

Date: September 3, 2015.

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

Fax : (022) 2272 3121/ 3719

Dear Sir,

Proceedings of the 82nd AGM

In compliance with the provisions of Clause 31(d) of the Listing Agreement with Stock Exchanges, we enclose herewith a certified copy of the Proceedings of the 82nd Annual General Meeting of the Members of the Company held at Kalamandir, 48, Shakespeare Sarani, Kolkata - 700 017 on Wednesday, August 5, 2015 between 10:00 a.m. and 12:50 p.m. along with the Voting Results declared by the Chairman as an Annexure, for your records.

Kindly acknowledge receipt.

Thanking You.

Yours faithfully,
BATA INDIA LIMITED



MALOY KUMAR GUPTA
Company Secretary

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

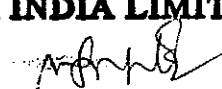
Copy to : The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata 700 001.
Fax #: 033-2210 4492 / 2210 4500 / 2210 4468 / 2223

BATA INDIA LIMITED

CIN : L19201WB1931PLC007261

BATA INDIA LIMITED**MINUTES OF THE PROCEEDINGS OF THE 82ND ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF BATA INDIA LIMITED HELD AT KALAMANDIR, 48, SHAKESPEARE SARANI, KOLKATA - 700 017 ON WEDNESDAY, AUGUST 5, 2015 AT 10.00 A.M.****PRESENT:**

MR. UDAY KHANNA	CHAIRMAN & MEMBER & CHAIRMAN OF THE STAKEHOLDERS RELATIONSHIP COMMITTEE and as the Authorised Representative of Bata (BN) B.V., the major shareholder of the Company
MR. RAJEEV GOPALAKRISHNAN	MANAGING DIRECTOR
MR. RANJIT MATHUR	DIRECTOR FINANCE
MR. KUMAR NITESH	MANAGING DIRECTOR - RETAIL
MR. AKSHAY CHUDASAMA	INDEPENDENT DIRECTOR & CHAIRMAN OF THE AUDIT COMMITTEE
MS. ANJALI BANSAL	INDEPENDENT DIRECTOR & CHAIRPERSON OF THE NOMINATION & REMUNERATION COMMITTEE
MR. RAVINDRA DHARIWAL	INDEPENDENT DIRECTOR
MR. JACK CLEMONS	NON-EXECUTIVE DIRECTOR
MR. SHAIBAL SINHA	NON-EXECUTIVE DIRECTOR
MR. MALOY KUMAR GUPTA	COMPANY SECRETARY
MR. ARUP KUMAR DAS	MEMBER
MR. GAUTAM NANDI	MEMBER
MR. S N GATTANI	MEMBER
MR. B. N. KUNDU	MEMBER
MR. S. K. SUKHANI	MEMBER
MS. DEEPA MAITI	MEMBER
MR. K. L. MALLICK	MEMBER
MR. BINOY JARIWALA	MEMBER
MR. TARAK NATH CHAKRABORTY	MEMBER
MR. B. S. SRIMAL	MEMBER
MR. S.S. BHATTACHARYA	MEMBER
MR. SANTOSH SARAF	MEMBER
MR. T.P. GOYAL	MEMBER
MR. AMIT KUMAR BANERJEE	MEMBER
MR. ASHOK KUMAR ROY	MEMBER
MR. KRISHNENDU DAS	MEMBER
MR. A. K. PAUL	MEMBER

Certified True Copy
BATA INDIA LIMITED

(MALOY KUMAR GUPTA)
COMPANY SECRETARY

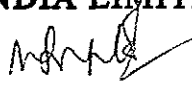
3189 other Members were personally present. 196 Members were also present through their proxies and their attendance was recorded in the Attendance Register maintained for this purpose. Mr. Uday Khanna, Chairman of the Board of Directors, took the Chair in terms of Article 57 of the Articles of Association of the Company and announced that the quorum of the meeting being present in terms of Section 103 of the Companies Act, 2013, the 82nd Annual General Meeting (AGM) of the Members of the Company was called to order.

