

June 28, 2013.

Bombay Stock Exchange Limited
Corporate Relationship Dept.
1st Floor, New Trading Wing, Rotunda Building,
P.J. Towers
Dalal Street, Fort,
Mumbai - 400 001.

Fax #: 91-22-2272-2039/2041/2061/2037/3121/3719

Dear Sir,

Proceedings of the 80th AGM

In compliance of clause 31(d) of the Listing Agreement with Stock Exchanges, we enclose herewith a certified copy of the Proceedings of the 80th Annual General Meeting of the Members of the Company held at Kalamandir, 48, Shakespeare Sarani, Kolkata - 700 017 on Tuesday, June 04, 2013 at 10:30 a.m., for your records.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,
BATA INDIA LIMITED



MALOY KUMAR GUPTA
Company Secretary

Encl: As above.

Copy to : National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051.
Fax #: 91-22-2659 8237/38/ 8120

Copy to : The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata 700 001.
Fax #: 033-2210 4492 / 2210 4500 / 2210 4468 / 2223

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BATA INDIA LIMITED**MINUTES OF THE PROCEEDINGS OF THE 80TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF BATA INDIA LIMITED HELD AT KALAMANDIR, 48, SHAKESPEARE SARANI, KOLKATA - 700 017 ON TUESDAY, JUNE 04, 2013 AT 10.30 A.M.****PRESENT:**

MR. UDAY KHANNA	CHAIRMAN & MEMBER and Authorised Representative of Bata (BN) B.V., the major shareholder of the Company
MR. RAJEEV GOPALAKRISHNAN	MANAGING DIRECTOR
MR. RANJIT MATHUR	DIRECTOR FINANCE
MR. JORGE CARBAJAL	NON-EXECUTIVE DIRECTOR
MR. ATUL SINGH	INDEPENDENT DIRECTOR & CHAIRMAN OF THE AUDIT COMMITTEE
MR. MALOY KUMAR GUPTA	COMPANY SECRETARY (EMPLOYEE MEMBER)
MR. S. GHATTANI	MEMBER
MR. B. N. KUNDU	MEMBER
MR. T. N. CHAKRABORTY	MEMBER
MS. D. MAITY	MEMBER
MR. T.P. GOEL	MEMBER
MR. S. N. KUNDU	MEMBER
MR. S. L. RATHI	MEMBER
MR. T. K. DATTA	MEMBER
MR. B. S. SREEMAL	MEMBER
MR. S. K. SARAF	MEMBER
MR. M. K. GUPTA	MEMBER
MR. J. KAMANI	MEMBER
MR. N. C. MAJUMDER	MEMBER
MR. A. DASHANI	MEMBER
MR. K. DAS	MEMBER
MR. S. K. SUKHANI	MEMBER
MR. A. PAL	MEMBER
MR. S. PAUL	MEMBER

3130 other Members were personally present. 417 Members were also present through their proxies and their attendance was recorded in the Attendance Register maintained for this purpose. Mr. Uday Khanna, Chairman of the Board of Directors, took the Chair in terms of Article 57 of the Articles of Association of the Company and announced that the quorum of the meeting being present in terms of Article 56 of the Articles of Association of the Company, the 80th Annual General Meeting of the Members of the Company was called to order.

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BATA INDIA LIMITED


(MALOY KUMAR GUPTA)
COMPANY SECRETARY

CHAIRMAN'S
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At the outset, the Chairman welcomed the Members of the Company to the 80th Annual General Meeting and introduced the Board Members on the dais, viz., Mr. Rajeev Gopalakrishnan, Managing Director, Mr. Atul Singh, Independent Director and Chairman of the Audit Committee of the Board of Directors, Mr. Ranjit Mathur, Director Finance and Mr. Jorge Carbajal, Non-Executive Director to the Members present at the meeting. The Chairman also introduced Mr. Maloy Kumar Gupta, the new Company Secretary. Whilst on this, the Chairman placed on records his appreciation for the valuable services rendered by Mr. A B Anand, the erstwhile Vice President & Company Secretary during his long tenure in office from 1992 to 2012.

The Auditors' Report, the Directors' Report and the Annual Accounts for the year ended December 31, 2012, as approved and signed on behalf of the Board of Directors and the Register of Directors' Shareholdings were placed on the table.

