

February 22, 2021

The Manager
Corporate Relationship Department
BSE Limited
1st Floor, New Trading Wing,
Rotunda Building,
P.J. Tower, Dalal Street, Fort,
Mumbai - 400 001

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 Scrip Code: 500043

NSE Symbol: BATAINDIA

CSE Scrip Code: 1000003

Subject : Postal Ballot Notice

**Ref. : Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,
(as amended)**

Dear Sir / Madam,

Further to our letter dated February 11, 2021, giving intimation about the Postal Ballot and the Cut-off date, we enclose herewith:

- (i) Postal Ballot Notice dated February 10, 2021 along with the Explanatory Statement thereto, as being transmitted through e-mail today to the Members of the Company as on the Cut-Off Date i.e., February 12, 2021, at their registered e-mail addresses; and
- (ii) Calendar of Events for the Postal Ballot Process as approved by the Board of Directors of the Company.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For **Bata India Limited**

N Bagaria



NITIN BAGARIA
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



BATA INDIA LIMITED

[CIN: L19201WB1931PLC007261]

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

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

E-mail: share.dept@bata.com ■ Website: www.bata.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

TO THE MEMBERS OF BATA INDIA LIMITED

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (as amended) (the “Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) (the “Rules”), the General Circulars, issued by the Ministry of Corporate Affairs (the “MCA”), bearing No. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020 and No. 39/2020 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 respectively (collectively the “MCA Circulars”), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”), Revised Secretarial Standard on General Meetings (“SS-2”) issued by the ICSI and the rules, circulars, clarifications and notifications thereunder, seeking approval of the Members of Bata India Limited (the “Company”) for the resolutions set out hereinafter (being business other than items of ordinary business or such business where certain persons have a right to be heard) by means of Postal Ballot, only through remote e-voting (voting through electronic means). Statement pursuant to Section 102 of the Act pertaining to the said resolutions is annexed.

The MCA has clarified that for companies that are required to provide remote e-voting facility under the Act, while transacting any business only by postal ballot upto 30th June 2021, the framework provided in the MCA Circulars as well as the provisions of Rule 20 of the Rules will be applicable *mutatis mutandis*. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Board of Directors of the Company (the “Board”) has appointed Mr. Shounak Mitra, Principal Associate [BA LLB (Hons.) (NUJS)], failing him, Mr. Trivikram Khaitan, Counsel [B.Com (Hons.), LLB], both of M/s. Khaitan & Co LLP, Advocates, Emerald House, 1B, Old Post Office Street, Kolkata 700001, as the Scrutinizer, for scrutinizing the process of Postal Ballot (remote e-voting) in a fair and transparent manner.

Members are requested to carefully read the Notes (including instructions for remote e-voting) forming part of this Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the said remote e-voting facility which will commence on Tuesday, February 23, 2021 (9:00 A.M. IST) and will end on Wednesday, March 24, 2021 (5:00 P.M. IST). Members are requested to cast their votes through the remote e-voting not later than 5:00 P.M. IST on Wednesday, March 24, 2021 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned members. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Scrutinizer will submit his report, on or before Friday, March 26, 2021, by 5:00 P.M. (IST), to the Chairman of the Board or in his absence, to such Director/KMP of the Company, duly authorised in this regard. The results of Postal Ballot shall be declared forthwith on or before Friday, March 26, 2021, by 5:00 P.M. (IST) by the Chairman of the Board or in his absence, by such Director/KMP of the Company, duly authorised in this regard and the results declared will be displayed along with the Scrutinizer’s Report at the Registered Office of the Company in Kolkata and at the Corporate Office of the Company in Gurugram at Bata House, 418/02, Mehrauli Gurgaon Road, Sector-17, Gurugram – 122002, Haryana and will also be uploaded on the website of the Company (www.bata.in) and on the e-voting website of NSDL (www.evoting.nsdl.com) and will also be simultaneously forwarded to the Stock Exchanges (the National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Limited) where the equity shares of the Company are listed, thereby enabling them to disseminate the same on their respective websites. The resolutions as mentioned in this Notice, if passed with requisite majority, shall be deemed to have been passed on Wednesday, March 24, 2021, being the last date specified for remote e-voting.



SPECIAL BUSINESS

Resolution No. 1 – Payment of remuneration to Mr. Rajeev Gopalakrishnan, Managing Director, in case of inadequacy of profits or no profits

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

“RESOLVED THAT pursuant to Sections 196, 197, 198, 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 in furtherance of the Special Resolution (Item No. 6) passed at the 83rd Annual General Meeting held on August 4, 2016 (“83rd AGM”) 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 February 10, 2021, consent of the Members of the Company be and is hereby accorded for continuation of payment of existing remuneration (as approved by the Board at its meeting held on May 24, 2019 and given in the Statement annexed hereto) to Mr. Rajeev Gopalakrishnan (DIN: 03438046), Managing Director of the Company during the period from April 1, 2020 to February 22, 2021, on the terms of his re-appointment and remuneration approved by the Members by means of the said Special Resolution passed at the 83rd AGM and which in the said period may exceed the limits prescribed under Section 197(1) read with other relevant provisions of the Act and in the event of inadequacy or absence of profits during the said period, the said existing remuneration, be paid as minimum remuneration to Mr. Gopalakrishnan, subject to other approval, if any, required for the same.

FURTHER RESOLVED THAT save and except as aforesaid, the Special Resolution passed by the Members at the 83rd AGM with respect to the re-appointment and remuneration of Mr. Rajeev Gopalakrishnan, as the Managing Director shall continue to remain in full force and effect with the aforesaid modification.

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.”

Resolution No. 2 – Payment of remuneration to Mr. Sandeep Kataria, Whole-time Director and CEO, in case of inadequacy of profits or no profits

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

“RESOLVED THAT pursuant to Sections 196, 197, 198, 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 in furtherance of the Special Resolution (Item No. 5) passed at the 85th Annual General Meeting held on July 20, 2018 (“85th AGM”) 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 February 10, 2021, consent of the Members of the Company be and is hereby accorded for continuation of payment of existing remuneration (as approved by the Board at its meeting held on May 24, 2019 and given in the Statement annexed hereto) to Mr. Sandeep Kataria (DIN: 05183714), Whole-time Director of the Company (designated as Whole-time Director and CEO) during the period from April 1, 2020 to March 31, 2022 on the terms of his appointment and remuneration approved by the Members by means of the said Special Resolution passed at the 85th AGM and which in any financial year(s) during the said period may exceed the limits prescribed under Section 197(1) read with other relevant provisions of the Act and in the event of inadequacy or absence of profits in any financial year(s) during the said period, the said existing remuneration be paid as minimum remuneration to Mr. Kataria, subject to other approval, if any, required for the same.