At the outset, the Chairman welcomed the Members of the Company to the 82nd AGM and introduced the Board Members on the dais, viz., Mr. Rajeev Gopalakrishnan, Managing Director, Mr. Ranjit Mathur, Director Finance, Mr. Kumar Nitesh, Managing Director – Retail, Mr. Akshay Chudasama, Independent Director and Chairman of the Audit Committee, Ms Anjali Bansal, Independent Director and Chairperson of the Nomination and Remuneration Committee, Mr. Ravindra Dhariwal, Independent Director, Mr. Jack Clemons, Non-Executive Director and Mr. Shaibal Sinha, Non-Executive Director to the Members present at the meeting. The Chairman also introduced Mr. Maloy Kumar Gupta, Company Secretary to the Members present. The Chairman informed that Mr. Jorge Carbajal was the only member of the Board who could not make it convenient to attend the 82nd AGM due to his urgent pre-occupation and business exigencies and conveyed Mr. Carbajal's best wishes to the Members.

The Chairman informed the Members that Mr. Prateek Agrawal, Engagement Manager, representative of M/s. S.R. Batliboi & Co. LLP, the Statutory Auditors of the Company and Mr. Pawan Kumar Sarawagi, Proprietor – M/s. P. Sarawagi & Associates, Company Secretaries, the Secretarial Auditors of the Company were present at the meeting.

The Chairman informed the Members present that in order comply with the requirements of the new Companies Act, 2013, the Company had changed its financial year from 'January – December' to 'April – March' and accordingly closed its last financial year on March 31, 2015 covering a period of fifteen months. In view of the above, the AGM of the Company had been called in the month of August instead of in the month of May/June, when the AGMs were held traditionally.

Accordingly, the audited Annual Accounts for the fifteen month period ended March 31, 2015 comprising of Balance Sheets, Statements of Profit & Loss, Notes to Financial Statements and Cash Flow Statements – both on Standalone and Consolidated basis, as approved and signed on behalf of the Board of Directors, Auditors' Reports thereon and the Directors' Report together with relevant Annexure thereto were laid at the Meeting. Copies of all documents as mentioned in the Notice dated May 27, 2015 convening the AGM and the Register of Directors and Key Managerial Personnel and their shareholdings, Register of Contracts or Arrangements in which Directors are interested and the Proxy Register, required to be placed at the AGM as per the Companies Act, 2013 and Rules framed thereunder, were tabled at the meeting and made available for inspection by the Members present.

Certified True Copy
BATA INDIA LIMITED

(MALOY KUMAR GUPTA)
COMPANY SECRETARY

The Chairman mentioned that the Notice dated May 27, 2015 convening the 82nd AGM and the Annual Report 2014-15 had been dispatched to the Members by e-mail or post or through courier. The dispatch of Notice was completed on July 10, 2015. With the consent of the Members present, the Notice dated May 27, 2015 convening the 82nd AGM, was taken as read.

Before taking up the formal items of business to be transacted at the Meeting, the Chairman read out his Statement dated August 5, 2015 highlighting, *inter alia*, the following:

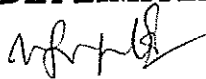
- (i) Affairs of the Company during the fifteen month period ended March 31, 2015 including the financial performance of the Company and recommendation of a dividend @ Rs.6.50 per share, i.e., at the same rate of dividend declared at the last AGM;
- (ii) Indian Economic Environment;
- (iii) Performance of various Business categories of the Company, e.g., Retail, Digital Multi-Channel Business, Non-Retail, Manufacturing & Sourcing;
- (iv) Awards and Recognition received by the Company;
- (v) Human Resources and Industrial Relations;
- (vi) Support received from Bata Shoe Organization;
- (vii) Current status of development of the Integrated Township Project at Batanagar, West Bengal;
- (viii) Constitution of the Board of Directors and various Committees thereof in line with the requirements of the Companies Act, 2013 and revised Corporate Governance Norms under the Listing Agreements with the Stock Exchanges;
- (viii) Outlook.

The Chairman also highlighted that in response to the shareholders' demand at previous AGMs, the Board had recommended sub-division of equity shares of the Company from one equity share of Rs.10/- each, fully paid up into two equity shares of Rs.5/- each, fully paid up, subject to approval of the shareholders at the AGM and compliance of all statutory requirements. Such sub-division of shares would lead to improved liquidity of the Company's shares in stock market.

The Chairman also congratulated the Management, Employees & Staff of the Company for achieving a Net Turnover of around 2,700 Crores and Net Profit of more than Rs.230 Crores for the fifteen month period ended March 31, 2015 and thanked the shareholders for their unstinted support and encouragement.

Thereafter, an audio-visual presentation was shown to the Members present at the meeting, to apprise them, *inter alia*, with the new products and future plans of the Company to achieve better performance.

