

Date: March 19, 2020

The Manager Corporate Relationship Department BSE Limited 1 <sup>st</sup> Floor, New Trading Wing, Rotunda Building, P J Towers, Dalal Street, Fort, <u>Mumbai - 400001</u>	The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (E), <u>Mumbai - 400051</u>	The Secretary The Calcutta Stock Exchange Limited 7, Lyons Range, <u>Kolkata - 700001</u>
BSE Security Code: 500043	NSE Symbol: BATAINDIA	CSE Scrip Code: 1000003

Dear Sirs,

**Subject: Voting Results and Scrutinizer's Report**

In continuation to our earlier communication dated February 17, 2020, we wish to inform you that the results of voting by Postal Ballot (including e-Voting) by the Members of Bata India Limited ('the Company') were declared on Thursday, March 19, 2020 at 5:00 p.m. at the Registered Office of the Company.

In this regard, please find enclosed the Consolidated Scrutinizer's Report along with voting results on the Resolutions passed by the Members of the Company through Postal Ballot (including e-Voting) in compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 (as amended).

The Resolutions as specified in the Postal Ballot Notice dated February 6, 2020 have been duly passed by the Members of the Company with a requisite majority.

We have also uploaded the aforesaid Voting Results on Company's website [www.bata.in](http://www.bata.in).

We request you to take the same on record.

Thanking you.

Yours faithfully,  
**For BATA INDIA LIMITED**



**ARUNITO GANGULY (FCS 9285)**  
Assistant Vice President,  
Company Secretary & Compliance Officer

**Encl.: As above**

**BATA INDIA LIMITED**

CIN: L19201WB1931PLC007261

Registered Office : 27B, Camac Street, 1st Floor, Kolkata-700016, West Bengal || Tel : 033 23014400 || Fax : (033) 22895748  
E-mail : corporate.relations@bata.com || Website : www.bata.in

**Consolidated Scrutinizer's Report on Postal Ballot**  
*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the  
Companies (Management and Administration) Rules, 2014 (as amended)]*

To,  
**Mr. Arunito Ganguly**  
Assistant Vice President,  
Company Secretary & Compliance Officer  
**Bata India Limited**  
CIN: L19201WB1931PLC007261  
27B, Camac Street, 1<sup>st</sup> Floor,  
Kolkata - 700 016

Dear Sir,

I, CS P. K. Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries, have been appointed as the Scrutinizer for the purpose of scrutinizing Postal Ballot Process conducted through physical Postal Ballot Form and Electronic Voting (e-Voting), in a fair and transparent manner and ascertaining the result thereof, in respect of the Resolutions transacted through Postal Ballot Process, for seeking approval of the Members of the Company (1) for appointment of Mr. Ashwani Windlass (DIN: 00042686) as a Director and an Independent Director of the Company, for a term of 5 (five) consecutive years commencing from the date of his appointment i.e., November 13, 2019; and (2) for re-appointment of Mr. Ravindra Dhariwal (DIN: 00003922) as an Independent Director of the Company, for a second term of 3 (three) consecutive years commencing from May 27, 2020.

Compliances of the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through Postal Ballot (including e-Voting) by the Members of the Company on the Resolutions contained in the Postal Ballot Notice dated February 6, 2020, are the responsibility of the Management of the Company. My responsibility as Scrutinizer is to ensure that voting process, both through e-Voting and through physical Postal Ballot Form, are conducted in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the Resolutions as set out in the Postal Ballot Notice, based on reports generated from the e-Voting system of National Securities Depository Limited (NSDL) for e-Voting and also considering the physical Postal Ballot Forms submitted by the Members up to 5:00 p.m. on March 18, 2020.