FURTHER RESOLVED THAT save and except as aforesaid, the Special Resolution passed by the Members at the 85th AGM with respect to the appointment and remuneration of Mr. Sandeep Kataria, as a Whole-time Director shall continue to remain in full force and effect with the aforesaid modification.

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.”

Resolution No. 3 – Payment of remuneration to Mr. Ram Kumar Gupta, Director Finance and Chief Financial Officer, in case of inadequacy of profits or no profits

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

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, 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 in furtherance of the Ordinary Resolution (Item No. 4) passed at the 87th Annual General Meeting held on August 6, 2020 (“87th AGM”) and the Special Resolution (Item No. 8) passed at the 83rd Annual General Meeting held on August 4, 2016 (“83rd AGM”) 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 February 10, 2021, consent of the Members of the Company be and is hereby accorded for continuation of payment of existing remuneration (as approved by the Members at 87th AGM and given in the Statement annexed hereto) to Mr. Ram Kumar Gupta (DIN: 01125065), Whole-time Director of the Company (designated as Director Finance and CFO) during the period from April 1, 2020 to March 31, 2022 (or till the date of expiry of the tenure of his services with the Company, whichever is earlier), on the terms of his re-appointment and remuneration approved by the Members by means of the said Ordinary Resolution passed at the 87th AGM and which in any financial year(s) during the said period may exceed the limits prescribed under Section 197(1) read with other relevant provisions of the Act and in the event of inadequacy or absence of profits in any financial year(s) during the said period, the said existing remuneration be paid as minimum remuneration to Mr. Gupta, subject to other approval, if any, required for the same.

FURTHER RESOLVED THAT save and except as aforesaid, the Ordinary Resolution passed by the Members at the 87th AGM with respect to the re-appointment and remuneration of Mr. R. K. Gupta, as a Whole-time Director shall continue to remain in full force and effect with the aforesaid modification.

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.”

Resolution No. 4 – Re-appointment of Mr. Rajeev Gopalakrishnan as the Managing Director of the Company, not liable to retire by rotation and fixing his remuneration

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

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, 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 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 February 10, 2021, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Rajeev Gopalakrishnan (DIN: 03438046), as the Managing Director of the Company w.e.f. February 23, 2021 for a further period upto September 30, 2021, not be liable to retire by rotation, on such terms and conditions including remuneration payable to Mr. Gopalakrishnan as set out in the Statement annexed hereto and in the event of inadequacy or absence of profits in any financial year(s) during the said period, the said remuneration be paid as minimum remuneration to Mr. Gopalakrishnan, subject to other approval, if any, required for the same.

FURTHER RESOLVED THAT the Board be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Mr. Rajeev Gopalakrishnan during his tenure to the extent permitted under Section 197 read with Schedule V of 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, provided, however, that any such increase shall not exceed any amount permitted to be paid to Mr. Rajeev Gopalakrishnan under applicable law without obtaining requisite approvals.

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.”

Resolution No. 5 – Appointment of Mr. Shaibal Sinha as a Non-Executive 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, Mr. Shaibal Sinha (DIN: 00082504) who was appointed as an Additional (Non-Executive Non-Independent) Director of the Company w.e.f. January 1, 2021 and who holds office until the date of the next 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 Mr. Sinha as a candidate for the office of a director of the Company, be and is hereby appointed as a Director (Non-Executive Non-Independent) 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 him from time to time and to settle any question or difficulty in connection herewith and incidental hereto.”

**By Order of the Board
BATA INDIA LIMITED**

Place : Gurugram
Date : February 10, 2021

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

Registered Office:
27B, Camac Street,
1st Floor, Kolkata – 700016
Telephone: +91 33 2301 4400
Fax: +91 33 2289 5748
Email: share.dept@bata.com
Website: www.bata.in
CIN: L19201WB1931PLC007261



NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013 (as amended) (the “Act”) setting out the material facts and the reasons for the proposed resolutions is appended hereto (hereinafter referred to as “the Statement”). The Statement also contains the recommendations of the Board of Directors of the Company in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Necessary information of the Directors seeking appointment/re-appointment and/or variation of the terms of remuneration as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the ICSI is also appended to this Notice. The Statement read together with the Annexures hereto and these Notes form an integral part of this Notice.
2. In accordance with the Act, read with the rules made thereunder and the General Circulars, issued by the Ministry of Corporate Affairs (the “MCA”), No. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020 and No. 39/2020 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 respectively (collectively the “MCA Circulars”), this Postal Ballot Notice is being sent electronically to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories i.e. Central Depository Services (India) Limited (“CDSL”) and National Securities Depository Limited (“NSDL”) as on Friday, February 12, 2021 and who already have their e-mail addresses registered with the Company / its Registrar and Share Transfer Agent (M/s. R & D Infotech Private Limited, 15C, Naresh Mitra Sarani, Ground Floor, Kolkata 700026) / the Depositories. The physical copy of the Notice,

postal ballot forms and postage pre-paid reply envelope will not be sent to the Members for this Postal Ballot in accordance with the MCA Circulars.

