

August 12, 2021

The Manager  
Corporate Relationship Department  
**BSE Limited**  
1<sup>st</sup> 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, 5<sup>th</sup> 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: Outcome of 88th Annual General Meeting of the Company**

The 88th (Eighty Eighth) Annual General Meeting (the "AGM") of the Members of Bata India Limited was held today on Thursday, August 12, 2021 at 1.30 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

We hereby wish to inform you that the Ordinary and the Special Businesses as listed in the Notice of the AGM dated June 9, 2021 have been approved with requisite majority at the AGM today and the details of the said businesses along with the profile of the Directors appointed/re-appointed at the AGM are given in the said Notice.

In this regard, please find enclosed the following:

1. Summary of proceedings of the AGM under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended);
2. Consolidated Scrutinizer's Report dated August 12, 2021 pursuant to Section 108 of the Companies Act, 2013 (as amended) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended); and
3. Declaration of Results.

Voting Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) is being submitted separately.

We request you to take the same on record.

Thanking you,

Yours faithfully,  
**For BATA INDIA LIMITED**



**NITIN BAGARIA**  
*Company Secretary & Compliance Officer*

**BATA INDIA LIMITED**

CIN: L19201WB1931PLC007261

**SUMMARY OF PROCEEDINGS OF THE 88TH ANNUAL GENERAL MEETING OF BATA INDIA LIMITED**

In compliance with the General Circulars No. 14/2020, No. 17/2020, No. 20/2020 and No. 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively issued by the Ministry of Corporate Affairs (the “MCA”) read with SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively, the 88<sup>th</sup> (Eighty Eighth) Annual General Meeting (the “AGM” or the “Meeting”) of the Members of Bata India Limited (the “Company”) was duly convened and held on Thursday, August 12, 2021 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), which commenced at 1:30 P.M. (IST) and concluded at 4:06 P.M. (IST) (including the time allowed for e-voting at AGM).

Mr. Nitin Bagaria, Company Secretary, welcomed the Members attending the AGM and briefed about the guidelines to be followed during the Meeting for shareholders and registered speakers. Mr. Ashwani Windlass, Chairman of the Board of Directors of the Company, greeted the Members and chaired the proceedings at the AGM. As the requisite quorum was present, the Chairman called the Meeting to order. Thereafter, he introduced other directors who joined the Meeting from various locations. All the directors including the respective Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee etc., were also present at the AGM.

The representative of M/s. B S R & Co. LLP, the Statutory Auditors and Mr. Pawan Kumar Sarawagi, Secretarial Auditor for the year 2020-21 were also present at the Meeting.

Total 135 Members attended the AGM as per the records of the attendance.

Thereafter, the Notice dated June 9, 2021 convening the 88<sup>th</sup> AGM (the “Notice”) was taken as read with the consent of the Members present. The Chairman mentioned that there were no qualifications, observations or other remarks made by the Auditors in their Report on the Financial Statements (both Standalone and Consolidated) or by the Secretarial Auditor in his Secretarial Audit Report for the financial year ended March 31, 2021 which may have any adverse effect on the functioning of the Company. Hence, the Auditors’ Report on the Financial Statement and the Secretarial Audit Report were not required to be read.

The Chairman then delivered his speech, highlighting, inter alia, impact of Covid-19, CSR initiatives of the Company, the financial performance, key focus areas including digitalization.

The Whole-time Director and CEO, Mr. Gunjan Shah, upon being invited by the Chairman, made a presentation on the business operations and performance of the Company.

Thereafter, the resolutions were tabled at the Meeting and the objectives and implications of each item of businesses were explained for consideration by the shareholders. Thereafter, speakers expressed their feedback, queries and suggestions. The Chairman responded to the queries and provided necessary clarifications to the same.

The Chairman informed the Members that in compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder and amendments thereto, read together with the MCA Circulars and Regulation 44 of the Listing Regulations, the Company had engaged the services of NSDL to provide remote e-Voting facility which commenced on Monday, August 9, 2021 (9:00 A.M. IST) and ended on August 11, 2021 (5:00 P.M. IST) and e-Voting facility during the AGM to

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all the eligible Members to enable them to cast their votes electronically in respect of the businesses transacted at the Meeting.

The voting rights of the Members were reckoned based on the number of shares held by them as on the 'cut-off' date i.e., **Thursday, August 5, 2021**. Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries (Membership No.: FCS-3381 and C.P. No. 4882), Kolkata, was appointed for the purpose of scrutinizing the process of remote e-voting and e-voting during the Meeting in a fair and transparent manner.

