

Date: July 19, 2017

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

Dear Sirs,

Subject: Proceedings, Voting Results and Scrutinizer's Report relating to the 84th Annual General Meeting of the Members of the Company held on July 18, 2017

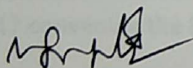
In continuation with our earlier communication dated June 23, 2017, we wish to inform you that the 84th Annual General Meeting (AGM) of the Members of Bata India Limited ('the Company') was held at Kalamandir, 48, Shakespeare Sarani, Kolkata - 700017 on Tuesday, July 18, 2017 at 10:00 a.m. In this regard, please find enclosed the following:

1. Brief Proceedings of the 84th AGM in compliance with Para A of Part A of Schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Annexure A].
2. Consolidated Scrutinizer's Report along with voting results on the Resolutions passed at the 84th AGM in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 [Annexure B].
3. Combined voting results in the prescribed format on the Resolutions passed at the 84th AGM, as declared by the Chairman in compliance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Annexure C].

We request you to take the same on your records.

Thanking you.

Yours faithfully,
For BATA INDIA LIMITED



MALOY KUMAR GUPTA
Company Secretary

Encl.: As above

Copy to:

- | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| i. The Manager
Corporate Relationship Department
BSE Limited
1 st Floor, New Trading Wing, Rotunda Building
P J Towers, Dalal Street, Fort,
Mumbai - 400001 | ii. The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5 th Floor, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400051 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

BRIEF PROCEEDINGS OF THE 84TH ANNUAL GENERAL MEETING

The 84th Annual General Meeting (AGM) of the Members of Bata India Limited ('the Company') was held at Kalamandir, 48, Shakespeare Sarani, Kolkata-700017 on Tuesday, July 18, 2017, which was commenced at 10:00 a.m. and concluded at 1:50 p.m.

Mr. Uday Khanna, Chairman of the Board of Directors of the Company, chaired the AGM. He introduced his co-directors on the dais to the Members present at the Meeting. As the requisite quorum was present, the Chairman declared the AGM open. Total 3625 Members attended the AGM either in person or through proxy.

The Notice convening the 84th AGM was taken as read with the permission of Members present. The Auditors' Report was not required to be read.

Thereafter, the Chairman delivered his speech highlighting, *inter alia*, the Indian and global economic scenario and future outlook. Thereafter, the recently launched Television Campaigns of the Company focusing on Women's Footwear and Insolia were presented to the Members.

The Chairman informed the Members that in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility through the services of National Securities Depository Limited (NSDL), which was commenced on Saturday, July 15, 2017 at 09:00 a.m. and closed on Monday, July 17, 2017 at 05:00 p.m. Mr. P. K. Sarawagi, Practicing Company Secretary was appointed as the Scrutinizer for the purpose of remote e-voting as well as for voting through electronic means at the AGM venue.

The Chairman invited the Members present to raise queries, if any, on the Reports and Financial Statements of the Company for the financial year ended March 31, 2017 and share their views, comments and suggestions.

The Chairman responded to the queries raised and provided clarifications to the Members to their satisfaction. Thereafter, the following items of Ordinary Business as set out in the Notice dated May 15, 2017 convening the 84th AGM were transacted:

1. Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2017 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon.
2. Declaration of dividend @ Rs. 3.50 per Equity Share of Rs. 5/- each, fully paid-up, for the financial year ended March 31, 2017.
3. Re-appointment of Mr. Shaibal Sinha (DIN: 00082504), as a Director of the Company, liable to retire by rotation.
4. Appointment of M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248-W / W-100022), as the Auditors of the Company, in place of the retiring Auditors and authority to the Audit Committee to fix their remuneration.

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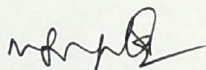
The Chairman declared that the Company through the services of NSDL had provided the facility of voting through electronic means at the AGM venue to the Members, who for any reason could not cast their votes through remote e-voting.