3. A copy of this Postal Ballot Notice will also be available on the website of the Company (www.bata.in) and on the e-voting website of NSDL (www.evoting.nsdl.com) and shall also be forwarded to the Stock Exchanges where the equity shares of the Company are listed.
4. In terms of Sections 108 and 110 and other applicable provisions, if any, of the Act read together with the rules made thereunder, the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facility to all the Members of the Company. The Company has appointed NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting only.
5. The Members of the Company whose names appear in the Registrar of Members / List of Beneficial Owners as received from the Depositories i.e. CDSL & NSDL as on Friday, February 12, 2021 (including those Members who may not have received this Postal Ballot Notice due to non-registration of the e-mail addresses with the Company / the RTA / the Depositories), shall only be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on February 12, 2021 (“cut-off date”). **A person who is in receipt of this Notice but was not a member on the cut-off date should treat this Notice for information purposes only.**
6. The remote e-voting shall be open from Tuesday, February 23, 2021 (9.00 A.M. IST) and shall end on Wednesday, March 24, 2021 (5.00 P.M. IST). E-voting shall be disabled by NSDL at 5.00 P.M. IST on Wednesday, March 24, 2021 and shall not be allowed beyond the said date and time.
7. **MEMBERS CANNOT EXERCISE VOTES BY PROXY ON THE POSTAL BALLOT.**
8. The Scrutinizer’s decision on the validity of remote e-voting will be final.
9. Members holding shares in physical mode and 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 & 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 holding shares in the demat mode should update their e-mail addresses directly with their respective Depository Participants.

Members who have not registered their e-mail addresses either with the Company, its RTA or the Depositories and wish to receive the Postal Ballot Notice and / or cast their votes through remote e-voting may also write to the Company at share.dept@bata.com or to the RTA at bata@rdinfotech.net or to NSDL at evoting@nsdl.co.in and obtain their User ID and Password for remote e-voting by sending the following documents:

- (1) Scanned copy of a signed request letter mentioning their name and DP ID and Client ID / folio number;
- (2) Self-attested scanned copy of PAN Card; and
- (3) 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.

It is clarified that for permanent registration of e-mail addresses, the Members are, however, requested to register their e-mail addresses, in respect of electronic holdings with the Depositories, through the concerned Depository Participants.

10. The process of e-voting by way of a single login credentials in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 on "e-Voting Facility Provided by Listed Entities" dated December 9, 2020 is yet to be implemented by the e-voting service providers (ESPs) and accordingly, e-voting under this Postal Ballot is not covered under the same.

11. The procedure/instructions with respect to **remote e-voting** is provided below:-

Step 1: Login to NSDL e-voting website

If you are registered for NSDL e-services 'IDeAS', you can login at <https://www.eservices.nsdl.com/> with your existing IDeAS login and click on e-voting to proceed to Step 2 to cast your vote.

If you are not registered for 'IDeAS', please follow the following steps:

- (a) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/> and click on '**Shareholder / Member – Login**'.
- (b) Insert your User ID & Password on the login window and also insert the Verification Code as shown on the screen.

• **User ID:**

For Members holding shares in demat account with NSDL.	8 character DP ID followed by 8 digit Client ID. <i>For example, if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****.</i>
For Members holding shares in demat account with CDSL.	16 digit Beneficiary ID. <i>For example, if your Beneficiary ID is 12*****, then your user ID is 12*****.</i>
For Members holding shares in physical mode.	Electronic Voting Event Number (EVEN) followed by your folio number registered with the Company. <i>For example, if the EVEN is 115733 and your folio number is 001***, then your user ID is 115733001***.</i>

• **Password:**

- (i) **If you are already registered with NSDL for remote e-voting, you should use your existing password for login.**

Members may also use OTP based login.

- (ii) If you are using NSDL e-voting system for the first time, you would need to use your '**initial password**' for login, which has been communicated to you by the Company.

- (iii) If you are unable to retrieve the 'Initial Password' or have forgotten your password:

- Click on '**Forgot User Details / Password?**', if holding shares in dematerialised form, or
- Click on '**Physical User Reset Password?**', if holding shares in physical mode.

You may also send an e-mail requesting for password at evoting@nsdl.co.in, mentioning your name, PAN, registered address and your DP ID and Client ID / folio number.

- (iv) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (c) Agree to the Terms and Conditions by clicking the box.

- (d) Click on '**Login**'. Home page of remote e-voting opens.

Step 2: Cast your vote on NSDL e-voting website

- (a) Click on '**e-voting: Active Evoting Cycles / VC or OAVM**' and select the EVEN of Bata India Limited.
- (b) Now you are ready for remote e-voting as '**Cast Vote**' page opens.
- (c) Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter click on '**Confirm**' when prompted; upon confirmation, your vote is cast and the message '**Vote cast successfully**' will be displayed.

Other Instructions

- (a) Corporate and Institutional Members (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorisation to the Scrutinizer through e-mail at bata.scrutinizer@gmail.com with a copy marked to NSDL's e-mail ID evoting@nsdl.co.in

- (b) In case of any query / grievance (including any technical assistance required with respect to remote e-voting), Members may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website www.evoting.nsdl.com or contact:
- (i) Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 – 24994360 / 022 – 24994545 or toll free no. 1800 1020 990 / 1800 22 44 30 or at e-mail ID : evoting@nsdl.co.in
- (ii) Mr. Jyotirmoy Banerjee, Investor Relations Manager, at telephone no. **(033) 22895796** or at e-mail ID share.dept@bata.com
- (c) There will be one vote for every Client ID / registered folio number irrespective of the number of joint holders.
- (d) Once a member casts the votes on the Resolution(s), he or she will not be allowed to change it subsequently.

**By Order of the Board
BATA INDIA LIMITED**

NITIN BAGARIA

Company Secretary & Compliance Officer

ICSI Membership No. ACS 20228

Place : Gurugram

Date : February 10, 2021

Registered Office:
27B, Camac Street,
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Fax: +91 33 2289 5748
Email: share.dept@bata.com
Website: www.bata.in
CIN: L19201WB1931PLC007261

The Bata logo is displayed in a large, stylized, red font. The word "Bata" is written in a cursive-like script with a registered trademark symbol (®) to the right of the letter 'a'.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (AS AMENDED)

Item No. 1: Payment of remuneration to Mr. Rajeev Gopalakrishnan, Managing Director, in case of inadequacy of profits or no profits

Mr. Rajeev Gopalakrishnan (DIN: 03438046) was re-appointed at the 83rd Annual General Meeting of the Company held on August 4, 2016 (83rd AGM) by way of a Special Resolution, as the Managing Director of the Company for a period of 5 (five) consecutive years with effect from February 23, 2016.

