/08/2015
10.	Mr. Sandeep Kataria*	05183714	Whole-time Director & CEO	14/11/2017
11.	Mr. Gunjan Dineshkumar Shah**	08525366	Managing Director & CEO	21/06/2021
12.	Ms. Vidhya Srinivasan	06900413	Director Finance & CFO	09/06/2021
13.	Ms. Kanchan Chehal***	09263584	Director (HR) & CHRO	16/08/2021

** Ceased to be Directors of the Company during the year ended March 31, 2022.*
*** Appointed as Whole-time Director & CEO with effect from June 21, 2021 for which approval of the shareholders was obtained on August 12, 2021 and subsequently, appointed as the Managing Director and CEO with effect from October 1, 2021, subject to approval of the shareholders to be obtained at the next General Meeting.*
**** Appointed as an Additional Director and then Whole-time Director, designated as Director (HR) and CHRO, subject to approval of the shareholders to be obtained at the next General Meeting.*

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
Peer Review Certificate No. 1128/2021
ICSI UDIN : F003381D000362960

Place : Kolkata
Date : May 25, 2022

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 and addendum to the engagement letter dated 10 May 2022.
2. We have examined the compliance of conditions of Corporate Governance by Bata India Limited ("the Company"), for the year ended 31 March 2022, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. 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 2022.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. 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) 1, 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 the 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.
9. 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

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing 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 - 22094549AJPACL1852

Place: Gurugram
Date: 25 May 2022

Annexure - III

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, 2022

(A) CONSERVATION OF ENERGY

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

a) Installation of LED lights & motion sensors to reduce redundant electricity consumption.

b) Turbo ventilators, energy efficient air compressors and conditioners, integrated APFC electrical panel, VFD/Servo motors etc., have significantly contributed in enhancing energy efficiency across the manufacturing factories.

c) Water conservation initiatives at the manufacturing factories are driven through Zero Liquid Discharge (ZLD) facilities, Sewage Treatment Plants (STP), Rainwater Harvesting tanks for water treatment/reuse – thereby potentially reducing water consumption and wastage.

d) Environmental KPIs being observed regularly on monthly basis to track continuous improvements and necessary steps/initiatives are decided basis results.

e) The Company also continuously encourages its employees to save the natural resources wherever possible through campaigning & VM.

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

a) Replacement of Fossil Fuel based boilers with eco-friendly Bio-Mass waste-based briquettes.

b) Fuel Conversion from HSD to LPG in Thermopack work is under progress & recycling of used oil.

c) Solar Project evaluation under process at the Company's largest manufacturing plant in India.

iii. The capital investment on energy conservation equipment:

Financial Year	2021-22	2020-21	2019-20
Amount (Rs. in Million)	3.15	NIL	7.28

(B) TECHNOLOGY ABSORPTION

i. The efforts made towards technology absorption:

a) Material Development & Product Development procedures

b) From Planning to dispatch – End to end various ERP systems basis process flow

c) Footwear Moulds Development

d) Waste Management & 3R Initiatives – PVC, EVA, Laminated textile, Tire Rubber Upcycle

e) Energy Savings Techniques

f) Cater to Export Specification Requirement

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

1. Developed Bi-Density safety Boot with **Antistatic Nitrile Rubber Out Sole & PU Midsole** as per IS:15298- Part-2:2016.
2. Developed & Introduced **70 New Materials under project Refuel**.
3. Product **Benchmarking validation** done in Hawai, Tennis & School Shoes.
4. 500 Articles developed for shoe line samples & STP project including compounds.
5. Developed **Air Blown DIP PVC compound** from New Source M/s Gajindra Plastic.
6. Developed EVA Hawai Compound replacing 20% of EVA by **"Bloom Algae Material"** (A sustainable ingredient for EVA foam product made from Algae).

7. Developed **Thermal Insole at (-) 50° C** as per Defense requirement.
8. Introduced New blowing agent for EVA Compound, **MICROFINE ADC-4075** for quality improvement.
9. Developed Hydrolysis proof Upper & Lining materials for better quality and no chances of Hydrolysis as, we faced in case of normal PU upper & Lining materials.
10. Developed Refuel **EVA Scuba ladies Hawai by using 20% EVA spew per pair**.
11. Introduced **Aroma Scented** DIP BBG Shoes.

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	: Nil
Recurring	: Rs. 40.61 Million
Total	: Rs. 40.61 Million

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Activities relating to export	: Rs. 98.72 Million
Total Foreign exchange used	: Rs. 1791.08 Million
Total Foreign exchange earned	: Rs. 128.80 Million

For and on behalf of the Board of Directors

Place : Gurugram
Date : May 25, 2022

Gunjan Shah
Managing Director and CEO
DIN: 08525366

Vidhya Srinivasan
Director Finance and CFO
DIN: 06900413

Annexure - IV

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief outline on CSR Policy of the Company:

The CSR Policy of the Company was revised at the Board Meeting held on February 10, 2021, based on the recommendations of the CSR Committee. The said CSR Policy has been developed in conformity with the provisions of Section 135 of the Companies Act, 2013 (as amended) (the "Act") and in accordance with the CSR Rules (the "Rules") notified by the Ministry of Corporate Affairs, Government of India.

PHILOSOPHY

CSR is a public spirited cause. Through the CSR there is a formation of a dynamic relationship between a company on one hand and the society and environment on the other. CSR is traditionally driven by a moral obligation and philanthropic spirit. Bata has a heritage to be engaged in charities and philanthropic activities, along with a number of others social activities.

FOCUS AREAS

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.

OUR VISION

1. The Company completely endorses reliability. It is committed to conduct business in a true, fair and ethical manner and takes up the responsibility to create a good impact in the society it belongs.
2. The Company is committed towards improving the quality of lives of people in the communities in which it operates because, the society is an essential stakeholder and the purpose of its existence. The Company believes that giving back to the society through CSR activities is its moral duty.

OBJECTIVE OF THE CSR POLICY • 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 BIL and help reinforce a positive and socially responsible image of BIL as a good corporate citizen of the Country.

Further, the policy also lays down the role of the CSR Committee, responsibilities of the Board, CSR Programmes/Projects, Implementation process, criteria for identifying executing partners, monitoring and evaluation mechanisms, etc.,

The complete policy document can be accessed on the website of the Company at www.bata.in under the tab "Investor Relations > Company Policies" at https://www.bata.in/company-policies.html and is available at the link at https://www.bata.in/on/demandware.static/-/Sites-bata-in-Library/default/vca1a6dc6c6c9dd1e1b2bd451ba8726ee06c054d7/Staticpagesimages/Company%20Policies/CSR-Policy-Bata-India-Ltd-2021.pdf

2. Composition of CSR Committee:

The CSR Committee of the Company comprised of the following members as on March 31, 2022:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Ashwani Windlass	Chairman Independent, Non- Executive Director	3	2 out of 2
2.	Ms. Kanchan Chehal	Member Executive Director	3	2 out of 2
3.	Mr. Gunjan Shah	Member Managing Director and CEO	3	2 out of 2

For information regarding members who ceased to be members of the Committee during the year and their attendance at CSR Meetings, please refer to the Report on Corporate Governance, which is a part of this Annual Report.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

Composition of CSR committee	https://www.bata.in/board-of-directors.html
CSR Policy	https://www.bata.in/on/demandware.static/-/Sites-bata-in-Library/default/vca1a6dc6c6c9dd1e1b2bd451ba8726ee06c054d7/Staticpagesimages/Company%20Policies/CSR-Policy-Bata-India-Ltd-2021.pdf
CSR Projects	https://www.bata.in/csr.html

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be set-off for the financial year, if any (in Rs.)
1.	2020-21	5,022,280	5,022,280

6. Average net profit of the Company as per section 135(5): Rs. 2850 Million

7. (a) Two percent of average net profit of the company as per section 135(5): Rs. 57 Million

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

(c) Amount required to be set off for the financial year, if any: Rs. 5.02 Million

(d) Total CSR obligation for the financial year (7a+7b-7c): Rs. 51.98 Million

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
58,732,654	***NOT APPLICABLE***				

(b) Details of CSR amount spent against ongoing projects for the financial year: **Not Applicable**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation Direct (Yes/No).	Mode of Implementation Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
NOT APPLICABLE												

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	Promotion of quality education in the schools - Infrastructural upgrade - Celebrating special days and events - Digital literacy sessions - Science sessions - Sports sessions - Library - reading sessions - Support with nutritious meals - Extra curricular activities	Promoting education	Yes	Haryana, West Bengal, Bihar, Tamil Nadu	Gurgaon, Kolkata, Patna, Hosur	24,892,663	Yes - BOTH	Sugam NGO Katha Buddy4Study India Foundation NIIT Foundation KOOH Sports Foundation	CSR00000013 CSR00002432 CSR00000121 CSR00000621 CSR00003292
2.	**Stride with Pride -** Shoe donation drives to the COVID frontline heroes like medical workers & their families, govt. departments, underprivileged children, old age home, etc.	Disaster relief - COVID-19 initiative for frontline workers, Preventive Healthcare	Yes	Rajasthan, Assam, Uttar Pradesh, Delhi, West Bengal, Maharashtra, Karnataka, Tamil Nadu, Telangana	Jaipur, Guwahati, Lucknow, Delhi, Mumbai, Kolkata, Pune, Chennai, Hyderabad, Bangalore	18,128,222	Yes - BOTH	SHARP NGO SEEDS Akshay Patra Foundation	CSR00002238 CSR00001691 CSR00000286
3.	**COVID-19** donation drives such as hygiene kits, immunity booster kits, PPEs, oxygen concentrators, etc for COVID warriors like Police, Hospitals, communities, etc.	Disaster relief - COVID-19 initiative for frontline workers	Yes	Haryana, West Bengal, Bihar, Tamil Nadu	Gurgaon, Kolkata, Patna, Hosur	8,895,335	Yes - BOTH	SHARP NGO SEEDS	CSR00002238 CSR00001691
4.	Treatment of children with Clubfoot	Promoting Healthcare - Treatment & Prevention	Yes	Uttar Pradesh	Lucknow, Kanpur, Varanasi, Allahabad	87,500	Direct - No	Miracle Feet Foundation for Eliminating Clubfoot	CSR00002321
5.	Maintenance of rain water harvesting structures	Environment Sustain-ability	Yes	Haryana	Gurgaon	249,000	Direct - Yes		
6.	Supporting cause of disability during COVID	Disability	Yes	Delhi	Delhi	300,000	Direct - No	National Centre for Promotion of Employment for Disabled People	CSR00000696
	Total					**52,552,720**			

(d) Amount spent in Administrative Overheads: Rs. 1,157,753 (Cost of CSR professional, audit, etc).

(e) Amount spent on Impact Assessment, if applicable: **NIL**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): **INR 53,710,473**

(g) Excess amount for set off, if any:

Sl. No.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	57,004,467
(ii)	Total amount spent for the Financial Year	58,732,753
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1,728,286
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	1,728,286

9. (a) Details of Unspent CSR amount for the preceding three financial years: **NOT APPLICABLE**

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer	
NOT APPLICABLE							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **NOT APPLICABLE**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project - Completed /Ongoing
NOT APPLICABLE								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details). **NIL**

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

NOT APPLICABLE

Gunjan Shah **(Managing Director and CEO)** DIN: 08525366 Date: May 25, 2022 Place: Gurugram	**Ashwani Windlass** (Chairman CSR Committee, **Independent, Non- Executive Director)** DIN: 00042686 Date: May 25, 2022 Place: Gurugram	**Not Applicable** [Person specified under clause (d) of sub-section (1) of section 380 of the Act] (Wherever applicable)

Annexure - V

Salient Features of the Corporate Social Responsibility Policy

BACKGROUND

In compliance with the requirements of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, BATA INDIA LIMITED ('BIL' or 'the Company') is, *inter alia,* required to:

(i) Constitute a Board Committee to formulate and recommend to the Board a Corporate Social Responsibility (CSR) Policy, recommend the amount of CSR expenditure and monitor the CSR activities of the Company from time to time.

(ii) Ensure that the Company spends, in every financial year, at least two per cent of the average Net Profits before Tax (PBT) of the Company, made during the three immediately preceding financial years, in pursuance of its CSR Policy.

PHILOSOPHY

Corporate Social Responsibility (CSR) is a public spirited cause that has been well introduced by the new Companies Act, 2013. Through the CSR there is a formation of a dynamic relationship between a company on one hand and the society and environment on the other. CSR is traditionally driven by a moral obligation and philanthropic spirit. Bata has a heritage to be engaged in charities and philanthropic activities, along with a number of others social activities.

FOCUS AREAS

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.

OUR VISION

1. The Company completely endorses reliability. It is committed to conduct business in a true, fair and ethical manner and takes up the responsibility to create a good impact in the society it belongs.
2. The Company is committed towards improving the quality of lives of people in the communities in which it operates because, the society is an essential stakeholder and the purpose of its existence. The Company believes that giving back to the society through CSR activities is its moral duty.
3. The Company aims to fulfil the requirements laid down under the Companies Act, 2013 and act diligently to comply with all its Rules and Regulations on CSR.

APPLICABILITY OF THE POLICY

1. The Company's CSR Policy has been developed in conformity with the provisions of Section 135 of the Companies Act, 2013 (referred to as the Act) and in accordance with the CSR Rules (hereby referred to as the Rules) notified by the Ministry of Corporate Affairs, Government of India.
2. The Policy shall apply to all CSR initiatives and activities taken up at the various locations in India.

KEY OBJECTIVE OF THE CSR POLICY

Key objective is to ensure that the Company is committed to operate its business in a sustainable manner, take up programmes that benefit the communities, enhancing the quality of life of the people and generate community goodwill for BIL.

KEY ROLE OF CSR COMMITTEE

- To recommend the amount of expenditure to be incurred on the activities in a financial year.
- To monitor the Corporate Social Responsibility Policy of the company from time to time.

KEY RESPONSIBILITIES OF THE BOARD

The Board shall:

- Approve the CSR Policy after taking into account the recommendations made by the CSR Committee.
- Ensure implementation of the activities under CSR.

- Ensure expenditure of requisite amount on CSR every year as per law.
- Disclose reasons for not spending the amount (if applicable) in the Annual Report to the Shareholders of the Company.
- Ensure that the administrative overheads are not more than 5% of the total CSR Expenditure.
- Ensure that the funds so disbursed have been utilized for the purposes and in the manner as approved by Board / CSR Committee and the Chief Financial Officer shall certify to the effect.
- Approve transfer of unspent CSR Amount in accordance with the law.

KEY CSR PROGRAMMES/PROJECTS include:

- Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation including contribution to the Swach Bharat Kosh setup by the Central Government for the promotion of sanitation and making available safe drinking water.
- Vocational Training programmes to enhance the employability skills of the beneficiaries.
- Promoting education, including special education and employment, especially among children, women, elderly and the differently-abled and livelihood enhancement projects.
- Training to promote rural sports, nationally recognized sports, Para-Olympic sports and Olympic sports.

The Policy also provides an Illustrative list of Programmes/Projects that may be undertaken.

IMPLEMENTATION

IDENTIFICATION / SELECTION OF PROGRAMMES

The programmes would be identified as per the requirement in the community/schools, etc. Professional agencies may be engaged in conducting need based assessment in some programmes, wherever required.

PARTNERSHIPS TO IMPLEMENT THE PROGRAMMES

Collaborative Partnerships may be formed with the Government Agencies, the village Panchayats, NGOs and other like minded stakeholders. This would help widen the Company's reach and leverage upon the collective expertise, wisdom and experience that these partnerships bring to the table.

The Policy also provides the Criteria for Identifying Executive Partners.

AGREEMENT BETWEEN BIL AND EXECUTING AGENCY

Once the programmes and the executing agency has been finalised, the concerned work centres would be required to enter into an agreement/MOU with each of the implementing agency as per the Standard Agreement format.

The Policy also provides the Monitoring and Evaluation Mechanisms. The Board of Directors of BIL shall also monitor the CSR Programmes / Projects in such manner and on such periodicity as may be required by the Act / the Rules.

ENGAGEMENT OF INTERNATIONAL ORGANISATIONS

The Company may engage international organisation(s) for designing, monitoring and evaluation of the CSR projects or programmes as well as for capacity building of its personnel for CSR.

The Policy also provides for formulation and approval of CSR ANNUAL ACTION PLAN (CAAP) and its contents.

The Policy further includes provisions relating to the composition of the Committee, frequency of meetings, etc. apart from Information Dissemination and general provisions relating to Interpretation etc.

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Annexure - VI

Salient Features of the Nomination and Remuneration Policy

The Board of Directors (the "Board") of Bata India Limited (the "Company"), upon the recommendation of the Nomination and Remuneration Committee (the "Committee"), approved the Nomination and Remuneration Policy at its meeting held on February 11, 2015 and revised the same at its meeting held on August 2, 2019. The Policy has been reviewed and revised by the Board at its Meeting held on February 10, 2021 based on recommendation of the Committee.

KEY OBJECTIVE

The Key Objectives of the Committee include to guide the Board in relation to appointment and removal of Director, KMP and Senior Management and their Remuneration, to evaluate the performance of the members of the Board and to develop a succession plan for the Board and for the Senior Management and to regularly review the plan.

KEY ROLE OF THE COMMITTEE

The Committee shall, inter alia, formulate the criteria for determining qualifications, positive attributes and independence of a director, formulate the criteria and specify the manner for effective evaluation of performance of independent directors and the Board, its committees and individual directors to be carried out and review its implementation and compliance and identify persons who are qualified to become directors and persons who may be appointed in Key Managerial and Senior Management positions. The Committee shall also recommend to the Board:

- Appointment and removal of Director, KMP and Senior Management Personnel.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- All remuneration, in whatever form, payable to the Senior Management.

Key Policy for appointment and removal of Director, KMP and Senior Management Appointment criteria and qualifications

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

Evaluation

The Committee shall advise the process to carry out evaluation of performance of every Director, KMP and Senior Management Personnel and other employees at regular interval (yearly). Evaluation process shall be conducted for the Board as a whole, Board Committees and also for the Directors individually.

Performance evaluation of the KMPs, Senior Management Personnel and other employees shall be carried out by their respective reporting Executives and Functional Heads, based on the Key Results Area (KRA) set at the beginning of the financial year and reviewed at least once during the year to modify such KRAs, if required.

Performance evaluation of the Independent Directors shall be carried out by the entire Board, except the Independent Directors being evaluated.

The Policy also contains provisions relating to Term / Tenure of Managing Director / Whole-time Director and Independent Director, Removal and Retirement of the Director, KMP, and Senior Management Personnel.

Key Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

General:

- The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company, wherever required.

- Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of a Whole-time Director.

Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act.

c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act, he shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless approved by the Company by special resolution within two years from the date the sum becomes refundable.

Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the prescribed limits per meeting of the Board or Committee or such amount as may be decided by the Board of Directors from time to time.

c) Commission:

Commission on Net Profits of the Company may be paid to the Non-Executive Directors within the monetary limit approved by the Shareholders of the Company as per the Act and Rules framed therein and as approved by the Board of Directors from time to time. The Non - Executive or Independent Chairman of the Company shall receive twice the amount of commission of net profits payable to the other Non-Executive and/or Independent Directors individually.

d) Stock Options:

An Independent Director shall not be entitled to any stock option, if any, of the Company.

e) Maximum Limit:

The annual remuneration payable to a single non-executive director shall not exceed fifty per cent of the total annual remuneration payable to all non-executive directors without the approval of the shareholder by a special resolution.

f) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration exclusive of any Sitting Fee, to any of its Non-Executive Director, including an Independent Director in accordance with the provisions of Schedule V of the Act.

Remuneration of other employees:

The remuneration of other employees is fixed from time to time as per the guiding principles outlined above and considering industry standards and cost of living. In addition to basic salary they are also provided perquisites and retirement benefits as per schemes of the Company and statutory requirements, where applicable. Policy of motivation/ reward/ severance payments is applicable to this category of personnel as in the case of those in the management cadre.

Criteria for determining remuneration

While determining remuneration of the directors, the Committee shall ensure that the level and composition of remuneration are reasonable and sufficient to attract, retain and motivate such directors of the quality required to run the Company successfully; the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and the remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal.

KEY NOMINATION DUTIES

The Key duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management;

KEY DUTIES OF THE COMMITTEE

The Key duties of the Committee in relation to remuneration matters include:

- To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

The Policy further includes provisions relating to the membership of the Committee including Chairperson, Secretary, frequency of meetings, minutes, voting etc. apart from general provisions relating to Interpretations, etc.

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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) in the financial year 2021-22:**

Sl. No.	Name of Directors and KMP	Designation
1.	Mr. Gunjan Shah	Managing Director and Chief Executive Officer
2.	Ms. Vidhya Srinivasan	Director Finance and Chief Financial Officer
3.	Ms. Kanchan Chehal	Director HR and CHRO
4.	Mr. Sandeep Kataria	Whole-time Director and Chief Executive Officer
5.	Mr. Ram Kumar Gupta	Director Finance and Chief Financial Officer
6.	Mr. Rajeev Gopalakrishnan	Managing Director
7.	Mr. Nitin Bagaria	Company Secretary & Compliance Officer

For Serial No. 1 to 3 above, the appointments, at the current designations as stated above, were made during the financial year 2021-22 and hence, ratio and percentage increase are **Not Applicable**. For Serial No. 4 to 6 above, the concerned persons ceased to be directors during the financial year 2021-22 and hence, ratio and percentage increase are **Not Applicable**. For Serial No. 7 above, the appointment was made w.e.f. May 25, 2020, hence percentage increase is **Not Applicable**.

The Independent Directors of the Company are entitled to sitting fee and commission on Net Profits / remuneration 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.

(ii) The percentage increase in the median remuneration of employees in the financial year 2021-22 was 8.0%.`

(iii) There were 4357 permanent employees on the rolls of the Company as on March 31, 2022.

(iv) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year was 4%. For increase in the remuneration of the managerial personnel, please see (i) above.

Justification: Not Applicable, please see (i) above.

(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, 2022, was as per the Nomination and Remuneration Policy of the Company.

Notes:

(a) 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.

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

(c) For (ii) and (iv) above, percentage increase in remuneration is based on the Annualised basis.

