

Date: August 2, 2019

The Manager Corporate Relationship Department BSE Limited 1 st Floor, New Trading Wing, Rotunda Building, P J Towers, Dalal Street, Fort, <u>Mumbai - 400001</u>	The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (E), <u>Mumbai - 400051</u>	The Secretary The Calcutta Stock Exchange Limited 7, Lyons Range, <u>Kolkata - 700001</u>
BSE Security Code: 500043	NSE Symbol: BATAINDIA	CSE Scrip Code: 10000003

Dear Sirs,

Subject: Voting Results and Scrutinizer's Report relating to the 86th Annual General Meeting (AGM) of the Members of the Company held on Friday, August 2, 2019

In continuation with our earlier communication dated July 8, 2019, we wish to inform you that the 86th Annual General Meeting (AGM) of the Members of Bata India Limited ('the Company') was held at 'Kalamandir', 48, Shakespeare Sarani, Kolkata - 700017 on Friday, August 2, 2019 at 10:00 a.m. In this regard, please find enclosed the Consolidated Scrutinizer's Report along with voting results on the Resolutions passed at the 86th AGM in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended).

We request you to take the same on record.

Thanking you.

Yours faithfully,
For BATA INDIA LIMITED



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

Encl.: As above

BATA INDIA LIMITED

CIN: L19201WB1931PLC007261

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

Consolidated Scrutinizer's Report

[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, 1st Floor,
Kolkata - 700 016

Dear Sir,

**86th Annual General Meeting (AGM) of the Equity Shareholders of
Bata India Limited held on Friday, August 2, 2019 at 10:00 a.m.**

I, CS P. K. Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Bata India Limited ('the Company') for the purpose of scrutinizing the remote e-voting as well as e-voting conducted at the AGM venue, in a fair and transparent manner and ascertaining the results thereof, in respect of Resolutions transacted at the 86th AGM of the Members of the Company, held at 'Kalamandir', 48, Shakespeare Sarani, Kolkata - 700017 on Friday, August 2, 2019 at 10:00 a.m.

Compliances of the provisions of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through electronic means (remote e-voting as well as e-voting at the AGM venue) by the Members of the Company on the Item Nos. 1 to 7 contained in the Notice dated May 24, 2019 convening the 86th AGM of the Company, are responsibility of the Management of the Company. My responsibility as Scrutinizer is to ensure that voting process, both through remote e-voting and e-voting at the AGM venue, are conducted in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report, being this Report, of the total votes cast 'in favour' and 'against', on the Resolutions transacted at the 86th AGM, based on the reports generated from e-voting system provided by the National Securities Depository Limited (NSDL) for remote e-voting as well as e-voting at the AGM venue.



I submit my report as under:

1. The Company has appointed NSDL as the agency for providing remote 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 86th AGM.
2. As required under Rule 20(4)(iii) of the Companies (Management and Administration) Rules, 2014 (as amended), the Company has clearly stated in the Notice convening the 86th AGM dated May 24, 2019, that (a) the Company shall facilitate its Members to transact the businesses at the said meeting by remote e-voting; (b) the facility of e-voting shall also be made available at the AGM venue; and (c) Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
3. The remote e-voting period commenced on Tuesday, July 30, 2019 at 9:00 a.m. and ended on Thursday, August 1, 2019 at 5:00 p.m.
4. The Members holding shares as on the 'cut-off' date i.e., Friday, July 26, 2019 were entitled to vote, through remote e-voting as well as e-voting at the AGM venue on the proposed Resolutions for Item Nos. 1 to 7 as set out in the Notice dated May 24, 2019 convening the 86th AGM.
5. The requisite advertisement pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as amended), was published in the daily Newspapers viz., the 'Business Standard' (in English language) and in the 'Ei Samay' (in Bengali language) on July 9, 2019.
6. The Company has also appointed NSDL to provide the facility of e-voting at the AGM venue, to the Members attending the meeting, but who have not cast their vote by remote e-voting system.
7. On completion of e-voting by the Members at the AGM venue, a report on e-voting done at the AGM venue was generated by NSDL in presence of (1) Mr. Ratan Kumar Mishra of M/s. R & D Infotech Private Limited; and (2) Mr. Rohit Jain of M/s. P. Sarawagi & Associates.
8. Thereafter, the votes cast by the Members through remote e-voting system provided by NSDL were unblocked in the presence of two witnesses (1) Mr. Ratan Kumar Mishra of M/s. R & D Infotech Private Limited; and (2) Mr. Rohit Jain of M/s. P. Sarawagi & Associates.



