

June 19, 2014.

BSE Limited
Corporate Relationship Department
P J Towers, Dalal Street, Fort
Mumbai - 400 001

Fax #: 91-22-2272-3121/3719

Dear Sir,

Proceedings of the 81st 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 81st Annual General Meeting of the Members of the Company held at Kalamandir, 48, Shakespeare Sarani, Kolkata - 700 017 on Wednesday, May 21, 2014 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.

Encl: As above.

Copy to: The Manager Listing Dept.
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

BATA INDIA LIMITED

MINUTES OF THE PROCEEDINGS OF THE 81ST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF BATA INDIA LIMITED HELD AT KALAMANDIR, 48, SHAKESPEARE SARANI, KOLKATA - 700 017 ON WEDNESDAY, MAY 21, 2014 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. AKSHAY CHUDASAMA	INDEPENDENT DIRECTOR & CHAIRMAN OF THE AUDIT COMMITTEE
MR. MALOY KUMAR GUPTA	COMPANY SECRETARY
MR. B. N. KUNDU	MEMBER
MR. R. SHARMA	MEMBER
MS. G. NANDY	MEMBER
MR. T. MAJUMDAR	MEMBER
MR. S. GATTANI	MEMBER
MR. A. K. DAS	MEMBER
MS. D MAITY	MEMBER
MR. T. CHAKRABORTY	MEMBER
MR. B.S. SRIMAL	MEMBER
MR. K. DAS	MEMBER
MR. T. P. GOYAL	MEMBER
MR. K. L. MALLICK	MEMBER
MR. M. K. GUPTA	MEMBER
MR. J. KUMAR	MEMBER
MR. R. CHAKRABORTY	MEMBER
MR. A. K. PAUL	MEMBER

3251 other Members were personally present. 362 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 Section 103 of the Companies Act, 2013, the 81st Annual General Meeting of the Members of the Company was called to order.

At the outset, the Chairman welcomed the Members of the Company to the 81st Annual General Meeting and introduced the Board Members on the dais,

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(MALOY KUMAR GUPTA)
COMPANY SECRETARY

viz., Mr. Rajeev Gopalakrishnan, Managing Director, Mr. Ranjit Mathur, Director Finance and Mr. Akshay Chudasama, Independent Director and Chairman of the Audit Committee of the Board of Directors of the Company to the Members present at the meeting. The Chairman also introduced Mr. Maloy Kumar Gupta, Company Secretary to the Members present.

The Auditors' Report, the Directors' Report and the Annual Accounts for the year ended December 31, 2013, 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 12, 2014 convening the 81st Annual General Meeting, was taken as read.

The Chairman thereafter addressed the Members and read out his Statement dated May 21, 2014, highlighting the performance of the Company during the year 2013, new Marketing Initiatives of the Company, Indian Economy, Retail, E-Commerce and Non Retail business activities of the Company, Awards & Recognition received by the Company during the year 2013, Corporate Social Responsibility, Industrial Relations, Support from Bata Group and Future outlook of the Company. The Chairman also congratulated the Management, Employees and Staff of the Company for achieving a turnover of more than Rs.2,000 Crores during the year 2013 for the first time in the history of the Company and thanked the Board of Directors and shareholders for their unstinted support and encouragement. An audio-visual presentation was made to the members present at the meeting, *inter alia*, to apprise them with the new marketing campaign of the Company.

Thereafter, on being asked by the Chairman, Mr. Maloy Kumar Gupta, Company Secretary read out the Auditors' Report dated February 12, 2014 on the Balance Sheet as on December 31, 2014, the Statement of Profit & Loss of the Company for the year ended December 31, 2013 and the Cash Flow Statement.

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

1. ADOPTION OF ACCOUNTS & REPORTS FOR THE YEAR 2013:

The Chairman recommended the following Resolution as an Ordinary Resolution, which was proposed by Mr. J N Kundu, a Member and seconded by Mr. M S Dey, a Member.

“RESOLVED THAT the Balance Sheet of the Company as on December 31, 2013, 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.”

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COMPANY SECRETARY**

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, 2013, the Statement of Profit & Loss for the Financial Year ended December 31, 2013, Notes on Accounts, Auditors' Report, Directors' Report, business performance and future plans of the Company.

