

Date: February 17, 2020

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: 1000003

Dear Sirs,

Subject: Notice of Postal Ballot and Electronic Voting (e-Voting)

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the Postal Ballot Notice dated February 6, 2020 along with the Explanatory Statement thereto and Postal Ballot Form, seeking approval of Members by way of Postal Ballot and e-Voting, for appointment / re-appointment of Independent Directors of Bata India Limited.

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

Copy to:

- (i) National Securities Depository Limited (NSDL)
- (ii) Central Depository Services (India) Limited (CDSL)
- (iii) R & D Infotech Private Limited (RTA)

BATA INDIA LIMITED

CIN : L19201WB1931PLC007261

Registered Office : 27B, Camac Street, 1st Floor, Kolkata-700016 || Tel : (033) 3980 2001 || Fax : (033) 2289 5748
Share Dept. Tel : (033) 2289 5796 / 3980 2021 || E-mail : share.dept@bata.co.in || 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: corporate.relations@bata.com | Website: www.bata.in

NOTICE OF POSTAL BALLOT

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

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 ('the Rules') (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions, as set out below, relating to appointment / re-appointment of Independent Directors are proposed to be passed by the Members of Bata India Limited ('the Company') by way of Postal Ballot and Electronic Voting ('e-Voting'). The Explanatory Statement pursuant to the provisions of Section 102 of the Act, pertaining to the Resolutions, setting out the material facts concerning the resolutions and the reasons therefor is annexed for your consideration, along with the Postal Ballot Form and self-addressed postage prepaid business reply envelope.

The Board of Directors of the Company at its Meeting held on February 6, 2020 has appointed Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries (Membership No.: FCS-3381 and C. P. No.: 4882), as the Scrutinizer for conducting the Postal Ballot and the e-Voting process in a fair and transparent manner.

Members have the option to vote either by physical Postal Ballot Form or through e-Voting. Members opting to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed on the accompanying Postal Ballot Form and return the same in original duly completed and signed in the enclosed self-addressed postage prepaid business reply envelope so as to reach the Scrutinizer not later than 5:00 p.m. on Wednesday, March 18, 2020, failing which it will be considered that no reply has been received from the Member. Postal Ballot Form, if deposited in person or sent by courier or by registered post / speed post or any other mode at the expense of the Member will also be accepted. Members opting to exercise their vote by e-Voting are requested to read the instructions carefully under the heading 'Voting through Electronic Means' as provided in the Notes forming part of this Notice.

After completion of scrutiny, the Scrutinizer shall submit his report to the Chairman and the results of voting by Postal Ballot (including e-Voting) will be announced by the Chairman or a person duly authorised by him, on Thursday, March 19, 2020 at 5:00 p.m. at the Registered Office of the Company. The declared results along with the report of the Scrutinizer shall be placed on the Company's website, i.e., www.bata.in under 'Investor Relations' category and on the e-Voting website of the National Securities Depository Limited (NSDL) and the same shall be communicated to the BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited. The results shall also be made available on the Notice Board of the Company at its Registered Office in Kolkata and at the Corporate Office in Gurugram.

SPECIAL BUSINESS

1. To appoint Mr. Ashwani Windlass as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Ashwani Windlass (DIN: 00042686), who was appointed as an Additional Director (Category: Independent Director) on the Board of Directors of the Company, pursuant to Section 161 of the Companies Act, 2013 ('the Act') with effect from November 13, 2019, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Act, the Rules framed thereunder, read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Ashwani Windlass (DIN: 00042686) be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from his date of appointment, i.e., November 13, 2019 up to November 12, 2024."

2. To re-appoint Mr. Ravindra Dhariwal as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Rules framed thereunder, read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Ravindra Dhariwal (DIN: 00003922), who was appointed as an Independent Director at the 82nd Annual General Meeting of the Company held on August 5, 2015 for a term of 5 (five) consecutive years with effect from May 27, 2015 to hold office up to May 26, 2020, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of 3 (three) consecutive years commencing from May 27, 2020 up to May 26, 2023.”