9. The votes cast were diligently scrutinized and authenticated based on the records maintained by the Company and M/s. R & D Infotech Private Limited (RTA), with respect to number of shares held on 'cut-off' date i.e., Friday, July 26, 2019 and authorisation lodged for the purpose.
10. Based on the details containing list of Members who have cast their votes on remote e-voting platform as downloaded from the e-voting website of NSDL (www.evoting.nsdl.com), and the votes cast by the Members through e-voting system provided by NSDL at the AGM venue, the consolidated results on the Resolutions transacted at the 86th AGM held on Friday, August 2, 2019 are given in the **Annexure** which forms part of this Report.
11. All relevant documents, records and papers relating to e-voting process shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 86th AGM and thereafter, I shall return these documents, records and other related papers 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

Counter signed by

For **BATA INDIA LIMITED**

(Uday Khanna)
Chairman
(DIN : 00079129)

Kolkata, August 2, 2019

BATA INDIA LIMITED

86th Annual General Meeting held on Friday, August 2, 2019

CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING AND E-VOTING AT THE AGM VENUE

Item No. of Notice of AGM	Subject matter of the Resolution (in brief)		REMOTE E-VOTING		E-VOTING AT THE AGM VENUE		TOTAL		%age of total valid votes cast
			No. of members voted	No. of valid valid votes	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, 2019 (both Standalone and Consolidated basis), together with Reports of the Auditors and the Board of Directors thereon. (Ordinary Resolution)	In favour	398	9,75,01,726	121	4,081	519	9,75,05,807	99.9997
		Against	1	25	6	238	7	263	0.0003
2	Declaration of Dividend of Rs.6.25 per Equity Shares of Rs. 5/- each, for the financial year ended March 31, 2019. (Ordinary Resolution)	In favour	403	9,86,90,931	121	4,081	524	9,86,95,012	99.9997
		Against	1	9	6	238	7	247	0.0003
3	Re-appointment of Mr. Ram Kumar Gupta (DIN : 01125065), who retired by rotation, as a Director of the Company, liable to retire by rotation. (Ordinary Resolution)	In favour	389	9,57,27,406	121	4,081	510	9,57,31,487	99.7887
		Against	8	2,02,426	6	238	14	2,02,664	0.2113
4	Appointment of Mr . Ashok Kumar Barat (DIN : 00492930), as an Independent Director of the Company for a term of 5 years. (Ordinary Resolution)	In favour	361	9,19,52,658	120	4,079	481	9,19,56,737	98.9259
		Against	29	9,98,165	7	240	36	9,98,405	1.0741
5	Appointment of Mr. Alberto Michele Maria Toni (DIN : 08358691), as a Director of the Company, liable to retire by rotation. (Ordinary Resolution)	In favour	354	9,03,89,681	121	4,081	475	9,03,93,762	97.2443
		Against	38	25,61,342	6	238	44	25,61,580	2.7557
6	Re-appointment of Mr. Akshaykumar Narendrasinhji Chudasama (DIN : 00010630) as an Independent Director of the Company for a second term of 5 years. (Special Resolution)	In favour	369	9,24,66,729	121	4,081	490	9,24,70,810	99.4789
		Against	21	4,84,194	6	238	27	4,84,432	0.5211
7	Re-appointment of Ms. Anjali Bansal (DIN : 00207746) as an Independent Director of the Company for a second term of 5 years. (Special Resolution)	In favour	351	8,93,17,822	120	4,079	471	8,93,21,901	97.2647
		Against	41	25,11,712	7	240	48	25,11,952	2.7353

Note: This is the Annexure referred to in Consolidated Scrutinizer's Report dated August 2, 2019 and forms part of that Report.