The current financial year began amidst nation-wide lockdowns imposed by the Central Government to contain the wide-spreading of Covid-19 and the lockdowns were followed by systematic/gradual upliftment of restrictions on the free movement of people by the Central and/or the State Governments. While the novel Corona virus has had a terrible humanitarian impact, it is taking a heavy toll of economies across the world. One of the worst hit sectors is Retail. Accordingly, the operations of the Company during the financial year 2020-21 have also been adversely impacted. The Company has taken adequate measures to minimise the said impact. Further details on this are given separately as an Annexure to this Notice.

Pursuant to Section 197 of the Companies Act, 2013 (as amended) (the "Act"), the remuneration payable by a company to any one managing director or wholetime director shall not exceed 5% of its profits as calculated under Section 198 of the Act and if there is more than one such director, then the remuneration to them shall not exceed 10% of its profits. In case of loss or inadequacy of profits as per Section 198 of the Act, a company may pay remuneration under Schedule V to the Act, subject to shareholders' approval vide a special resolution which would be valid for a period not exceeding 3 years.

Considering the current economic scenario wherein the Company may have a situation of inadequate profits or no profits as calculated under Section 198 of the Act, the Board of Directors at its Meeting held on February 10, 2021 felt it prudent to approach the Members of the Company seeking their approval by way of Special Resolution to the remuneration payable to Mr. Rajeev Gopalakrishnan from April 1, 2020 to February 22, 2021 as minimum remuneration in the event of loss or inadequacy of profits earned by the Company during the aforesaid period.

The Company had been making consistent and adequate profits upto the financial year 2019-20. However, there was a drop in the profitability during the current financial year for reasons beyond the control of the Company. As a result, for the purpose of payment of Managerial Remuneration, the Company may have inadequate profits or no profits for the current financial year 2020-21. It is, therefore, proposed to continue to pay the existing remuneration on the existing terms and conditions as Minimum Remuneration to Mr. Rajeev Gopalakrishnan in terms of Schedule V to the Act and which may exceed the limits specified under Section 197 of the Act and the Special Resolution passed at the 83rd AGM for the re-appointment and payment of remuneration to Mr. Rajeev Gopalakrishnan be modified to such extent. The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company.

The details of existing remuneration of Mr. Rajeev Gopalakrishnan are as under (per annum):

Basic Salary	:	Rs. 2,29,19,400/-.
Housing Benefits	:	Rs. 33,60,000/-.
Special Allowance	:	Rs. 67,79,060/-.
NPS Contribution	:	Rs. 22,91,940/-.
Variable Pay	:	Rs. 1,14,59,700/-.
Perquisites & 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	:	Six Months.

The Company had entered into an Agreement dated March 14, 2016 and the Supplementary Agreement dated May 25, 2019 with Mr. Rajeev Gopalakrishnan containing the terms and conditions of his re-appointment including remuneration, authority, rights and obligations of Mr. Rajeev Gopalakrishnan during his tenure as the

Managing Director of the Company. The said Agreements have been amended by an Amendment Agreement dated February 10, 2021 to give effect to the provisions of this proposal. The Agreement dated March 14, 2016, the Supplementary Agreement dated May 25, 2019 and the Amendment Agreement dated February 10, 2021 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 last date of receipt of votes through the e-voting process. 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.

A summary on profile of Mr. Gopalakrishnan is attached to this Notice as Annexure – 1. 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)” as Annexure – 2 attached to this Notice.

Except Mr. Gopalakrishnan, 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. 1 as contained in the Notice.

Considering the requirements of the Act and for continuity of the existing remuneration, the Board is of the opinion that the continued payment of the existing remuneration to Mr. Rajeev Gopalakrishnan would be beneficial in the interests of the Company.

The Board recommends the Resolution No. 1 as a Special Resolution for approval by the Members of the Company.

Item No. 2: Payment of remuneration to Mr. Sandeep Kataria, Whole-time Director and CEO, in case of inadequacy of profits or no profits

Mr. Sandeep Kataria (DIN: 05183714) was appointed at the 85th Annual General Meeting of the Company held on July 20, 2018 (85th AGM) by way of a Special Resolution, as a Whole-time Director and Chief Executive Officer of the Company for a period of 5 (five) consecutive years with effect from November 14, 2017.

The current financial year began amidst nation-wide lockdowns imposed by the Central Government to contain the wide-spreading of Covid-19 and the lockdowns were followed by systematic/gradual upliftment of restrictions on the free movement of people by the Central and/or the State Governments. While the novel Corona virus has had a terrible humanitarian impact, it is taking a heavy toll of economies across the world. One of the worst hit sectors is Retail. Accordingly, the operations of the Company during the financial year 2020-21 have also been adversely impacted. The Company has taken adequate measures to minimise the said impact. Further details on this are given separately as an Annexure to this Notice.

Pursuant to Section 197 of the Companies Act, 2013 (as amended) (the “Act”), the remuneration payable by a company to any one managing director or wholetime director shall not exceed 5% of its profits as calculated under Section 198 of the Act and if there is more than one such director, then the remuneration to them shall not exceed 10% of its profits. In case of loss or inadequacy of profits as per Section 198 of the Act, a company may pay remuneration under Schedule V to the Act, subject to shareholders' approval vide a special resolution which would be valid for a period not exceeding 3 years.

Considering the current economic scenario wherein the Company may have a situation of inadequate profits or no profits as calculated under Section 198 of the Act, the Board of Directors at its Meeting held on February 10, 2021 felt it prudent to approach the Members of the Company seeking their approval by way of Special Resolution to the remuneration payable to Mr. Sandeep Kataria from April 1, 2020 to March 31, 2022 as minimum remuneration in the event of loss or inadequacy of profits earned by the Company during the aforesaid years.

The Company had been making consistent and adequate profits upto the financial year 2019-20. However, there was a drop in the profitability during the current financial year for reasons beyond the control of the Company. As a result, for the purpose of payment of Managerial Remuneration, the Company may have inadequate profits or no profits for the current financial year 2020-21 and thereafter. It is, therefore, proposed to continue to pay the existing remuneration on the existing terms and conditions as Minimum Remuneration to Mr. Sandeep Kataria in terms of Schedule V to the Act and which may exceed the limits specified under Section 197 of the Act and the

Special Resolution passed at the 85th AGM for the appointment and payment of remuneration to Mr. Sandeep Kataria be modified to such extent. The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company.