By Order of the Board

ARUNITO GANGULY
Assistant Vice President,
Company Secretary & Compliance Officer
ICSI Membership No.: FCS 9285

Place : Gurugram

Date : February 6, 2020

NOTES:

1. Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder, in respect of the Special Business under Item Nos. 1 and 2 of the accompanying Notice is annexed hereto.
2. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment through Postal Ballot is provided under a table, which forms part of this Notice.
3. The Postal Ballot Notice is being sent:
 - a. to those Members whose names appear in the Register of Members of the Company at the end of business hours on Friday, February 7, 2020 (‘Cut-off Date’).
 - b. to those ‘Beneficial Owners’ entitled thereto, in respect of shares held in electronic mode, whose names shall appear in the statements of beneficial ownership furnished by respective Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on Friday, February 7, 2020.
4. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, Members who have registered their e-mail addresses with the Depositories, i.e., NSDL / CDSL or with the Company or Registrar and Share Transfer Agent (‘RTA’) are being sent this Postal Ballot Notice by e-mail and Members who have not done the same will receive physical copies of this Postal Ballot Notice along with the Postal Ballot Form and self-addressed postage prepaid business reply envelope through modes permissible by law.
5. The Postal Ballot Notice is placed on the website of the Company, i.e., www.bata.in under ‘Investor Relations’ category and on the e-Voting website of NSDL, i.e., www.evoting.nsdl.com.
6. Members who are entitled to vote can opt for only one mode of voting i.e., either through physical Postal Ballot Form or through e-Voting.
7. Members who are willing to exercise their vote through physical Postal Ballot Form must sign as per the specimen signature registered with the Company or RTA or furnished by NSDL / CDSL, in respect of shares held in the physical or dematerialised mode, respectively.
8. Members who are willing to exercise their vote through physical Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form and return the same, in original, duly completed and signed, in the enclosed self-addressed postage prepaid business reply envelope to the Scrutinizer. In case the Postal Ballot Form is deposited in person or sent by post or courier by the Member at his / her / their own expense, such Postal Ballot Forms will also be accepted. The duly completed and signed Postal Ballot Form shall reach the Scrutinizer not later than the close of business hours, i.e., 5:00 p.m. on Wednesday, March 18, 2020. Any Postal Ballot Form received after 5:00 p.m. on Wednesday, March 18, 2020 will be considered that no reply from the Member has been received.

9. Members seeking duplicate physical Postal Ballot Form or having any query relating to the Resolutions proposed to be passed through Postal Ballot may write to the Company at 'Share Department', Bata India Limited, 27B, Camac Street, 1st Floor, Kolkata-700016, West Bengal or e-mail at share.dept@bata.com or write to the RTA of the Company, i.e., M/s. R & D Infotech Private Limited, Unit: BATA INDIA LIMITED, 7A, Beltala Road, 1st Floor, Kolkata - 700026, West Bengal or e-mail at bata@rdinfotech.net / info@rdinfotech.net. For any further assistance, you may contact Mr. Jyotirmoy Banerjee, Investor Relations Manager at Telephone No.: (033) 22895796. However, the duly filled-in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date as specified above.

10. The Scrutinizer's decision on the validity of the Postal Ballot Form(s) shall be final and binding.

11. VOTING THROUGH ELECTRONIC MEANS

I. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to facilitate its Members the e-Voting facility to enable them to cast their votes electronically. In this regard, the Company has engaged the services of NSDL as the Agency to provide e-Voting services.

II. The instructions / procedures for e-Voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of **"Two Steps"** which are mentioned below:

Step 1: Login to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

Step 2: Cast your vote electronically on NSDL e-Voting system.

DETAILS ON STEP 1 ARE GIVEN BELOW:

How to Login to NSDL e-Voting website?

1. Open the web browser by typing the URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a Mobile.
2. Click on icon "Login" available under "Shareholder" section.
3. Enter your User Id, Password and also a verification code as shown on the screen.

Alternatively, if you are registered for NSDL e-services, i.e., IDEAS, you can login at <https://eservices.nsdl.com> with your existing IDEAS login credentials. Once you login to NSDL e-services after using your login credentials, click on e-Voting and you can directly proceed to Step 2, i.e., to cast your vote electronically.