Thereafter, the following businesses as set out in the Notice dated June 9, 2021 convening the AGM were transacted:

Sl. No.	Particulars
<b>ORDINARY BUSINESS (Ordinary Resolution)</b>	
1.	Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon
2.	Declaration of Dividend of Rs. 4 per Equity Share of Rs. 5/- each, fully paid-up, for the financial year ended March 31, 2021, as recommended by the Board
3.	Re-appointment of Mr. Alberto Toni (DIN: 08358691), as a Director of the Company, liable to retire by rotation
<b>SPECIAL BUSINESS (Ordinary/Special Resolution)</b>	
4.	Appointment of Ms. Vidhya Srinivasan (DIN: 06900413) as a Director of the Company, liable to retire by rotation [ <b>Ordinary Resolution</b> ]
5.	Appointment of Ms. Vidhya Srinivasan (DIN: 06900413) as a Whole-time Director of the Company and fixing her remuneration [ <b>Special Resolution</b> ]
6.	Appointment of Mr. Gunjan Shah (DIN: 08525366) as a Director of the Company, liable to retire by rotation [ <b>Ordinary Resolution</b> ]
7.	Appointment of Mr. Gunjan Shah (DIN: 08525366) as a Whole-time Director of the Company and fixing his remuneration [ <b>Special Resolution</b> ]
8.	Appointment of Ms. Radha Rajappa (DIN: 08530439) as an Independent Director of the Company [ <b>Ordinary Resolution</b> ]
9.	Approval to alteration of Article 83 in the Articles of Association of the Company [ <b>Special Resolution</b> ]
10.	Approval to payment of remuneration to Non-Executive Directors (including Independent Directors) of the Company [ <b>Special Resolution</b> ]

The Chairman informed the Members that the consolidated e-voting results will be declared as per the details given in the Notice and concluded the proceedings of the Meeting after thanking the Directors and the Shareholders for joining the Meeting. The Meeting was concluded with a vote of thanks to the Chair. The e-Voting facility was kept open for the next 15 minutes to enable the Members to cast their votes.

The Scrutinizer's Report was received on Thursday, August 12, 2021 and as set out therein, all the Resolutions have been passed with the requisite majority.

Based on the Scrutinizer's Report, the Chairman signed the consolidated voting results and declared that all the aforesaid businesses as contained in the Notice dated June 9, 2021 convening the 88th AGM were duly

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approved with requisite majority by the Members of the Company through remote e-voting and e-voting conducted during the AGM.

Yours faithfully,

**For BATA INDIA LIMITED**



**NITIN BAGARIA**

*Company Secretary & Compliance Officer*

## Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of  
the Companies (Management and Administration) Rules, 2014, (as amended)]

To,  
**The Chairman**  
**Bata India Limited**  
CIN: L19201WB1931PLC007261  
27B, Camac Street, 1<sup>st</sup> Floor,  
Kolkata - 700 016

Dear Sir,

**88<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders  
of Bata India Limited held on 12<sup>th</sup> August, 2021 at 1:30 p.m.**

I, CS P.K. Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries, had been appointed as Scrutinizer for the purpose of scrutinizing the e-voting process i.e., remote e-voting and voting through electronic means at the AGM, in a fair and transparent manner and ascertaining the results thereof, in respect of Resolutions transacted at the 88<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Bata India Limited**, held on Thursday, the 12<sup>th</sup> August, 2021 at 1: 30 p.m., through Video Conferencing (VC)/Other Audio Visual Means (OAVM), under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and General Circulars No. 14/2020, No. 17/2020, No. 20/2020 and No. 02/2021, dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021, respectively, issued by the Ministry of Corporate Affairs (hereinafter, collectively referred to as the "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 12<sup>th</sup> May, 2020 and 15<sup>th</sup> January, 2021, respectively (hereinafter, collectively referred to as the "SEBI Circulars"), issued by the Securities and Exchange Board of India (SEBI).

Compliances of the provisions of the Companies Act, 2013, the Rules framed thereunder, the MCA Circulars, the SEBI LODR Regulations and SEBI Circulars, relating to holding the AGM through VC/OAVM and voting through electronic means i.e., remote e-voting and voting through electronic means at the AGM, by the Members of the Company on the Item Nos. 1 to 10 contained in the Notice dated 9<sup>th</sup> June, 2021 convening the 88<sup>th</sup> AGM of the Company, are responsibility of the Management of the Company. My responsibility as Scrutinizer is to ensure that voting processes, both through remote e-voting and voting through electronic means at the AGM, are conducted in a fair and transparent manner and to make a Consolidated Scrutinizer's Report, being this Report, of the total votes cast 'in favour' and 'against', on the Resolutions transacted at the 88<sup>th</sup> AGM, based on the reports generated from e-voting system by the National Securities Depository Limited (NSDL) for remote e-voting as well as e-voting at the AGM.