For and on behalf of the Board of Directors

Place : Gurugram
Date : May 25, 2022

Gunjan Shah
Managing Director and CEO
DIN: 08525366

Vidhya Srinivasan
Director Finance and CFO
DIN: 06900413

Annexure - VIII

Statement of particulars of Employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013 (as amended) 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, 2022

1. 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.	Ms. Vidhya Srinivasan	Director Finance & Chief Financial Officer	B. Com., MBA - Finance, C.A.	52	28-Jan-21	26	19.67	Puma Sports India Pvt. Ltd. - Executive Director Finance, Legal & IT
2.	Mr. Sanjay Kanth	Head - Manufacturing & Sourcing	B. A. - Economics, Diploma in Marketing Mgmt., MBA - Operations, MDP	59	02-Jul-12	37	19.34	Adidas Technical Services Pvt. Ltd. - Head of Operations
3.	Mr. Sumit Chandna	Head - Retail	B. A., PG Diploma Programme in Apparel Marketing & Merchandising	48	02-Sep-19	27	17.71	Aditya Birla Retail Ltd. - Chief Merchandising Officer
4.	Ms. Kanchan Chehal	Director - HR & CHRO	B. A., PG Diploma in Management - HR	47	02-Dec-19	27	15.62	Xerox India Ltd. - Director HR (Asia Pacific)
5.	Mr. Amit Kumar Gupta	Head - I & D Business	B. Sc. Honours, Diploma in System Management	50	03-Sep-18	30	13.92	S.C. Johnson Products Pvt. Ltd. - Head Modern Trade & Institutional Business
6.	Mr. Anand Narang	Head - Marketing & Customer Services	B. E. - Electronics & Electrical Engineering, PG Diploma in Mgmt. – Marketing & International Business	49	01-Jun-16	28	13.20	Reliance JIO (INDIA) - VP Marketing
7.	Mr. Vijay Shrikant Gogate	Head - Matured Market	B. Com., MBA - Marketing, Diploma in International Trade Management	49	25-Nov-09	23	10.46	VF Arvind Brands - Regional Sales Manager
8.	Mr. Manoj Goswani	Head - Legal	B. A. - Economics, LL.b	57	16-Jan-12	33	9.89	Walchandnagar Industries Ltd., Head – Legal
9.	Mr. Raman Krishnamoorthy	Head - IT	B. Com., ICWAI	58	25-Sep-13	34	9.02	Vesuvius India Ltd., Regional Project Manager - APAC – IT
10.	Mr. Ankur Kohli	Head - Real Estate	B. Com., PG Diploma in Mgmt. - Marketing	46	01-Sep-09	24	8.64	Crocs Lifestyle Footwear Brand -National Retail Operations Manager

2. **Other employees employed throughout the year and in receipt of remuneration aggregating Rs.1,02,00,000 or more 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
None								

3. **Other employees employed for part of the financial year under review and were in receipt of remuneration aggregating 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. Rajeev Gopalakrishnan	Managing Director	B. Tech. - Mechanical Engineering	57	31-Jan-11	31	30.55	Bata Bangladesh Ltd.- Managing Director
2.	Mr. Gunjan Shah	Managing Director and Chief Executive Officer	B.E. - CE, Post Graduate Diploma in Mgmt.	46	21-Jun-21	24	28.62	Britannia Industries Limited - Chief Commercial Officer
3.	Mr. Matteo Lambert	Chief Collection Manager	Bachelor's Degree in Literature & Social Studies	50	06-Jun-13	23	21.08	ARTSANA - Purchase Manager
4.	Mr. Ram Kumar Gupta	Director Finance and Chief Financial Officer	B. Com. (Hons.), FCA	63	01-Jul-15	42	11.56	Bata Shoe Company (Kenya) Ltd., -Director Finance
5.	Mr. Kumar Sambhav Verma	Head - Omni Channel	B. Com., PG Diploma in Marketing Mgmt.	41	08-Mar-10	22	9.30	Home Shops 18 - Senior Manager - Marketing (Category)
6.	Mr. Sharad Thakur	Head - eCommerce	B.Tech. - CE, M.Sc., Post Graduate Diploma in Mgmt.	45	25-Nov-21	16	4.69	Vishal Mega Mart, VP & Head - eCommerce

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 are covered under Rule 5(2)(iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended).
5. Mr. Ram Kumar Gupta, Mr. Rajeev Gopalakrishnan, Mr. Kumar Sambhav Verma and Mr. Matteo Lambert ceased to be employees on June 30, 2021, September 30, 2021, November 26, 2021 and January 9, 2022, respectively.
6. Remuneration paid, during the financial year ended March 31, 2022, to Mr. Ram Kumar Gupta includes Gratuity and to Mr. Rajeev Gopalakrishnan, Mr. Kumar Sambhav Verma and Mr. Matteo Lambert includes Gratuity and Leave encashment.
7. Mr. Gunjan Shah and Mr. Sharad Thakur have joined on June 21, 2021 and November 25, 2021, respectively.

For and on behalf of the Board of Directors

Place : Gurugram
Date : May 25, 2022

Gunjan Shah
Managing Director and CEO
DIN: 08525366

Vidhya Srinivasan
Director Finance and CFO
DIN: 06900413

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:	share.dept@bata.com	
6.	Financial Year reported:	April 1, 2021 - March 31, 2022	
7.	Sector(s) that the Company is engaged in (industrial activity code-wise):	NIC Code	Description
		47713	Retail sale of footwear
		47714	Retail sale of leather goods and travel accessories of leather and leather substitutes
		46413	Wholesale of footwear
		46499	Wholesale of leather goods & travel accessories
8.	List three key products / services that the Company manufactures / provides (as in balance sheet):	Footwear for Children, Men and Women, 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) Peenya Industrial Area, Bengaluru, Karnataka, (iv) Batashatak, Hosur, Tamil Nadu. It retails in more than 1500 Bata own and franchisee stores, on bata.in and in thousands of multi-brand footwear dealer stores pan-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 500 distributors.	

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1.	Paid-up Capital:	Rs. 642.64 Million
2.	Total Turnover:	Rs. 23,877.19 Million
3.	Total profit after taxes:	Rs. 1008.87 Million
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):	Rs. 58.73 Million, i.e., 2.06% 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 2021-22 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 - IV**.

SECTION C: OTHER DETAILS

1.	Does the Company have any Subsidiary Company / Companies?	Yes. The Company has two Wholly Owned Subsidiaries (WOSs) as on March 31, 2022, *viz*., (i) Bata Properties Limited; and (ii) 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 parent 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 refrain 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:	
	1. DIN:	08525366
	2. Name:	Mr. Gunjan Shah
	3. Designation:	Managing Director & Chief Executive Officer

(b)	**Details of the BR Head:**	
Sl. No.	**Particulars**	**Details**
1.	DIN:	08525366
2.	Name:	Mr. Gunjan Shah
3.	Designation:	Managing Director & Chief Executive Officer
4.	Telephone Number:	(0124) 3990100
5.	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 Respon-sibility	Wellbeing of Employees	Stake-holder's Engagement & CSR	Human Rights	Environment	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* under the tab "Investor Relations > Company Policies" at *https://www.bata.in/investor-relations.html* and is available at the link *https://www.bata.in/company-policies.html*								
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.	The Board assesses the BR performance annually.
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 sixth 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://www.bata.in/annual-reports.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 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 Vigil Mechanism/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 and uploaded the same on the website of the Company, *www.bata.in*. Further, number of complaints received under the said Policy, during the financial year under review, has been given in the Corporate Governance Report, which forms part of this Annual Report. During the financial year under review, 84% of the complaints received were disposed of (including withdrawn).

   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 investors' 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 driving various 3R & Waste Management initiatives:

      - Replaced plastic/jute bags by reusable HDPE bags
      - Replaced solvent-based adhesive by environment friendly water-based adhesive
      - 100% recycling of the following
        - EVA Hawaii waste
        - Rubber Hawaii waste
        - PVC waste
        - Laminated Textile waste

- Tyre Upcycling for sole making
- Packing Re-Design: Eliminating carry bags by innovative shoe box handles

ii. The Company has also replaced Natural Rubber with EVA & Leather in Sole making with PU & PVC to conserve natural resources.

iii. The Company has also replaced Fossil Fuel based boilers 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	Current Financial Year 2021-22	Previous Financial Year 2020-21
Electrical Energy (Kwh per pair of Shoes)	0.51	0.63
Thermal Energy (Equivalent kwh per pair of shoes)	0.48	0.55
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]	0.40	0.49

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

Compared to last year, the Company has shown remarkable improvement in reducing consumption per pair of Electrical Energy @ 19%, Thermal Energy @ 13% & CO_2 Emission @ 18%. 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 plants and has been able to save energy and water.

Environmental KPIs are observed regularly on monthly basis and necessary steps/initiatives are decided basis that. Installation of LED lights, motion sensors, turbo ventilators, energy efficient air compressor and conditioners, integrated APFC electrical panel, VFD/Servo motors etc. have significantly contributed in reducing electricity consumption.

Water conservation initiatives at the manufacturing facilities are driven through Zero Liquid Discharge (ZLD) facilities, Sewage Treatment Plants (STP), Rainwater Harvesting tanks for water treatment/reuse – thereby reducing water consumption and wastage. The Company also continuously encourages its employees to save the natural resources wherever possible through campaigning & VMs.

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 to 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 plants 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 Factory Development Plan (IFDP) of all the manufacturing facilities which is being continuously monitored to improve capacity, capability & quality of the products of all local & small producers.

Other initiatives like Local to Local (L2L) sourcing and regional sourcing also offers various opportunities for the vendors in nearby localities. Apart from this, the Company has also been imparting various technical trainings to local producers to enhance their skill & capability.

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. Under 3R initiative, the Company has introduced mechanisms to recycle its products/materials to significantly reduce waste. Such initiatives which efficiently manage waste reduction & cuts down waste generation to an insignificant quantity are following **(>10%)** :

- 100% recycling of EVA Hawaii, rubber Hawaii, PVC and laminated textile wastes
- Tyre upcycling for sole making
- Eliminating carry bags by innovative packing re-design of shoe boxes
- From HDPE bags to re-usable EVA packing (Bags consumed during EVA mixing process)
- STP Plants for waste-water treatment to achieve Zero Liquid Discharge and 100% reuse of water in cleaning, gardening and other routine works.
- Oil filtration & reuse: Sold (only) to the agencies approved by the Central Pollution Control Board (CPCB) for recycling and re-use in other allied industries.
- Scrap Materials Reuse: Leather cuttings, waste papers, metallic grinderies and other kind of wastes being sold to outside agencies which are PCB approved.

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

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

Sl. No.	Category of Manpower	No. of employees (As on March 31, 2022)
1.	Managerial staff	987
2.	Non-managerial staff in manufacturing	1827
3.	Managers + Permanent employees in stores	1543
4.	Contracted and Third Party employees	4273
Total		**8630**

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

Out of the above, 4273 persons were hired on temporary / contractual / casual basis.

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

There are 459 permanent women employees.

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

There are 18 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 store 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% 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, 2022, under the Policy on Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, 6 cases were reported out of which 5 cases were disposed of (including withdrawn).

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: 74.2%

   (b) Permanent Women Employees: 80%

   (c) Casual / Temporary / Contractual Employees: 84.9%

   (d) Employees with Disabilities: 11.1%

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 making them to sign 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., manufacturing facilities, suppliers & contractors under it's operational area.

   Achieved ISO 14001:2015 certification (Environment Management Systems) at our Batanagar plant, Kolkata.

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 multiple necessary steps as mentioned in points # 1,2 & 5 (Sub-part of Principle 2) towards reduction of GHGs emission in its manufacturing process and to reduce the concerns relating to environment & 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**.

   Your Company has diligently addressed & responsibly implemented multiple initiatives in regard to Clean Technology, Energy efficiency etc. as mentioned above under Principle 2.

   These details are also given in the BR Report of the Company that may be viewed on the website of the Company www.bata.in at the link https://www.bata.in/annual-reports.html.

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, 2022 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).

2. **Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes / No; if yes specify the broad areas (Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

   Yes, the Company has worked in the following areas:

   a. Structural changes in policies to boost growth of the footwear industry. (Economic Reforms)

   b. Elimination of unfair Labour practices including Child labour in the footwear industry. (Others)

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.

   The Board's Report, which forms part of this Annual Report, contains details of our social inclusion initiatives. The Company has a CSR Policy in place to ensure the inclusive growth and equitable development of people in different strata's of economic pyramid.

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 and also through external NGOs. The names of such NGOs have been disclosed in the **Annexure - IV** to the Board's Report.

   Employee volunteers also come forward and participate in the CSR activities. The Company partners with Non-Governmental Organizations (NGOs), Government Institutions and well known body corporates for design and implementation of selected projects.

3. **Have you done any impact assessment of your initiative?**

   Although not mandatory, the Company conducts periodic assessments for its projects under the CSR programmes. The impact assessments are discussed at CSR Committee and Board Meetings and updates on the utilization, certifications and details received from the implementing agencies are placed at the CSR Committee Meetings for its review and assessment.

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, 2022, the Company has spent a total amount of **Rs. 58.73 Million*** towards various CSR projects as against the allocated budget of **Rs. 57 Million**. 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 Area	Amount (Rs. in Million)
1.	Promotion of education in schools	24.89
2.	COVID-19 & Supporting cause of disability	9.20
3.	Stride with Pride campaign – Footwear donation campaign	18.13
4.	Environment Sustainability	0.25
5.	Treatment of children with Club Foot disease	0.08
6.	Cost of CSR professional, audit, etc.	1.16
Total		**53.71**

**Includes amount available for set-off from preceding financial year and excess CSR spend of Rs. 1.73 million to be carried forward.*

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 Board's Report, which forms part of this Annual Report, contains details of our community development initiatives.

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 1,99,770 customer / consumer complaints during the year under review and have resolved 1,98,309 complaints amicably during the financial year 2021-22. Remaining 1461 (~0.7%) complaints lying pending at the end of financial year has since been resolved.

Multiple new initiatives were rolled out – we implemented multiple automations with our new CRM Ticketing tool and thus semi-automated Customer Service operations, implementation of refund automation solutions and implemented slew of measures to reduce contacts at the contact center. During the year under review, the focus was primarily to pivot the Customer Service function keeping in mind the new consumer buying behaviour & the subsequent post sales expectations. This involved defining the end-to-end consumer journeys and identifying the key pillars of change.

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 require 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 customers 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 pending sub-judice.

4. Did your Company carry out any consumer survey / consumer satisfaction trends?

Yes, the Company inducted a strong Customer Feedback program to capture feedback from customers on their shopping experience across all supported channels and measures it as per the global standard tool NPS (Net Promoter Score) periodically. 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 the Company has started taking from customers with regards to product quality, product launches, shopping preferences, company's distribution business, etc. as part of the larger NPS program. We also measure transaction feedback in terms of Customer Satisfaction when a customer creates a touchpoint with Customer Service.

FINANCIAL HIGHLIGHTS FROM 2012 TO 2021-22

(Amount in INR million)

	2012	2013	Fifteen months ended 31.03.2015	2015-16*
PROFIT & APPROPRIATIONS				
Sales & Other Income	19,017.06	21,297.54	27,808.31	24,753.15
Profit before Depreciation, Tax & Prior Period Items	3,033.39	3,418.21	4,079.01	3,754.50
Depreciation	513.75	591.97	792.34	788.01
Profit before Tax & Prior Period Items	2,519.64	2,826.24	3,286.68	2,966.49
Taxation	803.61	918.81	974.96	790.54
Profit after Tax & Prior Period Items	1,716.03	1,907.43	2,311.72	2,175.95
Prior Period Items	-	-	-	-
Net Profit	1,716.03	1,907.43	2,311.72	2,175.95
Dividend & Dividend Distribution Tax	448.13	491.68	488.70	502.75
Retained Earnings	1,267.90	1,415.75	1,823.02	1,673.20
ASSETS EMPLOYED				
Fixed Assets - Gross	5,793.97	6,252.34	7,436.45	3,987.87
- Net	2,594.66	2,699.42	3,548.56	3,211.50
Investments	48.51	48.51	49.51	49.51
Net Current Assets	3,482.26	4,590.48	4,961.96	7,424.54
Other Non Current Assets (Includes DTA & Long term loans & advances)	1,438.97	1,864.35	2,639.02	2,564.01
	7,564.40	**9,202.76**	**11,199.05**	**13,249.56**
FINANCED BY				
Equity Shares	642.64	642.64	642.64	642.64
Reserves	6,360.66	7,767.37	9,578.81	11,578.21
Shareholder's Funds	7,003.30	8,410.01	10,221.45	12,220.85
Loan Funds	-	-	-	-
Non-current liabilities	561.10	792.75	977.60	1,028.71
	7,564.40	**9,202.76**	**11,199.05**	**13,249.56**

* All figures are as per Ind AS

(Amount in INR million)

2016-17*	2017-18*	2018-19*	2019-20*	2020-21*	2021-22*
25,438.87	26,871.62	29,969.87	31,222.92	18,013.34	24,436.16
2,985.81	4,004.34	5,422.81	7,808.42	1,470.30	4,156.91
650.05	604.21	640.16	2,957.65	2,647.23	2,419.46
2,335.75	3,400.14	4,782.65	4,850.77	(1,176.93)	1,368.25
748.28	1,164.36	1,486.05	1,581.62	(274.13)	359.40
1,587.48	2,235.78	3,296.60	3,269.15	(902.80)	1,008.85
-	-	-	-	-	-
1,587.48	2,235.78	3,296.60	3,269.15	(902.80)	1,008.85
541.42	541.42	619.79	514.11	514.11	514.11
1,046.06	1,694.36	2,676.81	2,755.04	(1,416.91)	494.74
4,338.22	4,997.50	5,844.07	6,598.34	6,767.57	7,088.47
2,957.86	3,065.76	3,318.19	3,545.00	3,218.86	3,085.58
49.51	49.51	49.51	49.51	49.51	48.51
8,562.30	9,873.62	12,078.83	11,990.91	11,445.65	11,788.47
2,722.84	2,857.57	3,043.98	13,758.91	11,501.02	12,152.88
14,292.53	**15,846.46**	**18,490.50**	**29,344.33**	**26,215.02**	**27,075.45**
642.64	642.64	642.64	642.64	642.64	642.64
12,610.17	14,144.50	16,822.69	18,323.15	16,955.09	17,499.62
13,252.81	14,787.14	17,465.33	18,965.79	17,597.73	18,142.26
-	-	-	-	-	-
1,039.71	1,059.32	1,025.17	10,378.54	8,617.29	8933.19
14,292.53	**15,846.46**	**18,490.50**	**29,344.33**	**26,215.02**	**27,075.45**

SIGNIFICANT RATIOS FROM 2012 TO 2021-22

				2012	2013	Fifteen months ended 31.03.2015
MEASURES OF INVESTMENTS						
Return on Equity		Profit after Tax / Shareholders' Funds	(%)	24.50	22.68	19.37**
Earnings per Share****		Net Profit / No. of Shares	(Rs.)	13.35	14.84	15.40**
Dividend Cover			(times)	4.45	4.57	4.74**
Dividend ##			(%)	60.00	65.00	65.00
Book Value of an Equity Share****		Shareholders' Funds / No. of Shares	(Rs.)	54.49	65.43	79.53
MEASURES OF PERFORMANCE						
Profitability	a)	Profit before Tax / Sales	(%)	13.46	13.47	10.79**
	b)	Profit after Tax / Sales	(%)	9.17	9.09	7.23**
Capital Turnover		Sales / Total Funds	(times)	2.67	2.50	2.68
Stock Turnover$		Sales / Stocks	(times)	2.03	1.82	2.01
Working Capital Turnover		Sales / Net Current Assets	(times)	5.38	4.57	5.52
MEASURES OF FINANCIAL STATUS						
Debt Equity Ratio$		Loan Funds / Shareholders' Funds	(times)	-	-	-
Current Ratio		Current Assets / Current Liabilities	(times)	1.93:1	1.99:1	1.96:1
Fixed Assets to Shareholders' Funds		Net Fixed Assets / Shareholders' Funds	(times)	0.37:1	0.32:1	0.35:1

* Without Considering Prior Period Items
** Without considering Gains from Surplus Property Development
*** All ratios are calculated as per INDAS
**** Calculated based on Equity Shares of Rs. 5/- each, as sub-divided w.e.f. October 8, 2015.
Dividend ratio is calculated on the basis of dividend proposed by the Board of Directors of the company subject to approval of shareholders in the Annual General Meeting
$ The ratios have been recomputed as per the disclosure in Financial Statement.
Debts owed by the company are NIL. However, from FY 2019-20 post implementation of IND AS 116, Lease liabilites are considered as Debts and hence included in computation of Debt Equity ratio for FY 2021-22. Consequently, the ratio from FY 2019-20 and FY 2020-21 are also recomputed and no changes have been made for prior years.

2015-16***	2016-17***	2017-18***	2018-19***	2019-20***	2020-21***	2021-22***
14.29**	11.98	15.12	18.88	17.24	(5.13)	5.56
13.59**	12.35	17.40	25.65	25.44	(7.02)	7.85
3.88**	3.53	4.35	4.10	6.36	(1.76)	1.96
70.00	70.00	80.00	125.00	80.00	80.00	1,090.00
95.08	103.11	115.05	135.89	147.56	136.92	141.15
10.36**	9.35	12.90	16.33	15.89	(6.89)	5.73
7.13**	6.36	8.48	11.26	10.71	(5.29)	4.23
2.00	1.88	1.78	1.68	1.61	0.97	1.32
1.65	1.67	1.64	1.60	1.51	1.13	1.47
3.30	2.92	2.67	2.42	2.55	1.49	2.03
-	-	-	-	0.66	0.59	0.60
2.83:1	2.74:1	2.76:1	2.92:1	2.50:1	2.61:1	2.44:1
0.26:1	0.22:1	0.21:1	0.19:1	0.19:1	0.18:1	0.17:1

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 2022, 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 2022, and its 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 obtained by us 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
Revenue recognition See note 2.2(h) and note 18 to the standalone financial statements Revenue from the sale of goods is recognised when control in goods is transferred to the customer and is measured net of rebates, discounts and returns. 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 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.

The key audit matter	How the matter was addressed in our audit
Standards on Auditing presume that there is fraud risk with regard to revenue recognition. We focused on this area since there is a risk that revenue may be overstated because of fraud, resulting due to the pressure from Management and Board of Directors who may strive to achieve performance targets. Also, revenue is a key performance indicator for the Company which makes it susceptible to misstatement. In view of the above, we have identified revenue recognition as a key audit matter.	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. G) Involved our IT specialists to assist us in testing of general IT controls and key IT application controls relating to retail revenue recognition. H) Carried out analytical procedures on revenue recognised during the year to identify unusual variances.
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. F) Carried out analytical procedures on inventory to identify unusual variances.

