

May 24, 2023

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

**BSE Security Code: 500043**

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

**NSE Symbol: BATAINDIA**

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

**CSE Scrip Code: 10000003**

Dear Sir/Madam,

**Subject: Secretarial Compliance Report for the Financial Year ended March 31, 2023**

In terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), we are submitting herewith the Secretarial Compliance Report of the Company for the financial year ended March 31, 2023 duly issued by M/s. Chandrasekaran Associates, Company Secretaries. The same shall also be hosted on the Company's website at *www.bata.in*.

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

Thanking you,

Yours faithfully,  
**For BATA INDIA LIMITED**

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

**Encl.: As above**

**BATA INDIA LIMITED**

CIN: L19201WB1931PLC007261

Registered Office: 27B, Camac Street, 1<sup>st</sup> Floor, Kolkata-700016, West Bengal || Tel.: (033) 23014400 || Fax: (033) 22895748

E-mail: [in-customer.service@bata.com](mailto:in-customer.service@bata.com) || Website: [www.bata.in](http://www.bata.in)

**SECRETARIAL COMPLIANCE REPORT OF BATA INDIA LIMITED  
FOR THE YEAR ENDED MARCH 31, 2023**

To,  
The Board of Directors  
**Bata India Limited**  
27B, Camac Street, 1<sup>st</sup> Floor  
Kolkata, West Bengal, 700016

We, Chandrasekaran Associates, Company Secretaries have examined:

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

for the financial year ended March 31, 2023 ("**Review Period**") in respect of compliance with the applicable provisions of:

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations 2015**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **Not Applicable**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulation, 2021; **Not Applicable**



- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (k) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company): **Not Applicable**

We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the Company as and wherever required and affirm that:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><b><u>Secretarial Standards</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p> <p><i>We have examined the Secretarial Standards issued by Institute of Company Secretaries of India and as notified by Ministry of Corporate Affairs.</i></p>	Yes	
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <p>a. All applicable policies under Securities Exchange Board of India ('SEBI') Regulations are adopted with the approval of Board of Directors of the listed entity.</p>	Yes	



	b. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI		
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	Yes	
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	
5.	<p><b><u>To examine details related to Subsidiaries of listed entity:</u></b></p> <p>a) Identification of material subsidiary companies</p>	N.A.	The management has confirmed that during the period under review, there was no Material Subsidiary Company.
	<p>b) Requirements with respect to disclosure of material as well as other subsidiaries</p> <p>(Company is not having any material subsidiaries)</p>	Yes	
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and</p>		





	maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7.	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8.	<b><u>Related Party Transactions:</u></b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.	Yes	
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	N.A.	Prior approval of Audit Committee has been obtained for all Related Party Transactions.
9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	

11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder with respect to the listed entity.</p>	No	No action was taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	<p><b><u>Additional Non-compliances, if any:</u></b></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	Yes	Except as mentioned at point (a) below.

Further, based on the above examination, we hereby report, during the review period that:

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

<b>S. No.</b>	1
<b>Compliance Requirement (Regulations/circulars /guidelines including specific clause)</b>	Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
<b>Regulation/ Circular No.</b>	Regulation 76
<b>Deviations</b>	The request for dematerialisation of equity shares of the Company as duly received from the shareholders during the quarter ended March 31, 2023 were approved by the RTA beyond the prescribed period of 21 days from the date of receipt of request.
<b>Action Taken by</b>	-
<b>Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.)</b>	-
<b>Details of Violation</b>	During the quarter ended March 31, 2023, RTA of the Company has approved few requests of dematerialisation of equity shares beyond the prescribed timeline of 21 days from the date of receipt of request.



<b>Fine Amount</b>	-
<b>Observations/ Remarks of the Practicing Company Secretary</b>	<p>During the quarter ended 31.03.2023, few requests received from the shareholders of the Company for dematerialisation of equity shares were approved by the RTA beyond the prescribed period of 21 days from the date of receipt of the request.</p> <p>Further reasons for delay are as under:</p> <ol style="list-style-type: none"> <li>1) Letters sent to Registered shareholder towards confirmation of signature and dematerialization of shares</li> <li>2) Late receipt of physical documents from DP.</li> <li>3) Mismatch of details available on the share certificate with master data.</li> <li>4) Stop Transfer by the shareholder / Third Party.</li> <li>5) Non availability of signature of shareholders at RTA's end.</li> </ol>
<b>Management Response</b>	<p>There was a change of RTA in the month of March 2023. The Company as well as R&amp;D Infotech Pvt. Ltd., "the erstwhile RTA", both based out of Kolkata handed over the documents and data to Link Intime India Private Limited "the new RTA" based in Mumbai and these parties reconciled the same. The erstwhile RTA continued to receive documents directly from shareholders/DPs for demat. The entire change of RTA process was time consuming and cumbersome, as the documents and data pertained to several decades and therefore, the new RTA was unable to process some demat requests within the time limit of 21 days. Therefore, as an one time exception, the delays took place.</p>
<b>Remarks</b>	-





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

<b>S. No.</b>	
<b>Compliance Requirement (Regulations/circulars /guidelines including specific clause</b>	
<b>Regulation/ Circular No.</b>	
<b>Deviations</b>	
<b>Action Taken by</b>	
<b>Type of Action (Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc.)</b>	N.A.
<b>Details of Violation</b>	
<b>Fine Amount</b>	
<b>Observations/ Remarks of the Practicing Company Secretary</b>	
<b>Management Response</b>	
<b>Remarks</b>	

(c) The listed entity has suitably included the conditions as mentioned in para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 in terms of appointment of statutory auditor of the Listed entity.

**For Chandrasekaran Associates  
Company Secretaries**

FRN: P1988DE002500

Peer Review Certificate No: 1428/2021

**Dr. S. Chandrasekaran**

Senior Partner

Membership No. FCS 1644

Certificate of Practice No. 715

UDIN: F001644E000367680



Date: 24.05.2023

Place: Delhi

**Notes:** The management has confirmed that the records submitted to us are the true and correct. This certificate is limited to the Statutory Compliances on laws/ Regulations/ Guidelines listed in our certificate of which, the due date has been ended/expired on or before March 31, 2023 pertaining to the Financial Year 2022-23.