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I submit my report as under :

1. The Company has appointed NSDL as the agency to provide and facilitate e-voting services to the Members of the Company to cast their votes through a secured electronic voting system on the Resolutions to be transacted at the said AGM.
2. In terms of requirements of the MCA & SEBI Circulars, as stated above, the Notice of the 88<sup>th</sup> AGM dated 9<sup>th</sup> June, 2021, was sent through electronic means on 19<sup>th</sup> July, 2021 to those Members whose e-mails were registered with the Company/R&D Infotech Pvt. Ltd., the Company's Registrar and Share Transfer Agent (RTA)/ Depositories, as on 9<sup>th</sup> July, 2021.
3. As required under Rule 20(4)(iii) of the Companies (Management and Administration) Rules, 2014, the Company has clearly stated in the Notice of the AGM dated 9<sup>th</sup> June, 2021, that the Company has engaged the services of NSDL to provide remote e-voting facility and e-voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the AGM and the Members who have cast their votes by remote e-Voting may attend the AGM, but shall neither be allowed to change their votes subsequently nor cast votes again during the AGM.
4. The remote e-voting period commenced on 9<sup>th</sup> August, 2021 at 9:00 a.m. and remained open till 5:00 p.m. on 11<sup>th</sup> August, 2021. The Members holding shares as on the 'cut-off' date i.e. 5<sup>th</sup> August, 2021, were entitled to vote, through remote e-voting system as well as voting at the AGM through electronic voting system, on the proposed Resolutions for Item Nos. 1 to 10 as set out in the Notice dated 9<sup>th</sup> June, 2021.
5. The requisite advertisement pursuant to the MCA Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, was published on 10<sup>th</sup> July, 2021 in the "Mint" (in English language) and in "Ekdin" (in Bengali language), both having electronic editions.
6. The requisite advertisement pursuant to the Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 and the MCA Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, was published on 20<sup>th</sup> July, 2021 in the "Mint" (in English language) and in "Ekdin" (in Bengali language), both having electronic editions.
7. The votes cast through e-voting at the AGM and through remote e-voting, were unlocked, after conclusion of the AGM at 4:16 p.m. on 12<sup>th</sup> August, 2021, in the presence of two witnesses, namely (1) Mr. Ratan Kumar Mishra of M/s. R & D Infotech Private Limited, and (2) Ms. Priyal Julasaria of M/s. P. Sarawagi & Associates.
8. The votes cast were diligently scrutinized and authenticated based on the records maintained by the Company and its RTA, with respect to number of shares held on 'cut-off' date i.e., 5<sup>th</sup> August, 2021 and authorisation lodged for the purpose.
9. Based on the details containing list of Members who have cast their votes on remote e-voting platform and the votes cast at the AGM through e-voting system, as downloaded from the e-voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)), the consolidated results on the Resolutions transacted at the 88<sup>th</sup> AGM held on Thursday, 12<sup>th</sup> August, 2021 are given below :