4. Your User Id details are given below :

Manner of holding shares, i.e., in Demat Account or in Physical Form:	Your User Id is:
a. For Members who hold shares in Demat Account with NSDL.	8 Character DP Id followed by 8 Digit Client Id. For example if your DP Id is IN300*** and Client Id is 12***** then your User Id is IN300***12*****
b. For Members who hold shares in Demat Account with CDSL.	16 Digit DP Id and Client Id. For example if your DP Id and Client Id is 12***** then your User Id is 12*****
c. For Members holding shares in Physical Form.	EVEN followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 101456 then User Id is 101456001***

5. Your Password details are given below:

- a. If you are already registered with NSDL for e-Voting then you can use your existing User Id and Password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you are required to retrieve the "Initial Password" which was communicated to you initially. Once you retrieve your "Initial Password", you need to enter the "Initial Password" and the system will direct you to change your "Initial Password".

- c. How to retrieve your “Initial Password”?
 - (i) Open the e-mail and open the PDF file viz.: “BataIndiaLimited_PostalBallot.pdf”. The Password to open the PDF file is your 8 digit Client Id of NSDL Demat Account or the last 8 digits of Client Id of CDSL Demat Account or Folio Number for shares held in Physical form. The said PDF file contains your User Id and “Initial Password” for e-Voting purpose.
 - (ii) If your e-mail Id is not registered, your “Initial Password” is communicated to you at your registered postal address.
6. If you are unable to retrieve or have not received the “Initial Password” or have forgotten your Password:
 - a. If you are holding shares in your demat account with NSDL or CDSL, click on icon “Forgot User Details / Password?” available on <https://www.evoting.nsdl.com>.
 - b. If you are holding shares in physical mode, click on icon “Physical User Reset Password?” available on <https://www.evoting.nsdl.com>.
 - c. If you are still unable to get the Password by following aforesaid two options, you can send your request at evoting@nsdl.co.in mentioning your DP Id and Client Id / Folio Number, your PAN, your name and your registered postal address.
7. Tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now click on icon “Login”.
9. Home page of e-Voting opens.

DETAILS ON STEP 2 ARE GIVEN BELOW:

How to cast your vote electronically on NSDL e-Voting system?

1. Click on e-Voting: “Active Voting Cycles”.
2. Select “EVEN” of Bata India Limited.
3. Now you are ready for e-Voting as “Cast Vote” page opens.
4. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and thereafter click on icon “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you have confirmed after voting on the Resolution(s), you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR MEMBERS

1. Institutional Shareholders (i.e., other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / Appropriate Authorization Letter together with duly attested specimen signature(s) of the authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail at pawan@sarawagi.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your Password with any other person and utmost care must be taken to keep your Password confidential. Login to e-Voting website will be disabled upon five unsuccessful login attempts with incorrect details. In such an event, you will be required to reset the Password by clicking on the icon “Forgot User Details / Password” or “Physical User Reset Password” available on www.evoting.nsdl.com.
3. In case of any queries / grievances with respect to e-Voting, you may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the ‘Downloads’ section of NSDL e-Voting website, i.e., www.evoting.nsdl.com or call on Toll Free No.: 1800 222 990 or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager of NSDL at Telephone Nos.: (022) 24994360 / (022) 24994545 or at e-mail id: evoting@nsdl.co.in or at NSDL, ‘Trade World’, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai- 400013. For any further assistance, you may contact Mr. Jyotirmoy Banerjee, Investor Relations Manager at Telephone No.: (033) 22895796.
4. The e-Voting period will commence on Tuesday, February 18, 2020 (9:00 a.m.) and will end on Wednesday, March 18, 2020 (5:00 p.m.). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e., Friday, February 7, 2020, may cast their vote by e-Voting. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
5. The voting rights of the Members shall be reckoned on the said paid-up value of shares registered in the name of the Members on the cut-off date, i.e., Friday, February 7, 2020.