The details of existing remuneration of Mr. Sandeep Kataria are as under (per annum):

Basic Salary	:	Rs. 1,69,12,500/-.
House Rent Allowance	:	Rs. 21,00,000/-.
Special Allowance	:	Rs. 43,37,250/-.
NPS Contribution	:	Rs. 16,91,250/-.
Incentive	:	Rs. 1,16,01,975/-.
Variable Pay	:	Long Term Incentive Plan (LTIP) not exceeding USD 500,000 (in equivalent INR) shall be payable after 3 years subject to certain conditions
Company Car & Driver	:	Rs. 10,65,000/-.
Education Allowance	:	Rs. 10,50,000/-.
Insurance Premium	:	Rs. 25,60,000/-.
Retirement Benefits	:	As per Rules of the Company.
Leave Entitlements	:	As per Rules of the Company.
Notice Period	:	Six Months.

The Company had entered into an Agreement dated November 15, 2017 and the Supplementary Agreement dated May 25, 2019 with Mr. Sandeep Kataria containing the terms and conditions of his appointment including remuneration, authority, rights and obligations of Mr. Sandeep Kataria during his tenure as a Whole-time Director of the Company. The said Agreements have been amended by an Amendment Agreement dated February 10, 2021 to give effect to the provisions of this proposal. The Agreement dated November 15, 2017, the Supplementary Agreement dated May 25, 2019 and the Amendment Agreement dated February 10, 2021 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 last date of receipt of votes through the e-voting process. 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.

A summary on profile of Mr. Kataria is attached to this Notice as Annexure – 1. 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)” as Annexure – 2 attached to this Notice.

Except Mr. Kataria, 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. 2 as contained in the Notice.

Considering the requirements of the Act and for continuity of the existing remuneration, the Board is of the opinion that the continued payment of the existing remuneration to Mr. Sandeep Kataria would be beneficial in the interests of the Company.

The Board recommends the Resolution No. 2 as a Special Resolution for approval by the Members of the Company.

Item No. 3: Payment of remuneration to Mr. Ram Kumar Gupta, Director Finance and Chief Financial Officer, in case of inadequacy of profits or no profits

Mr. Ram Kumar Gupta (DIN: 01125065) was re-appointed at the 87th Annual General Meeting of the Company held on August 6, 2020 (87th AGM) by way of a Ordinary Resolution, as a Whole-time Director of the Company for a period of 3 (three) consecutive years with effect from August 19, 2020 to hold office upto August 18, 2023 or till the date of expiry of the tenure of his services with the Company, whichever is earlier.

The current financial year began amidst nation-wide lockdowns imposed by the Central Government to contain the wide-spreading of Covid-19 and the lockdowns were followed by systematic/gradual upliftment of restrictions on the free movement of people by the Central and/or the State Governments. While the novel Corona virus has had a terrible humanitarian impact, it is taking a heavy toll of economies across the world. One of the worst hit sectors is Retail. Accordingly, the operations of the Company during the financial year 2020-21 have also been adversely impacted. The Company has taken adequate measures to minimise the said impact. Further details on this are given separately as an Annexure to this Notice.

Pursuant to Section 197 of the Companies Act, 2013 (as amended) (the "Act"), the remuneration payable by a company to any one managing director or wholetime director shall not exceed 5% of its profits as calculated under Section 198 of the Act and if there is more than one such director, then the remuneration to them shall not exceed 10% of its profits. In case of loss or inadequacy of profits as per Section 198 of the Act, a company may pay remuneration under Schedule V to the Act, subject to shareholders' approval vide a special resolution which would be valid for a period not exceeding 3 years.

Considering the current economic scenario wherein the Company may have a situation of inadequate profits or no profits as calculated under Section 198 of the Act, the Board of Directors at its Meeting held on February 10, 2021 felt it prudent to approach the Members of the Company seeking their approval by way of Special Resolution to the remuneration payable to Mr. R. K. Gupta from April 1, 2020 to March 31, 2022 as minimum remuneration in the event of loss or inadequacy of profits earned by the Company during the aforesaid years.

The Company had been making consistent and adequate profits upto the financial year 2019-20. However, there was a drop in the profitability during the current financial year for reasons beyond the control of the Company. As a result, for the purpose of payment of Managerial Remuneration, the Company may have inadequate profits or no profits for the current financial year 2020-21 and thereafter. It is, therefore, proposed to continue to pay the existing remuneration on the existing terms and conditions as Minimum Remuneration to Mr. R. K. Gupta in terms of Schedule V to the Act and which may exceed the limits specified under Section 197 of the Act and the Ordinary Resolution passed at the 87th AGM for the re-appointment and payment of remuneration to Mr. R. K. Gupta be modified to such extent. The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company.

The details of existing remuneration of Mr. R. K. Gupta are as under (per annum):

Basic Salary	:	Rs. 1,41,00,000/-.
Housing Benefits	:	Rs. 27,70,525/-.
Special Allowance	:	Rs. 37,02,578/-.
NPS Contribution	:	Rs. 14,10,000/-.
Variable Pay	:	Rs. 38,00,000/-.
Perquisites & Allowances	:	This would include cost of Company provided Car & Maintenance thereof, driver's salary, insurance & medical expenses and leave travel allowances as per Rules of the Company and in accordance with the applicable provisions of the Act, the Income-tax Act, 1961 and the Rules framed under these Acts.
Retirement Benefits	:	As per Rules of the Company.
Leave Entitlements	:	As per Rules of the Company.
Notice Period	:	Six Months.

The Company has entered into an Agreement dated May 25, 2020 with Mr. R. K. Gupta containing the terms and conditions of his re-appointment including remuneration, authority, rights and obligations of Mr. R. K. Gupta during his tenure as a Whole-time Director of the Company. The said Agreement has been amended by an Amendment Agreement dated February 10, 2021 to give effect to the provisions of this proposal. The Agreement dated May 25, 2020 and the Amendment Agreement dated February 10, 2021 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 last date of receipt of votes through the e-voting process. 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.

A summary on profile of Mr. Gupta is attached to this Notice as Annexure – 1. 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)” as Annexure – 2 attached to this Notice.