The Chairman informed the Members that the Auditors' Report in the Annual Report 2014-15, circulated to the Members, did not contain any qualification, observation or

Certified True Copy
BATA INDIA LIMITED

(MALOY KUMAR GUPTA)
COMPANY SECRETARY

comment which would have any adverse effect on the functioning of the Company. Hence, the Auditors' Report was not required to be read at the AGM.

The Chairman mentioned to the Members present that pursuant to the Notification dated March 19, 2015 issued by the Ministry of Corporate Affairs (MCA), Government of India and in compliance with the provisions of Section 108 of the Companies Act, 2013, the Companies (Management & Administration) Amendment Rules, 2015 and the provisions of Clause 35B of the Listing Agreement with the Stock Exchanges, the Company had provided remote e-voting facilities to all the Members through the services of National Securities Depository Limited (NSDL) in respect of each of the items contained in the Notice convening AGM. Such remote e-voting was opened on August 2, 2015 at 9:00 A.M. and concluded on August 4, 2015 at 5:00 P.M. Mr. Pawan Kumar Sarawagi, a Company Secretary in whole-time practice was appointed as the Scrutinizer for the purpose of the remote e-voting and also for the votes cast through polling papers by the Members at the AGM Venue. The Chairman thanked all the Members who voted through the remote e-voting facility and informed the Members who for any reason, could not cast their vote through remote e-voting, that the Company had also provided the facility of voting by poll papers at the AGM Hall, which would be conducted after transaction of all the businesses as mentioned in the Notice convening the AGM. The Chairman also reminded the Members that votes cast by a Member through remote e-voting would prevail over the vote, if any, cast by the same Member by way of poll papers at the AGM venue. It was informed to the Members present that the polling papers would be distributed to the Members in the AGM hall and the physical voting would commence after all the items of business are transacted. The Scrutinizer had been authorized to submit combined results of the remote e-voting and physical voting at the AGM Venue to enable the Chairman to announce the results on August 6, 2015.

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

1. **ADOPTION OF ACCOUNTS & REPORTS FOR THE FIFTEEN MONTH PERIOD ENDED MARCH 31, 2015:**

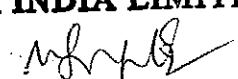
The Chairman recommended the following Resolution as an Ordinary Resolution:

“RESOLVED THAT the Balance Sheet of the Company as on March 31, 2015, the Statement of Profit & Loss for the fifteen month period ended on that date, Notes to Financial Statements, Cash Flow Statements and the Auditors' Report both on standalone and consolidated basis and the Directors' Report thereon as circulated and laid in this Annual General Meeting be and are hereby received, considered and adopted.”

The aforesaid Resolution was proposed by Mr. Gautam Nandi, a Member and seconded by Mr. J N Kundu, a Member:

The Chairman informed that the Resolution had been duly proposed and seconded and had already been put to vote through remote e-voting. Before putting the Resolution to vote through poll papers, the Chairman invited the Members present to share their views/ comments/ suggestions, if any, on the Reports and Accounts of the Company for the fifteen month period ended March 31, 2015.