6. A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories, i.e., NSDL / CDSL as on the cut-off date shall only be entitled to avail the facility of e-Voting or voting through physical Postal Ballot Form. In case any Member cast vote both by physical Postal Ballot Form and by e-Voting, the vote cast through e-Voting shall prevail and the vote cast through physical Postal Ballot Form shall be treated as invalid.
7. After the completion of scrutiny, the Scrutinizer shall submit his report to the Chairman and the Results of voting by Postal Ballot (including e-Voting) will be announced by the Chairman or a person duly authorised by him, on Thursday, March 19, 2020, who shall countersign the same and declare the results of the Postal Ballot forthwith.
8. The declared results along with the report of the Scrutinizer shall be placed on the Company's website, i.e., www.bata.in under 'Investor Relations' category and on the e-Voting website of NSDL i.e., www.evoting.nsd.com immediately after the declaration of the results by the Chairman or a person duly authorized by him. The same shall be communicated to the BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited. The results shall also be made available on the Notice Board of the Company at its Registered Office in Kolkata and at the Corporate Office in Gurugram.
9. The Resolutions, if passed by the requisite majority of the Members, shall be deemed to have been passed on the last date specified for receipt of duly completed physical Postal Ballot Forms or e-Voting, i.e., Wednesday, March 18, 2020 and shall also be deemed to have been duly passed at a General Meeting of the Members of the Company.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: Appointment of Mr. Ashwani Windlass (DIN: 00042686) as an Independent Director of the Company

Mr. Ashwani Windlass (Mr. Windlass) was appointed as an Additional Director (Category: Independent Director) and also as the Chairman of the Board of Directors of the Company with effect from November 13, 2019. Based on the recommendations of the Nomination and Remuneration Committee of the Board and in compliance with the provisions of Sections 149, 150, 152, 178 of the Companies Act, 2013 ('the Act'), the Rules framed thereunder read with Schedule IV to the Act, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Nomination and Remuneration Policy of the Company, the Board had appointed Mr. Windlass as an Independent Director of the Company for a period of 5 (five) consecutive years commencing from his date of appointment, i.e., November 13, 2019 up to November 12, 2024, subject to approval of the Members of the Company. The period of office of Mr. Windlass as the Independent Director of the Company shall not be liable to determination by retirement of directors by rotation at every Annual General Meeting.

Mr. Windlass, with first-hand experience in both traditional and new age technology companies and track record of value creation, currently engages in advising / mentoring the Board / CEO / Chairman levels in transforming the Boards / Corporate functioning with digital interventions and new technologies like e-governance, artificial intelligence and virtual reality etc., revitalizing customer focus and strategies for growth.

Mr. Windlass obtained his under graduation degree in Commerce (B.Com) topping with a gold medal from Punjab University, Chandigarh from where he also obtained a graduation in Journalism (B.J.). He then went on to obtain his graduation in management (MBA) from Faculty of Management Studies, University of Delhi, Delhi.

Since 2008, he has been Chairman - SA & JVs, MGRM Inc., USA, a global research initiative on human life cycle based services. He currently serves on Boards of several multibillion-dollar Companies including Hitachi MGRM Net Limited, Vodafone Idea Limited, Hindustan Media Ventures Limited and Jubilant FoodWorks Limited.

In his distinguished executive career, he established and managed over a dozen new green field ventures in particular across telecom and technology sectors. These included setting up and managing Joint Ventures in India with world's leading corporations-Hutchison Group, Hong Kong; British Telecom, UK; Comsat Corporation, USA; Avnet, USA; Royal DSM, Holland; Total Group, France and Hitachi Limited, Japan among others, apart from several strategic relationships.

Mr. Windlass was the founder Jt. Managing Director of Max India Limited, founder Managing Director of Hutchison Max Telecom (later rechristened Vodafone India Limited) and Vice Chairman & Managing Director of Reliance Telecom Limited, where he conceptualized and established their strategic entry into Telecoms. He also played a proactive role as an industry spokesperson and anchoring key policy initiatives with several Governments. He served for over 25 years on the Boards of Max India Limited / Max Financial Services Limited.

He has contributed regular editorial columns in the leading Indian publications like, Economic Times, Business Standard & Indian Express.