Except Mr. Gupta, 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. 3 as contained in the Notice.

Considering the requirements of the Act and for continuity of the existing remuneration, the Board is of the opinion that the continued payment of the existing remuneration to Mr. Ram Kumar Gupta would be beneficial in the interests of the Company.

The Board recommends the Resolution No. 3 as a Special Resolution for approval by the Members of the Company.

Item No. 4: Re-appointment of Mr. Rajeev Gopalakrishnan as the Managing Director of the Company, not liable to retire by rotation and fixing his remuneration

The Members of the Company at their 83rd Annual General Meeting held on August 4, 2016, re-appointed Mr. Rajeev Gopalakrishnan (DIN: 03438046) as the Managing Director of the Company to hold office for a term of 5 (five) consecutive years with effect from February 23, 2016.

Pursuant to Sections 196, 197, 198, 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 recommendation and/or the approval of the Nomination and Remuneration Committee (the “NRC”) and the Board of Directors of the Company (the “Board”) accorded at their respective meeting held on February 10, 2021, consent of the Members of the Company is hereby sought for the re-appointment of Mr. Rajeev Gopalakrishnan, as the Managing Director of the Company, on the existing remuneration, w.e.f. February 23, 2021 for a period upto September 30, 2021 to maintain continuity and smooth transition to future organisational changes and his office shall not be liable to retire by rotation. Further as per the declarations received by the Company, Mr. Gopalakrishnan is not disqualified under Section 164 of the Act. The directorships held by Mr. Gopalakrishnan 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 Mr. Gopalakrishnan is attached to this Notice as Annexure – 1.

The Board, on the recommendation of the NRC, approved the re-appointment of Mr. Gopalakrishnan on the existing remuneration, subject to approval of the Members. The details of existing remuneration of Mr. Gopalakrishnan are as under (per annum):

Basic Salary	:	Rs. 2,29,19,400/-.
Housing Benefits	:	Rs. 33,60,000/-.
Special Allowance	:	Rs. 67,79,060/-.
NPS Contribution	:	Rs. 22,91,940/-.
Variable Pay	:	Rs. 1,14,59,700/-.
Perquisites & 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	:	Six Months.

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 Mr. Rajeev Gopalakrishnan containing the terms and conditions of his re-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 re-appointment), authority, rights and obligations of Mr. Rajeev Gopalakrishnan during his tenure as the Managing Director 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 re-appointment and remuneration of Mr. Gopalakrishnan 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. Gopalakrishnan 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 of the Act and other applicable provisions, if any, of the Act, provided, however, that any such increase shall not exceed any amount permitted to be paid to Mr. Rajeev Gopalakrishnan under applicable law without obtaining requisite approvals. Further, pursuant to Article 107 of the Articles of Association of the Company, the period of office of Mr. Gopalakrishnan shall not be liable to determination by retirement of director by rotation at every AGM.

The Company had been making consistent and adequate profits upto the financial year 2019-20. However, there was a drop in the profitability during the current financial year for reasons beyond the control of the Company. As a result, for the purpose of payment of Managerial Remuneration, the Company may have inadequate profits or no profits for the current financial year 2020-21 and thereafter. It is, therefore, proposed to pay the aforesaid remuneration as Minimum Remuneration to Mr. Gopalakrishnan in terms of Schedule V to the Act and which may exceed the limits specified under Section 197 of 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)" as Annexure – 2 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 last date of receipt of votes through the e-voting process. 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. Gopalakrishnan 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. 4 as contained in the Notice.

The Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 4 as a Special Resolution, in relation to re-appointment of Mr. Rajeev Gopalakrishnan 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 by the Members of the Company.

Item No. 5: Appointment of Mr. Shaibal Sinha as a Non-Executive Director of the Company, liable to retire by rotation

Pursuant to Section 161 of the Companies Act, 2013 (as amended) (the "Act"), Mr. Shaibal Sinha (DIN: 00082504) was appointed as an Additional (Non-Executive Non-Independent) Director of the Company w.e.f. January 1, 2021 to hold such office in terms of Section 161 of the Act. Notices under Section 160 of the Act have been received by the Company from members proposing the candidature of Mr. Sinha as a Director (Non-Executive Non-Independent) 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 recommendation received from the Nomination and Remuneration Committee and consent of Mr. Sinha to act as a Director of the Company and other statutory disclosures, it is proposed to appoint Mr. Sinha 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, Mr. Sinha is not disqualified under Section 164 of the Act. The directorships held by Mr. Sinha 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 Mr. Sinha is attached to this Notice as Annexure – 1.**

The necessary documents relating to his 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 last date of receipt of votes through the e-voting process. 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.

The Non-Executive Non-Independent Directors of the Company do not accept Sitting Fees and / or Commission on Net Profits of the Company.

Except Mr. Shaibal Sinha 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.

Keeping in view his vast expertise and knowledge, the Board considers that his association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 5 as an Ordinary Resolution, in relation to the appointment of Mr. Sinha as a Director (Non-Executive Non-Independent), for the approval of the Members of the Company.

**By Order of the Board
BATA INDIA LIMITED**

NITIN BAGARIA

Company Secretary & Compliance Officer
ICSI Membership No. ACS 20228

Place : Gurugram
Date : February 10, 2021

The Bata logo is displayed in a large, stylized, red font with a registered trademark symbol (®) to its right.