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 standalone 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 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 in preparation of standalone 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 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, 2020 ("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 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 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 2022 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. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

    - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or

    - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

    b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (a) and (iv) (b) contain any material mis-statement.

v. The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.

(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 No.- 101248W/W-100022

Rajiv Goyal
Partner
Membership No.: 094549
ICAI UDIN - 22094549AJOZTJ9009

Place: Gurugram
Date: 25 May 2022

Annexure A referred to in our Independent Auditor's Report to the Members of Bata India Limited on the standalone financial statements for the year ended 31 March 2022

(i) (a) (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 Property, Plant and Equipment.

(B) According to the information and explanations given to us, the Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment (including right of use assets) by which all property, plant and equipment (including right of use asset) are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment (including right of use asssets) were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to 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 disclosed as Property, plant and equipment in the standalone financial statements are held in the name of the Company. In respect of the immovable properties (leasehold land) where the Company is the lessee and disclosed as right-of-use-assets in the standalone financial statements, the lease agreements are duly executed in the favor of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) According to the information and explanations given to us, the inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limit in excess of five crore rupees, in aggregate, from its banker on the basis of security of current assets. However, the Company has obtained waiver for filing of quarterly statements or return in respect of such working capital limits. Further, according to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from any financial institution on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security to companies, firms, limited liability partnership or any other parties during the year.

The Company has also not granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms or limited liability partnership during the year. Further, the Company has not given any loans to other parties, secured or unsecured during the year. However, the Company has granted advances in the nature of loans during the year, in respect of which the requisite information is as below.

(a) Based on the audit procedures carried out by us and as per the information and explanations given to us, the Company has granted advances in the nature of loans as below:

Particulars	Amount of loan (in INR millions)
Aggregate amount during the year –Employee advances	0.72
Balance outstanding as at balance sheet date – Employee advances	0.38

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the grant of advances in the nature of loans provided are, prima facie, not prejudicial to the interest of the Company. Further, the Company has not given any loans to other parties during the year.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of advances in the nature of loans given, the repayment of principal has been stipulated and the receipts have been regular. However, payment of interest has not been stipulated on account of advances in the nature of loans being interest free. Further, the Company has not given any loans to other parties during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of advances in the nature of loans given. Further, the Company has not given any loans to other parties during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(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 or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products manufactured by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax (‘GST’), Provident fund, Employees’ State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax (‘GST’), Provident fund, Employees’ State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2022 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
Kerala Sales tax	Revenue recovery against non-payment of demand in assessment	6.70	1994-1995 1998-1999 2000-2001	High Court, 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	21.48	July 2004 to Jan 2008	CESTAT-Kolkata
Finance Act, 1994	Disallowance of service tax input credit on input service availed for outward transportation	4.34	2006-2010	CESTAT-Kolkata
Customs Act,1942	Wrong availment of concessional rate of customs duty etc.	81.20	1998-2003	Commissioner of Custom-Kolkata
Sales tax Act	Unutilized E-way bills	178.48	2014-15	Special Commissioner of State Tax, Bihar
Sales tax Act	Unutilized E-way bills	129.01	2015-16	Special Commissioner of State Tax, Bihar
Entry tax	Levy of Interest on delay in payment of entry tax	1.57	2010-11	Commissioner (Appeals), MP
Sales tax Act	Assessment u/s 25(1) of the K-VAT Act, 2003	1.83	2015-16	Deputy Commissioner, K-VAT
Sales tax Act	Exempted purchase not considered in assessment order	1.84	2014-15,2015-16 and 2016-17	AO, Telangana
ESIC	ESI contribution on assumed wages	15.09	2007-2009	Employees Insurance Court, West Bengal
ESIC	ESI contribution	2.42	2014	Employee State Insurance Court, Bangalore

* 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 and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. Further the Company doesn’t hold any investment in associates or joint ventures as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii)(a),(b),(c) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the Ind AS standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) 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. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) According to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) Based on the information and explanations provided by the management of the Company, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC. For reporting on this clause / sub clause, while we have performed audit procedures set out in the Guidance Note on Companies (Auditor's Report) Order, 2020, we have relied on and not been able to independently validate the information provided to us by the management of the Company with respect to entities outside the consolidated Group but covered in the Core Investment Companies (Reserve Bank) Directions, 2016.

(xvii) According to the information and explanations given to us, the Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

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

Rajiv Goyal
Partner
Membership No.: 094549
ICAI UDIN - 22094549AJOZTJ9009

Place: Gurugram
Date: 25 May 2022

Annexure B to the Independent Auditor's report on the standalone financial statements of Bata India Limited for the period ended 31 March 2022

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 2022 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 2022, 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 Standalone 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 Standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone 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 No.- 101248W/W-100022

Rajiv Goyal
Partner
Membership No.: 094549
ICAI UDIN - 22094549AJOZTJ9009

Place: Gurugram
Date: 25 May 2022

STANDALONE BALANCE SHEET AS AT 31 March 2022

(Amount in INR million)

	Notes	As at 31 March 2022	As at 31 March 2021
ASSETS			
Non-current assets			
Property, plant and equipment	4a	2,866.44	2,815.32
Capital work-in-progress	4c	37.23	291.48
Intangible assets	4b	167.39	67.43
Intangible assets under development	4c	14.52	44.63
Right-of-use assets	4d	9,206.58	8,293.51
Financial assets			
Investments	5a	48.51	49.51
Other financial assets	5c	1,227.02	1,163.11
Deferred tax assets (net)	6	1,048.51	1,383.99
Other non-current tax assets	7b	586.27	558.99
Other non-current assets	7a	84.50	101.41
		15,286.97	**14,769.38**
Current assets			
Inventories	8	8,709.08	6,082.80
Financial assets			
Trade receivables	9	717.18	793.66
Cash and cash equivalents	10	177.29	544.33
Bank Balances other than those included in cash and cash equivalents	11	9,470.92	10,391.31
Loans	5b	-	33.89
Other financial assets	5c	262.39	311.44
Other current assets	7a	622.57	412.91
		19,959.43	**18,570.34**
Total assets		**35,246.40**	**33,339.72**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	642.64	642.64
Other equity	13	17,499.64	16,955.09
		18,142.28	**17,597.73**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Lease liabilities	4d	8,912.92	8,596.65
Provisions	17b	20.27	20.64
		8,933.19	**8,617.29**
Current liabilities			
Financial liabilities			
Lease liabilities	4d	2,029.18	1,726.11
Trade payables			
- total outstanding dues of micro enterprises and small enterprises	14	1,142.23	288.03
- total outstanding dues of creditors other than micro enterprises and small enterprises	14	3,418.54	4,107.66
Other financial liabilities	15	912.14	440.50
Other current liabilities	16	402.28	299.87
Provisions	17b	89.82	85.79
Current tax liabilities (net)	17a	176.74	176.74
		8,170.93	**7,124.70**
Total equity and liabilities		**35,246.40**	**33,339.72**
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 2022

For and on behalf of the Board of Directors of Bata India Limited

Gunjan Shah
Managing Director & CEO
DIN: 08525366

Ashok Kumar Barat
Independent Director
DIN: 00492930

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

Place: Gurugram
Date: 25 May 2022

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

	Notes	For the year ended 31 March 2022	For the year ended 31 March 2021
REVENUE			
Revenue from operations	18	23,877.19	17,072.99
Other income	19	558.97	940.35
Total revenue		**24,436.16**	**18,013.34**
EXPENSES			
Cost of raw materials and components consumed	20a	2,477.91	1,099.03
Purchase of stock-in-trade	20b	10,944.63	4,658.65
Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	(2,554.46)	2,617.29
Employee benefits expense	22	3,786.84	3,398.22
Finance costs	23	928.18	1,035.45
Depreciation and amortization expense	24	2,419.46	2,647.23
Other expenses	25	5,065.33	3,688.30
Total expenses		**23,067.89**	**19,144.17**
Profit/ (Loss) before income tax		**1,368.27**	**(1,130.83)**
Exceptional Items	26(a)	-	46.10
Profit/ (Loss) before tax		**1,368.27**	**(1,176.93)**
Tax expense:			
Current tax	6	42.13	-
Deferred tax charge/ (credit)	6	317.27	(274.13)
Profit/ (Loss) for the year		**1,008.87**	**(902.80)**
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(b)	(5.81)	65.28
Income tax effect	26(b)	1.46	(16.43)
Other comprehensive income for the year, net of income tax		**(4.35)**	**48.85**
Total comprehensive income for the year, net of income tax		**1,004.52**	**(853.95)**
Earnings/ (Losses) per equity share (nominal value per share INR 5 (March 31 2021- INR 5))			
(1) Basic (INR)	28	7.85	(7.02)
(2) Diluted (INR)	28	7.85	(7.02)
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 2022

For and on behalf of the Board of Directors of Bata India Limited

Gunjan Shah
Managing Director & CEO
DIN: 08525366

Ashok Kumar Barat
Independent Director
DIN: 00492930

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

Place: Gurugram
Date: 25 May 2022

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022

(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 2020	128,527,540	642.64
Issue of share capital	-	-
At 31 March 2021	128,527,540	642.64
Issue of share capital	-	-
At 31 March 2022	**128,527,540**	**642.64**

(b) Other equity

For the year ended 31 March 2022:

	Attributable to owners of the company			Total Other equity*
	Reserves and Surplus			
	Securities premium (Refer Note 13a)	General reserve (Refer Note 13b)	Retained earnings (Refer Note 13c)	
As at 31 March 2021	**501.36**	**1,498.83**	**14,954.90**	**16,955.09**
Profit/ (loss) for the year	-	-	1,008.87	1,008.87
Other comprehensive income, net of tax [Note 26 (b)]	-	-	(4.35)	(4.35)
Total comprehensive income	**501.36**	**1,498.83**	**15,959.42**	**17,959.61**
Cash dividends (Note 27)	-	-	(514.11)	(514.11)
Impact of lease modification	-	-	54.14	54.14
As at 31 March 2022	**501.36**	**1,498.83**	**15,499.45**	**17,499.64**

For the year ended 31 March 2021:

	Attributable to owners of the company			Total Other equity*
	Reserves and Surplus			
	Securities premium (Refer Note 13a)	General reserve (Refer Note 13b)	Retained earnings (Refer Note 13c)	
As at 31 March 2020	**501.36**	**1,498.83**	**16,322.96**	**18,323.15**
Profit/ (loss) for the year	-	-	(902.80)	(902.80)
Other comprehensive income, net of tax [Note 26 (b)]	-	-	48.85	48.85
Total comprehensive income	**501.36**	**1,498.83**	**15,469.01**	**17,469.20**
Cash Dividends (Note 27)	-	-	(514.11)	(514.11)
As at 31 March 2021	**501.36**	**1,498.83**	**14,954.90**	**16,955.09**

* There are no changes in Equity share capital and other equity due to prior period errors.

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 2022

For and on behalf of the Board of Directors of Bata India Limited

Gunjan Shah
Managing Director & CEO
DIN: 08525366

Ashok Kumar Barat
Independent Director
DIN: 00492930

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

Place: Gurugram
Date: 25 May 2022

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

		Notes	For the year ended 31 March 2022	For the year ended 31 March 2021
A	**Cash flow from operating activities**			
1	**Profit / (Loss) before tax**		1,368.27	(1,176.93)
2	**Adjustments to reconcile profit before tax to net cash flows:**			
	Depreciation and amortization expense	24	2,419.46	2,647.23
	Loss on sale/ discard of fixed assets (net)	25	22.49	22.01
	Allowance for doubtful debt, loans, advances	25	42.07	31.69
	Finance expense (including fair value change in financial instruments and interest on lease liability)	23	928.18	1,035.45
	Income on sale on investment		(29.05)	-
	Finance income (including fair value change in financial instruments)	19	(527.87)	(630.00)
3	**Operating profit before working capital changes (1+2)**		**4,223.55**	**1,929.45**
4	**Movements in Working Capital:**			
	Decrease/(Increase) in trade receivable & loans		67.70	(186.94)
	Decrease /(Increase) in inventories		(2,626.27)	2,654.01
	Increase/(Decrease) in trade and other payables		165.08	(636.62)
	Increase/(Decrease) in short term provisions		(1.77)	68.43
	Decrease/(Increase) in other current assets		(209.66)	65.07
	Decrease/(Increase) in other current financial assets		43.76	9.21
	Increase/(Decrease) in other current liabilities		102.41	58.72
	Increase/(Decrease) in other financial liabilities		477.48	15.27
	Change in Working Capital		**(1,981.27)**	**2,047.15**
5	**Changes in non current assets and liabilities**			
	Decrease/(Increase) in other financial assets		(56.62)	81.88
	Increase/(Decrease) in provisions		(0.37)	(4.43)
	Decrease/(Increase) in other non-current assets		(1.50)	58.13
	Changes in non current assets and liabilities		**(58.49)**	**135.58**
6	**Cash Generated From Operations (3+4+5)**		**2,183.79**	**4,112.18**
7	Less : Taxes paid		(67.95)	468.78
8	**Net cash flow from operating activities (6-7)**		**2,115.84**	**4,580.96**
B	**Cash flow from investing activities:**			
	Purchase of property, plant and equipment and intangible assets		(485.84)	(367.50)
	Proceeds from sale of property, plant and equipment and intangible assets		8.56	10.52
	Proceeds from sale of investment		29.05	-
	Payment of lease liability (including interest on lease liability)		912.04	(917.96)
	Loan received back from subsidiary (net)		-	29.36
	Interest received (finance income)		464.68	749.76
	Net cash flow from/ (used) in Investing Activities:		**928.49**	**(495.82)**

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

		Notes	For the year ended 31 March 2022	For the year ended 31 March 2021
C	**Cash flow from financing activities:**			
	Dividend paid to equity shareholders	27	(514.38)	(514.89)
	Payment of lease liability (including interest on lease liability and future rent concession)		(2,886.40)	(3,151.75)
	Payment of initial direct cost recognised as right-of-use asset		-	(12.88)
	Interest paid		(10.59)	(11.43)
	Net cash used in financing activities:		**(3,411.37)**	**(3,690.95)**
D	**Net change in cash & cash equivalents (A+B+C)**		**(367.04)**	**394.19**
E - 1	Cash & cash equivalents as at end of the year		177.29	544.33
E - 2	Cash & cash equivalents as at the beginning of year		544.33	150.14
	NET CHANGE IN CASH & CASH EQUIVALENTS (E 1- E 2)		**(367.04)**	**394.19**
			As at 31 March 2022	**As at 31 March 2021**
Components of cash and cash equivalents				
Cash on hand			71.14	0.55
With banks				
- on current accounts			106.15	543.78
Total cash and cash equivalents			**177.29**	**544.33**
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 2022

For and on behalf of the Board of Directors of Bata India Limited

Gunjan Shah
Managing Director & CEO
DIN: 08525366

Ashok Kumar Barat
Independent Director
DIN: 00492930

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

Place: Gurugram
Date: 25 May 2022

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

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 stock exchanges in India. The registered office of the Company is located at 27B, Camac Street, Ist 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, 2022.

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

Final equity dividend is recorded as liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

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	Useful Lives as per Schedule II of the Companies Act, 2013
Buildings		
- Factory Buildings	30 years	30 years
- Other than Factory Buildings	10 years - 60 Years	30 years- 60 years
- Fences, Wells, Tube wells	5 years	5 years
Plant & equipments		
- Moulds	8 years	8 years
- Data processing equipment	3 years	3 years
- Servers	6 years	6 years
- Other Plant and Machinery and Equipments	5 years - 15 years	5 years - 15 years
Furniture & Fittings		
- Others	10 years	10 years
Vehicles	8 years	8 years

The Company, based on management estimates, depreciates certain items of Property, Plant and Equipment's 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 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.

The Company capitalises intangible asset under development for a project in accordance with the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model.

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.

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.

m. Earnings per share

The Company presents basic and diluted earnings per share data for its equity shares. Basic and diluted earnings per share is calculated by dividing the profit or loss attributable to owners of the equity shares of the Company by the weighted average number of equity shares outstanding during the year.

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 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.

o. 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.

p. 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.

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 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.

r. 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.

s. 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 30.

b.2 Revenue recognition – Loyalty programme

The Company estimates the fair value of points awarded under the Loyalty programme by applying statistical techniques. 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.

b.3 For details on warranty valuation refer note 2.2 (h).

c. Recent pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 103 – Business Combinations

The amendments specifiy that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date.

Ind AS 16 – Property, Plant and Equipment

For items produced during testing/ trail phase, clarification added that revenue generated out of the same shall not be recognised in statement of profit and loss and considered as part of cost of PPE.

Ind AS 37 – Provisions, Contingent Liabilities & Contingent Assets

Guidance on what constitutes cost of fulfilling contracts (to determine whether the contract is onerous or not) is included.

Ind AS 109 – Financial instruments

The amendment clarifies which fees an entity includes when it applies the ‘10 percent’ test of Ind AS 109 in assessing whether to derecognise a financial liability.

Ind AS 101 – Agriculture

This align the fair value measurement in Ind AS 41 with the requirement of Ind AS 113 Fair value measurement to us internally consistent cash flows and discount rates and enables preparers to determine whether to use pre-tax or post-tax cash flows and discount rates for the most appropriate fair value measurement.

Ind AS 101 – First time Adoption of Ind AS

Measurement of Foreign Currency Translation Difference in case of subsidiary/ associate/ JV’s date of transition to Ind AS is subsequent to that of parent-FCTR in the books of subsidiary/ associate/ JV’s can be measured based Consolidated Financial Statements.

Ind AS 106 – Exploration for and Evaluation of Mineral Resources

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

(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 2020	**240.85**	**1,493.20**	**1,414.31**	**1,029.52**	**2,016.89**	**40.35**	**63.17**	**6,298.29**
Additions	-	25.79	47.54	96.03	15.40	3.87	-	188.63
Disposals/ Adjustments	-	-	16.38	(36.73)	(149.99)	(3.28)	(0.33)	(173.95)
As at 31 March 2021	**240.85**	**1,518.99**	**1,478.23**	**1,088.82**	**1,882.30**	**40.94**	**62.84**	**6,312.97**
Additions	-	241.70	179.35	72.25	147.41	0.87	-	641.58
Disposals/ Adjustments	-	-	(50.37)	(34.43)	(77.13)	(5.30)	(2.34)	(169.57)
As at 31 March 2022	**240.85**	**1,760.69**	**1,607.21**	**1,126.64**	**1,952.58**	**36.51**	**60.50**	**6,784.98**
Accumulated depreciation								
As at 31 March 2020	**-**	**363.68**	**724.33**	**645.15**	**1,230.18**	**25.82**	**33.14**	**3,022.30**
Depreciation charge for the year	-	85.29	198.77	129.04	183.03	4.68	7.46	608.27
Disposals/ Adjustments	-	-	(35.60)	(28.77)	(66.22)	(2.14)	(0.19)	(132.92)
As at 31 March 2021	**-**	**448.97**	**887.50**	**745.42**	**1,346.99**	**28.36**	**40.41**	**3,497.65**
Depreciation charge for the year	-	96.97	187.53	96.02	169.51	3.41	5.97	559.41
Disposals/ Adjustments	-	-	(36.40)	(30.80)	(65.89)	(3.64)	(1.79)	(138.52)
As at 31 March 2022	**-**	**545.94**	**1,038.63**	**810.64**	**1,450.61**	**28.13**	**44.59**	**3,918.54**
Net Book Value								
As at 31 March 2022	**240.85**	**1,214.75**	**568.58**	**316.00**	**501.97**	**8.38**	**15.91**	**2,866.44**
As at 31 March 2021	240.85	1,070.03	590.73	343.39	535.31	12.58	22.43	2,815.32

4b Intangible assets

Cost or deemed cost (gross carrying amount)	**Amount**
As at 31 March 2020	**101.43**
Addition	17.06
As at 31 March 2021	**118.49**
Addition	134.50
Disposals/ Adjustments	(1.26)
As at 31 March 2022	**251.73**
Accumulated amortisation	
As at 31 March 2020	**31.04**
Amortisation charge for the year	20.02
As at 31 March 2021	**51.06**
Amortisation charge for the year	34.06
Disposals/ Adjustments	(0.78)
As at 31 March 2022	**84.34**
Net book Value	
As at 31 March 2022	**167.39**
As at 31 March 2021	67.43

4c Capital work-in-progress

Particulars	**As at 31 March 2022**	**As at 31 March 2021**
As at April 1	**291.48**	**182.82**
Addition	124.38	249.98
Capitalized	(378.63)	(141.32)
As at 31 March	**37.23**	**291.48**

Ageing of Capital work-in-progress

As at 31 March 2022

Capital work-in-progress	**Amount in CWIP for a period of**				**Total**
	Less than 1 year	**1 – 2 years**	**2 – 3 years**	**More than 3 years**	
Projects in progress	33.13	4.10	-	-	37.23

(Amount in INR million)

As at 31 March 2021

Capital work-in-progress	Amount in CWIP for a period of				Total
	Less than 1 year	1 – 2 years	2 – 3 years	More than 3 years	
Projects in progress #	269.46	5.12	1.40	15.50	291.48
Projects temporarily suspended	-	-	-	-	-

Intangible assets under development

Particulars	As at 31 March 2022	As at 31 March 2021
As at April 1	**44.63**	**15.80**
Addition	99.43	30.78
Capitalized	(129.54)	(1.95)
As at 31 March	**14.52**	**44.63**

Ageing of Intangible assets under Development

As at 31 March 2022

Intangible assets under development	Amount in CWIP for a period of				Total
	Less than 1 year	1 – 2 years	2 – 3 years	More than 3 years	
Projects in progress	14.52	-	-	-	14.52
Projects temporarily suspended	-	-	-	-	-

As at 31 March 2021

Intangible assets under development	Amount in CWIP for a period of				Total
	Less than 1 year	1 – 2 years	2 – 3 years	More than 3 years	
Projects in progress #	28.83	15.80	-	-	44.63
Projects temporarily suspended	-	-	-	-	-

**For capital commitment refer note 30

Project execution plans are modulated on an annual basis and all the projects are executed as per rolling annual plan.

Note 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)	31 March 2022	31 March 2021
	Building	Building
Balance as on 1 April	8,293.51	10,328.90
Addition/ adjustment for the new leases*	3,242.50	889.56
Depreciation charge for the year **	(2,019.62)	(2,185.59)
Deletions for terminated leases	(377.77)	(739.36)
Adjustment pertaining to modification impact #	67.96	-
Balance as on 31 March	**9,206.58**	**8,293.51**

*Includes initial direct cost.