The Members commented/ raised questions, *inter alia*, on the following matters:

The Company achieved a total turnover of Rs.20,980 million reflecting a growth of approx.12% year-on-year and a Net Profit of Rs.1,900 million reflecting a growth of 11.2%, Dividend recommended has increased from Rs.6/- to Rs.6.50 per share - the highest dividend recommended till date. Happy with the quality of Annual Report, cover page very striking, Company continued to be debt-free, promoter holding increased to 52.96% - whether the promoters will increase their shareholding in the Company, price of most of the products is very high - there should be some medium and low cost products for common people. Request to organize another factory visit like last year. Happy to learn more than 100% growth of e-commerce business of the Company in 2013, Annual Report should also have some pictures of the minority shareholders taken during the Annual General Meeting, shareholders are grateful to the Chairman for his readiness to accept all criticism and take suggestions seriously from them, Company's plans to increase its market share, number of stores closed, capital expenditure for opening 95 stores last year and projected capital expenditure for the coming years, Company's plans on modernization of factories, reason for closing down the Mokamehghat Unit, what are the plans for the land and plant at Mokamehghat, steps taken by Management to reduce cash & stock shortages, Date of Birth of Directors should be mentioned in the Annual Report, Film personalities like Shah Rukh Khan and Katrina Kaif should be made brand ambassadors for the Company's gents and ladies footwear respectively, Company's plans on Corporate Social Responsibilities, Energy Audit to be done in the factories to reduce power & fuel consumption, exclusive showroom for Ladies footwear should be opened like exclusive Hush Puppies showrooms, Company's strategy/ plan to face competition and increase market share, quality control to be given importance, Photographs of last year's Annual General Meeting should be included in the Annual Report, Company should do customer survey, reduce the period of Book Closure, Balance Sheet should be signed by all the Directors to give confidence to the shareholders, 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,

Management should try to settle the legal cases, request for bonus shares/ split shares to improve liquidity in the stock markets, subsidiary

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companies should be merged with the holding Company, present status of Batanagar Factory, Company's market share in the organized footwear industry, How the Company is competing with the imported branded footwear companies, Intimation should be sent to fixed deposit holders and shareholders before their money is transferred to the Investor Education & Protection Fund, the Management should be thanked for 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 volume growth, 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 by the Chairman as carried by requisite majority with only one member voting against the Resolution.

2. DECLARATION OF DIVIDEND @ RS. 6.50 PER SHARE (i.e., 65%) FOR THE YEAR ENDED DECEMBER 31, 2013:

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

“RESOLVED that a dividend @ Rs. 6.50 (i.e., 65% 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 May 21, 2014 after giving effect to the valid requests for transfers/ transmissions of shares received till the close of business on May 6, 2014 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 6, 2014 in case of shares held in electronic form, subject to the provisions of the Companies Act, 1956 and the Companies Act, 2013 read with the Rules framed thereunder, as applicable and that the said dividend be paid by the Company to its Members within 30 days from the date of declaration thereof.”

Mr. K L Mallick, a Member proposed the Resolution.

Mr. M S Dey, a Member seconded the Resolution.

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

3. RE-APPOINTMENT OF MR JORGE CARBAJAL AS A DIRECTOR:

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

“RESOLVED THAT Mr. Jorge Carbajal be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Mr. J N Kundu, a Member proposed the Resolution.

Mr. B Talukdar, a Member seconded the Resolution.

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

4. RE-APPOINTMENT OF MR. AKSHAY CHUDASAMA AS A DIRECTOR:

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

“RESOLVED THAT Mr. Akshay Chudasama be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Mr. K L Mallick, a Member proposed the Resolution.

Mr. S Modak, a Member seconded the Resolution.

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

5. 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. LLP, 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.”

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Mr. S Ghattani, a Member proposed the Resolution.

Mr. B N Kundu, a Member seconded the Resolution.

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

6. **VOTE OF THANKS**

The meeting concluded with a vote of thanks to the Chair proposed by Mr. Arup Das, a Member and Mr. J N Kundu, a Member.

Date: June 16, 2014

***Sd/-
Uday Khanna
CHAIRMAN***

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COMPANY SECRETARY**