In terms of the provisions of the Act, Mr. Windlass has filed requisite consent / disclosures before the Board. The Company has also received an intimation from Mr. Windlass in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is also not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company. As required under Regulation 25(8) of the Listing Regulations, Mr. Windlass has confirmed that he is not aware of any circumstance or situation which exist or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, Mr. Windlass meets the criteria of independence as stipulated under Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16 of the Listing Regulations and that he is independent of the management. Mr. Windlass is entitled to sitting fees for attending the meetings of the Board and its Committee(s) and also for Commission on Net Profits of the Company not exceeding 1% in aggregate (together with all Non-Executive Independent Directors) as computed in the manner referred to in Section 198 of the Act and the Rules framed thereunder.

In compliance with Section 150 of the Act and the Rules framed thereunder, Mr. Windlass has registered himself with the Indian Institute of Corporate Affairs (IICA) and his name is included in the data bank maintained by the IICA and he is exempted from appearing for the online proficiency self-assessment test to be conducted by the IICA.

Necessary information(s) in compliance with Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, relating to Mr. Windlass has been provided separately in a table.

The necessary documents relating to his appointment shall be open for inspection by the Members at the Registered Office of the Company at 27B, Camac Street, 1st Floor, Kolkata - 700016, West Bengal. Copies of the said documents shall also be available for inspection at the Corporate Office of the Company at Bata House, 418/02, Mehrauli Gurgaon Road, Sector-17, Gurugram - 122002, Haryana. Inspection by the Members can be done on any working day from 11:00 a.m. to 1:00 p.m. till the last date specified for receipt of duly completed physical Postal Ballot Forms or e-Voting.

The Company has received Notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Windlass, as a Director of the Company.

Except Mr. Windlass and his relatives, 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 knowledge, experience and expertise of Mr. Windlass, the Board is of opinion that the appointment of Mr. Windlass as an Independent Director of the Company shall be of immense benefit to the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and the Listing Regulations, the appointment of Mr. Windlass as an Independent Director is now being proposed before the Members for their approval by way of an Ordinary Resolution.

The Board recommends Resolution No. 1 as an Ordinary Resolution for approval by the Members of the Company through Postal Ballot / e-Voting.

Item No. 2: Re-appointment of Mr. Ravindra Dhariwal (DIN: 00003922) as an Independent Director of the Company

Mr. Ravindra Dhariwal (Mr. Dhariwal) was appointed as an Independent Director of the Company at the 82nd Annual General Meeting of the Company held on August 5, 2015 for a term of 5 (five) years with effect from May 27, 2015 and holds office up to May 26, 2020 and is eligible for re-appointment.

In terms of provisions of Section 149 (10) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board of the Company, but such Independent Director shall be eligible for re-appointment for another term of up to 5 (five) consecutive years after obtaining approval of the Members by passing of a Special Resolution.

The performance evaluation of Mr. Dhariwal was carried out as per the Company's existing process by the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company at their respective Meetings held on February 6, 2020. Duly completed formats were sent to the Chairman of the Board and the Chairperson of the NRC for their consideration at the respective Meetings. The NRC forwarded their recommendation based on such performance evaluation process to the Board of Directors.

The Board of the Directors of the Company, based on the outcome of performance evaluation and recommendation of the NRC, proposed the re-appointment of Mr. Dhariwal as an Independent Director for the approval of Members by way of a Special Resolution, for a second term of 3 (three) consecutive years not liable to retire by rotation, commencing from May 27, 2020 up to May 26, 2023.

Mr. Dhariwal is the co-founder and Chairman of Sagacito Technologies, a data analytics firm that specialises in helping enterprises maximise their revenues. He is also a Senior Advisor, Mentor and Board Member of several leading listed and private firms. In a career now spanning over 42 years, he has built consumer businesses all over the world. Just prior to co-founding Sagacito, he was the Group CEO of Bennett & Coleman, India's largest media

Company, with diversified media platforms including Radio Mirchi, Times Television Network, Times Internet, Times OOH and the world's largest selling English newspaper, The Times of India.

Mr. Dhariwal was also the world-wide President of International News Media Association from 2011-2013. He was honoured for his voluntary contribution to World News Media in 2014. Prior to joining Bennett & Coleman, he worked with PepsiCo for 12 years. He was Pepsi's first employee in India, helping them set their roots in the country and launched Pepsi brands in India helping build a successful business. He also led the Beverage Business in India, Africa and South East Asia for PepsiCo.