The Chairman informed the Members that the consolidated e-voting results would be declared on Wednesday, July 19, 2017 at 11:00 a.m. and simultaneously be intimated to the Stock Exchanges and NSDL. The consolidated e-voting results would also be available on the Notice Board of the Company at the Registered Office in Kolkata and Corporate Office in Gurgaon and on the website of the Company, www.bata.in.

Based on the Scrutinizer's Report, the Chairman signed the consolidated voting results and declared that all the Resolutions set out in the Notice convening the 84th AGM were declared carried with requisite majority.

The AGM concluded with a vote of thanks to the Chair.

For BATA INDIA LIMITED



MALOY KUMAR GUPTA
Company Secretary

P. SARAWAGI & ASSOCIATES
COMPANY SECRETARIES

NARAYANI BUILDING
 Room No. 107, First Floor
 27, Brabourne Road, Kolkata - 700 001
 Phone : (O) 2210-9146
 (F) +91-33-2242-3645
 (M) 98311-98477
 e-mail : psarawagi@vsnl.com
 pawan@sarawagi.in
 website : www.sarawagi.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 by the Companies (Management and Administration) Amendment Rules, 2015 & as amended by the Companies (Management and Administration) Amendment Rules, 2016]

To,
 The Chairman of the
 84th Annual General Meeting of
 Bata India Limited
 CIN: L19201WB1931PLC007261
 27B, Camac Street, 1st Floor,
 Kolkata-700016

Dear Sir,

84th Annual General Meeting (AGM) of the Equity Shareholders of Bata India Limited held on Tuesday, July 18, 2017 at 10:00 a.m.

I, CS P. K. Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of Bata India Limited ('the Company') for the purpose of scrutinizing the remote e-voting process as well as for voting conducted through electronic means at the AGM venue, in a fair and transparent manner and ascertaining the results thereof, in respect of Resolutions transacted at the 84th AGM of the Members of the Company, held at 'Kalamandir', 48, Shakespeare Sarani, Kolkata - 700017 on Tuesday, July 18, 2017 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 4 contained in the Notice dated May 15, 2017 convening the 84th 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 voting through electronic means at the AGM venue, 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 84th AGM, based on the reports generated from e-voting system provided by the National Securities Depository Limited (NSDL) for remote e-voting and voting through electronic means 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 mode on the Resolutions to be transacted at the said 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 AGM dated May 15, 2017, that (a) the Company has provided the facility for remote e-voting and business of the said meeting may be transacted through remote e-voting; (b) the facility of voting shall also be made available at the AGM venue through electronic voting system; 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 Saturday, July 15, 2017 at 9:00 a.m. and remained open till 5:00 p.m. on Monday, July 17, 2017.
4. The Members holding shares as on the 'cut-off' date i.e., July 11, 2017 were entitled to vote, through remote e-voting system as well as voting at the AGM venue through electronic means, on the proposed Resolutions for Item Nos. 1 to 4 as set out in the Notice dated May 15, 2017.
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 June 24, 2017.
6. The Company has also appointed NSDL to provide the facility of voting at the AGM venue, through electronic means, to the Members attending the meeting but have not cast their vote by remote e-voting facility.
7. On completion of voting by the Members at the AGM venue through electronic voting system, a report on voting done at the AGM venue was generated by NSDL in my presence.



8. Thereafter, the votes cast by the Members through remote e-voting services 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) Ms. Yogita Sharma 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 July 11, 2017 and authorisation, wherever required, 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 AGM held on July 18, 2017 are given in the Annexure which forms part of this Report.


