

May 26, 2024

The Manager
Corporate Relationship Department
BSE Limited
1st Floor, New Trading Wing,
Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai - 400001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400051

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

BSE Security Code: 500043

NSE Symbol: BATAINDIA

CSE Scrip Code: 1000003

Dear Sir/Madam,

Subject: Secretarial Compliance Report for the Financial Year ended March 31, 2024

In terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), we are submitting herewith the Secretarial Compliance Report of the Company for the financial year ended March 31, 2024 duly issued by M/s. Chandrasekaran Associates, Company Secretaries. The same shall also be hosted on the Company's website at www.bata.in

We hereby request you to take the same on your records for the confirmation of compliance.

Thanking you,

Yours faithfully,
For BATA INDIA LIMITED

NITIN BAGARIA
AVP (Special Projects) – 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: in-customer.service@bata.com || Website: www.bata.in

**SECRETARIAL COMPLIANCE REPORT OF BATA INDIA LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
BATA INDIA LIMITED
27B, Camac Street, 1st Floor
Kolkata, West Bengal, 700016

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Bata India Limited (hereinafter referred as 'the listed entity/the Company'), having its Registered Office at 27B, Camac Street, 1st Floor, Kolkata, West Bengal, 700016. Secretarial Review was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, Chandrasekaran Associates, Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by the listed entity,
- (b) The filings/submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this report.

for the financial year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined and include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations 2015");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: **Not Applicable during the review period;**

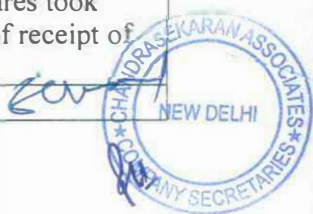


- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018: **Not Applicable during the review period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: **Not Applicable during the review period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **Not Applicable during the review period;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (k) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company): **Not applicable during the review period;**

and circulars/guidelines issued thereunder and based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	1
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Dematerialisation time limit applicable to RTA under SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 and previous circulars on the same.
Regulation/ Circular No.	SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 and previous circulars on the same.
Deviations	Requests for dematerialisation of equity shares as received from the shareholders during the quarter ended: <ul style="list-style-type: none"> a) June 30, 2023, were confirmed by the RTA beyond the prescribed period of 21 days from the date of receipt of request. b) September 30, 2023, was pending for approval/confirmation of the RTA beyond the prescribed period of 21 days from the date of receipt of request.
Action Taken by	-
Type of Action	-
Details of Violation	During the quarters ended June 30, 2023 and September 30, 2023, processing of few requests of dematerialisation of equity shares took more than the prescribed timeline of 21 days from the date of receipt of requests.
Fine Amount	-



<p>Observations/Remarks of the Practicing Company Secretary</p>	<p>During the quarters ended June 30, 2023 and September 30, 2023, few requests received from the shareholders of the Company for dematerialisation of equity shares were approved/confirmed by the RTA beyond the prescribed period of 21 days from the date of receipt of the requests.</p> <p>Reasons for delay are as under:</p> <p>For the quarter ended June 30, 2023</p> <ol style="list-style-type: none"> 1) Letters sent to Registered shareholder towards confirmation of signature and dematerialization of shares. 2) Late receipt of physical documents from DPs. 3) Mismatch of master data provided by Erstwhile RTA (R&D Infotech Private Limited). 4) Stop Transfer by the shareholder / Third Party. <p>For the quarter ended September 30, 2023.</p> <ol style="list-style-type: none"> 1) RTA received the documents from DP after a delay of 13 days from the date of generation of demat request.
<p>Management Response</p>	<p>There was a change of RTA in the month of March 2023. The Company as well as R&D Infotech Pvt. Ltd., "the erstwhile RTA", both based out of Kolkata handed over the documents and data to Link Intime India Private Limited "the new RTA" based in Mumbai and these parties reconciled the same. The erstwhile RTA continued to receive documents directly from shareholders/DPs for demat. The entire change of RTA process was time consuming and cumbersome, as the documents and data pertained to several decades and therefore, the new RTA was unable to process some demat requests within the time limit of 21 days. Therefore, as an one-time exception, the delays took place. Delays also took place due to reasons not attributable to the Company/the new RTA, e.g. due to delay in receipt of documents from DPs.</p> <p>Further, post streamlining of data, there has been no delay during the half year ended March 31, 2024.</p>
<p>Remarks</p>	<p>Concerned SEBI Circulars are applicable on the RTA, however, as an abundant caution, the same has been disclosed.</p> <p>The said information is already disclosed in the Reconciliation of Share Capital Audit Reports for the relevant period, submitted to the Stock Exchanges.</p>

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

<p>Sr. No.</p>	<p>1</p>
<p>Observations/ Remarks of the Practicing Company Secretary in the previous reports</p>	<p>During the quarter ended 31.03.2023, few requests received from the shareholders of the Company for dematerialisation of equity shares were approved by the RTA beyond the prescribed period of 21 days from the date of receipt of the request.</p> <p>Further reasons for delay are as under:</p> <ol style="list-style-type: none"> 1. Letters sent to Registered shareholder towards confirmation of signature and dematerialization of shares. 2. Late receipt of physical documents from DP. 3. Mismatch of details available on the share certificate with master data.



	4. Stop Transfer by the shareholder / Third Party. 5. Non availability of signature of shareholders at RTA's end.
Observations made in the Secretarial Compliance Report for the year ended.	March 31, 2023
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018
Details of violations/deviations and actions taken/penalty imposed, if any, on the listed entity	The request for dematerialisation of equity shares of the Company as duly received from the shareholders during the quarter ended March 31, 2023 were approved by the RTA beyond the prescribed period of 21 days from the date of receipt of request. Action taken / penalty imposed: NIL
Remedial actions, if any, taken by the listed entity	Delays took place due to reasons not attributable to the Company/the new RTA. Further, the Company ensured streamlining of data, post which there has been no delay since October 01, 2023.
Comments of the practicing Company Secretary on the action taken by the listed entity.	The Company ensured streamlining of data, post which there has been no delay since October 01, 2023.

We hereby report that during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	Yes	



3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website. 	Yes	
4.	<p>Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013</p>	Yes	Based on the confirmation received from the Directors of the Company.
5.	<p>Details related to Subsidiaries of listed entity have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p>	NA	The management had identified that during the period under review, there were no Material Subsidiary Company.
	<p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	
6.	<p>Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p>Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p>Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p>	Yes	
	<p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	NA	The Company has Obtained prior approval of the Audit Committee for all Related Party Transactions.



9.	<p>Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any: No action has been taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder with respect to the listed entity.</p>	Yes	<p>No action was taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>
12.	<p>Resignation of Statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the master circular on compliance with the provisions of the LODR regulations by listed entity.</p>	NA	<p>The Auditor has not resigned during the period.</p>
13.	<p>Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	<p>No non-compliance observed for any SEBI regulation/ circular/guidance note etc.</p>

Assumptions & Limitation of scope and Review:

1. Compliances of the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.



2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. This Report is limited to the Statutory Compliances on laws/ regulations/ guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to financial year ended March 31, 2024.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
7. 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 random 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.

For Chandrasekaran Associates

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No: 5715/2024



Dr. S. Chandrasekaran

Senior Partner

Membership No. FCS 1644

Certificate of Practice No. 715

UDIN: F001644F000406400

Date: May 22, 2024

Place: Delhi