**The aggregate depreciation expense on ROU assets includes gain on remeasurement amounting to INR 193.88 million (31 March 2021- INR 166.65 million) and disclosed 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 2022:

Lease Liability	31 March 2022	31 March 2021
Balance as on 1 April	10,322.76	12,491.14
Addition for new leases	3,091.96	876.68
Accretion of Interest	911.84	1,012.70
Payment of lease liability	(2,866.58)	(3,151.75)
Rent concession	(19.82)	-
Deletions for terminated leases	(571.65)	(906.01)
Adjustment pertaining to modification impact #	73.59	-
Balance as on 31 March 2022	**10,942.10**	**10,322.76**

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.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

	31 March 2022	31 March 2021
Maturity analysis – contractual undiscounted cash flows		
Less than one year	2,948.88	2,838.76
After one year but not longer than five years	8,483.26	8,264.51
More than five years	2,644.94	2,431.28
Total	**14,077.08**	**13,534.55**

Lease liabilities included in the statement of financial position is as follows:

	31 March 2022	31 March 2021
Current	2,029.18	1,726.11
Non- current	8,912.92	8,596.65
Total	**10,942.10**	**10,322.76**

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.

Total rental expenses and variable payments were recorded for INR 771.91 million (31 March 2021- INR 650.37 million) and INR 156.30 million (31 March 2021- INR 62.50 million) respectively, before adjusting rent concession of INR 585.46 million (31 March 2021- INR 709.87 million). For rent concession, refer below:

The Company has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated July 24, 2020 and June 18, 2021, on IND-AS 116 for rent concessions which are granted due to COVID-19 pandemic. According to the notification, out of total rent concessions confirmed for the year ended March 31, 2022 and for year ended March 31, 2021, INR 585.48 million and INR 1,010.29 million respectively has been accounted as a reduction from rent expense to the extent available and balance of NIL and INR 300.42 million for the year ended March 31, 2022 and year ended March 31, 2021, respectively, has been accounted as “Other income”.

Further as per MCA notification dated June 18, 2021, on IND-AS 116, extending the period of applying practical expedient on rent concessions due to COVID-19 pandemic to June 30, 2022, the company has provided the cumulative effect of initially applying that amendment as an adjustment to the opening balance of retained earnings of INR 54.14 million (net of deferred tax asset of INR 18.21 million).

5. Financial assets

	Non- Current		Current	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
a. Investments				
Investment in equity instruments of subsidiaries (cost)				
Unquoted:				
4,851,000 (31 March 2021 : 4,851,000) equity shares of INR 10 each fully paid-up in Bata Properties Limited	48.51	48.51	-	-
100,000 (31 March 2021 :100,000) equity shares of INR 10 each fully paid-up in Way Finders Brands Limited	1.00	1.00	-	-
Less: Impairment allowance	(1.00)	-	-	-
Total Investment in subsidiaries (a)	48.51	49.51	-	-
Investments in Cooperative Societies (Fair value through profit and loss)				
Unquoted:				
250 (31 March 2021 :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 2021 :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)	**48.51**	**49.51**	**-**	**-**
* Rounded off to Nil.				
Aggregate value of unquoted investments	48.51	49.51	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

	Non- Current		Current	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
b. Loans				
Unsecured, considered good unless otherwise stated				
Loans				
To related parties	-	-	26.43	33.89
Less: loss allowance	-	-	(26.43)	-
TOTAL	**-**	**-**	**-**	**33.89**
c. Other Financial assets				
(Unsecured, considered good unless otherwise stated)				
Security deposits	1,218.67	1,163.11	60.13	89.80
Deposits with original maturity for more than 12 months*	8.35	-	-	-
Interest accrued on deposits	-	-	159.60	167.39
Other receivable	-	-	38.30	53.51
Other receivable (considered doubtful)	-	-	79.08	81.53
Less: loss allowance	-	-	(79.08)	(81.53)
Insurance claim receivable	-	-	4.36	0.74
TOTAL	**1,227.02**	**1,163.11**	**262.39**	**311.44**

*Includes deposit pledged with banks for bank guarantee.

6. Deferred tax assets (net)

	For the year ended 31 March 2022	For the year ended 31 March 2021
Current income tax recognised in statement of profit and loss:		
Current income tax charge	42.13	-
Deferred tax :		
Relating to origination and reversal of temporary difference	317.27	(274.13)
	359.40	**(274.13)**

	As at 31 March 2022	As at 31 March 2021
Deferred tax assets (net)		
Impact of difference in W.D.V. of property, plant, equipments and intangible assets between Income Tax depreciation and depreciation/ amortization charged in the financial statements as per Companies Act	462.63	448.92
Impact of expenditure charged to the financial statement in the current/earlier years but allowable for tax purposes on payment basis	540.94	610.91
Impact of losses carried forward	-	288.50
Provision for doubtful debts and advances	38.63	28.90
Effect of measuring financial instruments at fair value	6.31	6.76
	1,048.51	**1,383.99**

Reconciliation of average effective tax rate

	For the year ended 31 March 2022	For the year ended 31 March 2021
Profit before tax	1,368.27	(1,176.93)
Tax using the Company's domestic tax rate @ 25.17%	344.37	(296.21)
Effect of non deductible expenses	14.35	22.08
Others	0.68	-
Total	**359.40**	**(274.13)**
Tax as per statement of profit and loss	**359.40**	**(274.13)**

Component wise deferred tax recognised in statement of profit and loss	For the year ended 31 March 2022	For the year ended 31 March 2021
Impact of difference in W.D.V. of property, plant, equipments and intangible assets between Income Tax depreciation and depreciation/ amortization charged in the financial statements as per Companies Act	16.72	20.85
Impact of expenditure charged in the financial statement in the current/earlier years but allowable for tax purposes on payment basis	(54.77)	(42.93)
Impact of losses carried forward	(288.50)	288.50
Provision for doubtful debts and advances	9.73	7.96
Effect of measuring financial instruments at amortised cost	(0.45)	(0.25)
	(317.27)	**274.13**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

Income tax recognised in Other Comprehensive Income

	For the year ended 31 March 2022	For the year ended 31 March 2021
Re-measurement of defined benefit plans	1.46	(16.43)
	1.46	**(16.43)**

7. Other Assets

	Non- current		Current	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
a. Other Assets				
Unsecured and considered good				
Capital advances	23.68	40.88	-	-
Supplier advances	-	-	56.71	41.46
Recoverable from statutory authorities	54.97	53.05	430.17	281.75
Prepaid expenses	5.85	7.48	94.11	75.79
Employees Imprest balances	-	-	41.58	-
Net surplus on defined benefit obligation	-	-	-	13.91
	84.50	**101.41**	**622.57**	**412.91**
Unsecured, considered doubtful				
Recoverable from statutory authorities #	14.11	12.90	-	-
Less: loss allowance	(14.11)	(12.90)	-	-
	-	**-**	**-**	**-**
Total	**84.50**	**101.41**	**622.57**	**412.91**
# Amount paid under protest in respect of matter under litigation				
b. Other non-current tax assets				
Advance income tax (net of provision)	586.27	558.99	-	-
	586.27	**558.99**	-	-

8. Inventories

	As at 31 March 2022	As at 31 March 2021
Raw materials and components (including goods in transit INR 29.85 million (31 March 2021: INR 27.65)	226.45	153.45
Work-in-progress	97.08	66.43
Finished goods * (including goods in transit INR 953.14 million (31 March 2021: INR 257.53 million))	8,380.00	5,856.19
Stores and spares	5.55	6.73
Total inventories at the lower of cost and net realisable value	**8,709.08**	**6,082.80**

During the year, an amount of INR 297.57 million (previous year INR 286.10 million (net of reversals)) was charged to the statement of profit and loss on account of obsolete, damaged and slow moving inventories.

*Finished goods include Stock in trade, as both are stocked together.

9. Trade receivables

	As at 31 March 2022	As at 31 March 2021
Trade receivables (Unsecured , considered good)	711.48	778.16
Trade receivables which have significant increase in credit risk	36.18	20.39
Less : loss allowance for trade receivable	(36.18)	(20.39)
Trade receivables from related parties - unsecured, considered good (Refer note 35)	5.70	15.50
	717.18	**793.66**

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 2022

(Amount in INR million)

As at 31 March 2022	Outstanding for following periods from due date of payments						
Particulars	Not Due	Less than 6 months	6 Months - 1 year	1 – 2 years	2 – 3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	304.81	398.17	13.54	0.60	0.00	0.06	717.18
Undisputed Trade Receivables – which have significant increase in credit risk	-	18.13	2.92	1.56	-	-	22.61
Undisputed Trade Receivables – credit impaired	-	(18.13)	(2.92)	(1.56)	-	-	(22.61)
Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	2.44	-	0.46	-	10.66	13.56
Disputed Trade Receivables – credit impaired	-	(2.44)	-	(0.46)	-	(10.66)	(13.56)

As at 31 March 2021	Outstanding for following periods from due date of payments						
Particulars	Not Due	Less than 6 months	6 Months - 1 year	1 – 2 years	2 – 3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	456.05	331.11	2.63	3.81	0.06	-	793.66
Undisputed Trade Receivables – which have significant increase in credit risk	-	6.54	-	-	-	-	6.54
Undisputed Trade Receivables – credit impaired	-	(6.54)	-	-	-	-	(6.54)
Disputed Trade Receivables–considered good	-	-	-		-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	0.46	-	5.31	8.08	13.85
Disputed Trade Receivables – credit impaired	-	-	(0.46)	-	(5.31)	(8.08)	(13.85)

10. Cash and cash equivalents

	As at 31 March 2022	As at 31 March 2021
Balances with banks:		
- On current account	106.15	543.78
Cash on hand	71.14	0.55
	177.29	**544.33**

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

	As at 31 March 2022	As at 31 March 2021
Unpaid dividend accounts	15.44	15.71
Deposits with original maturity for more than 3 months but upto 12 months*	9,455.48	10,375.60
	9,470.92	**10,391.31**

*Includes deposit pledged with banks for bank guarantee of INR 5.22 million (31 March 2021 INR 15.10 million).

12. Equity share capital

	As at 31 March 2022	As at 31 March 2021
Authorised share capital		
Equity share capital		
140,000,000 (31 March 2021 : 140,000,000) equity shares of INR 5 each	700.00	700.00
Issued share capital*		
Equity share capital		
128,570,000 (31 March 2021 : 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 2021 : 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 2021 : 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.

(Amount in INR million)

13. Other equity

	As at 31 March 2022	As at 31 March 2021
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	14,954.90	16,322.96
Add: Net profit/ (loss) after tax transferred from statement of profit and loss	1,008.87	(902.80)
Add: Re-measurement gains/(losses) on defined benefit plans (net of tax)	(4.35)	48.85
Less: Adjustment pertaining to INDAS 116 leases (refer note 4 d)	54.14	-
Final dividend for 31 March 2021: INR 4.00 per share (31 March 2020: INR 4.00 per share)	(514.11)	(514.11)
Closing balance	**15,499.45**	**14,954.90**
Total (a+b+c)	**17,499.64**	**16,955.09**

*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.

14. Trade payables

	Non- current		Current	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
Total outstanding dues of micro enterprises and small enterprises (refer note 36)	-	-	1,142.23	288.03
	-	**-**	**1,142.23**	**288.03**
Total outstanding dues of creditors other than micro enterprises and small enterprises				
- To related parties	-	-	115.51	58.66
- To others*	-	-	3,303.03	4,049.00
TOTAL	**-**	**-**	**3,418.54**	**4,107.66**

*Includes asset retirement obligation INR 13.93 million (31 March 2021 INR 13.93 million).

As at 31 March 2022	**Outstanding for following periods from due date of payments**						
Particulars	**Unbilled**	**Not Due**	**Less than 1 year**	**1 – 2 years**	**2 – 3 years**	**More than 3 years**	**Total**
MSME	-	1,116.63	25.58	0.02	-	-	1,142.23
Others	2,499.40	684.03	202.18	10.68	6.51	15.74	3,418.54
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-

As at 31 March 2021	**Outstanding for following periods from due date of payments**						
Particulars	**Unbilled**	**Not Due**	**Less than 1 year**	**1 – 2 years**	**2 – 3 years**	**More than 3 years**	**Total**
MSME	-	263.02	24.77	0.13	0.05	0.06	288.03
Others	2,313.93	1,343.07	393.55	22.79	6.18	28.14	4,107.66
Disputed dues - MSME	-		-	-	-	-	-
Disputed dues - Others	-		-	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

15. Other financial liabilities

	Non current		Current	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
Payable for capital goods	-	-	107.06	118.37
Deposit from agents and franchisees	-	-	263.08	306.42
Unpaid dividend#	-	-	15.44	15.71
Employees related payables	-	-	526.56	-
TOTAL	**-**	**-**	**912.14**	**440.50**

#no amount is due to be transferred to Investor Education and Protection Fund

16. Other liabilities

	Non current		Current	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
Advance from customers	-	-	125.64	82.85
Statutory dues payable	-	-	233.79	163.78
Unearned revenue	-	-	42.85	53.24
TOTAL	**-**	**-**	**402.28**	**299.87**

17. Provisions

	Non- current		Current	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
a) Current tax liabilities				
Provision for income tax (net)	-	-	176.74	176.74
	-	**-**	**176.74**	**176.74**
b) Provisions				
Provision for employee benefits				
Provision for gratuity (refer note 29)	-	-	10.62	-
Provision for compensated absences	20.27	20.64	29.39	24.79
Others				
Provision for warranties*	-	-	12.66	27.75
Provision for litigation**	-	-	37.15	33.25
	20.27	**20.64**	**89.82**	**85.79**

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 2022	As at 31 March 2021
Opening balance	27.75	26.79
Arising during the year	151.57	64.81
Utilized/ reversed during the year	(166.66)	(63.85)
Closing balance	**12.66**	**27.75**

****Provision for litigation**

	As at 31 March 2022	As at 31 March 2021
Opening balance	33.25	34.47
Arising during the year	3.90	-
Utilized/ reversed during the year	-	(1.22)
Closing balance	**37.15**	**33.25**

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.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

18. Revenue from operations

	For the year ended 31 March 2022	For the year ended 31 March 2021
Sale of products		
Sale of goods	23,868.24	17,066.18
Total sale of products	**23,868.24**	**17,066.18**
Other operating revenue		
Others (including export incentives, scrap sales etc.)	8.95	6.81
Total	**23,877.19**	**17,072.99**

*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 2022	For the year ended 31 March 2021
Balance at the beginning of the year	**53.24**	**59.47**
Revenue recognised during the year	(53.24)	(59.47)
Accrual of unearned revenue (net) against issuance of points / gift vouchers	42.85	53.24
Balance at the end of the year	**42.85**	**53.24**

19. Other income

	For the year ended 31 March 2022	For the year ended 31 March 2021
Finance Income		
- Unwinding of financial instruments at amortised cost	70.99	70.44
- Deposits with bank	441.31	474.06
- Others	15.57	85.50
	527.87	630.00
Foreign exchange fluctuation (net)	-	2.11
Rent concessions (refer note 4 (d))	-	300.42
Profit on sale of investments#	29.05	-
Insurance claim received	2.05	7.82
	558.97	**940.35**

Carrying value of investments was NIL.

20. Cost of raw material and components consumed	For the year ended 31 March 2022	For the year ended 31 March 2021
a. Raw material and components consumed		
Inventory at the beginning of the year	153.45	184.86
Add: Purchases	2,550.91	1,067.62
	2,704.36	**1,252.48**
Less: inventory at the end of the year	(226.45)	(153.45)
Cost of raw material and components consumed	**2,477.91**	**1,099.03**
b. Purchase of stock-in-trade		
Purchases during the year	10,944.63	4,658.65
	10,944.63	**4,658.65**

21. Changes in Inventories of finished goods, work-in-progress and stock-in-trade

	For the year ended 31 March 2022	For the year ended 31 March 2021
Inventories at the end of the year		
Finished goods*	8,380.00	5,856.19
Work-in-progress	97.08	66.43
	8,477.08	5,922.62
Inventories at the beginning of the year		
Finished goods*	5,856.19	8,452.81
Work-in-progress	66.43	87.10
	5,922.62	8,539.91
(Increase)/decrease in inventories	**(2,554.46)**	**2,617.29**

* Finished goods includes stock in trade, as both are stock together.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

22. Employee benefits expense

	For the year ended 31 March 2022	For the year ended 31 March 2021
Salaries, wages and bonus	3,462.71	3,096.68
Contribution to provident and other funds	168.78	167.04
Gratuity expense (refer note 29)	48.73	49.37
Staff welfare expenses	106.62	85.13
	3,786.84	**3,398.22**

23. Finance costs

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest expense		
- Unwinding of financial instruments at amortised cost	5.74	11.32
- Interest on lease liabilities (refer note 4d)	911.84	1,012.70
- Others	10.60	11.43
	928.18	**1,035.45**

24. Depreciation and amortisation expense

	For the year ended 31 March 2022	For the year ended 31 March 2021
Depreciation of property, plant and equipment	559.41	608.27
Amortisation of intangible assets	34.06	20.02
Depreciation of Right-of-use asset (refer note 4d)*	1,825.99	2,018.94
	2,419.46	**2,647.23**

* includes gain on remeasurement of leases

25. Other expenses

	For the year ended 31 March 2022	For the year ended 31 March 2021
Consumption of stores and spares	12.10	13.55
Power and fuel	434.01	388.33
Loss on Foreign Exchange Fluctuations (net)	16.91	-
Rent expense and common area maintenance charges	588.09	248.17
Bank charges	66.16	45.77
Insurance	61.76	75.83
Repairs and maintenance		
Plant and machinery	79.60	42.31
Buildings	42.70	45.39
Others	24.41	40.29
Corporate Social Responsibility (refer note 34)	57.00	87.20
Sales commission	497.12	408.73
Royalty expense	462.92	338.03
Legal and professional fees	286.43	171.65
Payment to auditor (Refer details below)	10.61	7.88
Freight expense	802.80	596.31
Rates and taxes	41.13	34.77
Travelling	206.39	182.48
Advertising and sales promotion	600.56	339.31
Technical collaboration fee	245.48	135.08
Allowance for doubtful debt, loans and advances	14.56	31.69
Allowance for loan and investment in subsidiary	27.51	-
Loss on sale/ discard of property, plant and equipment (net)	22.49	22.01
Miscellaneous expenses	464.59	433.52
	5,065.33	**3,688.30**
Payment to auditors		
As auditor:		
Statutory audit	3.85	3.55
Tax audit	0.60	0.50
Group reporting	2.00	-
Limited review	2.10	1.95
In other capacity:		
Certification & others	1.24	1.22
Reimbursement of expenses	0.82	0.66
	10.61	**7.88**

(Amount in INR million)

26(a). Exceptional Item

	For the year ended 31 March 2022	For the year ended 31 March 2021
Exceptional item#	-	46.10
	-	**46.10**

represents one time expense for Voluntary Retirement Scheme [VRS] offered at manufacturing facilities and Company's retail stores.

26 (b). 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 2022

	Retained earnings	Total
Re- measurement losses on defined benefit plans	(4.35)	(4.35)
	(4.35)	(4.35)

During the year ended 31 March 2021

	Retained earnings	Total
Re- measurement gains on defined benefit plans	48.85	48.85
	48.85	48.85

27. Distribution made and proposed

	As at 31 March 2022	As at 31 March 2021
Cash dividends on equity shares declared and paid:		
Final dividend for the year ended on 31 March 2021: INR 4.00 per share (31 March 2020: INR 4.00 per share)	514.11	514.11
	514.11	**514.11**
Proposed cash dividends on equity shares :**		
Final dividend for the year ended on 31 March 2022: INR 54.50 per share (31 March 2021: INR 4.00 per share)	7,004.75	514.11
	7,004.75	**514.11**

**Proposed dividends on equity shares are subject to approval at the annual general meetings and are not recognised as a liability as at year end

28. Earnings/ (Losses) 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 profit/ (loss) and weighted average number of equity shares data used in the basic EPS and diluted EPS computations:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Profit/ (losses) attributable to equity holders	1,008.87	(902.80)
	1,008.87	**(902.80)**
	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/ (losses) per equity share in INR		
Basic (INR)	7.85	(7.02)
Diluted (INR)	7.85	**(7.02)**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022
(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 2022	As at 31 March 2021
Fair value of plan assets	714.66	714.27
Defined benefit obligation	725.28	700.36
Net Defined benefit asset (liability)	**(10.62)**	**13.91**

Amount recognised in Statement of Profit and Loss:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Current service cost	50.52	52.27
Net interest expense	(1.79)	(2.90)
Amount recognised in Statement of Profit and Loss	**48.73**	**49.37**

Amount recognised in Other Comprehensive Income:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Actuarial changes arising from changes in financial assumptions	(17.73)	16.79
Return on plan assets (greater)/less than the discount rate	(2.35)	(38.00)
Experience adjustments	25.89	(44.07)
Amount recognised in Other Comprehensive Income	**5.81**	**(65.28)**

Changes in the present value of the defined benefit obligation are as follows:

	As at 31 March 2022	As at 31 March 2021
Defined benefit obligation at the beginning of the year	700.36	789.86
Current service cost	50.52	52.10
Interest expense	41.10	43.87
Curtailment credit/ (cost)	-	0.18
Benefits paid	(74.85)	(158.37)
Actuarial (gain)/ loss on obligations - experience	25.89	(44.07)
Actuarial (gain)/ loss on obligations - financial assumptions	(17.73)	16.79
Defined benefit obligation at the end of the year	**725.29**	**700.36**

Changes in the fair value of plan assets are, as follows:

	As at 31 March 2022	As at 31 March 2021
Fair value of plan assets at the beginning of the year	714.27	787.86
Contribution by employer	30.00	-
Benefits paid	(74.85)	(158.37)
Interest Income on plan assets	42.89	46.78
Return on plan assets greater/(lesser) than discount rate - OCI	2.35	38.00
Fair value of plan assets at the end of the year	**714.66**	**714.27**

(Amount in INR million)

The major categories of plan assets of the fair value of the total plan assets are as follows:

Gratuity	As at 31 March 2022	As at 31 March 2021
Investment details	**Funded %**	**Funded %**
	100%	100%
- Insurer	98.21	98.37
- Government securities and bonds	0.00	0.00
- Bank balances	1.79	1.63
- Special deposit scheme	0.00	0.00
- cash	0.00	0.00

The principal assumptions used in determining gratuity liability for the Company's plans are shown below:

	As at 31 March 2022	As at 31 March 2021
	%	**%**
Discount rate	6.6	6.2
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 2022 is as shown below:

Gratuity Plan	Sensitivity level		Impact on DBO	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
Assumptions				
Discount rate	1.00%	1.00%	(41.00)	(40.59)
	(1.00%)	(1.00%)	45.92	45.56
Future salary increases	1.00%	1.00%	44.13	43.82
	(1.00%)	(1.00%)	(40.47)	(40.81)

The sensitivity analyses 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 2022	As at 31 March 2021
Within the next 12 months (next annual reporting period)	67.86	69.88
Between 2 and 5 years	390.49	352.45
Between 5 and 10 years	492.27	480.18
Total expected payments	**950.62**	**902.51**

(Amount in INR million)

The average duration of the defined benefit plan obligation at the end of the reporting period is 6.5 years (31 March 2021: 6.5 years).

