

BATA INDIA LIMITED**82nd ANNUAL GENERAL MEETING HELD ON AUGUST 5, 2015
Declaration of Results of Remote E-voting and Poll at the meeting**

The 82nd Annual General Meeting (AGM) of Bata India Limited ("the Company") was held at Kalamandir 48, Shakespeare Sarani Kolkata-700017 on Wednesday, August 5, 2015 at 10:00 A.M. As per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and also Clause 35B of the Listing Agreement with the Stock Exchanges, the Company had provided the remote e-voting facility to the Shareholders through National Securities Depository Limited (NSDL) to enable them to cast their vote electronically on the resolutions proposed in the Notice convening AGM. In line with the amended Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 the Shareholders present at the Annual General Meeting, were offered the facility to vote through polling papers.

The remote e-voting commenced on Sunday, August 2, 2015 at 9:00 A.M. and closed on Tuesday, August, 4 2015 at 5:00 P.M.

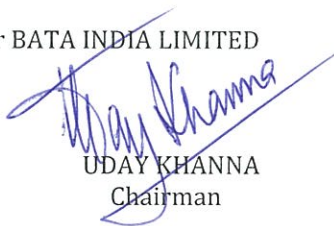
The Board of Directors has appointed Mr. P. K. Sarawagi, Practicing Company Secretary as the Scrutinizer for remote e-voting and Poll at AGM. The Scrutinizer has carried out the scrutiny of all the electronic votes cast up to 5:00 P.M on August 4, 2015, unblocked from NSDL and also the votes cast through polling papers at the AGM and submitted his Report on August 6, 2015.

Based on the Scrutinizers' Report dated Thursday, August 6, 2015, the combined results of the votes cast are as under:

Sl. no	Items of Business	% Votes in favour	% Votes against	% Votes Abstain
1	Adoption of the Balance Sheet of the Company as on March 31, 2015, the Statement of Profit and Loss for the fifteen month period ended on that date, Notes to Financial Statements, Auditors' Report, Cash Flow Statement and (both standalone and consolidated balance sheets) and Directors' Report thereon.	98.47025	0.00002	1.52973
2	Declaration of dividend @ Rs. 6.50/- per share for the fifteen month period ended March 31, 2015.	99.99944	0.00029	0.00028
3	Appointment of Director in place of Mr. George Nigel John Clemons, who retires by rotation and being eligible, offers himself for re-appointment.	90.46198	9.53785	0.00017
4	Re-appointment of Auditors and to fix their remuneration.	99.13462	0.85974	0.00564
5	Appointment of Mr. Ravindra Dhariwal as an Independent Director.	99.99918	0.00064	0.00018
6	Appointment of Mr. Shaibal Sinha as a Director, liable to retire by rotation.	98.20711	1.79260	0.00029
7	Approval for payment of Commission on Net Profits to the Non-Executive Directors	99.98609	0.00289	0.01102
8	Approval of sub-division of share capital of the Company.	99.99842	0.00043	0.00115
9	Approval of alteration of Capital Clause in the Memorandum of Association of the Company.	99.99928	0.00050	0.00022
10	Approval for adoption of new set of Articles of Association of the Company.	99.98407	0.01531	0.00062

Accordingly, all the Resolutions in respect of the items of business mentioned above were declared and carried with requisite majority by the shareholders of the Company.

For BATA INDIA LIMITED


UDAY KHANNA
Chairman

Place: Kolkata
Date: August 6, 2015

BATA INDIA LIMITED

CIN : L19201WB1931PLC007261

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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]

The Chairman of the
82nd Annual General Meeting of
Bata India Limited

Dear Sir,

**82nd Annual General Meeting (AGM) of the Equity Shareholders of
Bata India Limited held on 5th August, 2015 at 10:00 a.m.**

I, CS P.K. Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries, have been appointed as Scrutinizer for the purpose of scrutinizing the remote e-voting process (remote e-voting) as well as for voting to be conducted through Polling Paper (Poll) at the AGM venue, in a fair and transparent manner and ascertaining the result thereof, in respect of resolutions proposed to be transacted at the 82nd Annual General Meeting of the Equity Shareholders of Bata India Limited, held on 5th August, 2015 at 10:00 a.m., at Kalamandir, 48 Shakespeare Sarani, Kolkata – 700 017.

Compliances with the provisions of the Companies Act, 2013 and the rules framed thereunder relating to voting through electronic means (remote e-voting) and voting by using polling paper by the members of the Company on the Item Nos. 1 to 10 contained in the Notice of the AGM of the Company, are the responsibility of the management of the Company. My responsibility as Scrutinizer is to ensure that voting process, both through remote e-voting and by use of polling paper at the meeting, 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" the resolutions transacted at the AGM, based on reports generated from e-voting system provided by NSDL for remote e-voting and polling paper submitted by the members in the ballot box at the AGM venue.