He started his career with Unilever in India in 1977, and worked for them in both India and Australia for over 12 years, mostly in Sales and Marketing Management. He has worked in diverse and varied cultures, and, helped companies win customer loyalty and consumer regard. He is an Engineer from IIT Kanpur and an MBA from IIM Calcutta. He was bestowed with the Distinguished Alumni Award by IIM Calcutta in 2013 and also from IIT Kanpur in 2019.

In terms of the provisions of the the Act, Mr. Dhariwal has filed requisite consent / disclosures before the Board. The Company has also received an intimation from Mr. Dhariwal in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is also not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be re-appointed / continue as a Director in any Company. As required under Regulation 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Mr. Dhariwal has confirmed that he is not aware of any circumstance or situation which exist or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, Mr. Dhariwal meets the criteria of independence as stipulated under Section 149(6) of the the Act read with the Rules framed thereunder and Regulation 16 of the Listing Regulations and that he is independent of the management. Mr. Dhariwal is entitled to sitting fees for attending the meetings of the Board and its Committee(s) and also for Commission on Net Profits of the Company not exceeding 1% in aggregate (together with all Non-Executive Independent Directors) as computed in the manner referred to in Section 198 of the Act and the Rules framed thereunder.

In compliance with Section 150 of the Act and the Rules framed thereunder, Mr. Dhariwal has registered himself with the Indian Institute of Corporate Affairs ('IICA') and his name is included in the data bank maintained by the IICA and he is exempted from appearing for the online proficiency self-assessment test to be conducted by the IICA.

Necessary information(s) in compliance with Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, relating to Mr. Dhariwal has been provided separately in a table.

The necessary documents relating to his re-appointment shall be open for inspection by the Members at the Registered Office of the Company at 27B, Camac Street, 1st Floor, Kolkata - 700016, West Bengal. Copies of the said documents shall also be available for inspection at the Corporate Office of the Company at Bata House, 418/02, Mehrauli Gurgaon Road, Sector-17, Gurugram - 122002, Haryana. Inspection by the Members can be done on any working day from 11:00 a.m. to 1:00 p.m. till the last date specified for receipt of duly completed physical Postal Ballot Forms or e-Voting.

The Company has received Notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Dhariwal, as a Director of the Company.

Except Mr. Dhariwal and his relatives, 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 contribution made by Mr. Dhariwal during his tenure, his experience, background and understanding of Company's business, the Board of Directors feels that the continued association of Mr. Dhariwal would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and the Listing Regulations, the re-appointment of Mr. Dhariwal as an Independent Director is now being proposed before the Members for their approval by way of a Special Resolution.

The Board recommends Resolution No. 2 as a Special Resolution for approval by the Members of the Company through Postal Ballot / e-Voting.

By Order of the Board

Place : Gurugram
Date : February 6, 2020

ARUNITO GANGULY
Assistant Vice President,
Company Secretary & Compliance Officer
ICSI Membership No.: FCS 9285

Details required under Section 102 of the Act in respect of Mr. Ashwani Windlass and Mr. Ravindra Dhariwal, Directors of the Company, seeking appointment / re-appointment through this Postal Ballot, have already been provided under the heading Explanatory Statement annexed to this Notice. The other information(s) in compliance with the Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI have been provided in table below:

Particulars	Item No. 1	Item No. 2
Name of Director	Mr. Ashwani Windlass	Mr. Ravindra Dhariwal
Category of Director	Independent Director	Independent Director
Date of Birth	02.07.1956	11.09.1952
Nationality	Indian	Indian
Date of First Appointment on the Board	13.11.2019	27.05.2015
Qualifications	<ul style="list-style-type: none"> ▪ Under Graduation Degree in Commerce (B. Com) - a Gold Medalist from Punjab University, Chandigarh. ▪ Graduation in Journalism (B. J.) from Punjab University, Chandigarh. ▪ Master of Business Administration (MBA) from Faculty of Management Studies, University of Delhi. 	<ul style="list-style-type: none"> ▪ Engineering from IIT Kanpur. ▪ Master of Business Administration (MBA) from IIM Calcutta.
Expertise in specific functional areas	Managing Boards, ICT including digital transformation, Business Strategist, General Management, Greenfield Projects, Corporate Finance including M & A, Mentoring the Board / CEO / Chairman levels.	Marketing, Sales, Business Administration, Information Technology, Consumer and Retail Industry.
Terms and Conditions of appointment / re-appointment	Independent Director, not liable to retire by rotation. Appointment for a term of 5 (five) consecutive years commencing from his date of appointment, i.e., November 13, 2019 up to November 12, 2024.	Independent Director, not liable to retire by rotation. Re-appointment for a second term of 3 (three) consecutive years commencing from May 27, 2020 up to May 26, 2023.
Directorships held in other Boards [excluding private companies / foreign companies]	<ol style="list-style-type: none"> 1. Vodafone Idea Limited[@] 2. Jubilant FoodWorks Limited[@] 3. Hindustan Media Ventures Limited[@] 4. Hitachi MGRM Net Limited 	<ol style="list-style-type: none"> 1. Future Retail Limited[@] 2. Sheela Foam Limited[@] 3. Sterling Holiday Resorts Limited 4. Mahindra Electric Mobility Limited
Memberships / Chairmanships of Committees of other Board [excluding private companies / foreign companies]	<p><u>Audit Committee</u> Hindustan Media Ventures Limited* Vodafone Idea Limited* Jubilant FoodWorks Limited*</p> <p><u>Risk Management Committee</u> Vodafone Idea Limited Jubilant FoodWorks Limited</p> <p><u>Nomination and Remuneration Committee</u> Hindustan Media Ventures Limited*</p> <p><u>Capital Raising Committee</u> Vodafone Idea Limited</p> <p><u>Sustainability & Corporate Social Responsibility Committee</u> Jubilant FoodWorks Limited</p>	<p><u>Audit Committee</u> Future Retail Limited Sheela Foam Limited Mahindra Electric Mobility Limited Sterling Holiday Resorts Limited</p> <p><u>Nomination and Remuneration Committee</u> Future Retail Limited* Sheela Foam Limited Mahindra Electric Mobility Limited</p> <p><u>Corporate Social Responsibility Committee</u> Sheela Foam Limited</p>
Number of Board Meetings attended during the current financial year 2019-20	2 (out of 2 Board Meetings since his appointment)	4 (out of 4 Board Meetings)
Relationships with other Directors, Manager and Key Managerial Personnel of the Company	None	None
Remuneration details (Including Sitting Fees & Commission)	In line with the Nomination and Remuneration Policy of the Company, Remuneration by way of sitting fees for attending Board Meetings and Committee Meetings are paid to the Independent Directors. The Independent Directors are also entitled to a Commission on Net Profits not exceeding 1% in aggregate of the Net Profits as computed in the manner referred to in Section 198 of the Act and the Rules framed thereunder, which is distributed among them after the Annual General Meeting (AGM) every year, in such proportion as determined by the Board on the recommendation of the Nomination and Remuneration Committee. Details of remuneration paid to the Independent Directors during the financial year 2019-20 shall be disclosed as part of the next Annual Report.	
Number of Equity Shares held in the Company	NIL	NIL

[@] Indicates Listed Company.

* Chairman of the Committee.

By Order of the Board

ARUNITO GANGULY
Assistant Vice President,
Company Secretary & Compliance Officer
ICSI Membership No.: FCS 9285

Place : Gurugram
Date : February 6, 2020

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: corporate.relations@bata.com | Website: www.bata.in

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Postal Ballot No.:

Name and Registered Address of
the Sole / First named Member :

Name(s) of the Joint holder(s), if any :

Registered Folio Number	DP ID and Client ID	Number of Equity Share(s) held
Electronic Voting Event Number (EVEN)	User ID	Password

I / We hereby exercise my / our vote in respect of the following Resolutions to be passed through Postal Ballot and e-Voting for the business stated in the Postal Ballot Notice dated February 6, 2020 of the Company, by conveying my / our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Resolution Number and Type of Resolution	Brief particulars of Resolutions	Number of Equity Share(s) for which vote cast	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Resolution 1 (Ordinary Resolution)	To appoint Mr. Ashwani Windlass (DIN: 00042686) as a Director and also as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years commencing his date of appointment from November 13, 2019 up to November 12, 2024.			
Resolution 2 (Special Resolution)	To re-appoint Mr. Ravindra Dhariwal (DIN: 00003922) as an Independent Director of the Company, to hold office for a second term of 3 (three) consecutive years commencing from May 27, 2020 up to May 26, 2023.			