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I submit my report as under:

1. The Company has appointed NSDL as the agency for providing e-Voting services to the Members of the Company to cast their votes through a secured electronic voting system on the Resolutions to be transacted through Postal Ballot.
2. The Company had completed the despatch of Postal Ballot Notice along with Postal Ballot Form, on February 17, 2020, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended), to its Members whose name(s) appeared on the Register of Members / List of Beneficiaries on February 7, 2020, the 'cut-off' date fixed by the Board for determining the entitlement of the Members to vote on the Resolutions. The self-addressed business reply postage prepaid envelopes were also sent along with the Notices. The Postal Ballot Notice and the Postal Ballot Form were also placed on the Company's website *www.bata.in*.
3. The e-Voting period remained opened from 9:00 a.m. on Tuesday, February 18, 2020 till 5:00 p.m. on Wednesday, March 18, 2020. The physical Postal Ballot Forms were to reach the Scrutinizer at the address given on the business reply postage pre-paid envelopes, not later than 5:00 p.m. on Wednesday, March 18, 2020.
4. The requisite advertisement pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, was published in the "Business Standard" (in English language) and in "Ei Samay" (in Bengali language), both on February 18, 2020.
5. The votes cast by the Members through e-Voting system provided by NSDL were unblocked in presence of two witnesses, namely, (1) Mr. Ratan Kumar Mishra of M/s. R & D Infotech Private Limited; and (2) Ms. Priyanka Somani of M/s. P. Sarawagi & Associates on March 18, 2020 at 5:52 p.m.
6. The total number of sealed envelopes received up to 5:00 p.m. on Wednesday, March 18, 2020, i.e., the last date and time fixed by the Company for receipt of physical Postal Ballot Forms and opened in front of me, were 396 containing 435 Postal Ballot Forms. 3 Postal Ballot Forms were hand delivered without envelopes. These 438 Postal Ballot Forms were considered for my scrutiny. The particulars of all the Postal Ballot Forms received, have been entered in the Register of Postal Ballot separately maintained for the purpose and were reconciled with the records maintained by M/s. R & D Infotech Private Limited, Registrar and Share Transfer Agent of the Company and the authorizations lodged with the Company.

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7. 50 Postal Ballot Forms in respect of Members holding 9580 shares in aggregate, which were incomplete and / or otherwise found defective, were treated as invalid.
8. 2602 envelopes containing Postal Ballot Notice and Postal Ballot Forms were returned undelivered till the date hereof. These envelopes were also not opened and have also been kept separately.
9. Based on the details containing list of Members who have cast their votes through e-Voting system as downloaded from the e-Voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)), and the votes cast by the Members through physical Postal Ballot Forms, the result of the voting through Postal Ballot (including e-Voting) on both the items of the business, are given below :

**Item No. 1 : Ordinary Resolution as set out in Item No. 1 of the Postal Ballot Notice dated February 6, 2020, for seeking approval of Members of the Company for appointment of Mr. Ashwani Windlass (DIN: 00042686) as a Director and Independent Director of the Company, for a term of 5 (five) consecutive years commencing his date of appointment from November 13, 2019 up to November 12, 2024:**

Through Voted	e-Voting		Postal Ballot Forms		Total		%age of total valid votes
	No. of Members	No. of valid votes cast	No. of Members	No. of valid votes cast	No. of Members	No. of valid votes cast	
In Favour	798	9,81,69,789	381	48,203	1,179	9,82,17,992	99.627
Against	44	3,66,647	7	1,164	51	3,67,811	00.373
Total	842*	9,85,36,436	388	49,367	1,230	9,85,85,803	100.000

\* One Member voted partly in favour and partly against the Resolution No. 1.

**Item No. 2 : Special Resolution as set out in Item No. 2 of the Postal Ballot Notice dated February 6, 2020, for seeking approval of Members of the Company for re-appointment of Mr. Ravindra Dhariwal (DIN: 00003922) as an Independent Director of the Company, for a second term of 3 (three) consecutive years commencing from May 27, 2020 up to May 26, 2023:**

Through Voted	e-Voting		Postal Ballot Forms		Total		%age of total valid votes
	No. of Members	No. of valid votes cast	No. of Members	No. of valid votes cast	No. of Members	No. of valid votes cast	
In Favour	802	9,86,35,995	385	45,606	1,187	9,86,81,601	99.873
Against	39	1,24,779	3	1,030	42	1,25,809	00.127
Total	841	9,87,60,774	388	46,636	1,229	9,88,07,410	100.000



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10. All relevant documents, records, registers and other papers relating to Postal Ballot (including e-Voting) shall remain in my safe custody till the Chairman signs the minutes and thereafter, I shall return these documents and other related papers to the Company.