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Item No. of AGM's Notice	Subject matter of the Resolution (in brief)	VOTED	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL VOTING		%age of total valid votes cast
			No. of members voted	No. of valid votes cast	No. of members voted	No. of valid votes cast	No. of members voted	No. of valid votes cast	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
1	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2021 (both Standalone and Consolidated basis), together with Reports of the Board of Directors & the Auditors thereon. (Ordinary Resolution)	In favour	1,066	10,65,77,410	3	36	1,069	10,65,77,446	99.9997
		Against	15	317	-	-	15	317	0.0003
2	Declaration of Dividend of Rs.4/- per Equity Share of Rs. 5/- each, for the financial year ended March 31, 2021. (Ordinary Resolution)	In favour	1,065	10,65,60,469	3	36	1,068	10,65,60,505	99.9838
		Against	16	17,258	-	-	16	17,258	0.0162
3	Re-appointment of Mr. Alberto Michele Maria Toni (DIN : 08358691), as a Director of the Company, liable to retire by rotation. (Ordinary Resolution)	In favour	977	9,78,24,618	3	36	980	9,78,24,654	97.2066
		Against	91	28,11,115	-	-	91	28,11,115	2.7934
4	Appointment of Ms. Vidhya Srinivasan (DIN : 06900413) as Director of the Company, liable to retire by rotation. (Ordinary Resolution)	In favour	1,042	10,53,99,104	3	36	1,045	10,53,99,140	99.8544
		Against	34	1,53,677	-	-	34	1,53,677	0.1456
5	Appointment of Ms. Vidhya Srinivasan (DIN : 06900413) as the Whole-time Director of the Company, designated as Director Finance & Chief Financial Officer, for a period of 5 years w.e.f. June 9, 2021 & fixation of her remuneration. (Special Resolution)	In favour	935	9,57,25,130	3	36	938	9,57,25,166	94.1620
		Against	133	59,34,868	-	-	133	59,34,868	5.8380
6	Appointment of Mr. Gunjan Shah (DIN : 08525366) as Director of the Company, liable to retire by rotation. (Ordinary Resolution)	In favour	1,038	10,53,99,889	3	36	1,041	10,53,99,925	99.8552
		Against	36	1,52,796	-	-	36	1,52,796	0.1448
7	Appointment of Mr. Gunjan Shah (DIN : 08525366) as the Whole-time Director and Chief Executive Officer of the Company for a period of 5 years w.e.f. June 21, 2021 & fixation of his remuneration. (Special Resolution)	In favour	927	9,47,01,307	3	36	930	9,47,01,343	94.1034
		Against	137	59,34,059	-	-	137	59,34,059	5.8966
8	Appointment of Ms. Radha Rajappa (DIN : 08530439) as an Independent Director of the Company for a term of 5 years w.e.f. June 9, 2021. (Ordinary Resolution)	In favour	1,028	10,06,34,113	3	36	1,031	10,06,34,149	99.9988
		Against	36	1,159	-	-	36	1,159	0.0012
9	Alteration of Article 83 of the Articles of Association of the Company. (Special Resolution)	In favour	1,038	10,65,76,330	3	36	1,041	10,65,76,366	99.9992
		Against	36	882	-	-	36	882	0.0008
10	Payment of remuneration to non-executive directors (including independent directors). (Special Resolution)	In favour	1,008	10,06,08,434	3	36	1,011	10,06,08,470	99.9733
		Against	55	26,873	-	-	55	26,873	0.0267

Contd. ... 4



**P. SARAWAGI & ASSOCIATES**  
**COMPANY SECRETARIES**

10. All relevant documents and records relating to e-voting process shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 88<sup>th</sup> AGM and thereafter, I shall return these documents and records to the Company Secretary of the Company.



Yours faithfully,

(P.K. Sarawagi)

Company Secretary in Practice  
Membership No. : FCS-3381  
Certificate of Practice No. 4882  
Peer Review Certificate No. 1128/2021  
ICSI UDIN : F003381C000772809

Kolkata, 12<sup>th</sup> August, 2021

Counter signed by

For BATA INDIA LIMITED

New Delhi, August 12, 2021



To the Scrutinizer

(Mr. Pawan Sarawagi)


Copy to Nitin Bagaria, Company Secretary, Bata India Limited

I, Chairman – Bata India Board of Directors, acknowledge the receipt of Scrutinizer's Report dated 12 August, 2021 on the matter conducted at the 88<sup>th</sup> AGM of the Company held on August 12, 2021 and based on the same, the results of the same on the proposed resolutions, as contained in the Notice of 88<sup>th</sup> AGM dated June 9, 2021, are hereby declared as under :

Resolution No	Brief Description	Type	Result
R1	Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon	Ordinary	Passed with requisite majority
R2	Declaration of Dividend of Rs. 4 per Equity Share of Rs. 5/- each, fully paid-up, for the financial year ended March 31, 2021, as recommended by the Board	Ordinary	Passed with requisite majority
R3	Re-appointment of Mr. Alberto Toni (DIN: 08358691), as a Director of the Company, liable to retire by rotation	Ordinary	Passed with requisite majority
R4	Appointment of Ms. Vidhya Srinivasan (DIN: 06900413) as a Director of the Company, liable to retire by rotation	Ordinary	Passed with requisite majority
R5	Appointment of Ms. Vidhya Srinivasan (DIN: 06900413) as a Whole-time Director of the Company and fixing her remuneration	Special	Passed with requisite majority
R6	Appointment of Mr. Gunjan Shah (DIN: 08525366) as a Director of the Company, liable to retire by rotation	Ordinary	Passed with requisite majority
R7	Appointment of Mr. Gunjan Shah (DIN: 08525366) as a Whole-time Director of the Company and fixing his remuneration	Special	Passed with requisite majority
R8	Appointment of Ms. Radha Rajappa (DIN: 08530439) as an Independent Director of the Company	Ordinary	Passed with requisite majority
R9	Approval to alteration of Article 83 in the Articles of Association	Special	Passed with requisite majority
R10	Approval to payment of remuneration to Non-Executive Directors (including Independent Directors) of the Company	Special	Passed with requisite majority

The complete voting results are as per the report of Scrutinizer. This shall be deemed to be the declaration of results of in terms of the Companies Act 2013 and Rules made thereunder.

Regards,

  
12.8.2021  
Ashwani Windlass  
Chairman – Bata India Limited