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Email: share.dept@bata.com
Website: www.bata.in
CIN: L19201WB1931PLC007261

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. Rajeev Gopalakrishnan	Mr. Sandeep Kataria	Mr. Ram Kumar Gupta	Mr. Shaibal Sinha
Position in the Company	Managing Director and KMP	Whole-time Director and CEO and KMP	Director Finance and CFO and KMP	Non-Executive Director -Additional
DIN	03438046	05183714	01125065	00082504
Date of Birth / Age	07.04.1965/55 years	09.01.1970/51 years	01.11.1958/62 years	01.02.1963/58 years
Profile / Background Details, Recognition or awards	<p>Mr. Rajeev Gopalakrishnan has over 31 years of experience in different positions in Bata Shoe Organization (BSO) and joined Bata India in 1990. His contribution to the industry has been acknowledged at several renowned platforms. He was conferred with the 'Udyog Ratna Award' and the 'Certificate of Excellence and Gold Medal' by The Institute of Economic Studies in 2014, became the 'Retail Professional of the Year' in CMO Asia Summit at the 2015 Asia Retail Conference and received the prestigious 'EY Entrepreneur of the Year 2015' (Finalist Award). The World Consulting & Research Corporation (WCRC) bestowed upon him the honour of 'India's Most Trusted CEO' in 2017.</p> <p>Before joining as MD of Bata India, he was the MD of Bata Retail Stores for a period of 9 months, the MD of Bata Bangladesh for a period of one year and the MD of Bata Thailand for a period of 3 years.</p>	<p>Mr. Sandeep Kataria is a business and marketing leader with over 26 years of experience in the consumer products and retail industry across the developing and developed market. Prior to taking over the charge at Bata India Ltd, Mr. Kataria was Chief Commercial Officer at Vodafone, leading the Marketing and Services function for the telecom giant in India and responsible for some of the most iconic marketing campaigns in India. Before Vodafone, he held CMO and General Manager roles at Yum! Brands (the owners of KFC, Pizza Hut & Taco Bell) in India and the UK. He was involved in the rapid growth of KFC & PH as well as the launch of Taco Bell in India.</p> <p>Mr. Kataria is an engineer from IIT-Delhi and finished his PGDBM from XLRI in 1993 as the gold medallist of the batch.</p>	<p>Mr. Ram Kumar Gupta has over 34 years of experience in different positions in Bata Shoe Organization (BSO) and joined Bata India in July 1986.</p> <p>Mr. Gupta has attended various courses in BSO, including Adminco and Bata Finance E-Learning.</p> <p>Mr. Gupta was awarded as Best CFO in MNC (Mid-cap) Category for the year 2019 by Dalal Street Investment Journal.</p>	<p>Mr. Shaibal Sinha has more than 33 years of post-qualification experience in different positions in Finance across the globe.</p> <p>He joined Bata India Limited in November 2004 as Executive Director – Finance based in Gurgaon and worked till September 2010.</p> <p>Mr. Sinha was on the Board of Bata India Limited as Non-Executive Director from May, 2015 till August, 2019.</p> <p>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.</p>

Qualifications	Bachelor's in Mechanical Engineering from University of Kerala, attended various courses and advanced programmes of BSO and a program in IMD, Switzerland on Leadership and Sustainable Business Growth.	B. Tech. Chemical Engineering from IIT Delhi, PG Diploma in Business Management from XLRI Jamshedpur.	B. Com. (Hons.), FCA.	Bachelor of Commerce, qualified Chartered Accountant and an alumni of International Institute of Management Development (IMD), Lausanne, Switzerland.
Experience and Expertise in specific functional areas	Marketing and Branding, Finance and Accounts, Diversified Leadership, Product Knowledge, Business Strategies and Planning, Business Administration.	Marketing and Branding, Sales, Product Knowledge, Business Strategies and Planning, Merger and Acquisition, Business Administration.	Finance, Accounts, Taxation, Costing, Regulatory Compliance, Governance and Stakeholders Management, Strategic Planning, Experience in Manufacturing Sector accounting.	Finance, Accounts, Taxation, Costing, Regulatory Compliance, Governance and Stakeholders Management, Strategic Planning, Experience in Manufacturing Sector accounting.
Terms and conditions of appointment or 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	Please refer to Annexure 2 below.			Nil
Remuneration sought to be paid	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).			Nil
Date of first appointment on the Board	23.2.2011	14.11.2017	19.8.2015	1.1.2021 (in the present term)
Membership / Chairmanship of Committees of the Board of the Company	Member of: - Stakeholders Relationship Committee - Risk & Compliance Management Committee Chairman: None	Member of: - Stakeholders Relationship Committee - Risk & Compliance Management Committee - CSR Committee Chairman: None	Member of: - Stakeholders Relationship Committee - Risk & Compliance Management Committee - CSR Committee Chairman: None	Member of: - Nomination & Remuneration Committee - Risk & Compliance Management Committee Chairman: None
Directorships in Unlisted Companies (excluding foreign companies)	1. Bata Properties Limited 2. Way Finders Brands Limited	1. Bata Properties Limited 2. Coastal Commercial & Exim Limited 3. Way Finders Brands Limited	1. Bata Properties Limited 2. Coastal Commercial & Exim Limited 3. Way Finders Brands Limited	None

Directorships in Other listed Companies (excluding foreign companies)	None	None	None	None
Membership / Chairmanship of Committees of other Boards	None	None	None	None
No. of shares held in the Company	Nil	100	56 shares held in his own name and 500 shares are held by his relative.	Nil
Relationship with other Directors, Manager and other KMP of the Company	None			
No. of Meetings of the Board attended during the year	6 out of 6 meetings during the year 2020-21 upto & including the date of this Notice.	6 out of 6 meetings during the year 2020-21 upto & including the date of this Notice.	5 out of 6 meetings during the year 2020-21 upto & including the date of this Notice. Mr. R. K. Gupta attended the Board Meeting held on November 30, 2020 through audio conference and hence not counted for the purpose of quorum / attendance.	1 out of 1 meeting during the year 2020-21 (since the date of his appointment) upto & including the date of this Notice.