Expected employer contribution for the period ending 31 March 2023 is INR 50 million.

b) Contribution to defined contribution plans:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Pension fund	5.93	7.57

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 2022.

	As at 31 March 2022	As at 31 March 2021
Discount Rate	7.00%	6.60%
Expected Return on Exempt Fund	8.81%	8.52%
Rate of Return on EPFO managed PF	8.10%	8.50%
Mortality Rate	Indian Assured Lives Mortality (2012-14) ultimate	Indian Assured Lives Mortality (2012-14) ultimate

	For the year ended 31 March 2022	For the year ended 31 March 2021
Contribution to provident and other funds*	147.14	139.12

*Included under employee benefit expense in the head contribution to provident fund and other funds.

The details of fund and plan asset position is given below:

	As at 31 March 2022	As at 31 March 2021
Plan assets at fair value	4,576.40	4,444.28
Present value of the defined benefit obligation	4,043.85	3,857.83
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.

(Amount in INR million)

30. Contingent liabilities and commitments

A. Contingent liabilities

a) Claims against Company not acknowledged as debts includes:

Nature	As at 31 March 2022	As at 31 March 2021
Excise, customs and service tax cases	116.60	116.61
Sales tax and entry tax cases	389.50	15.80
Others*	322.27	279.24
Total	**828.37**	**411.65**

*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. Balance include individually small cases pertaining to rent, labour, wages etc.

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 60.05 million (31 March 2021 INR 135.48 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. For future minimum rentals payable under non-cancellable leases refer note 4d

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.

	Carrying value		Fair value	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
Financial assets				
Measured at cost				
Investments in subsidiaries	48.51	49.51	-	-
Amortised cost				
Loans	-	33.89	-	33.89
Financial asset not measured at fair value				
Other Financial assets	1,489.41	1,474.55	-	-
Trade Receivable	717.18	793.66	-	-
Cash and Cash equivalents	177.29	544.33	-	-
Other bank balances	9,470.92	10,391.31	-	-
Total	**11,903.31**	**13,287.25**	**-**	**33.89**
Financial liabilities				
Amortised cost				
Lease Liabilities	10,942.10	10,322.76	-	-
Trade payables	4,560.77	4,395.69	-	-
Other financial liabilities	912.14	440.50	-	-
Total	**16,415.01**	**15,158.95**	**-**	**-**

Note

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.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(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 2022 (31 March 2021 INR Nil). Hence gearing ratio is not disclosed.

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 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
Trade payables	USD	2,587,969	1,587,300	196.45	116.20
	EURO	10,151	-	0.85	-
	CAD	258,525	224,570	15.69	13.09
Advance for Import purchases	USD	386	2,994	0.03	0.22
	EURO	14,162	8,862.04	1.19	0.76
Advance from Customer	USD	347	-	0.03	-
Trade / Other receivables	USD	89,681	215,577	6.81	15.78
	EURO	23,588	23,588	1.98	2.02
	CHF	78,430	55,517	6.45	4.31

* in absolute currency

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 2022	For the year ended 31 March 2021
Gross amount required to be spent by the Company during the year:	57.00	87.20
(i) Construction/ Acquisition of asset	-	0.75
(ii) For purpose other than (i) above	57.00	86.45
	57.00	**87.20**
Amount required to be spent by the company during the year	**57.00**	**87.20**
Promoting quality education in schools	24.89	19.52
Promoting gender equality and women empowerment	-	2.70
Covid-19 relief for frontline workers	32.34	67.96
Promoting healthcare	0.09	0.22
Promoting Sports	-	0.37
Environmental preservation	0.25	-
Administrative spent (Cost of CSR, audit etc)	1.16	1.45
Total expense Incurred	**58.73**	**92.22**
Excess carried forward	1.73	5.02

(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 Way Finders Brands Limited
d. Other Related Parties*	Bata India Limited Gratuity Fund Bata India Limited Pension Fund

*Refer note 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 (till 30.09.2021) Ram Kumar Gupta – Director Finance & CFO (till 30.06.2021) Sandeep Kataria - Whole time Director (till 12.08.2021) Gunjan Shah - Wholetime Director & CEO (w.e.f. 21.06.21) and Managing Director & CEO (w.e.f. 01.10.2021) Vidhya Srinivasan (w.e.f. 28.01.2021) - Director Finance & CFO Kanchan Chehal (w.e.f. 16.08.2021) - Director HR & CHRO Ashwani Windlass (Chairman & Independent Director) Ravi Dhariwal (Independent Director) Akshay Chudasama (Independent Director) Anjali Bansal (Independent Director till 31.03.2021) Radha Rajappa (Independent Director w.e.f. 09.06.2021) Ashok Kumar Barat (Independent Director)
b. Enterprises in which director is interested	Shardul Amarchand Mangaldas & Co. Delhivery Private Limited (till 31.03.2021)
c. Fellow Subsidiaries with whom transactions have taken place during the current year and previous year	Bata Shoe (Singapore) Pte. Ltd Global Footwear Services Pte Ltd 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. Bata Shoe Co. Uganda Bata Centre S.R.O. Bata South Africa

III. Additional related parties as per the Companies Act 2013 with whom transactions have taken place during the year:

Company Secretary	Nitin Bagaria (w.e.f. 25.05.2020)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(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 2022	For the year ended 31 March 2021
i. Sale of goods	Empresas Commercial S.A.		1.10	0.30
	Bata Shoe Co. of Ceylon Ltd.		3.01	11.77
	Bata Shoe Co. Uganda		-	0.49
		Total	**4.11**	**12.56**
ii Reimbursement of Expenses to	Bata Brands S.A.		29.09	0.14
	Bata Centre S.R.O.		0.85	-
	Bata Shoe (Singapore) Pte Ltd.		1.34	1.41
		Total	**31.28**	**1.55**
iii. Reimbursement of Expenses from	International Footwear Investment B.V.		6.78	5.81
	Bata Shoe Co. (Bangladesh) Ltd		-	0.04
	Bata Brands S.A.		40.34	26.77
	Bata South Africa		0.35	-
		Total	**47.47**	**32.62**
iv. Technical Collaboration fees	Global Footwear Services Pte Ltd.		245.48	135.08
		Total	**245.48**	**135.08**
v. Royalty				
	Bata Brands S.A.		69.36	46.91
		Total	**69.36**	**46.91**
vi. Service Fees	Power Athletics Ltd.		38.58	33.66
	Bata Nederland BV		9.97	10.08
		Total	**48.55**	**43.74**
vii. Freight charges	Delhivery Private Limited		-	63.37
		Total	**-**	**63.37**
viii. Dividend paid	Bata (BN) B.V., The Netherlands		272.26	272.26
		Total	**272.26**	**272.26**
ix. Transaction with Subsidiaries				
a. Reimbursement of expenses / advance recoverable from	Bata Properties Limited		2.26	1.83
	Way Finders Brands Limited		0.19	1.26
		Total	**2.45**	**3.09**
b. Rent expenses	Bata Properties Limited		1.55	1.55
		Total	**1.55**	**1.55**
c. Loan to subsidiary and interest thereon	Way Finders Brands Limited - Loan repaid		-	29.36
	Way Finders Brands Limited - interest on loan		1.14	1.83
		Total	**1.14**	**31.19**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(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 2022	For the year ended 31 March 2021
Rajeev Gopalakrishnan (till 30.09.21)	26.45	46.59
Ram Kumar Gupta (till 30.06.21)	10.99	30.86
Sandeep Kataria (till 12.08.21)	-	69.56
Gunjan Shah (w.e.f. 21.06.21)	26.51	-
Vidhya Srinivasan (w.e.f. 28.01.21)	18.70	3.10
Kanchan Chehal (w.e.f. 16.08.21)	9.74	-
Nitin Bagaria	4.58	3.86
Ashwani Windlass (Independent Director)**	3.37	0.58
Ravi Dhariwal (Independent Director)**	3.03	2.67
Akshay Chudasama (Independent Director)**	2.60	1.02
Anjali Bansal (Independent Director till 31.03.21)**	-	0.70
Ashok Kumar Barat (Independent Director)**	3.02	1.23
Radha Rajappa (Independent Director w.e.f. 09.06.21)**	1.28	-
Total	**110.27**	**160.17**

* 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 2022	As at 31 March 2021
i. Trade receivables	Bata Shoe Co. of Ceylon Ltd.		5.70	15.50
		Total	**5.70**	**15.50**
ii Trade payables - Reimbursement of Expenses to	Bata Centre S.R.O.		0.85	-
	Bata Brands S.A.		20.13	0.14
		Total	**20.98**	**0.14**
iii. Other Financial assets	Bata Shoe Co. of Ceylon Ltd.		0.15	0.14
	International Footwear Investment B.V.		1.99	1.98
	Bata Brands S.A.		8.35	6.36
		Total	**10.49**	**8.48**
iv. Trade payables - Technical Collaboration Fees	Global Footwear Services Pte Ltd.		47.65	16.36
		Total	**47.65**	**16.36**
v. Trade payables - Royalty	Bata Brands S.A.		14.22	14.09
		Total	**14.22**	**14.09**
vi. Trade payables - Service fees	Power Athletics Ltd.		27.17	25.02
	Bata Nederland BV		5.49	3.00
		Total	**32.66**	**28.02**
vii. Advance Receivable in cash and kind	Coastal Commercial & Exim Limited		-	0.02
		Total	**-**	**0.02**
viii. Trade payables - Freight	Delhivery Private Limited		-	0.06
		Total	**-**	**0.06**
ix. Loans - related party #	Way Finders Brands Limited		26.43	25.36
		Total	**26.43**	**25.36**

refer note 41

(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 2022	As at 31 March 2021
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	1,142.23	288.03
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	45.90	1,041.14
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, 2022 and 31 March, 2021 has been disclosed in note 33.

For the year ended 31 March 2022, 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/(loss) before tax by (9.48) million/ 9.48 million respectively and Pre tax equity by (9.48) million/ 9.48 million respectively.

For the year ended 31 March 2021, 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/ (loss) before tax by 5.01 million/ (5.01) million respectively and Pre tax equity by (5.01) million/ 5.01 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.

(Amount in INR million)

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 2022, the Company had a working capital of INR 11788.50 million including cash and cash equivalents of INR 177.29 million. As of 31 March 2021, the Company had a working capital of INR 11,445.65 million including cash and cash equivalents of INR 544.33 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 2022				
Inventory (raw material, work-in-progress, stock in trade and finished goods)	(267.58)	267.58	(202.91)	202.91
31 March 2021				
Inventory (raw material, work-in-progress, stock in trade and finished goods)	(186.68)	186.68	(141.56)	141.56

38. The Company has unavailed working capital borrowing limits of Rs. 1,000.00 million as on March 31, 2021 which has been surrendered during the month of May 2021.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

39. The following are analytical ratios for the year ended 31 March 2022 and 31 March 2021

Particulars	Numerator	Denominator	31 March 2022	31 March 2021	Variance #	Reason for variance of more than 25%
Current Ratio (in times)	Current Asset	Current Liabilities	2.4	2.6	(6%)	NA
Debt Equity Ratio (in times)	Debt represents Lease liabilities	Total Equity	0.6	0.6	3%	NA
Debt Service Coverage Ratio	Earning available for debt *	Debt represents lease liabilities	0.4	0.3	47%	Variance in ratio is due to increase in operating profit and reduction in lease liabilities during the year
Return on Equity Ratio (in %)	Profit for the year	Total Equity	5.6%	(5.1%)	208%	Variance in ratio is due to profit earned during the year
Inventory Turnover Ratio (in times)	Cost of goods sold	Average Inventory	1.5	1.1	30%	Variance in ratio is due to increase in cost of goods sold which is directly proportional to increase in revenue from operation during the year
Trade receivable Turnover ratio (in times)	Revenue from operation	Average Trade receivable	31.6	24.3	30%	Variance in ratio is due to increase in revenue from operation during the year
Trade payable ratio (in times)	Total Expenditure***	Average Trade payables	3.6	2.6	39%	Variance in ratio is due to increase in expenses
Net Capital Turnover ratio (in times)	Revenue from operation	Working capital	2.0	1.5	36%	Variance in ratio is due to increase in revenue from operation during the year
Net Profit ratio (in %)	Profit for the year	Revenue from operation	4.2%	(5.3%)	180%	Variance in ratio is due to profit earned and increase in revenue from operations during the year
Return on capital employed (in %)	Operating profit before interest and tax	Capital Employed **	6.4%	(4.1%)	255%	Variance in ratio is due to profit earned during the year
Return on Investment (in %)	Income generated from invested treasury funds	Average invested treasury funds	4.4%	4.8%	(7%)	NA

*** Total expenditure = Total Expense- Employee Benefit expense- Depreciation- Finance cost

* Net profit after taxes + Non cash operating expenses + Interest + other adjustment like loss on sale of Fixed assets etc.

** Total equity + non current lease liabilities

Previous year was more adversely impacted by COVID-19 related restriction than current year

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.

Other disclosures are as follows:

a) Revenue and Trade receivables as per Geographical Markets

Particulars	Revenue		Trade Receivables	
	For the year ended 31 March 2022	For the year ended 31 March 2021	As at 31 March 2022	As at 31 March 2021
India	23,782.58	16,996.57	710.53	774.64
Outside India	94.61	76.42	6.65	19.02
Total	**23,877.19**	**17,072.99**	**717.18**	**793.66**

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.

41. During the year ended March 31, 2022, the Company provided for loss allowance on the loan and investments amounting to Rs. 28.51 million in its wholly owned subsidiary- Way Finders Brands Limited.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

42. Additional regulatory information:

(i) No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) The Company has not been declared as wilful defaulter by any bank or financial Institution or other lender.

(iii) There are no transaction which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(iv) There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

(v) There are no funds which have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or

b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) There are no funds which have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:

a) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or

b) provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(vii) The Company has complied with the layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, the names and CIN of the companies beyond the specified layers and the relationship or extent of the company in such downstream companies shall be disclosed.

43. During the year ended March 31, 2022, the Company has entered into transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956. The details of transactions are as follows:

Name of Companies	Nature of transactions	Balances as on March 31, 2022	No. of shares held as on March 31, 2022	Share capital held as on March 31, 2022*	Balances as on March 31, 2021	No. of shares held as on March 31, 2021	Share capital held as on March 31, 2021*
Vaishak Shares Limited	Shares held by struck off company	Nil	2	10	Nil	2	10
Cream Packs Private Limited	Shares held by struck off company	Nil	305	1525	Nil	248	1240
Gomateshwar Investments Pvt Ltd	Shares held by struck off company	Nil	1000	5000	Nil	1000	5000
Digsha Holdings Private Limited	Shares held by struck off company	Nil	30	150	Nil	30	150
Victor Properties Private Limited	Shares held by struck off company	Nil	10800	54000	Nil	10800	54000
Kolar Sharex Private Limited	Shares held by struck off company	Unclaimed-200 shares	200	1000	Unclaimed-200 shares	200	1000
Pegasus Mercantile Private Limited	Shares held by struck off company	Nil	1	5	Nil	1	5
Gdbk Investment Advisory Private Limited	Shares held by struck off company	Unclaimed- 1 share	1	5	Unclaimed-1 share	1	5
Luvin Restructuring Management Consultants Pvt Ltd	Shares held by struck off company	Nil	-	-	Unclaimed -65 shares	65	325
Integra Micro Systems Pvt Ltd	Shares held by struck off company	Nil	-	-	Nil	341	1705
Summit Investments Limited	Shares held by struck off company	Nil	-	-	Unclaimed -400 shares	400	2000
Caritas Fire Safety Solutions Private Limited	Customer	0.11	NA	NA	0.001	NA	NA
Pristine Designs Private Limited	Vendor	0.08	NA	NA	Nil	NA	NA
Aadhar Interiors Private Limited	Vendor	0.02	NA	NA	Nil	NA	NA

* In absolute figures

44. The current and previous financial year have been challenging for the business. The year began with a much stronger second wave of COVID-19 infections and has once again resulted in significant disruption to the business as several state governments have announced partial/ complete restrictions. However, the recovery post second wave of COVID-19 was at a higher pace as compared to last year. Accordingly, the Company has made detailed assessment of the recoverability and carrying values of its assets comprising property, plant and equipment, investments, inventories, receivables, other current assets, deferred tax assets, etc. as at the year end and on the basis of evaluation, has concluded that no material adjustments are required in the financial statements except impairment of investment and loan to subsidiary. 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.

45. Previous period figures have been re-grouped / re-classified wherever necessary, to conform to current period's classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013 effective 1st April 2021.

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 2022

For and on behalf of the Board of Directors of Bata India Limited

Gunjan Shah
Managing Director & CEO
DIN: 08525366

Ashok Kumar Barat
Independent Director
DIN: 00492930

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

Place: Gurugram
Date: 25 May 2022

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	**Way Finders Brands Limited**
1.	The date since when subsidiary was acquired	14/08/1987	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:	 101.00 48.51	 1.00 1.00
4.	Reserves and surplus	11.07	(28.32)
5.	Total assets	59.66	0.66
6.	Total Liabilities	59.66	0.66
7.	Investments	-	-
8.	Turnover	3.58	0.053
9.	Profit before taxation	1.84	(1.51)
10.	Provision for taxation	0.78	-
11.	Profit after taxation	1.06	(1.51)
12.	Proposed Dividend	-	-
13.	Extent of shareholding (in percentage)	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

Gunjan Shah
Managing Director & CEO
DIN: 08525366

Ashok Kumar Barat
Independent Director
DIN: 00492930

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

Place: Gurugram
Date : May 25, 2022

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 2022, 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 2022, 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" section 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
Revenue recognition See note 2.4(h) and note 18 to the consolidated financial statements Revenue from the sale of goods is recognised when control in goods is transferred to the customer and is measured net of rebates, discounts and returns. 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 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.

The key audit matter	How the matter was addressed in our audit
Standards on Auditing presume that there is fraud risk with regard to revenue recognition. We focused on this area since there is a risk that revenue may be overstated because of fraud, resulting due to the pressure from Management and Board of Directors who may strive to achieve performance targets. Also, revenue is a key performance indicator for the Group which makes it susceptible to misstatement. In view of the above, we have identified revenue recognition as a key audit matter.	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. G) Involved our IT specialists to assist us in testing of general IT controls and key IT application controls relating to retail revenue recognition. H) Carried out analytical procedures on revenue recognised during the year to identify unusual variances.
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 of 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. F) We carried out analytical procedures on inventory to identify unusual variances.

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 consolidated financial statements and our auditor's 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 auditor, 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/ loss 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 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 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 statements 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 statements 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 paragraph (a) of the section titled 'Other Matters' in this audit report.

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 two subsidiaries, whose financial statements reflect total assets of Rs.60.32 million (before consolidation adjustments) as at 31 March 2022, total revenues of Rs.3.63 million (before consolidation adjustments) and net cash outflows amounting to Rs.0.14 million (before consolidation adjustments) 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

1. In our opinion and according to the information and explanations given to us, there are no qualifications or adverse remarks by the respective auditor in the Companies (Auditor's Report) Order, 2020 reports of the companies incorporated in India and included in the consolidated financial statements.
2. (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 2022 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 2022 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 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 2022 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 2022.

iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2022.

iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary companies incorporated in India or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (a) and (iv) (b) contain any material mis-statement.

v. The dividend declared or paid during the year by the Holding Company is in compliance with Section 123 of the Act.