Place :

Date :

.....
(Signature of Member)

Notes:

- I. Please read the instructions printed overleaf carefully before exercising your vote.
- II. In case the voting rights are exercised electronically, there is no need to submit this Postal Ballot Form.
- III. Last date for receipt of duly completed Postal Ballot Form by the Scrutinizer is up to 5:00 p.m. on Wednesday, March 18, 2020.

INSTRUCTIONS

1. A Member of Bata India Limited ('the Company') desiring to exercise his / her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Mr. Pawan Kumar Sarawagi, Practicing Company Secretary, in the enclosed self-addressed postage prepaid business reply envelope. Any envelope containing the Postal Ballot Form, if deposited in person or sent by post or courier or other mode by the Member at his / her / their own expense, will also be accepted.
2. Members have the option to vote either through physical Postal Ballot Form or through e-Voting as per instruction provided in the Postal Ballot Notice. In case the voting rights are exercised by the Member through e-Voting, the physical Postal Ballot Form is not required to be sent to the Scrutinizer. In such cases, where a Member cast vote both by the physical Postal Ballot Form and e-Voting, the vote casted through e-Voting shall prevail and the vote casted through physical Postal Ballot Form shall be treated as invalid.
3. In case of shares held by the Corporate and Institutional Members (Companies, Trusts, Societies, etc.), the duly completed physical Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Power of Attorney / Appropriate Authorization Letter together with duly attested specimen signature(s) of the authorized signatory (ies).
4. The assent or dissent by the Members must be placed by a tick (✓) mark in the appropriate column in the Postal Ballot Form. This Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company or Registrar and Share Transfer Agent (RTA) or furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL), in respect of shares held in the physical or dematerialised mode, respectively. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his / her absence by the next named Member.
5. Members seeking duplicate physical Postal Ballot Form or having any query relating to the Resolutions proposed to be passed through Postal Ballot may write to the Company at 'Share Department', Bata India Limited, 27B, Camac Street, 1st Floor, Kolkata-700016, West Bengal or e-mail at share.dept@bata.com or write to the RTA of the Company i.e., M/s. R & D Infotech Private Limited, Unit: BATA INDIA LIMITED, 7A, Beltala Road, 1st Floor, Kolkata - 700026, West Bengal or e-mail at bata@rdinfotech.net / info@rdinfotech.net. For any further assistance, you may contact Mr. Jyotirmoy Banerjee, Investor Relations Manager at Telephone No.: (033) 2289 5796. However, the duly filled-in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date as specified below.
6. The voting rights of the Members shall be reckoned on the paid-up value of equity shares registered in the name of the Members on the cut-off date, i.e., Friday, February 7, 2020.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 p.m. on Wednesday, March 18, 2020. Any Postal Ballot Form received beyond the aforesaid time limit will be treated as if no reply has been received from the concerned Member.
8. Incomplete, unsigned, incorrect, defaced, torn, mutilated or defective Postal Ballot Forms will be rejected. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling the form by using erasable writing medium(s) like pencil. The Scrutinizer's decision on the validity of the Postal Ballot Form(s) shall be final and binding.
9. Members are requested not to send any other paper along with this Postal Ballot Form in the enclosed self-addressed postage prepaid business reply envelope and also not to write irrelevant thing(s) on the Postal Ballot Form.
10. The results of Postal Ballot (including e-Voting) will be announced on Thursday, March 19, 2020. The declared results along with the Scrutinizer's Report will be intimated to the Stock Exchanges, where Company's Equity Shares are listed and shall also be hosted on the e-Voting website of NSDL, i.e., www.evoting.nsdl.com and Company's website viz., www.bata.in.