With the consent of the Members present, the Notice dated February 26, 2013 convening the 80th Annual General Meeting together with the Explanatory Statement thereto, was taken as read.

The Chairman thereafter addressed the Members and read out his Statement dated June 04, 2013, highlighting the performance of the Company during the year 2012, Indian Economy, future outlook and plans of the Company going forward. The Chairman also congratulated the Management, Employees and Staff of the Company for achieving a record turnover during the year 2012 and thanked the Board of Directors and shareholders for their unstinted support and encouragement.

Thereafter, on being asked by the Chairman, Mr. Maloy Kumar Gupta, the Company Secretary read out the Auditors' Report dated February 26, 2013 on the Balance Sheet and the Statement of Profit & Loss and Cash Flow Statement of the Company for the year ended December 31, 2012.

The Chairman thereafter proceeded to transact the business of the Meeting in terms of the Notice convening the Meeting, *ad serialim*:

1. ADOPTION OF ACCOUNTS & REPORTS FOR THE YEAR 2012:

The Chairman recommended the following Resolution as an Ordinary Resolution, which was proposed by Mr. B K Mehta and seconded by Mr. Arup Das.

"RESOLVED THAT the Balance Sheet of the Company as on December 31, 2012, the Statement of Profit & Loss for the year ended on that date, Notes on Accounts, Auditors' Report and Directors' Report thereon as submitted to this Annual General Meeting be and are hereby approved and adopted."

The Chairman invited the Members present to comment and raise questions, if any, on the Accounts & Reports of the Company. The Members present at the meeting raised several questions on the Balance Sheet as on December 31, 2012, the Statement of Profit & Loss for the Financial Year ended December 31, 2012, Notes on Accounts, Auditors' Report, Directors' Report, business performance and future plans of the Company.

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The Members commented/ raised questions on the following matters:-

The Company has achieved a total turnover of Rs.18,720 million reflecting a growth of approx.19.6% year-on-year and a Net Profit of Rs.1,720 million reflecting a growth of 20.8%. However, Dividend recommended has been the same as per last year, i.e., @Rs.6/- per share, the Company should focus on volume growth, present status of the contingent liabilities relating to the Income Tax cases, Credit Cards not accepted in many Retail stores, happy to see Directors' Profile and photograph of Directors, stores and few products in the Annual Report, Paper quality of the Annual Report is also good specially the cover pages, Management should try to settle the legal cases, request for bonus shares / split shares to improve liquidity in the stock markets, the subsidiary companies should be merged with the holding Company, Amount of the Capital Expenditure, Production in the factories is much lower than installed capacity, When will the Company receive 324,550 sq. ft. of constructed space at Batanagar Township and what it intends to do with the same, Profits generated from 'Bata Home' Delivery Services and online sales, shortages at K-Scheme stores and what action has been taken, Company's share in the organized footwear market, How the Company is competing with the imported branded footwear companies, Arrangements for drinking water in stores, Adjustment of bad debts written off, Intimation should be sent to fixed deposit holders and shareholders before their money is transferred to the Investor Education & Protection Fund, Arranging factory visit, Corporate Governance Report contains comprehensive details, Website of the Company is very informative and up-to-date, CSR activity of the Company does not commensurate with its size and brand name, Declining pairage, Outsourcing of footwear leading to quality control issues, How to increase the Company's market share, Management's focus is more on procurement rather than production of own shoes, Strategy for market penetration, Tie-up with Schools, Steps taken for pollution control, Modernization at the cost of workers, Company should open exclusive Service Centres at metros, Export very low, needs to increase production of ladies footwear, request for exclusive Ladies stores, Request to declare interim dividend, Delay in convening AGM, etc.

The Chairman replied to all the queries raised by the Members to their satisfaction. The Resolution was then put to vote by a show of hands and was declared carried unanimously by the Chairman.

2. DECLARATION OF DIVIDEND @ RS. 6/- PER SHARE (60%) FOR THE YEAR ENDED DECEMBER 31, 2012:

The Chairman recommended the following Resolution as an Ordinary Resolution and read out the same to the Members:-

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COMPANY SECRETARY

CHAIRMAN'S
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"RESOLVED that a dividend @ Rs. 6/- per share (i.e., 60% on an equity share of par value of Rs.10/- each) be declared and paid to the Members whose names appear in the Register of Members of the Company as on June 04, 2013 after giving effect to the valid requests for transfers/ transmissions of shares received till the close of business on May 20, 2013 in case of shares held in physical form and to those 'beneficial owners' whose names appear on the statements of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited at the close of business hours on May 20, 2013 in case of shares held in electronic form, subject to the provisions of Section 206A of the Companies Act, 1956 and that the said dividend be paid by the Company to its Members within 30 days from the date of declaration thereof."