(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 - 22094549AJOZXI7659

Place: Gurugram
Date: 25 May 2022

Annexure A to the Independent Auditor's report on the consolidated financial statements of Bata India Limited for the period ended 31 March 2022

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 2022, 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 2022, 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 auditors 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 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 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 two subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

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

Rajiv Goyal
Partner
Membership No.: 094549
ICAI UDIN - 22094549AJOZXI7659

Place: Gurugram
Date: 25 May 2022

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2022

(Amount in INR million)

	Notes	As at 31 March 2022	As at 31 March 2021
ASSETS			
Non-current assets			
Property, plant and equipment	4a	2,885.07	2,834.12
Capital work-in-progress	4c	37.23	291.48
Intangible assets	4b	167.38	67.42
Intangible assets under development	4c	14.52	44.63
Right-of-Use Assets	4d	9,206.58	8,293.51
Financial assets			
Other financial assets	5c	1,227.52	1,170.64
Deferred tax assets (net)	6	1,041.61	1,383.99
Other non-current tax assets	7b	586.55	559.60
Other non-current assets	7a	84.50	101.41
		15,250.96	**14,746.80**
Current assets			
Inventories	8	8,709.08	6,082.80
Financial assets			
Trade receivables	9	717.18	793.66
Cash and cash equivalents	10	177.72	544.90
Bank Balances other than those included in cash and cash equivalents	11	9,510.04	10,423.31
Loans	5b	-	8.53
Other financial assets	5c	263.69	311.44
Other current assets	7a	622.78	413.10
		20,000.49	**18,577.74**
Total assets		**35,251.45**	**33,324.54**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	642.64	642.64
Other equity	13	17,503.88	16,938.27
		18,146.52	**17,580.91**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Lease liabilities	4d	8,912.92	8,596.65
Provisions	17b	20.27	20.64
		8,933.19	**8,617.29**
Current liabilities			
Financial liabilities			
Lease liabilities	4d	2,029.18	1,726.11
Trade payables			
- total outstanding dues of micro enterprises and small enterprises	14	1,142.23	288.03
- total outstanding dues of creditors other than micro enterprises and small enterprises	14	3,419.29	4,109.25
Other financial liabilities	15	912.14	440.50
Other current liabilities	16	402.34	299.92
Provisions	17b	89.82	85.79
Current tax liabilities (net)	17a	176.74	176.74
		8,171.74	**7,126.34**
Total equity and liabilities		**35,251.45**	**33,324.54**
Significant Accounting Policies	2&3		
The accompanying notes are an integral part of these 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 2022

For and on behalf of the Board of Directors of Bata India Limited

Gunjan Shah
Managing Director & CEO
DIN: 08525366

Ashok Kumar Barat
Independent Director
DIN: 00492930

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

Place: Gurugram
Date: 25 May 2022

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

	Notes	For the year ended 31 March 2022	For the year ended 31 March 2021
REVENUE			
Revenue from operations	18	23,877.19	17,084.80
Other income	19	559.91	940.85
Total revenue		**24,437.10**	**18,025.65**
EXPENSES			
Cost of raw materials and components consumed	20a	2,477.91	1,099.01
Purchase of stock-in-trade	20b	10,944.63	4,658.65
Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	(2,554.46)	2,617.29
Employee benefits expense	22	3,786.84	3,398.22
Finance costs	23	928.18	1,035.45
Depreciation and amortization expense	24	2,419.64	2,647.50
Other expenses	25	5,037.34	3,689.80
Total expenses		**23,040.08**	**19,145.92**
Profit/ (Loss) before income tax		**1,397.02**	**(1,120.27)**
Exceptional Items	26 (a)	-	46.10
Profit/ (Loss) before tax		**1,397.02**	**(1,166.37)**
Tax expense:			
Current tax	6	42.92	0.87
Deferred tax charge/ (credit)	6	324.17	(274.13)
Profit/ (Loss) for the year		**1,029.93**	**(893.11)**
Other comprehensive income			
Items that will not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gains/(losses) on defined benefit plans	26 (b)	(5.81)	65.28
Income tax effect	6	1.46	(16.43)
Other comprehensive income for the year, net of income tax		**(4.35)**	**48.85**
Total comprehensive income for the year, net of income tax		**1,025.58**	**(844.26)**
Earnings/ (Losses) per equity share (nominal value per share INR 5 (March 31 2021- INR 5))			
(1) Basic (INR)	28	8.01	(6.95)
(2) Diluted (INR)	28	8.01	(6.95)
Significant Accounting Policies	2&3		
The accompanying notes are an integral part of these 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 2022

For and on behalf of the Board of Directors of Bata India Limited

Gunjan Shah
Managing Director & CEO
DIN: 08525366

Ashok Kumar Barat
Independent Director
DIN: 00492930

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

Place: Gurugram
Date: 25 May 2022

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022

(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 2020	128,527,540	642.64
Issue of share capital	-	-
At 31 March 2021	**128,527,540**	**642.64**
Issue of share capital	-	-
At 31 March 2022	**128,527,540**	**642.64**

(b) Other equity

For the year ended 31 March 2022:

	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 2021	**501.36**	**1,498.84**	**0.00**	**14,938.07**	**16,938.27**
Profit/ (loss) for the year	-	-	-	1,029.93	1,029.93
Other comprehensive income, net of tax [Note 26 (b)]	-	-	-	(4.35)	(4.35)
Total comprehensive income	**501.36**	**1,498.84**	**0.00**	**15,963.65**	**17,963.85**
Cash dividends (Note 27)	-	-	-	(514.11)	(514.11)
Impact of lease modification	-	-	-	54.14	54.14
As At 31 March 2022	**501.36**	**1,498.84**	**0.00**	**15,503.68**	**17,503.88**

For the year ended 31 March 2021:

	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 2020	**501.36**	**1,498.84**	**0.00**	**16,296.44**	**18,296.64**
Profit/ (loss) for the year	-	-	-	(893.11)	(893.11)
Other comprehensive income/ (loss) [Note 26 (b)]	-	-	-	48.85	48.85
Total comprehensive income	**501.36**	**1,498.84**	**0.00**	**15,452.18**	**17,452.38**
Cash Dividends (Note 27)	-	-	-	(514.11)	(514.11)
As at 31 March 2021	**501.36**	**1,498.84**	**-**	**14,938.07**	**16,938.27**

* There are no changes in Equity share capital and other equity due to prior period errors.
\# Rounded off to NIL

The accompanying notes are an integral part of these 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 2022

For and on behalf of the Board of Directors of Bata India Limited

Gunjan Shah
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Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

Place: Gurugram
Date: 25 May 2022

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

		Notes	As at 31 March 2022	As at 31 March 2021
A	**Cash flow from operating activities**			
1	**Profit / (Loss) before tax**		1,397.02	(1,166.37)
	Profit before tax from continuing operations			
2	**Adjustments to reconcile profit before tax to net cash flows:**			
	Depreciation and amortization expense	24	2,419.64	2,647.50
	Loss on sale of fixed assets (net)	25	22.49	22.01
	Allowance for doubtful debt, loans, advances	25	13.64	32.79
	Finance expense (including fair value change in financial instruments and interest on lease liability)	23	928.18	1,035.45
	Income on sale on investment	19	(29.05)	-
	Finance income (including fair value change in financial instruments)	19	(528.81)	(630.49)
3	**Operating profit before working capital changes (1+2)**		**4,223.11**	**1,940.89**
4	**Movements in Working Capital:**			
	Decrease/(Increase) in trade receivable & loans		67.79	(167.71)
	Decrease /(Increase) in inventories		(2,626.27)	2,654.01
	Increase/(Decrease) in trade and other payables		165.08	(636.65)
	Increase/(Decrease) in short term provisions		(1.77)	68.43
	Decrease/(Increase) in other current assets		(209.65)	65.07
	Decrease/(Increase) in other current financial assets		42.46	9.21
	Increase/(Decrease) in other current liabilities		102.41	58.72
	Increase/(Decrease) in other financial liabilities		477.51	15.27
	Change in Working Capital		**(1,982.44)**	**2,066.35**
5	**Changes in non current assets and liabilities**			
	Decrease/(Increase) in other financial assets		(55.32)	81.88
	Increase/(Decrease) in provisions		(0.37)	(4.43)
	Decrease/(Increase) in other non-current assets		(1.50)	58.13
	Changes in non current assets and liabilities		**(57.19)**	**135.58**
6	**Cash Generated From Operations (3+4+5)**		**2,183.48**	**4,142.82**
7	**Less : Taxes paid**		(68.40)	467.72
8	**Net cash flow from operating activities (6-7)**		**2,115.08**	**4,610.54**
B	**Cash flow from investing activities:**			
	Purchase of property, plant and equipment and intangible assets		(485.84)	(367.50)
	Proceeds from sale of property, plant and equipment and intangible assets		8.56	10.52
	Proceeds from sale of investment		29.05	-
	Repayments/(Investments) in bank deposits (having original maturity of more than three months)		910.67	(920.05)
	Interest received (finance income)		465.59	750.23
	Net cash flow from/ (used) in Investing Activities:		**928.03**	**(526.80)**

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

		Notes	As at 31 March 2022	As at 31 March 2021
C	**Cash flow from financing activities:**			
	Dividend paid to equity shareholders	27	(514.38)	(514.89)
	Payment of lease liability (including interest on lease liability)		(2,886.46)	(3,151.75)
	Payment of initial direct cost recognised as Right-of-use asset		-	(12.88)
	Interest paid		(9.45)	(11.43)
	Net cash used in financing activities:		**(3,410.29)**	**(3,690.95)**
D	**Net change in cash & cash equivalents (A+B+C)**		**(367.18)**	**392.79**
E - 1	Cash & cash equivalents as at end of the year		177.72	544.90
E - 2	Cash & cash equivalents as at the beginning of year		544.90	152.11
	NET CHANGE IN CASH & CASH EQUIVALENTS (E 1- E 2)		**(367.18)**	**392.79**

	As at 31 March 2022	As at 31 March 2021
Components of cash and cash equivalents		
Cash on hand	71.14	0.55
With banks		
- on current accounts	106.58	544.35
Total cash and cash equivalents	**177.72**	**544.90**

	Notes
Significant Accounting Policies	2&3
The accompanying notes are an integral part of these 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 2022

For and on behalf of the Board of Directors of Bata India Limited

Gunjan Shah
Managing Director & CEO
DIN: 08525366

Ashok Kumar Barat
Independent Director
DIN: 00492930

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

Place: Gurugram
Date: 25 May 2022

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

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 2022. 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 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 2022	Percentage of holding as at 31 March 2021
Bata Properties 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 the 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, 2022.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March 2022. 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

Final equity dividend is recorded as liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company'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 & equipments	Useful Lives	Useful Lives as per Schedule II of the Companies Act, 2013
Buildings		
- Factory Buildings	30 years	30 years
- Other than Factory Buildings	10 years - 60 years	30 years- 60 years
- Fences, Wells, Tube wells	5 years	5 years
Plant and equipments		
- Moulds	8 years	8 years
- Data processing equipments	3 years	3 years
- Servers	6 years	6 years
- Other Plant and Machinery and Equipments	5 years - 15 years	5 years - 15 years
Furniture & fixtures		
- Others	10 years	10 years
Vehicles	8 years	8 years

The Group, based on management estimates, depreciates certain items of Property, Plant and Equipment's 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 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.

The Group capitalises intangible asset under development for a project in accordance with the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model.

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 in case of finished goods, stock in trade and work-in-progress is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

h. Revenue Recognition

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 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

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.

n. Earnings per share

The Group presents basic and diluted earnings per share data for its equity shares. Basic and diluted earnings per share is calculated by dividing the profit or loss attributable to owners of the equity shares of the Holding Company by the weighted average number of equity shares outstanding during the year.

o. 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.

p. 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.

q. 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.

r. 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.

s. 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.

t. 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 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 AS 103 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 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 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 statistical techniques. 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.

b.3 For details on warranty valuation refer note 2.4 (h).

c. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 103 – Business Combinations

The amendments specifiy that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date.

Ind AS 16 – Property, Plant and Equipment

For items produced during testing/ trail phase, clarification added that revenue generated out of the same shall not be recognised in statement of profit and loss and considered as part of cost of PPE.

Ind AS 37 – Provisions, Contingent Liabilities & Contingent Assets

Guidance on what constitutes cost of fulfilling contracts (to determine whether the contract is onerous or not) is included.

Ind AS 109 – Financial instruments

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability.

Ind AS 101 – Agriculture

This align the fair value measurement in Ind AS 41 with the requirement of Ind AS 113 Fair value measurement to us internally consistent cash flows and discount rates and enables preparers to determine whether to use pre-tax or post-tax cash flows and discount rates for the most appropriate fair value measurement.

Ind AS 101 – First time Adoption of Ind AS

(Amount in INR million)

Measurement of Foreign Currency Translation Difference in case of subsidiary/ associate/ JV's date of transition to Ind AS is subsequent to that of parent-FCTR in the books of subsidiary/ associate/ JV's can be measured based Consolidated Financial Statements.

Ind AS 106 – Exploration for and Evaluation of Mineral Resources

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration.

The amendments are extensive and the Group will evaluate the same to give effect to them as required by law.

4a Property, plant and equipment, intangible assets and capital work-in-progress

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 2020	**252.33**	**1,501.63**	**1,414.31**	**1,029.52**	**2,017.32**	**40.35**	**63.17**	**6,318.63**
Additions	-	25.79	47.54	96.03	15.40	3.87	-	188.63
Disposals	-	-	16.38	(36.73)	(149.99)	(3.28)	(0.33)	(173.95)
As at 31 March 2021	**252.33**	**1,527.43**	**1,478.23**	**1,088.82**	**1,882.73**	**40.94**	**62.84**	**6,333.31**
Additions	-	241.70	179.35	72.25	147.41	0.87	-	641.58
Disposals/ adjustments	**-**	-	(50.37)	(34.43)	(77.13)	(5.30)	(2.34)	(169.57)
As at 31 March 2022	**252.33**	**1,769.12**	**1,607.21**	**1,126.64**	**1,953.01**	**36.51**	**60.51**	**6,805.32**
Accumulated depreciation								
As at 31 March 2020	**-**	**364.58**	**724.34**	**645.15**	**1,230.54**	**25.82**	**33.14**	**3,023.57**
Depreciation charge for the year	-	85.47	198.77	129.04	183.12	4.68	7.46	608.54
Disposals	-	-	(35.60)	(28.77)	(66.22)	(2.14)	(0.19)	(132.92)
As at 31 March 2021	**-**	**450.05**	**887.51**	**745.42**	**1,347.44**	**28.36**	**40.41**	**3,499.19**
Depreciation charge for the year	-	97.16	187.53	96.02	169.51	3.41	5.97	559.59
Disposals/ adjustments	-	**-**	(36.40)	(30.80)	(65.89)	(3.64)	(1.79)	(138.52)
As at 31 March 2022	**-**	**547.21**	**1,038.64**	**810.64**	**1,451.06**	**28.13**	**44.58**	**3,920.27**
Net Book Value								
As at 31 March 2022	**252.33**	**1,221.91**	**568.57**	**316.01**	**501.95**	**8.38**	**15.92**	**2,885.07**
As at 31 March 2021	252.33	1,077.37	590.72	343.40	535.29	12.58	22.43	2,834.12

4b Intangible assets

Cost or deemed cost (gross carrying amount)	Amount
As at 31 March 2020	101.62
Addition	17.06
As at 31 March 2021	**118.68**
Addition	134.50
Disposals/ Adjustments	(1.26)
As at 31 March 2022	**251.92**
Accumulated amortisation	
As at 31 March 2020	31.24
Charge for the year	20.02
As at 31 March 2021	**51.26**
Amortisation charge for the year	34.06
Disposals/ Adjustments	(0.78)
As at 31 March 2022	**84.54**
Net book Value	
As at 31 March 2022	**167.38**
As at 31 March 2021	67.42

4c Capital work-in-progress

Particulars	As at 31 March 2022	As at 31 March 2021
As at April 1	**291.48**	**182.82**
Addition	124.38	249.98
Capitalized	(378.63)	(141.32)
As at 31 March	**37.23**	**291.48**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

Ageing of Capital work-in-progress
As at 31 March 2022

Capital work-in-progress	Amount in CWIP for a period of				Total
	Less than 1 year	1 – 2 years	2 – 3 years	More than 3 years	
Projects in progress	33.13	4.10	-	-	37.23

As at 31 March 2021

Capital work-in-progress	Amount in CWIP for a period of				Total
	Less than 1 year	1 – 2 years	2 – 3 years	More than 3 years	
Projects in progress	269.46	5.12	1.40	15.50	291.48

Intangible assets under development

Particulars	As at 31 March 2022	As at 31 March 2021
As at April 1	**44.63**	**15.80**
Addition	99.43	30.78
Capitalized	(129.54)	(1.95)
As at 31 March	**14.52**	**44.63**

Ageing of Intangible assets under Development
As at 31 March 2022

Intangible assets under development	Amount in CWIP for a period of				Total
	Less than 1 year	1 – 2 years	2 – 3 years	More than 3 years	
Projects in progress	14.52	-	-	-	14.52
Projects temporarily suspended	-	-	-	-	-

As at 31 March 2021

Intangible assets under development	Amount in CWIP for a period of				Total
	Less than 1 year	1 – 2 years	2 – 3 years	More than 3 years	
Projects in progress	28.83	15.80	-	-	44.63
Projects temporarily suspended	-	-	-	-	-

**For capital commitment refer note 30

Project execution plans are modulated on an annual basis and all the projects are executed as per rolling annual plan.

(Amount in INR million)

4d Right-of-use assets and Lease liability :

Information about leases for which the Group is a lessee is presented below :

Right-of-use assets (ROU Assets)	31 March 2022	31 March 2021
	Building	Building
Balance as on 1 April	8,293.51	10,328.90
Addition/ adjustment for the new leases*	3,242.50	889.56
Depreciation charge for the year **	(2,019.62)	(2,185.59)
Deletions for terminated leases	(377.77)	(739.36)
Adjustment pertaining to modification impact #	67.96	-
Balance as on 31 March	**9,206.58**	**8,293.51**

*Includes initial direct cost.

**The aggregate depreciation expense on ROU assets includes gain on remeasurement amounting to INR 193.88 million (31 March 2021- INR 166.65 million) and disclosed 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 2022:

Lease Liability	31 March 2022	31 March 2021
Balance as on 1 April	10,322.76	12,491.14
Addition for new leases	3,091.96	876.68
Accretion of Interest	911.84	1,012.70
Payment of lease liability	(2,866.58)	(3,151.75)
Rent concession	(19.82)	-
Deletions for terminated leases	(571.65)	(906.01)
Adjustment pertaining to modification impact #	73.59	-
Balance as on 31 March 2022	**10,942.10**	**10,322.76**

As at balance sheet date, the Group 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 on an undiscounted basis:

	31 March 2022	31 March 2021
Maturity analysis – contractual undiscounted cash flows		
Less than one year	2,948.88	2,838.76
After one year but not longer than five years	8,483.26	8,264.51
More than five years	2,644.94	2,431.28
Total	**14,077.08**	**13,534.55**

Lease liabilities included in the statement of financial position is as follows:

	31 March 2022	31 March 2021
Current	2,029.18	1,726.11
Non- current	8,912.92	8,596.65
Total	**10,942.10**	**10,322.76**

The Group 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.

Total rental expenses and variable payments were recorded for INR 771.91 million (31 March 2021- INR 650.37 million) and INR 156.30 million (31 March 2021- INR 62.50 million) respectively, before adjusting rent concession of INR 585.46 million (31 March 2021- INR 709.87 million). For rent concession, refer below:

The Group has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated July 24, 2020 and June 18, 2021, on IND-AS 116 for rent concessions which are granted due to COVID-19 pandemic. According to the notification, out of total rent concessions confirmed for the year ended March 31, 2022 and for year ended March 31, 2021, INR 585.48 million and INR 1,010.29 million respectively has been accounted as a reduction from rent expense to the extent available and balance of NIL and INR 300.42 million for the year ended March 31, 2022 and year ended March 31, 2021, respectively, has been accounted as "Other income".

Further as per MCA notification dated June 18, 2021, on IND-AS 116, extending the period of applying practical expedient on rent concessions due to COVID-19 pandemic to June 30, 2022, the Group has provided the cumulative effect of initially applying that amendment as an adjustment to the opening balance of retained earnings of INR 54.14 million (net of deferred tax asset of INR 18.21 million).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

5. Financial assets

	Non Current		Current	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
a. Investments in Cooperative Societies (Fair value through profit and loss)				
Unquoted:				
250 (31 March 2021 :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 2021 :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)	-	-	-	-
TOTAL (a+b)	**-**	**-**	**-**	**-**
* Rounded off to Nil.				
Aggregate value of unquoted investments	**-**	**-**	**-**	**-**
b. Loans				
Unsecured, Considered Good unless otherwise stated				
Loans				
To Related Parties				
To related parties	-	-	-	8.53
	-	-	-	8.53
c. Other Financial assets				
(Unsecured, considered good unless otherwise stated)				
Security deposits	1,218.83	1,163.27	60.13	89.80
Deposits with original maturity for more than 12 months*	8.65	5.88	-	-
Interest accrued on deposits	0.04	1.49	160.90	167.39
Other receivable	-	-	38.30	53.51
Other receivable (unsecured, considered doubtful)	-	-	79.08	81.53
Less: loss allowance	-	-	(79.08)	(81.53)
Insurance claim receivable	-	-	4.36	0.74
TOTAL	**1,227.52**	**1,170.64**	**263.69**	**311.44**

*Includes deposit pledged with banks for bank guarantee.

6. Deferred tax assets (net)

	For the year ended 31 March 2022	For the year ended 31 March 2021
Current income tax recognised in statement of profit and loss:		
Current income tax charge	42.92	0.87
Deferred tax :		
Relating to origination and reversal of temporary difference	324.17	(274.13)
	367.09	**(273.26)**

	As at 31 March 2022	As at 31 March 2021
Deferred tax assets (net)		
Impact of difference in W.D.V. of property, plant, equipments and intangible assets between Income Tax depreciation and depreciation/ amortization charged in the financial statements as per the Companies Act	462.63	448.92
Impact of expenditure charged to the statement of profit and loss in the current/earlier years but allowable for tax purposes on payment basis	540.96	610.91
Impact of losses carried forward	-	288.50
Provision for doubtful debts and advances	31.70	28.90
Effect of measuring financial instruments at fair value	6.32	6.76
	1,041.61	**1,383.99**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

Reconciliation of average effective tax rate

	For the year ended 31 March 2022	For the year ended 31 March 2021
Profit before tax	1,397.02	(1,166.37)
Tax using the Company's domestic tax rate @ 25.17%	351.60	(293.55)
Effect of non deductible expenses	14.35	19.42
Tax for subsidiaries	0.78	0.87
Others	0.36	-
Total	**367.09**	**(273.26)**
Tax as per statement of profit and loss	**367.09**	**(273.26)**

Component wise deferred tax recognised in statement of profit and loss	For the year ended 31 March 2022	For the year ended 31 March 2021
Impact of difference in W.D.V. of property, plant, equipments and intangible assets between Income Tax depreciation and depreciation/ amortization charged in the financial statements as per the Companies Act	13.88	20.85
Impact of expenditure charged to the statement of profit and loss in the current/earlier years but allowable for tax purposes on payment basis	(51.93)	(42.93)
Impact of losses carried forward	(288.50)	288.50
Provision for doubtful debts and advances	2.83	7.96
Effect of measuring financial instruments at amortised cost	(0.45)	(0.25)
	(324.17)	**274.13**

Income tax recognised in Other Comprehensive Income	For the year ended 31 March 2022	For the year ended 31 March 2021
Re-measurement of defined benefit plans	1.46	(16.43)
	1.46	**(16.43)**

7. Other Assets

	Non current		Current	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
a. Other non-current assets				
Unsecured and considered good				
Capital advances	23.68	40.88	-	-
Supplier advances	-	-	56.72	41.47
Recoverable from statutory authorities	54.97	53.05	430.37	281.93
Prepaid expenses	5.85	7.48	94.11	75.79
Employees Imprest balances	-	-	41.58	-
Net surplus on defined benefit obligation	-	-	-	13.91
	84.50	**101.41**	**622.78**	**413.10**
Unsecured, considered doubtful				
Recoverable from statutory authorities#	14.11	12.90	-	-
Less: loss allowance	(14.11)	(12.90)	-	-
	-	**-**	**-**	**-**
Total	**84.50**	**101.41**	**622.78**	**413.10**
# Amount paid under protest in respect of matter under litigation				
b. Other non-current assets tax assets				
Advance income tax (net of provision)	586.55	559.60	**-**	-
	586.55	**559.60**	-	-

8. Inventories

	As at 31 March 2022	As at 31 March 2021
Raw materials and components (including goods in transit INR 29.85 million (31 March 2021: INR 27.65 million)	226.45	153.45
Work-in-progress	97.08	66.43
Finished goods * (including goods in transit INR 953.14 million (31 March 2021: INR 257.53 million)	8,380.00	5,856.19
Stores and spares	5.55	6.73
Total inventories at the lower of cost and net realisable value	**8,709.08**	**6,082.80**

During the year, an amount of INR 297.57 million (previous year INR 286.10 million (net of reversals)) was charged to the statement of profit and loss on account of obsolete, damaged and slow moving inventories.