[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																																																
	India is the second-largest producer of footwear and third-largest footwear consumer globally. Bata India Limited is primarily engaged in the business of manufacturing and trading of footwear and accessories through its retail and wholesale network. The Company has a strong pan-India retail presence with more than 1600 stores across cities including franchisee stores. The Company sold 49.39 Million footwear pairs in the financial year 2019-20.																																																
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 Limited 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)																																																
	<table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="3">(Standalone)</th> <th colspan="3">(Consolidated)</th> </tr> <tr> <th>2019-20</th> <th>2018-19</th> <th>2017-18</th> <th>2019-20</th> <th>2018-19</th> <th>2017-18</th> </tr> </thead> <tbody> <tr> <td>Revenue from Operations</td> <td>30,534.51</td> <td>29,284.44</td> <td>26,363.18</td> <td>30,561.14</td> <td>29,311.03</td> <td>26,412.16</td> </tr> <tr> <td>Profit before tax</td> <td>4,850.77</td> <td>4,782.65</td> <td>3,400.14</td> <td>4,872.36</td> <td>4,776.87</td> <td>3,370.40</td> </tr> <tr> <td>Tax expenses</td> <td>1,581.62</td> <td>1,486.05</td> <td>1,164.36</td> <td>1,582.83</td> <td>1,486.93</td> <td>1,165.27</td> </tr> <tr> <td>Net Profit</td> <td>3,269.15</td> <td>3,296.60</td> <td>2,235.78</td> <td>3,289.53</td> <td>3,289.94</td> <td>2,205.13</td> </tr> <tr> <td>Earnings per Equity Share (Face Value Rs. 5/- each)</td> <td>25.44</td> <td>25.65</td> <td>17.40</td> <td>25.59</td> <td>25.60</td> <td>17.16</td> </tr> </tbody> </table>	Particulars	(Standalone)			(Consolidated)			2019-20	2018-19	2017-18	2019-20	2018-19	2017-18	Revenue from Operations	30,534.51	29,284.44	26,363.18	30,561.14	29,311.03	26,412.16	Profit before tax	4,850.77	4,782.65	3,400.14	4,872.36	4,776.87	3,370.40	Tax expenses	1,581.62	1,486.05	1,164.36	1,582.83	1,486.93	1,165.27	Net Profit	3,269.15	3,296.60	2,235.78	3,289.53	3,289.94	2,205.13	Earnings per Equity Share (Face Value Rs. 5/- each)	25.44	25.65	17.40	25.59	25.60	17.16
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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 December 31, 2020. Further, under “public shareholding” category, Foreign Investors collectively held 5.55% of the total paid-up share capital as on December 31, 2020.																																																
II.	Information about the appointee:																																																
1.	Background details																																																
	Please refer to Annexure 1 above.																																																
2.	Past remuneration																																																
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Particulars of Remuneration [For Financial Year 2019-20]	Mr. Rajeev Gopalakrishnan	Mr. Sandeep Kataria	Mr. Ram Kumar Gupta																																														
Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961.	52.29	42.36	28.69																																														
Value of perquisites under Section 17(2) of the Income-Tax Act, 1961.	0.52	1.05	0.04																																														
Total	52.81	43.41	28.73																																														

3.	Recognition or awards	Please refer to Annexure 1 above.
4.	Job profile and his suitability	Please refer to Annexure 1 above.
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 his origin)	
<p>The proposed/current remuneration of the said directors is comparable to that drawn by the peers in the similar capacity in the industry and is 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 aforesaid Managerial Personnel and other relevant factors. Further, the said remuneration is same as the existing remuneration being paid in accordance with the Companies Act, 2013 (as amended) and Shareholders' Approvals as stated in the respective resolutions.</p>		
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	
<p>Besides remuneration as stated hereinbefore, the said directors do not have any pecuniary relationship with the Company. The Shareholding of the Directors and their relative(s) is given in Annexure 1 above.</p>		
III.	Other information:	
1.	Reasons of loss or inadequate profits	<p>Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended), for Item No. 1 to 4.</p> <p>The Special Resolutions (No. 1 to 4) are proposed pursuant to Section 197 of the Companies Act, 2013 (as amended) and Schedule V thereto in view of the losses in the current financial year and as a matter of abundant precaution, as the profitability of the Company may remain adversely impacted in Financial Year 2021-22 due to business environment impacted by the pandemic.</p>
2.	Steps taken or proposed to be taken for improvement	<p>The Company continues to strengthen its brick and mortar presence in tier 3 & 4 cities by opening new franchisee stores across the Country, with 221 Franchisee Stores at end of December 2020. The Company has also increased its focus on e-commerce channels and its own website as well. Additionally, the Company is using services like WhatsApp to stay in touch with the consumers and enable omnichannel sales. The Company is also recalibrating business operations with a strengthened product portfolio, a steady focus on cash conservation and better online presence and services to ensure seamless shopping experiences for its consumers.</p> <p>The Company is constantly working on various cost-optimization measures including rentals re-negotiation, closure of unviable stores and digitalization drive across the organization etc. to eliminate redundancies and bring efficiency in value chain.</p>

3.	Expected increase in productivity and profits in measurable terms	<p>While the pandemic will have an impact on consumer behaviour and demand, the management believes that brands such as Bata are strong trust marks and with the investment in quality over the years and safety in stores to build confidence, the Company will gain share as consumers tend to avoid risk post the crisis.</p> <p>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.</p>
IV.	Disclosures:	
<p>The disclosures required to be made with regard to components / elements of remuneration, etc., are already given in the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).</p>		

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 each of the Directors proposed herein has been approved by the Board of Directors of the Company and by the Nomination and Remuneration Committee at their respective meetings held on February 10, 2021.



**By Order of the Board
BATA INDIA LIMITED**

NITIN BAGARIA

Company Secretary & Compliance Officer

ICSI Membership No. ACS 20228

Place : Gurugram

Date : February 10, 2021

Registered Office:

27B, Camac Street,

1st Floor, Kolkata – 700016

Telephone: +91 33 2301 4400

Fax: +91 33 2289 5748

Email: share.dept@bata.com

Website: www.bata.in

CIN: L19201WB1931PLC007261

CALENDAR OF EVENTS

Passing of resolution pursuant to the Companies Act, 2013 read with Rules made thereunder, through postal ballot (e-voting) under Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended)

Sl. No.	Particulars	Date
1.	Cut-off date for ascertaining the list of shareholders to whom the Notice of Postal Ballot (e-voting) is being sent and also for reckoning voting rights.	Friday, 12 February, 2021
2.	Dispatch of Postal Ballot Notice	Monday, 22 February, 2021
3.	Postal Ballot / E-Voting start date	Tuesday, 23 February, 2021
4.	Postal Ballot / E-Voting end date	Wednesday, 24 March, 2021
5.	Expected (latest) Date of declaration of results of Postal Ballot (e-voting) by the Chairman or in his absence, by such Director/KMP of the Company, duly authorised in this regard.	Friday, 26 March, 2021

For BATA INDIA LIMITED

N. Bagaria

NITIN BAGARIA
COMPANY SECRETARY