Mr. J N Kundu proposed the Resolution.

Mr. B K Mehta seconded the Resolution.

Thereafter, the Resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

At this juncture, as the next item of business related to his own re-appointment as a Director of the Company, Mr. Uday Khanna requested Mr. Atul Singh to take the Chair.

Mr. Atul Singh thanked Mr. Uday Khanna and acted as the Chairman of the Meeting for the next item of business.

3. RE-APPOINTMENT OF DIRECTORS

(a) RE-APPOINTMENT OF MR. UDAY KHANNA AS A DIRECTOR:

Mr Atul Singh recommended the following Resolution as an Ordinary Resolution and read out the same to the Members:-

"RESOLVED THAT Mr. Uday Khanna be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Mr. Manoj Gupta proposed the Resolution.

Mr. R S Sharma seconded the Resolution.

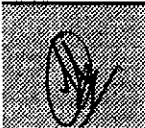
Thereafter, the Resolution was put to vote by a show of hands and was declared carried unanimously by Mr. Atul Singh, Chairman for this item of business.

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Thereafter, Mr. Atul Singh requested Mr. Uday Khanna to take the Chair. Mr. Uday Khanna thanked Mr. Atul Singh and took the Chair for the remaining item of business.

(b). RE-APPOINTMENT OF MR. ATUL SINGH AS A DIRECTOR:

The Chairman recommended the following Resolution as an Ordinary Resolution and read out the same to the Members:-

"RESOLVED THAT Mr. Atul Singh be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Mr. Gautam Nandi proposed the Resolution.

Mr. Madhusudhan Dey seconded the Resolution.

Thereafter, the Resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

4. APPROVAL TO THE RE-APPOINTMENT AND FIXING OF REMUNERATION OF THE AUDITORS:

The Chairman recommended the following Resolution as an Ordinary Resolution and read out the same to the Members: -

"RESOLVED THAT Messrs. S.R. Batliboi & Co., Chartered Accountants (Regn. No.:301003E), be and are hereby re-appointed as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and that the Audit Committee of the Board of Directors be and is hereby authorized to determine the remuneration payable to the Auditors."

Mr. A Basu proposed the Resolution.

Mr. Manoj Gupta seconded the Resolution.

Thereafter, the Resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

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CHAIRMAN'S
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SPECIAL BUSINESS

5. APPROVAL TO THE APPOINTMENT AND REMUNERATION OF MR. GIGI ABRAHAM AS GROUP BRANDS DIRECTOR OF THE COMPANY FOR THE PERIOD FROM JULY 26, 2012 TO DECEMBER 19, 2012:

The Chairman recommended the following Resolution as a Special Resolution and read out the same to the Members :

"RESOLVED THAT subject to such consents, permissions and approvals as may be necessary and pursuant to the provisions of Section 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956 (hereinafter referred to as "the Act") read with Schedule XIII to the Act, approval of the Company be and is hereby accorded to the appointment of Mr. Gigi Abraham (Mr. Abraham) as a Director of the Company designated as Group Brands Director (whose office would be liable to retirement by rotation notwithstanding the provisions of Article 96 of the Articles of Association of the Company) for a period from July 26, 2012 upto December 19, 2012 (both days inclusive) on the terms and conditions contained in the Agreement dated August 10, 2012 entered into between the Company and Mr. Abraham provided that the total remuneration of Mr. Abraham for the aforesaid tenure of his directorship in the Company shall not exceed the overall limits approved by the Members by way of a Special Resolution passed at the Seventy-Sixth Annual General Meeting held on May 26, 2009."

Mr. Gautam Nandi proposed the Resolution.

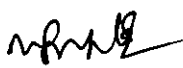
Mr. Arup Das seconded the Resolution.

Thereafter, the Resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

6. VOTE OF THANKS

The meeting concluded with a vote of thanks to the Chair proposed by Mr. J N Kundu and Mr. Manoj Gupta.

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CHAIRMAN 27/6/2013