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

Certified True Copy
BATA INDIA LIMITED

(MALOY KUMAR GUPTA)
COMPANY SECRETARY

Welcomed the women Director and the two new Directors on Board, Annual Report was received on time, advertising cost had been doubled whereas sales had gone up by 30% in the fifteen month period ended March 31, 2015, Company continued to be debt-free, future plans for 2015-16, expect higher dividend, Company should provide 10 years financial highlights, happy with price appreciation of share price, requests for keeping blank sheet at the back of Annual Report, photographs of shareholders attending the AGM to be printed in the Annual Report, request for factory visit, high profile Board which should help in achieving better performance, happy with the decision of the Board to split shares, Directors profile should mention their ages, the AGM should be held around 3:30 pm instead of in the morning, logistics / supply should improve, explore possibility to tie-up with school to increase sales, whether the promoters will increase their shareholding in the Company, Annual Report is for fifteen month period whereas Company has declared dividend at the same rate as last year, Company should allocate more fund to improve quality of Annual Report, regarding Capital Expenditure Company should give breakup of CAPEX plan for Renovation of Stores and Manufacturing Units, litigations has increased, Company should adhere to the Rules & Regulations, the total remuneration figure paid to Executive Directors not given; What is the present percentage of Digital Multi-Channel Business of the Company compared to other categories of business, expect more products in Ladies category, request for exclusive showrooms for women, more women sales persons in stores, follow strict quality control, it would have been better if the equity shares of Rs.10/- each were split into shares of Rs.2/- or Re.1/-, instead of Rs.5/-, with regard to Company's endeavour towards energy conservation, Company should install solar energy / wind energy at the factories, import is very high, break up of Retail stores, number of Hush Puppies and Footin stores, how much is the retail area covered by the Company, ratio of sales of Men: Women :Children footwear for the fifteen month period, what will be the role of the new subsidiary, Way Finders Brands Limited, number of stores self owned by the Company, number of Franchisee and K-Scheme Agents, the percentage of in-house production and outsourced during the fifteen month period ended March 31, 2015, in the last 2 years Company has opened approx. 200 stores, how long does it take for the store to break even, request for issue of Bonus shares, AGM should be held earlier, Interim Dividend expected, in spite of paying technical service fees Company is also spending on Research & Development Activities, why is it so, has the Supply Chain Issues been resolved, Book Closure has commenced too early, how many stores will be opened in the coming year, with regard to CSR expenses, how much will be spent and comprehensive program for the same should be discussed, was a separate Meeting of the Independent Directors held and what is the outcome of the same, in the Annual Report some information are as per Companies Act 1956 and some as per Companies Act, 2013, what is the reason of mentioning both, trade receivables, the figures in the Annual Report should be in crores, easier for the shareholders to understand, option for demat shares should be given, what is the status of export, Discount Coupon should be continued, Company should have their own building in the city, shareholders will be happy to have one more lady Director on the Board, a portion of the CSR expenditure should be used for supply of fresh water to remote places, and also for construction of a girls' hostel at Gosaba, a copy of the Chairman's Speech should also be circulated to the shareholders, elaborate the functioning of the Stakeholders Relationship Committee, bank charges and miscellaneous expenses are on the higher side, Management should try to settle the legal cases, request to organize another factory visit, Company's plans to increase its market share, intimation should be sent to fixed deposit holders and shareholders before their money is transferred to the Investor Education & Protection Fund.

The Shareholders also mentioned that they were grateful to the Chairman for his readiness to accept all criticism and take suggestions seriously from them.

Certified True Copy
BATA INDIA LIMITED


(MALOY KUMAR GUPTA)
COMPANY SECRETARY

The Chairman replied to the queries raised by the Members to their satisfaction and thanked the Members for their keen interest in the affairs of the Company and acknowledged their suggestions / advice to the Board of Directors and Management of the Company.

Thereafter the Chairman proceeded to transact the remaining business of the meeting as contained in the Notice convening the AGM.

2. DECLARATION OF DIVIDEND @ RS.6.50 PER SHARE (i.e. 65%) FOR THE FIFTEEN MONTH PERIOD ENDED MARCH 31, 2015.

The Chairman informed the Members that the following Resolution was recommended as an Ordinary Resolution:

“RESOLVED that a dividend @ Rs. 6.50 per share (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 August 5, 2015 after giving effect to the valid requests for transfers/ transmissions of shares received till the close of business on July 21, 2015 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 July 21, 2015 in case of shares held in electronic form, subject to the provisions of 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.”

The aforesaid Resolution was proposed by Mr. Ashok Kumar Roy, a Member and seconded by Mr. Debraj Ray, a Member.

The Chairman mentioned that the Resolution was duly proposed and seconded and had already been put to vote through remote e-voting. The physical voting through poll paper for this item of business would commence once the remaining items of business as mentioned in the Notice convening the AGM were transacted.


3. RE-APPOINTMENT OF MR. GEORGE NIGEL JOHN CLEMONS AS A DIRECTOR OF THE COMPANY

The Chairman informed the Members that the following Resolution was recommended as an Ordinary Resolution:

“RESOLVED THAT Mr. George Nigel John Clemons [DIN: 02640369] be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The aforesaid Resolution was proposed by Mr. Ashok Kumar Roy, a Member and seconded by Mr. Debraj Ray, a Member.

The Chairman mentioned that the Resolution was duly proposed and seconded and had already been put to vote through remote e-voting. The physical voting through

Certified True Copy
BATA INDIA LIMITED

(MALOY KUMAR GUPTA)
COMPANY SECRETARY

poll paper for this item of business would commence once the remaining items of business as mentioned in the Notice convening this AGM were transacted.

4. **RE-APPOINTMENT OF THE AUDITORS AND AUTHORITY TO FIX THEIR REMUNERATION**

The Chairman informed the Members that the following Resolution was recommended as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rules framed thereunder, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Registration No.: 301003E), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

FURTHER RESOLVED THAT the Audit Committee of the Board of Directors of the Company be and is hereby authorized to determine the remuneration payable to the Auditors.”