(P. K. Sarawagi)
Company Secretary in Practice
Membership No. : FCS-3381
Certificate of Practice No. 4882

Kolkata, August 2, 2019

Counter signed by
For BATA INDIA LIMITED

(Uday Khanna)
Chairman
(DIN: 00079129)

BATA INDIA LIMITED

86TH ANNUAL GENERAL MEETING HELD AT 'KALAMANDIR', KOLKATA ON FRIDAY, AUGUST 2, 2019

Declaration of Results of remote e-voting and e-voting at the AGM venue

The 86th Annual General Meeting (AGM) of the Members of Bata India Limited ('the Company') was held at 'KALAMANDIR', 48, Shakespeare Sarani, Kolkata - 700017 on Friday, August 2, 2019 at 10:00 a.m.

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to its Members the facility of remote e-voting and e-voting at the AGM venue through National Securities Depository Limited (NSDL) to cast their votes on the Resolutions proposed in the Notice dated May 24, 2019 convening the 86th AGM.

The remote e-voting commenced on Tuesday, July 30, 2019 at 09:00 a.m. and ended on Thursday, August 1, 2019 at 05:00 p.m. 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., Friday, July 26, 2019.

Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries (Membership No.: FCS-3381 and C.P. No. 4882), Kolkata, was appointed by the Board of Directors of the Company for the purpose of scrutinizing the process of remote e-voting and e-voting at the AGM venue in a fair and transparent manner. The Scrutinizer has carried out the scrutiny of all votes cast through remote e-voting and e-voting at the AGM venue and after completion of authentication and reconciliation process, submitted his report on August 2, 2019.

Based on the Scrutinizer's Report dated August 2, 2019, the consolidated results of the votes cast are as under:

Sl. No.	Items of Business	Number & percentage of votes cast in favour	Number & percentage of votes cast against	Number & percentage of invalid votes
1.	Resolution No. 1 : Ordinary Resolution Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2019 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon.	9,75,05,807 99.9997%	263 0.0003%	- -
2.	Resolution No. 2 : Ordinary Resolution Declaration of Dividend of Rs. 6.25 per Equity Share of Rs. 5/- each, fully paid-up, for the financial year ended March 31, 2019, as recommended by the Board.	9,86,95,012 99.9997%	247 0.0003%	- -



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3.	Resolution No. 3 : Ordinary Resolution Re-appointment of Mr. Ram Kumar Gupta (DIN: 01125065), as a Director of the Company, liable to retire by rotation.	9,57,31,487 99.7887%	2,02,664 0.2113%	- -
4.	Resolution No. 4 : Ordinary Resolution Appointment of Mr. Ashok Kumar Barat (DIN: 00492930) as an Independent Director of the Company, for a term of 5 (five) consecutive years commencing with effect from December 17, 2018.	9,19,56,737 98.9259%	9,98,405 1.0741%	- -
5.	Resolution No. 5 : Ordinary Resolution Appointment of Mr. Alberto Michele Maria Toni (DIN: 08358691) as a Director of the Company, liable to retire by rotation.	9,03,93,762 97.2443%	25,61,580 2.7557%	- -
6.	Resolution No. 6 : Special Resolution Re-appointment of Mr. Akshaykumar Narendrasinhji Chudasama (DIN: 00010630) as an Independent Director of the Company, for a second term of 5 (five) consecutive years commencing with effect from August 4, 2019 up to August 3, 2024.	9,24,70,810 99.4789%	4,84,432 0.5211%	- -
7.	Resolution No. 7 : Special Resolution Re-appointment of Ms. Anjali Bansal (DIN: 00207746) as an Independent Director of the Company, for a second term of 5 (five) consecutive years commencing with effect from August 4, 2019 up to August 3, 2024.	8,93,21,901 97.2647%	25,11,952 2.7353%	- -

Based on the Scrutinizer's Report, all the aforesaid Resolutions as contained in the Notice dated May 24, 2019 convening the 86th AGM were duly approved with requisite majority by the Members of the Company through remote e-voting and e-voting conducted at the AGM venue.

Place: Kolkata
Date : August 2, 2019

For BATA INDIA LIMITED


UDAY KHANNA
Chairman
DIN: 00079129

BATA INDIA LIMITED

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