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, July 18, 2017

BATA INDIA LIMITED

84th Annual General Meeting held on Tuesday, July 18, 2017

CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING AND VOTING THROUGH ELECTRONIC MEANS 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
			No. of members voted	No. of votes cast	No. of members voted	No. of votes cast	No. of members voted	No. of votes cast	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
1	Adoption of Audited Financial Statements for the financial year ended March 31, 2017 (both standalone and consolidated basis) and Reports of the Auditors and the Board of Directors thereon.	In favour	344	101,179,830	24	749	368	101,180,579	99.9998
		Against	2	178	-	-	2	178	0.0002
		Invalid	-	-	-	-	-	-	-
2	Declaration of Dividend.	In favour	353	103,227,570	22	643	375	103,228,213	100.0000
		Against	-	-	-	-	-	-	-
		Invalid	-	-	-	-	-	-	-
3	Re-appointment of Mr. Shaibal Sinha (DIN: 00082504) as a Director of the Company, liable to retire by rotation.	In favour	280	93,295,802	22	643	302	93,296,445	92.9881
		Against	64	7,035,171	-	-	64	7,035,171	7.0119
		Invalid	-	-	-	-	-	-	-
4	Appointment of M/s. B S R & Co. LLP, Chartered Accountants, as the Auditors of the Company, in place of the retiring Auditors and authority to the Audit Committee to fix their remuneration.	In favour	345	103,226,951	22	643	367	103,227,594	99.9993
		Against	8	696	-	-	8	696	0.0007
		Invalid	-	-	-	-	-	-	-

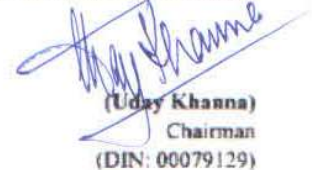
Note: This is the Annexure referred to in Consolidated Scrutinizer's Report dated July 18, 2017 and forms part of that Report.



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

Kolkata, July 18, 2017

Counter signed by
For BATA INDIA LIMITED



(Uday Khanna)
Chairman
(DIN: 00079129)

BATA INDIA LIMITED

84th Annual General Meeting (AGM) held at 'Kalamandir', Kolkata on Tuesday, July 18, 2017
Declaration of Results of Remote E-voting and voting through electronic means at the AGM Venue

The 84th Annual General Meeting (AGM) of the Members of Bata India Limited ('the Company') was held at 'KALAMANDIR', 48, Shakespeare Sarani, Kolkata - 700017 on Tuesday, July 18, 2017 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 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to its Members the remote e-voting facility and voting at the AGM venue through electronic voting system of National Securities Depository Limited (NSDL) to cast their votes on the Resolutions proposed in the Notice convening the 84th AGM.

The remote e-voting commenced on Saturday, July 15, 2017 at 09:00 a.m. and ended on Monday, July 17, 2017 at 05:00 p.m. The voting rights of the Members were reckoned based on the number of shares held by them on the 'cut-off' date i.e., July 11, 2017.

Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Practicing Company Secretaries, Kolkata, was appointed by the Board of Directors of the Company for the purpose of scrutinizing the remote e-voting process as well as for voting through electronic voting system conducted at the AGM venue. The Scrutinizer has carried out the scrutiny of all votes cast through remote e-voting and voting through electronic means at the AGM venue and after completion of authentication and reconciliation process submitted his report on July 18, 2017.

Based on the Scrutinizer's Report dated July 18, 2017, the consolidated results of the votes cast are as under:

Sl. No.	Items of Business	% of votes cast in favour	% of votes cast against	% of invalid votes
1.	Resolution No. 1 : Ordinary Resolution Adoption of Audited Financial Statements for the financial year ended March 31, 2017 (both standalone and consolidated basis) and Reports of the Auditors and the Board of Directors thereon.	99.9998	0.0002	-
2.	Resolution No. 2 : Ordinary Resolution Declaration of Dividend @ Rs. 3.50 per Equity Share of Rs. 5/- each, fully paid-up, for the financial year ended March 31, 2017.	100.0000	-	-
3.	Resolution No. 3 : Ordinary Resolution Re-appointment of Mr. Shaibal Sinha (DIN: 00082504), as a Director of the Company, liable to retire by rotation.	92.9881	7.0119	-
4.	Resolution No. 4 : Ordinary Resolution Appointment of M/s. B S R & Co. LLP, Chartered Accountants, as the Auditors of the Company, in place of the retiring Auditors and authority to the Audit Committee to fix their remuneration.	99.9993	0.0007	-

Accordingly, all the aforesaid Resolutions as contained in the Notice convening the 84th AGM were duly approved by the Members of the Company and are declared carried with requisite majority.