The aforesaid Resolution was proposed by Mr. A K Pal, a Member and seconded by Mr. Debraj Ray, a Member:

The Chairman mentioned that the Resolution was duly proposed and seconded and had already been put to vote through remote e-voting. The physical voting through poll paper for this item of business would commence once the remaining items of business as mentioned in the Notice convening this AGM were transacted.

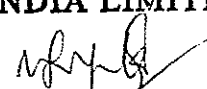
5. **APPOINTMENT OF MR. RAVINDRA DHARIWAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The Chairman informed the Members that the following Resolution was recommended as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Ravindra Dhariwal (DIN:00003922) who was appointed as an Additional Director on the Board of Directors of the Company on May 27, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and Rules framed thereunder, be and is appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from May 27, 2015.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.”

The aforesaid Resolution was proposed by Mr. A. K. Pal, a Member and seconded by Mr. S. Datta, a Member.

Certified True Copy
BATA INDIA LIMITED

(MALOY KUMAR GUPTA)
COMPANY SECRETARY

The Chairman mentioned that the Resolution was duly proposed and seconded and had already been put to vote through remote e-voting. The physical voting through poll paper for this item of business would commence once the remaining items of business as mentioned in the Notice convening this AGM were transacted.

6. APPOINTMENT OF MR. SHAIBAL SINHA AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

The Chairman informed the Members that the following Resolution was recommended as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Shaibal Sinha (DIN: 00082504) who was appointed as an Additional Director on the Board of Directors of the Company on May 27, 2015 to hold office up to the date of the 82nd Annual General Meeting of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and Rules framed thereunder, be and is hereby appointed as a Director of the Company, with effect from August 5, 2015, whose period of office would be liable to be determined by retirement of Directors by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.”

The aforesaid Resolution was proposed by Mr. Ashok Kumar Roy, a Member and seconded by Mr. A. K. Pal, a Member:

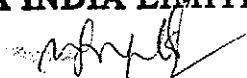
The Chairman mentioned that the Resolution has been duly proposed and seconded and had already been put to vote through remote e-voting. The physical voting through poll paper for this item of business would commence once the remaining items of business as mentioned in the Notice convening this AGM were transacted.

7. APPROVAL FOR PAYMENT OF COMMISSION ON NET PROFITS TO THE NON-EXECUTIVE DIRECTORS

The Chairman being deemed to be interested in the above item of business, requested Mr. Rajeev Gopalakrishnan, Managing Director to take the Chair.

Thanking the Chairman, Mr Rajeev Gopalakrishnan took the Chair and greeted the Members present. He then informed that the following Resolution was recommended as a Special Resolution:

“RESOLVED THAT in supersession of the Resolution passed by the Members at the 77th Annual General Meeting held on May 27, 2010 and pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, Rules framed thereunder, the provisions of revised Clause 49 of the Listing Agreement with the Stock Exchanges and relevant provisions of the Articles of Association of the Company, the Directors of the Company (other than Directors in whole time employment of the Company or the Managing Director) be paid for a period of five years commencing from

Certified True Copy
BATA INDIA LIMITED

(MALOY KUMAR GUPTA)
COMPANY SECRETARY

April 1, 2015, such sum by way of Commission, as the Board may determine from time to time including the amount to be divided among them in such proportion, not exceeding 1% (one percent) of the net profits of the Company computed in such manner as referred to in the Companies Act, 2013 and Rules framed thereunder, in each financial year.”

The aforesaid Resolution was proposed by Mr. A. K. Pal, a Member and seconded by Mr. Debraj Ray, a Member.

Mr. Rajeev Gopalakrishnan mentioned that the Resolution was duly proposed and seconded and had already been put to vote through remote e-voting. The physical voting through poll paper for this item of business would commence once the remaining items of business as mentioned in the Notice convening this AGM were transacted.

Thereafter, Mr Rajeev Gopalakrishnan requested Mr Uday Khanna to take the Chair. Mr. Uday Khanna thanked Mr. Rajeev Gopalakrishnan and took the Chair for remaining items of business as contained in the Notice convening the AGM.