I submit my report as under :


1. The Company has appointed National Securities Depository Limited (NSDL) to provide and facilitate remote e-voting process 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. The Company has also provided the facility of voting through Polling Paper at the venue of the AGM to members attending the meeting but have not cast their vote by remote e-voting facility. One empty Ballot Box was locked and sealed by me in the presence of members and proxies at the AGM venue.
3. 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 of the AGM dated 27th May, 2015, that (a) the Company has provided the facility for voting by electronic means and business of the said meeting may be transacted through electronic voting means; (b) that the facility of voting through Polling Paper shall also be made available at the AGM; and (c) members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
4. 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 "Business Standard" (in English language) and in "Ei Samay" (in Bengali language), both on 13th July, 2015.
5. The locked ballot box was subsequently opened by me in the presence of two witnesses (1) Mr. Alok Kumar Pal (DP & Client ID No. 1204470002592457) and (2) Mr. Jyotirindra Narayan Kundu (DP & Client ID No. IN301055 10567150), both the members of the Company, and polling papers were diligently scrutinized. The polling papers were reconciled with the records maintained by M/s. R&D Infotech Private Limited, Registrar and Share Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
6. The votes cast by the members through remote e-voting system provided by NSDL were unblocked in the presence of two witnesses (1) Mr. Ratan Mishra of M/s. R&D Infotech Private Limited and (2) Mr. Akash Lahoti of M/s. P. Sarawagi & Associates, on 5th August, 2015 at 3:35 p.m.; i.e., immediately after counting the votes cast through Polling Paper at the AGM.



7. I have issued two separate Scrutinizer's Reports both dated 6th August, 2015, i.e., one on remote e-voting conducted under Section 108 of the Companies Act, 2013 and another pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014, on the poll i.e., through Polling Papers at the AGM venue.
8. 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 (including proxies) through Polling Paper at AGM, the consolidated results of the remote e-voting and poll, on various items of the business transacted at the AGM held on 5th August 2015 are given in the **Annexure** enclosed herewith, forming part of this Report.
9. Polling papers in respect of two members, holding, 3 shares, in aggregate, were treated as invalid and polling paper in respect of one member holding 1 share, was rejected.
10. All relevant documents, records and papers relating to remote e-voting as well as poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 82nd Annual General Meeting and thereafter, I shall return these documents and other related papers to the Company.

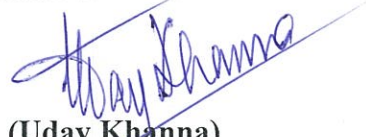
Yours faithfully,


(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

Kolkata, 6th August, 2015

BATA INDIA LIMITED

82nd Annual General Meeting held on 5th August, 2015

CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING & POLL

Item No. of Notice of AGM	Subject matter of the Resolution (in brief)		REMOTE E-VOTING		POLLING PAPER		TOTAL		%age of total valid votes
			No. of members	No. of valid votes cast	No. of members	No. of valid votes cast	No. of members	No. of valid votes cast	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
1	Adoption of audited Accounts & Directors; & Auditors' Reports	Assented	319	45,184,397	17	390,265	336	45,574,662	98.47025
		Dissented	2	10			2	10	0.00002
		Abstained	10	708,002			10	708,002	1.52973
2	Declaration of Dividend @ Rs.6.50 per share	Assented	325	45,892,148	17	390,265	342	46,282,413	99.99944
		Dissented	3	132			3	132	0.00029
		Abstained	3	129			3	129	0.00028
3	Re-appointment of Mr. G N J Clemons, retiring director	Assented	265	41,867,958	16	265	281	41,868,223	90.46198
		Dissented	62	4,024,371	1	390,000	63	4,414,371	9.53785
		Abstained	4	80			4	80	0.00017
4	Re-appointment of Auditors & fixation of their remuneration	Assented	318	45,881,911	15	240	333	45,882,151	99.13462
		Dissented	7	7,887	2	390,025	9	397,912	0.85974
		Abstained	6	2,611			6	2,611	0.00564
5	Appointment of Mr. R. Dhariwal as an Independent Director	Assented	319	45,892,030	17	390,265	336	46,282,295	99.99918
		Dissented	8	298			8	298	0.00064
		Abstained	4	81			4	81	0.00018
6	Appointment of Mr. S. Sinha as a Director liable to retire by rotation	Assented	304	45,062,612	17	390,265	321	45,452,877	98.20711
		Dissented	20	829,663			20	829,663	1.79260
		Abstained	7	134			7	134	0.00029
7	Payment of commission to non-executive directors not exceeding 1% of net profit	Assented	305	45,885,969	17	390,265	322	46,276,234	99.98609
		Dissented	20	1,338			20	1,338	0.00289
		Abstained	6	5,102			6	5,102	0.01102
8	Sub-division of share capital from 1 equity share of Rs.10/- each to 2 equity shares of Rs.5/- each	Assented	317	45,891,678	17	390,265	334	46,281,943	99.99842
		Dissented	5	199			5	199	0.00043
		Abstained	9	532			9	532	0.00115
9	Alteration of Capital Clause of the Memorandum of Association	Assented	318	45,892,075	17	390,265	335	46,282,340	99.99928
		Dissented	8	232			8	232	0.00050
		Abstained	5	102			5	102	0.00022
10	Adoption of new set of the Articles of Association	Assented	316	45,885,038	17	390,265	333	46,275,303	99.98407
		Dissented	6	7,084			6	7,084	0.01531
		Abstained	9	287			9	287	0.00062

Note : This is the Annexure referred to in Consolidated Scrutinizer's Report dated 6th August, 2015 and forming part of that Report.



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

Counter signed by
For BATA INDIA LIMITED

(Signature)
(Uday Khanna)
Chairman

Kolkata, 6th August, 2015