*Finished goods include Stock in trade, as both are stocked together.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

9. Trade receivables

	As at 31 March 2022	As at 31 March 2021
Trade receivables (Unsecured, considered good)	711.48	778.16
Trade Receivables credit impaired	41.23	18.08
Less : loss allowance for trade receivable	(41.23)	(18.08)
Trade receivables from related parties - unsecured, considered good (Refer note 35)	5.70	15.50
	717.18	793.66

No trade or other receivable are due from directors or other officers of the Group 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 Group's credit risk management processes, refer to Note 38.

As at 31 March 2022	Outstanding for following periods from due date of payments						
Particulars	Not due	Less than 6 months	6 months – 1 year	1 – 2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	304.80	398.18	13.54	0.60	0.00	0.06	717.18
Undisputed Trade Receivables – which have significant increase in credit risk	-	18.13	2.92	1.56	-	-	22.61
Undisputed Trade Receivables – credit impaired	-	(18.13)	(2.92)	(1.56)	-	-	(22.61)
Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	6.91	-	2.62	0.25	8.84	18.62
Disputed Trade Receivables – credit impaired	-	(6.91)	-	(2.62)	(0.25)	(8.84)	(18.62)

As at 31 March 2021	Outstanding for following periods from due date of payments						
Particulars	Not due	Less than 6 months	6 months – 1 year	1 – 2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	456.05	331.11	2.63	3.87	-	-	793.66
Undisputed Trade Receivables – which have significant increase in credit risk	-	6.54	-	-	-	-	6.54
Undisputed Trade Receivables – credit impaired	-	(6.54)	-	-	-	-	(6.54)
Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	2.62	0.25	5.31	3.36	11.54
Disputed Trade Receivables – credit impaired	-	-	(2.62)	(0.25)	(5.31)	(3.36)	(11.54)

10. Cash and cash equivalents

	As at 31 March 2022	As at 31 March 2021
Balances with banks:		
- On current account	106.58	544.35
Cash on hand	71.14	0.55
	177.72	544.90

Short term deposits are made for varying periods between one day and three months, depending upon immediate cash requirements of the Group, and the Group 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 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
Unpaid dividend accounts	-	-	15.44	15.71
Deposits with original maturity for more than 3 months but upto 12 months*	-	-	9,494.60	10,407.60
Deposits with original maturity for more than 12 months (Refer Note 5c)	8.65	5.88	-	-
Less: amount disclosed under other non-current assets	(8.65)	(5.88)	-	-
	-	-	9,510.04	10,423.31

*Includes deposit pledged with banks for bank guarantee of INR 5.22 million (31 March 2021 INR 15.10 million).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

12. Equity share capital

	As at 31 March 2022	As at 31 March 2021
Authorised share capital Equity share capital 140,000,000 (31 March 2021: 140,000,000) equity shares of INR 5 each	700.00	700.00
Issued share capital* Equity share capital 128,570,000 (31 March 2021: 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 2021: 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, 2021: 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 2022		As at 31 March 2021	
	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 final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. Interim dividends are declared and approved by the Board of Directors.

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.

C. Shares held by holding company (promoter)

	As at 31 March 2022	As at 31 March 2021
Out of equity shares issued by the Company, shares held by its holding Company (promoter) is as follows : **Bata (BN) B.V. , Netherlands, the holding company (promoter)** 68,065,514 (31 March 2021: 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 2022		As at 31 March 2021	
	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. , Netherlands, the holding Company	68,065,514	52.96%	68,065,514	52.96%
Life Insurance Corporation of India	4,342,551	3.38%	10,879,080	8.46%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

13. Other equity

	As at 31 March 2022	As at 31 March 2021
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	14,938.07	16,296.44
Add: Net profit/loss after tax transferred from statement of profit and loss	1,029.93	(893.11)
Add: Re-measurement gains/(losses) on defined benefit plans (net of tax)	(4.35)	48.85
Less: Adjustment pertaining to INDAS 116 leases (refer note 4 d)	54.14	-
Final dividend for 31 March 2021: INR 4.00 per share (31 March 2020: INR 4.00 per share)	(514.11)	(514.11)
Closing balance	**15,503.68**	**14,938.07**
d) Capital Reserve	0.00	0.00
Total (a+b+c+d)	**17,503.88**	**16,938.27**

*Securities premium is used to record the premium received on issue of shares. It is to be utilised in accordance with the provision of the Companies Act, 2013.

** In previous years, the Group appropriated a portion of profits to general reserve as per the portions of the Act. The said reserve is available for payment of dividend to the shareholders as per provisions of the Companies Act, 2013.

14. Trade payables

	Non current		Current	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
Total outstanding dues of micro enterprises and small enterprises (refer note 36)	-	-	1,142.23	288.03
	-	**-**	**1,142.23**	**288.03**
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-
- To related parties	-	-	115.51	58.66
- To others*	-	-	3,303.78	4,050.59
TOTAL	**-**	**-**	**3,419.29**	**4,109.25**

*Includes asset retirement obligation INR 13.93 million (31 March 2021 INR 13.93 million).

As at 31 March 2022	**Outstanding for following periods from due date of payments**						
Particulars	**Unbilled**	**Not Due**	**Less than 1 year**	**1 – 2 years**	**2 – 3 years**	**More than 3 years**	**Total**
MSME	-	1,116.63	25.58	0.02	-	-	1,142.23
Others (Excluding Provisions)	2,499.71	684.02	202.21	10.68	6.51	16.16	3,419.29
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-

As at 31 March 2021	**Outstanding for following periods from due date of payments**						
Particulars	**Unbilled**	**Not Due**	**Less than 1 year**	**1 – 2 years**	**2 – 3 years**	**More than 3 years**	**Total**
MSME	-	263.02	24.77	0.13	0.05	0.06	288.03
Others (Excluding Provisions)	2,315.05	1,343.09	393.58	22.79	6.18	28.56	4,109.25
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

15. Other financial liabilities

	Non current		Current	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
Payable for capital goods	-	-	107.06	118.37
Deposit from agents and franchisees	-	-	263.08	306.42
Unpaid dividend*	-	-	15.44	15.71
Employees related payables	-	-	526.56	-
TOTAL	**-**	**-**	**912.14**	**440.50**

* no amount is due to be transferred to Investor Education and Protection Fund

16. Other liabilities

	Non current		Current	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
Advance from customers	-	-	125.69	82.90
Statutory dues payable	-	-	233.80	163.78
Unearned revenue	-	-	42.85	53.24
TOTAL	**-**	**-**	**402.34**	**299.92**

17. Provisions

	Non current		Current	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
a) Current tax liabilities				
Provision for income tax (net)	-	-	176.74	176.74
	-	**-**	**176.74**	**176.74**
b) Provisions				
Provision for employee benefits				
Provision for gratuity (refer note 29)	-	-	10.62	-
Provision for compensated absences	20.27	20.64	29.39	24.79
Others				
Provision for warranties*	-	-	12.66	27.75
Provision for litigation**	-	-	37.15	33.25
	20.27	**20.64**	**89.82**	**85.79**

***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 2022	As at 31 March 2021
Opening balance	27.75	26.79
Arising during the year	151.57	64.81
Utilized during the year	(166.66)	(63.85)
Closing balance	**12.66**	**27.75**

****Provision for litigation**

	As at 31 March 2022	As at 31 March 2021
Opening balance	33.25	34.47
Arising during the year	3.90	-
Utilized during the year	-	(1.22)
Closing balance	**37.15**	**33.25**

The Group 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 Group'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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

18. Revenue from operations

	For the year ended 31 March 2022	For the year ended 31 March 2021
Sale of products		
Sale of goods	23,868.24	17,077.99
Total sale of products	**23,868.24**	**17,077.99**
Other operating revenue		
Others (including export incentives, scrap sales etc.)	8.95	6.81
Total	**23,877.19**	**17,084.80**

*For Ind AS 115 disclosure refer note 2 and disclosure relating to disaggregation of revenue by geography refer note 42.

Movement of unearned revenue	For the year ended 31 March 2022	For the year ended 31 March 2021
Balance at the beginning of the year	**53.24**	**59.47**
Revenue recognised during the year	(53.24)	(59.47)
Accrual of unearned revenue (net) against issuance of points / gift vouchers	42.85	53.24
Balance at the end of the year	**42.85**	**53.24**

19. Other income

	For the year ended 31 March 2022	For the year ended 31 March 2021
Finance Income		
- Unwinding of financial instruments at amortised cost	70.99	70.44
- Deposits with bank	443.35	476.38
- Others	14.47	83.67
	528.81	630.49
Foreign exchange fluctuation (net)	-	2.12
Rent Concessions (refer note 4 (d))	-	300.42
Profit on sale of investments #	29.05	-
Insurance claim received	2.05	7.82
	559.91	**940.85**

Carrying value of investments was NIL.

20. Cost of raw material and components consumed

	For the year ended 31 March 2022	For the year ended 31 March 2021
a. Raw material and components consumed		
Inventory at the beginning of the year	153.45	184.86
Add: Purchases	2550.91	1,067.60
	2704.36	**1,252.46**
Less: inventory at the end of the year	(226.45)	(153.45)
Cost of raw material and components consumed	**2,477.91**	**1,099.01**
b. Purchase of stock-in-trade		
Purchases during the year	10,944.63	4,658.65
	10,944.63	**4,658.65**

21.Changes in Inventories of finished goods, work-in-progress and stock-in-trade

	For the year ended 31 March 2022	For the year ended 31 March 2021
Inventories at the end of the year		
Finished goods*	8,380.00	5,856.19
Work-in-progress	97.08	66.43
	8,477.08	5,922.62
Inventories at the beginning of the year		
Finished goods*	5,856.19	8,452.81
Work-in-progress	66.43	87.10
	5,922.62	8,539.91
(Increase)/decrease in inventories	**(2,554.46)**	**2,617.29**

* Finished goods includes stock in trade, as both are stock together.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

22. Employee benefits expense

	For the year ended 31 March 2022	For the year ended 31 March 2021
Salaries, wages and bonus	3,462.71	3,096.68
Contribution to provident and other funds	168.78	167.04
Gratuity expense (refer note 29)	48.73	49.37
Staff welfare expenses	106.62	85.13
	3,786.84	**3,398.22**

23. Finance costs

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest expense		
- Unwinding of financial instruments at amortised cost	5.74	11.32
- Interest on lease liabilities (refer note 4d)	911.84	1,012.70
- Others	10.60	11.43
	928.18	**1,035.45**

24. Depreciation and amortisation expense

	For the year ended 31 March 2022	For the year ended 31 March 2021
Depreciation of property, plant and equipment	559.59	608.54
Amortisation of intangible assets	34.06	20.02
Depreciation of Right-of-use asset (refer note 4d)*	1,825.99	2,018.94
	2,419.64	**2,647.50**

*includes remeasurement gain on leases

25. Other expenses

	For the year ended 31 March 2022	For the year ended 31 March 2021
Consumption of stores and spares	12.10	13.55
Power and fuel	434.01	388.33
Loss on Foreign Exchange Fluctuations (net)	16.91	-
Rent expense and common area maintenance charges	587.18	247.67
Bank charges	66.16	45.77
Insurance	61.76	75.83
Repairs and maintenance		
Plant and machinery	79.60	42.31
Buildings	42.70	45.39
Others	24.41	40.29
Corporate Social Responsibility (refer note 34)	57.00	87.20
Sales commission	497.12	408.73
Royalty	462.92	338.03
Legal and professional fees	287.40	171.69
Payment to auditor (Refer details below)	10.77	8.10
Freight	802.80	596.31
Rates and taxes	41.15	34.83
Travelling	206.39	182.48
Advertising and sales promotion	600.56	339.31
Technical collaboration fee	245.48	135.08
Allowance for doubtful debt, loans, advances	13.65	32.79
Loss on sale of property, plant and equipment (net)	22.49	22.01
Miscellaneous expenses	464.78	434.10
	5,037.34	**3,689.80**
Payment to auditors		
As auditor:		
Audit fee	4.01	3.77
Tax audit fee	0.60	0.50
Group reporting	2.00	-
Limited review	2.10	1.95
In other capacity:		
Certification & others	1.24	1.22
Reimbursement of expenses	0.82	0.66
	10.77	**8.10**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

26(a). Exceptional Item

	For the year ended 31 March 2022	For the year ended 31 March 2021
Exceptional item #	-	46.10
	-	**46.10**

represents one time expense for Voluntary Retirement Scheme [VRS] offered at manufacturing facilities and Parent Company's retail stores.

26(b). Components of other comprehensive income (OCI) (net of tax)

The disaggregation of changes in OCI in equity is shown below:

During the year ended 31 March 2022

	Retained earnings	Total
Re- measurement gains/ (losses) on defined benefit plans	(4.35)	(4.35)
	(4.35)	(4.35)

During the year ended 31 March 2021

	Retained earnings	Total
Re- measurement gains/ (losses) on defined benefit plans	48.85	48.85
	48.85	48.85

27. Distribution made and proposed

	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash dividends on equity shares declared and paid:		
Final dividend for the year ended on 31 March 2021: INR 4.00 per share (31 March 2020: INR 4.00 per share)	514.11	514.11
	514.11	**514.11**
Proposed cash dividends on equity shares **:		
Final dividend for the year ended on 31 March 2022: INR 54.50 per share (31 March 2021: INR 4.00 per share)	7,004.75	514.11
	7,004.75	**514.11**

**Proposed dividends on equity shares are subject to approval at the annual general meetings and are not recognised as a liability as at year end

28. Earnings/ (Losses) 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 profit/ (loss) and weighted average number of equity shares data used in the basic EPS and diluted EPS computations:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Profit/ (Loss) attributable to equity holders	1,029.93	(893.11)
	1,029.93	**(893.11)**
	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/ (Loss) per equity share in INR		
Basic (INR)	8.01	(6.95)
Diluted (INR)	8.01	(6.95)

(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 2022	As at 31 March 2021
Fair value of plan assets	714.66	714.27
Defined benefit obligation	725.28	700.36
Net Defined benefit (liability)	**(10.62)**	**13.91**

Amount recognised in Statement of Profit and Loss:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Current service cost	50.52	52.27
Net interest expense	(1.79)	(2.90)
Amount recognised in Statement of Profit and Loss	**48.73**	**49.37**

Amount recognised in Other Comprehensive Income:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Actuarial changes arising from changes in financial assumptions	(17.73)	16.79
Return on plan assets (greater)/less than the discount rate	(2.35)	(38.00)
Experience adjustments	25.89	(44.07)
Amount recognised in Other Comprehensive Income	**5.81**	**(65.28)**

Changes in the present value of the defined benefit obligation are as follows:

	As at 31 March 2022	As at 31 March 2021
Defined benefit obligation at the beginning of the year	700.36	789.86
Current service cost	50.52	52.10
Interest expense	41.10	43.87
Curtailment credit/ (cost)	-	0.18
Benefits paid	(74.85)	(158.37)
Actuarial (gain)/ loss on obligations - experience	25.89	(44.07)
Actuarial (gain)/ loss on obligations - demographic assumptions	-	-
Actuarial (gain)/ loss on obligations - financial assumptions	(17.73)	16.79
Defined benefit obligation at the end of the year	**725.29**	**700.36**

Changes in the fair value of plan assets are, as follows:

	As at 31 March 2022	As at 31 March 2021
Fair value of plan assets at the beginning of the year	714.27	787.86
Contribution by employer	30.00	-
Benefits paid	(74.85)	(158.37)
Interest Income on plan assets	42.89	46.78
Return on plan assets greater/(lesser) than discount rate - OCI	2.35	38.00
Fair value of plan assets at the end of the year	**714.66**	**714.27**

(Amount in INR million)

The major categories of plan assets of the fair value of the total plan assets are as follows:

Gratuity	As at 31 March 2022	As at 31 March 2021
Investment details	**Funded %**	**Funded %**
	100%	100%
- Insurer	98.21	98.44
- Government securities and bonds	0.00	0.00
- Bank balances	1.79	1.63
- Special deposit scheme	0.00	0.00
- cash	0.00	0.00

The principal assumptions used in determining gratuity liability for the Company's plans are shown below:

	As at 31 March 2022	As at 31 March 2021
	%	%
Discount rate	6.6	6.2
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 is as shown below:

Gratuity Plan	Sensitivity level		Impact on DBO	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
Assumptions				
Discount rate	1.00%	1.00%	(41.00)	(40.59)
	(1.00%)	(1.00%)	45.92	45.56
Future salary increases	1.00%	1.00%	44.13	43.82
	(1.00%)	(1.00%)	(40.47)	(40.81)

The sensitivity analyses 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 2022	As at 31 March 2021
Within the next 12 months (next annual reporting period)	67.86	69.88
Between 2 and 5 years	390.49	352.45
Between 5 and 10 years	492.27	480.18
Total expected payments	**950.62**	**902.51**

The average duration of the defined benefit plan obligation at the end of the reporting period is 6.5 years (31 March 2021: 6.5 years).

(Amount in INR million)

Expected employer contribution for the period ending 31 March 2023 is INR 50 million.

b) Contribution to defined contribution plans:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Pension fund	5.93	7.57

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 2022.

	As at 31 March 2022	As at 31 March 2021
Discount Rate	7.00%	6.60%
Expected Return on Exempt Fund	8.81%	8.52%
Rate of Return on EPFO managed PF	8.10%	8.50%
Mortality Rate	Indian Assured Lives Mortality (2012-14) ultimate	Indian Assured Lives Mortality (2012-14) ultimate

	For the year ended 31 March 2022	For the year ended 31 March 2021
Contribution to provident and other funds*	147.14	139.12

*Included under employee benefit expense in the head contribution to provident fund and other funds.

The detail of fund and plan asset position is given below:

	As at 31 March 2022	As at 31 March 2021
Plan assets at fair value	4,576.40	4,444.28
Present value of the defined benefit obligation	4,043.85	3,857.83
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 INDAS - 19 'Employee benefits' is not available with the Company.

30. Contingent liabilities and commitments

A. Contingent liabilities

a) Claims against Group not acknowledged as debts includes:

Nature	As at 31 March 2022	As at 31 March 2021
Excise, customs and service tax cases	116.61	116.61
Sales tax and entry tax cases	389.49	15.80
Others*	322.27	279.24
Total	**828.37**	**411.65**

*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. Balance include individually small cases pertaining to rent, labour, wages etc.

(Amount in INR million)

B. Commitments

Estimated amount of contracts remaining to be executed for capital expenditure and not provided for amounted to INR 60.05 million (31 March 2021 INR 135.48 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. For future minimum rentals payable under non-cancellable leases refer note 4d.

31. Financial instruments fair values classification

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments.

	Carrying value		Fair value	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
Financial assets				
Amortised cost				
Loans				
- Loans and Advances to related parties	-	8.53	-	8.53
Financial asset not measured at fair value				
Other Financial assets	1,491.21	1,482.08	-	-
Trade Receivable	717.18	793.66	-	-
Cash and Cash equivalents	177.72	544.90	-	-
Other bank balances	9,518.69	10,429.19	-	-
Total	**13,396.00**	**13,252.48**	**-**	**8.53**
Financial liabilities				
Amortised cost				
Lease liabilities	10,942.10	10,322.76	-	-
Trade payables	4,561.52	4,397.28	-	-
Other financial liabilities	385.58	440.50	-	-
Total	**15,889.20**	**15,160.54**	**-**	**-**

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.