For Bata India Limited


UDA KHANNA
 Chairman
 (DIN: 00079129)

Place: Kolkata
 Date: July 18, 2017

BATA INDIA LIMITED

CIN L19201WB1931PLC007261

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BATA INDIA LIMITED

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E-mail ID: corporate.relations@bata.com | Website: www.bata.in

Bata
Annexure-c

Details in respect of the 84th Annual General Meeting held at KALAMANDIR, 48, Shakespeare Sarani, Kolkata - 700017
[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date of the AGM	Tuesday, July 18, 2017 at 10:00 a.m.
Total number of shareholders on record date	112753
Number of shareholders present in the meeting either in person or through proxy:	
- Promoters or Promoter Group	1
- Public	3625
Number of shareholders attended the meeting through Video Conferencing:	
- Promoters or Promoter Group	NIL
- Public	NIL

Agenda-wise disclosure								
Agenda		Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2017 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon.						
Resolution Required (Ordinary / Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held on July 11, 2017 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	68065514	68065514	100.0000	68065514	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		68065514	68065514	100.0000	68065514	0	100.0000
Public-Institutions	E-Voting	39351304	33004443	83.8713	33004443	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39351304	33004443	83.8713	33004443	0	100.0000
Public-Non Institutions	E-Voting	21110722	110051	0.5213	109873	178	99.8383	0.1617
	Poll		749	0.0035	749	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		21110722	110800	0.5249	110622	178	99.8394
Total		128527540	101180757	78.7230	101180579	178	99.9998	0.0002



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Agenda			Declaration of dividend @ Rs. 3.50 per Equity Share of Rs. 5/- each, fully paid-up, for the financial year ended March 31, 2017.					
Resolution Required (Ordinary / Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held on July 11, 2017 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	68065514	68065514	100.0000	68065514	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		68065514	68065514	100.0000	68065514	0	100.0000
Public-Institutions	E-Voting	39351304	35052147	89.0749	35052147	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39351304	35052147	89.0749	35052147	0	100.0000
Public-Non Institutions	E-Voting	21110722	109909	0.5206	109909	0	100.0000	0.0000
	Poll		643	0.0000	643	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		21110722	110552	0.5237	110552	0	100.0000
Total		128527540	103228213	80.3160	103228213	0	100.0000	0.0000

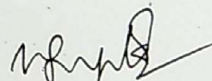
Agenda			Re-appointment of Mr. Shaibal Sinha (DIN: 00082504), as a Director of the Company, liable to retire by rotation.					
Resolution Required (Ordinary / Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held on July 11, 2017 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	68065514	68065514	100.0000	68065514	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		68065514	68065514	100.0000	68065514	0	100.0000
Public-Institutions	E-Voting	39351304	32155478	81.7139	25120996	7034482	78.1235	21.8765
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39351304	32155478	81.7139	25120996	7034482	78.1235
Public-Non Institutions	E-Voting	21110722	109981	0.5210	109292	689	99.3735	0.6265
	Poll		643	0.0030	643	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		21110722	110624	0.5240	109935	689	99.3772
Total		128527540	100331616	78.0623	93296445	7035171	92.9881	7.0119



Agenda			Appointment of M/s. B S R & Co. LLP, Chartered Accountants, as the Auditors of the Company, in place of the retiring Auditors and authority to the Audit Committee to fix their remuneration.					
Resolution Required (Ordinary / Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held on July 11, 2017 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	68065514	68065514	100.0000	68065514	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	68065514	68065514	100.0000	68065514	0	100.0000	0.0000
Public-Institutions	E-Voting	39351304	35052147	89.0749	35052147	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	39351304	35052147	89.0749	35052147	0	100.0000	0.0000
Public-Non Institutions	E-Voting	21110722	109986	0.5210	109290	696	99.3672	0.6328
	Poll		643	0.0030	643	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	21110722	110629	0.5240	109933	696	99.3709	0.6291
Total		128527540	103228290	80.3161	103227594	696	99.9993	0.0007

Note: The above Resolutions transacted at the 84th Annual General Meeting were declared carried with requisite majority.

BATA INDIA LIMITED



**(MALOY KUMAR GUPTA)
COMPANY SECRETARY**