Yours faithfully,

*P. K. Sarawagi*  
(P. K. SARAWAGI)

Company Secretary in Practice  
Membership No.: FCS - 3381  
Certificate of Practice No. 4882  
ICSI UDIN : F003381A000617907

Counter signed by  
For **BATA INDIA LIMITED**

*Arunito Ganguly*  
(ARUNITO GANGULY)

Assistant Vice President, Company  
Secretary & Compliance Officer  
(Membership No. FCS - 9285)

Place: Kolkata

Date : March 19, 2020

## BATA INDIA LIMITED

### Resolutions passed by the Members of Bata India Limited ('the Company') through Postal Ballot (including e-Voting) on Wednesday, March 18, 2020 (being last date for receipt of physical Postal Ballot Forms and e-Voting)

The resolutions, as set out in the Postal Ballot Notice dated February 6, 2020 relating to the appointment / re-appointment of Independent Directors were proposed to be passed by the Members of the Company through Postal Ballot (including e-Voting).

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to its Members the option to vote either through physical Postal Ballot Form or through e-Voting using National Securities Depository Limited (NSDL) e-Voting platform, on the Resolutions proposed in the Postal Ballot Notice dated February 6, 2020.

The voting rights of the Members were reckoned on the said paid-up value of shares registered in the name of the Members on the cut-off date, i.e., Friday, February 7, 2020. The voting through physical Postal Ballot Form and e-Voting commenced on Tuesday, February 18, 2020 (9:00 a.m.) and ended on Wednesday, March 18, 2020 (5:00 p.m.). After conclusion, the e-Voting module was disabled by NSDL immediately. The Members were requested to return the physical Postal Ballot Form duly completed and signed, in the self-addressed postage prepaid business reply envelope to the Scrutinizer not later than the close of business hours, i.e., 5:00 p.m. on Wednesday, March 18, 2020. Members, who were entitled to vote could opt for only one mode of voting, i.e., either through physical Postal Ballot Form or through e-Voting.

Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries (Membership No.: FCS-3381 and C. P. No.: 4882), Kolkata, was appointed by the Board of Directors of the Company for conducting the Postal Ballot and the e-Voting process in a fair and transparent manner. The Scrutinizer carried out the scrutiny of all votes cast through physical Postal Ballot Form and e-Voting and after completion of authentication and reconciliation process, submitted his report on Thursday, March 19, 2020.

Based on the aforesaid Scrutinizer's Report, the consolidated results of the votes cast are as under:

Sl. No.	Items of Business	Number & percentage of votes cast in favour	Number & percentage of votes cast against
1.	<b>Resolution No. 1 : Ordinary Resolution</b> Appointment of Mr. Ashwani Windlass (DIN: 00042686) as a Director and also as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years commencing his date of appointment, i.e., from November 13, 2019 up to November 12, 2024.	<b>98217992</b> 99.63%	<b>367811</b> 00.37%



### BATA INDIA LIMITED

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2.	<b>Resolution No. 2 : Special Resolution</b> Re-appointment of Mr. Ravindra Dhariwal (DIN: 00003922) as an Independent Director of the Company, to hold office for a second term of 3 (three) consecutive years commencing from May 27, 2020 up to May 26, 2023.	<b>98681601</b> 99.87%	<b>125809</b> 00.13%
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*Note: 50 physical Postal Ballot Forms in respect of Members holding 9580 Equity Shares in aggregate, which were incomplete and / or otherwise found defective, were treated invalid.*

Based on the Scrutinizer's Report, both the aforesaid Resolutions as contained in the Postal Ballot Notice dated February 6, 2020 were duly passed with a requisite majority by the Members of the Company through Postal Ballot (including e-Voting) on Wednesday, March 18, 2020 (being last date for receipt of physical Postal Ballot Forms and e-Voting).

**For BATA INDIA LIMITED**



**ARUNITO GANGULY (FCS 9285)**

*Assistant Vice President,*

*Company Secretary & Compliance Officer*

Place: Kolkata

Date : March 19, 2020

**BATA INDIA LIMITED**

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