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 Group 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 2022 (31 March 2021 INR Nil). Hence gearing ratio is not disclosed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

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 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
Trade payables	USD	2,587,969	1,587,300	196.45	116.20
	EURO	10,151	-	0.85	-
	CAD	258,525	224,570	15.69	13.09
Advance for Import purchases	USD	386	2,994	0.03	0.22
	EURO	14,162	8,862	1.19	0.76
Advance from Customer	USD	347	-	0.03	-
Trade / Other receivables	USD	89,681	215,577	6.81	15.78
	EURO	23,588	23,588	1.98	2.02
	CHF	78,430	55,517	6.45	4.31

* in absolute currency

34. Details of corporate social responsibility expenditure

As per Section 135 of the 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 2022	For the year ended 31 March 2021
Gross amount required to be spent by the Company during the year:	57.00	87.20
(I) Construction/ Acquisition of asset	-	0.75
(ii) For purpose other than (i) above	57.00	86.45
	57.00	**87.20**
Amount required to be spent by the company during the year	**57.00**	**87.20**
Promoting quality education in schools	24.89	19.52
Promoting gender equality and women empowerment	-	2.70
Covid-19 relief for frontline workers	32.34	67.96
Promoting healthcare	0.09	0.22
Promoting Sports	0.00	0.37
Environmental preservation	0.25	0.00
Administrative spent (Cost of CSR, audit etc)	1.16	1.45
Total expense Incurred	**58.73**	**92.22**
Excess carried forward	1.73	5.02

(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. Other Related Parties*	Bata India Limited Gratuity Fund Bata India Limited Pension Fund

*Refer note 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 (till 30.09.2021) Ram Kumar Gupta – Director Finance & CFO (till 30.06.2021) Sandeep Kataria - Whole time Director (till 12.08.2021) Gunjan Shah - Wholetime Director & CEO (w.e.f. 21.06.21) and Managing Director & CEO (w.e.f. 01.10.2021) Vidhya Srinivasan (w.e.f. 28.01.2021) - Director Finance & CFO Kanchan Chehal (w.e.f. 16.08.2021) - Director HR & CHRO Ashwani Windlass (Chairman & Independent Director) Ravi Dhariwal (Independent Director) Akshay Chudasama (Independent Director) Anjali Bansal (Independent Director till 31.03.2021) Radha Rajappa (Independent Director w.e.f. 09.06.2021) Ashok Kumar Barat (Independent Director)
b. Enterprises in which director is interested	Shardul Amarchand Mangaldas & Co. Delhivery Private Limited (till 31.03.2021)
c. Fellow Subsidiaries with whom transactions have taken place during the current year and previous year	Bata Shoe (Singapore) Pte. Ltd Global Footwear Services Pte. Ltd 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. Bata Shoe Co. Uganda Bata Centre S.R.O. Bata South Africa

III. Additional related parties as per the Companies Act, 2013 with whom transactions have taken place during the year:

Company Secretary	Nitin Bagaria (w.e.f. 25.05.2020)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(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 2022	For the year ended 31 March 2021
i. Sale of goods	Empresas Commercial S.A.		1.10	0.30
	Bata Shoe Co. of Ceylon Ltd.		3.01	11.77
	Bata Shoe Co. Uganda		-	0.49
		Total	**4.11**	**12.56**
ii Reimbursement of Expenses to	Bata Brands S.A.		29.09	0.14
	Bata Centre S.R.O.		0.85	-
	Bata Shoe (Singapore) Pte Ltd.		1.34	1.41
		Total	**31.28**	**1.55**
iii. Reimbursement of Expenses from	International Footwear Investment B.V.		6.78	5.81
	Bata Shoe Co. (Bangladesh) Ltd		-	0.04
	Bata Brands S.A.		40.34	26.77
	Bata South Africa		0.35	-
		Total	**47.47**	**32.62**
iv. Technical Collaboration fees	Global Footwear Services Pte Ltd.		245.48	135.08
		Total	**245.48**	**135.08**
v. Royalty				
	Bata Brands S.A.		69.36	46.91
		Total	**69.36**	**46.91**
vi. Service Fees	Power Athletics Ltd.		38.58	33.66
	Bata Nederland BV		9.97	10.08
		Total	**48.55**	**43.74**
vii. Freight charges	Delhivery Private Limited		-	63.37
		Total	**-**	**63.37**
viii. Transaction with Holding Company				
Dividend paid	Bata (BN) B.V., The Netherlands		272.26	272.26
		Total	**272.26**	**272.26**

ix. Remuneration to Directors and other key managerial personnel *

Name of the Director/ Other Key Managerial Personnel		For the year ended 31 March 2022	For the year ended 31 March 2021
Rajeev Gopalakrishnan (till 30.09.21)		26.45	46.59
Ram Kumar Gupta (till 30.06.21)		10.99	30.86
Sandeep Kataria (till 12.08.21)		-	69.56
Gunjan Shah (w.e.f. 21.06.21)		26.51	-
Vidhya Srinivasan (w.e.f. 28.01.21)		18.70	3.10
Kanchan Chehal (w.e.f. 16.08.21)		9.74	-
Nitin Bagaria		4.58	3.86
Ashwani Windlass (Independent Director)**		3.37	0.58
Ravi Dhariwal (Independent Director)**		3.03	2.67
Akshay Chudasama (Independent Director)**		2.60	1.02
Anjali Bansal (Independent Director till 31.03.21)**		-	0.70
Ashok Kumar Barat (Independent Director)**		3.02	1.23
Radha Rajappa (Independent Director w.e.f. 09.06.21)**		1.28	-
	Total	**110.27**	**160.17**

* 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".

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

Balances outstanding as at the end of the year:

Nature of the Balance	Related Party		As at 31 March 2022	As at 31 March 2021
i. Trade receivables	Bata Shoe Co. of Ceylon Ltd.		5.70	15.50
		Total	**5.70**	**15.50**
ii Trade payables - Reimbursement of Expenses to	Bata Centre S.R.O.		0.85	-
	Bata Brands S.A.		20.13	0.14
		Total	**20.98**	**0.14**
iii. Other Financial assets	Bata Shoe Co. of Ceylon Ltd.		0.15	0.14
	International Footwear Investment B.V.		1.99	1.98
	Bata Brands S.A.		8.35	6.36
		Total	**10.49**	**8.48**
iv. Trade payables - Technical Collaboration Fees	Global Footwear Services Pte Ltd.		47.65	16.36
		Total	**47.65**	**16.36**
v. Trade payables - Royalty	Bata Brands S.A.		14.22	14.09
		Total	**14.22**	**14.09**
vi. Trade payables - Service fees	Power Athletics Ltd.		27.17	25.02
	Bata Nederland BV		5.49	3.00
		Total	**32.66**	**28.02**
vii. Trade payables - Freight	Delhivery Private Limited		-	0.06
		Total	**-**	**0.06**

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 2022	As at 31 March 2021
Bata Properties Limited	Letting of Properties	India	100%	100%
Way Finders Brands Limited	Trading of Apparels/footwear under Brand of CAT	India	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(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 2022	As at 31 March 2021
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	1,142.23	288.03
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	45.90	1,041.14
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. Fixed assets include 4 Properties for which the title deeds are in name of Bata India Limited as these were transferred by Bata India Limited to Bata Properties Limited (a Subsidiary Company), pursuant to Scheme of arrangement, approved by Hon'ble Calcutta High Court vide order dated 26th March 1991.

38. Financial risk management objectives and policies

The Group's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group'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 Group 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 Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency) primarily with respect to USD and Euro.

The Group 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 Group negotiates the terms of those contracts to match the terms of the hedged exposure. The Group's exposure to unhedged foreign currency risk as at 31 March, 2022 and 31 March, 2021 has been disclosed in note 33.

For the year ended 31 March 2022, every 5 percentage point depreciation/appreciation in the exchange rate between the Indian rupee and U.S. dollar, would have affected the Group's profit before tax by (9.48) million/ 9.48 million respectively and Pre tax equity by (9.48) million/ 9.48 million respectively.

For the year ended 31 March 2021, every 5 percentage point depreciation/appreciation in the exchange rate between the Indian rupee and U.S. dollar, would have affected the Group's profit/ (loss) before tax by 5.01 million/ (5.01) million respectively and Pre tax equity by (5.01) million/ 5.01 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 Group 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 Group generally doesn't have collateral.

(Amount in INR million)

a) Trade receivables

Customer and vendor credit risk is managed by business through the Group'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 Group 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 Group's principal source of liquidity is cash and cash equivalents and the cash flow that is generated from operations. The Group has no outstanding bank borrowings. The Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

As of 31 March 2022, the Group had a working capital of INR 11828.75 Million including cash and cash equivalents of INR 177.72 Million. As of 31 March 2021, the Group had a working capital of INR 11451.39 Million including cash and cash equivalents of INR 544.90 Million

D) Commodity price risk

The Group is exposed to the risk of price fluctuation of raw material as well as finished goods. The Group 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 Group 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 Group 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 2022				
Inventory (raw material, work-in-progress, stock in trade and finished goods)	(267.58)	267.58	(202.91)	176.75
31 March 2021				
Inventory (raw material, work-in-progress, stock in trade and finished goods)	(186.68)	186.68	(141.56)	123.31

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 2022		As at 31 March 2021		As at 31 March 2022		As at 31 March 2021	
		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	99.98%	18,142.28	100.10%	17,597.71	97.96%	1008.87	101.07%	-902.80
Subsidiaries									
1	Bata Properties Limited	0.33%	59.58	0.33%	58.52	0.10%	1.06	(0.19%)	1.70
2	Way Finders Brands Limited	(0.15%)	(27.32)	(0.15%)	(25.81)	(0.15%)	(1.51)	(0.89%)	7.94
Elimination		(0.15%)	(28.02)	(0.28%)	(49.51)	2.09%	21.51	0.01%	(0.05)
Total		**100.00%**	**18,146.52**	**100.00%**	**17,580.91**	**100.00%**	**1029.93**	**100.00%**	**(893.11)**

40. Group has unavailed working capital borrowing limits of Rs. 1,000.00 million as on March 31, 2021 which has been surrendered during the month of May 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

41. The following are analytical ratios for the year ended 31 March 2022 and 31 March 2021

Type of Ratios	Numerator	Denominator	31 March 2022	31 March 2021	Variance #	Reason for variance of more than 25%
Current Ratio (in times)	Current Asset	Current Liabilities	2.45	2.61	(6%)	NA
Debt Equity Ratio (in times)	Debt represents Lease liabilities	Total Equity	0.60	0.59	3%	NA
Debt Service Coverage Ratio	Earning available for debt *	Debt represents lease liabilities	0.40	0.27	48%	Variance in ratio is due to increase in operating profit and reduction in lease liabilities during the year
Return on Equity Ratio (in %)	Profit for the year	Total Equity	5.7%	(5.1%)	212%	Variance in ratio is due to profit earned during the year
Inventory Turnover Ratio (in times)	Cost of goods sold	Average Inventory	1.47	1.13	30%	Variance in ratio is due to increase in cost of goods sold which is directly proportional to increase in revenue from operation during the year
Trade receivable Turnover ratio (in times)	Revenue from operation	Average Trade receivable	6.09	4.57	33%	Variance in ratio is due to increase in revenue from operation during the year
Trade payable ratio (in times)	Total expenditure***	Average Trade payables	3.55	2.56	39%	Variance in ratio is due to increase in expenses
Net Capital Turnover ratio (in times)	Revenue from operation	Working capital	2.0	1.5	35%	Variance in ratio is due to increase in revenue from operation during the year
Net Profit ratio (in %)	Profit for the year	Revenue from operation	4.3%	(5.2%)	183%	Variance in ratio is due to profit earned and increase in revenue from operations during the year
Return on capital employed (in%)	Operating profit before interest and tax	Capital Employed**	6.5%	(3.9%)	267%	Variance in ratio is due to profit earned during the year
Return on Investment (in %)	Income generated from invested funds	Average invested funds	4.4%	4.8%	(7%)	NA

*** Total expenditure = Total Expense- Employee Benefit expense- Depreciation- Finance cost
* Net profit after taxes + Non cash operating expenses + Interest + other adjustment like loss on sale of Fixed assets etc.
** Total equity + non current lease liabilities
# Previous year was more adversely impacted by COVID-19 related restriction than current year

42. 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/CEO has been identified as the Chief Operating Decision Maker ('CODM'), since Managing Director and CEO are responsible for all major decision w.r.t. the preparation and execution of business plan, preparation of budget and other key decisions.

Managing director/CEO reviews 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.

Other disclosures are as follows:

a) Revenue and Trade receivables as per Geographical Markets

Particulars	Revenue		Trade Receivables	
	For the year ended 31 March 2022	For the year ended 31 March 2021	As at 31 March 2022	As at 31 March 2021
India	23,782.58	17,008.38	710.53	774.64
Outside India	94.61	76.42	6.65	19.02
Total	23,877.19	17,084.80	717.18	793.66

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.

(Amount in INR million)

43. Additional regulatory information:

(i) No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) The Company has not been declared as wilful defaulter by any bank or financial Institution or other lender.

(iii) There are no transaction which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(iv) There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

(v) There are no funds which have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or

b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) There are no funds which have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:

a) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or

b) provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(vii) The Company has complied with the layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, the names and CIN of the companies beyond the specified layers and the relationship or extent of the Company in such downstream companies shall be disclosed.

44. During the year ended March 31, 2022, the Company has entered into transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956. The details of transactions are as follows:

Name of Companies	Nature of transactions	Balances as on March 31, 2022	No. of shares held as on March 31, 2022	Value of shares held as on March 31, 2022*	Balances as on March 31, 2021	No. of shares held as on March 31, 2021	Value of shares held as on March 31, 2021*
Vaishak Shares Limited	Shares held by struck off company	Nil	2	10	Nil	2	10
Cream Packs Private Limited	Shares held by struck off company	Nil	305	1,525	Nil	248	1,240
Gomateshwar Investments Pvt Ltd	Shares held by struck off company	Nil	1,000	5,000	Nil	1,000	5,000
Digsha Holdings Private Limited	Shares held by struck off company	Nil	30	150	Nil	30	150
Victor Properties Private Limited	Shares held by struck off company	Nil	10,800	54,000	Nil	10,800	54,000
Kolar Sharex Private Limited	Shares held by struck off company	Unclaimed-200 shares	200	1,000	Unclaimed-200 shares	200	1,000
Pegasus Mercantile Private Limited	Shares held by struck off company	Nil	1	5	Nil	1	5
Gdbk Investment Advisory Private Limited	Shares held by struck off company	Unclaimed-1 share	1	5	Unclaimed- 1 share	1	5
Luvin Restructuring Management Consultants Pvt Ltd	Shares held by struck off company	-	-	-	Unclaimed -65 shares	65	325
Integra Micro Systems Pvt Ltd	Shares held by struck off company	-	-	-	Nil	341	1,705
Summit Investments Limited	Shares held by struck off company	-	-	-	Unclaimed -400 shares	400	2,000
Caritas Fire Safety Solutions Private Limited	Customer	0.11	NA	NA	0.00	NA	NA
Pristine Designs Private Limited	Vendor	0.08	NA	NA	Nil	NA	NA
Aadhar Interiors Private Limited	Vendor	0.02	NA	NA	Nil	NA	NA

* In absolute figures

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

(Amount in INR million)

45. During the previous year the wholly owned subsidiary, Coastal Commercial & Exim Limited (CCEL) has been amalgamated with another wholly owned susbidiary company - Bata Properties Limited pursuant to scheme of merger, approved vide order no RD/T/32916/S-233/20/176 dated 9.4.2021 by Regional Director(ER) with Appointed day as 1 April 2020. Consequent to the merger and in accordance with the applicable Accounting standard Ind AS 103 Business Combination, entire business comprising of all assets and liabilities including immovable properties, have been vested in the subsdiary company.

46. The current and previous financial year have been challenging for the business. The year began with a much stronger second wave of COVID-19 infections and has once again resulted in significant disruption to the business as several state governments have announced partial/ complete restrictions. However, the recovery post second wave of COVID-19 was at a higher pace as compared to last year. Accordingly, the Group has made detailed assessment of the recoverability and carrying values of its assets comprising property, plant and equipment, investments, inventories, receivables, other current assets, deferred tax assets, etc. as at the year end and on the basis of evaluation, has concluded that no material adjustments are required in the 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.

47. Previous period figures have been re-grouped / re-classified wherever necessary, to conform to current period's classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013 effective 1st April 2021.

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 2022

For and on behalf of the Board of Directors of Bata India Limited

Gunjan Shah
Managing Director & CEO
DIN: 08525366

Ashok Kumar Barat
Independent Director
DIN: 00492930

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

Place: Gurugram
Date: 25 May 2022

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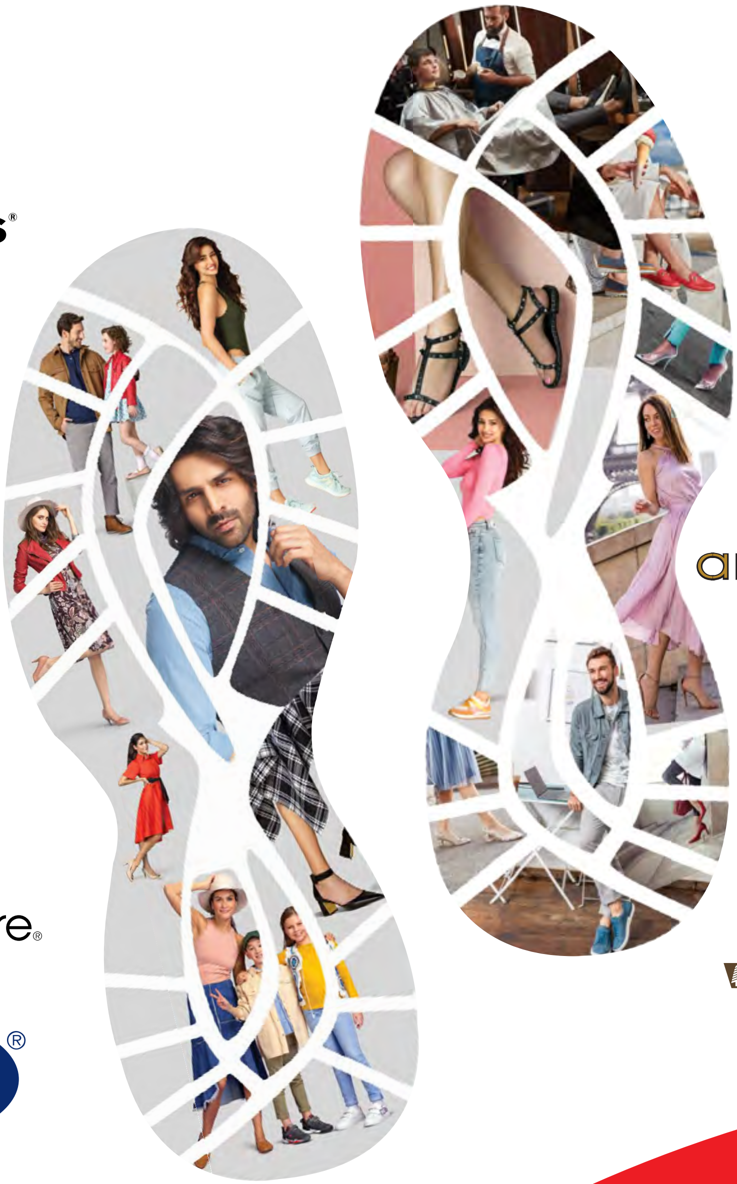
BRANDS



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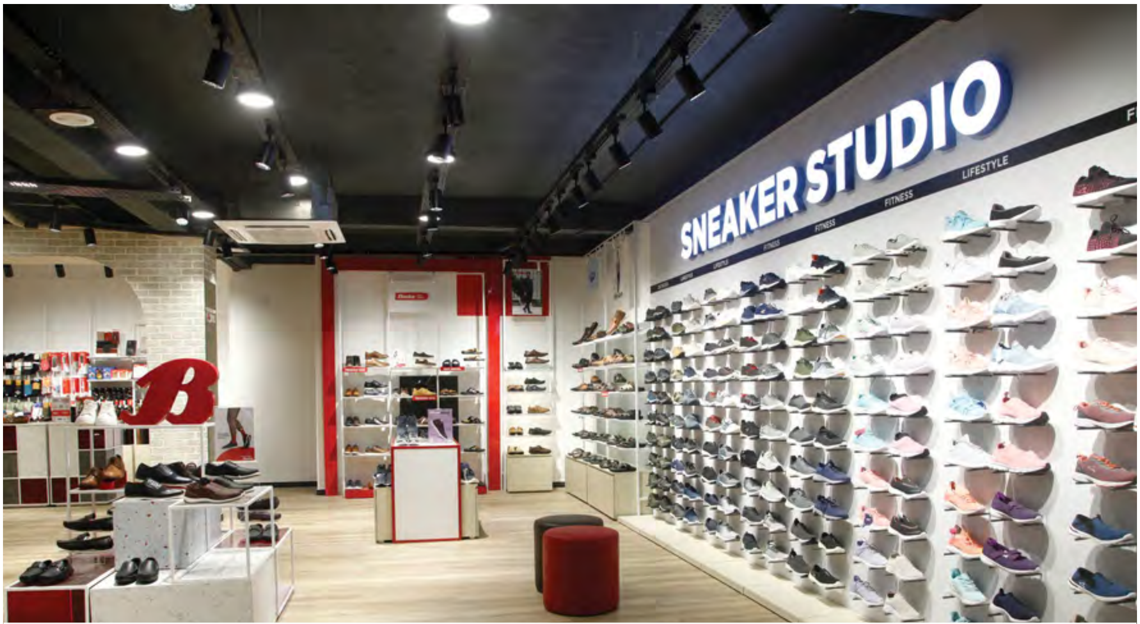

Chennai

Thuraipakkam

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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: share.dept@bata.com | Website: www.bata.in

Concept, content and design at AICL (hello@aicl.in)

THE FOLLOWING INSTRUCTIONS SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF 89TH ANNUAL GENERAL MEETING OF BATA INDIA LIMITED DATED MAY 25, 2022:

VOTING THROUGH ELECTRONIC MEANS

I. In compliance with Section 108 of the Companies Act, 2013 (as amended) (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, 20/2020, 02/2021 and 2/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 5, 2022 respectively (hereinafter, collectively referred as the "MCA Circulars") and the SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively (hereinafter, collectively referred as the "SEBI Circulars" and together with the MCA Circulars referred as the "Circulars"), the Company is pleased to facilitate its Members, to transact businesses as mentioned in the Notice convening the 89th 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 FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-Voting period begins on Tuesday, August 9, 2022 at 9:00 A.M. IST and ends on Thursday, August 11, 2022 at 5:00 P.M. IST. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. Friday, August 5, 2022, may cast their vote electronically. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, August 5, 2022.

Any person who acquires equity shares of the Company and becomes a Member after dispatch of the Notice of the AGM and holds shares as on the cut-off date i.e. Friday, August 5, 2022, may obtain the login Id and password for e-Voting, by sending a request to NSDL at evoting@nsdl.co.in or to the Company at share.dept@bata.com

Members who are already registered with NSDL for e-Voting, can use their existing password for login.

To vote electronically using NSDL e-Voting system:

The steps to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. A new screen will open. You will have to enter your User ID and Password. After successful

	authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS"** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. e-Voting mobile application of NSDL Shareholders can also download NSDL Mobile App "NSDL Speede" facility for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest, the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

<u>To Log-in to NSDL e-Voting website</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if Folio Number is 001*** and EVEN is 120406 then user ID is 120406001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing Password to login and cast your vote.

      If you are using NSDL e-Voting system for the first time, you will need 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 force you to change your password.

   b) To retrieve your 'Initial Password'
      (i) If your email ID is registered in your demat account or with the company, your 'Initial Password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL Account or Folio Number for shares held in Physical form. The .pdf file contains your 'User ID' and your 'Initial Password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your Password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
   c) If you are still unable to get the Password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/Folio Number, your PAN, your name and your registered address, etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, Tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

To cast your vote electronically and join General Meeting on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select relevant "EVEN" for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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 click on "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 confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pawan@sarawagi.in with a copy marked to evoting@nsdl.co.in or upload the same by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your Password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Pallavi Mhatre, Senior Manager of NSDL) or at evoting@nsdl.co.in or may also contact Mr. Jyotirmoy Banerjee, Investor Relations Manager of the Company at telephone no. (033) 22895796 or at e-mail ID share.dept@bata.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to share.dept@bata.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to share.dept@bata.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC OR OAVM 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.

5. 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 the Company will be displayed.

6. 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 stated procedure.

7. 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.

8. 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.

9. Members who need any assistance before or during the AGM, may contact on the helpline number or other contact details provided above.

10. 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.