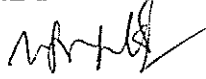
8. APPROVAL TO SUB-DIVISION OF SHARE CAPITAL OF THE COMPANY

The Chairman informed the Members that the following Resolution was recommended as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 13, Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the Statutory Authority(ies) concerned, consent of the Company be and is hereby accorded to sub-divide the existing Equity Share of the Company having a face value of Rs. 10/- each fully paid up, into two Equity Shares of Rs. 5/- each, fully paid up.

FURTHER RESOLVED THAT consequent upon sub-division of Equity Shares of the Company, as aforesaid, the existing Issued Share Capital of Rs.642,850,000 divided into 64,285,000 Equity Shares of Rs.10/- each fully paid-up, as existing on the Record Date, to be determined by the Board of Directors of the Company (“the Board”, which term shall also be deemed to include any Committee thereof), shall stand sub-divided into 128,570,000 Equity Shares of Rs.5/- each, fully paid-up.

FURTHER RESOLVED THAT the existing Subscribed and Paid-up Equity Share Capital of Rs.642,637,700/- divided into 64,263,770 Equity Shares of Rs.10/- each, fully paid-up as existing on the Record Date shall stand sub-divided into 128,527,540 Equity Shares of Rs.5/- each, fully paid-up, with effect from the Record Date.

Certified True Copy
BATA INDIA LIMITED

(MALOY KUMAR GUPTA)
COMPANY SECRETARY

FURTHER RESOLVED THAT subsequent to the sub-division of Equity Shares as aforesaid, the share certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form would be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring surrender of the existing share certificate(s), issue and despatch the new share certificate(s) of the Company, with new set of distinctive numbers, in lieu of such existing share certificate(s), subject to the provisions of the Companies (Share Capital and Debenture) Rules, 2014 and in the case of Equity Shares held in the dematerialized form, the number of sub- divided Equity Shares be credited to the respective beneficiary accounts of the members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

FURTHER RESOLVED THAT the Board of Directors of the Company (which term shall also be deemed to include any Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents, undertakings and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

The aforesaid Resolution was proposed by Mr. Ashok Kumar Roy, a Member and seconded by Mr. S. Dutta, a Member.

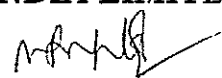
The Chairman mentioned that the Resolution was duly proposed and seconded and had already been put to vote through remote e-voting. The physical voting through poll paper for this item of business would commence once the remaining items of business as mentioned in the Notice convening this AGM were transacted.

9. APPROVAL TO ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

The Chairman informed the Members that the following Resolution was recommended as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and subject to such other approval(s) from the Statutory Authority (ies) concerned, the Memorandum of Association of the Company be altered as under:

The existing Clause No. 5 of the Memorandum of Association be replaced with the following Clause No. 5:

Certified True Copy
BATA INDIA LIMITED

(MALOY KUMAR GUPTA)
COMPANY SECRETARY

5. 'The authorized capital of the Company shall be Rs.70,00,00,000 (Rupees Seventy Crore) divided into 140000000 (Fourteen crore) shares of Rs.5/-each, with rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase or reclassify or alter the capital of the Company and to divide/consolidate the shares in the capital for the time being into several classes and face values and to attach thereto respectively such preferential, cumulative, convertible, guarantee, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such right, privilege or condition or restriction in such manner as may for the time being be permitted by the Articles of Association of the Company and the legislative provisions for the time being in force.'

FURTHER RESOLVED THAT the Board of Directors of the Company (which term shall also be deemed to include any Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), or the Company Secretary of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

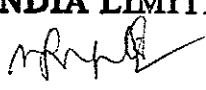
The aforesaid Resolution was proposed by Mr. Sunil Kumar Pal, a Member and seconded by Mr. A. K. Pal, a Member.

The Chairman mentioned that the Resolution was duly proposed and seconded and had already been put to vote through remote e-voting. The physical voting through poll paper for this item of business would commence once the remaining item of business as mentioned in the Notice convening this AGM was transacted.

10. APPROVAL FOR ADOPTION OF NEW SET OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Chairman informed the Members that the following Resolution was recommended as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, Rules framed thereunder and Schedule I to the Companies Act, 2013, a new set of Articles of Association, bearing Article 1 to Article 135, as contained in the draft Articles of Association, laid before the 82nd Annual General Meeting of the Company and initialed by the Chairman for the purpose of identification, be and are hereby approved and adopted as the Articles of Association of the Company, in substitution and to the entire exclusion of the Company's existing Articles of Association bearing Article 1 to Article 121 (which term shall also be deemed to include any Committee thereof).

Certified True Copy
BATA INDIA LIMITED

(MALOY KUMAR GUPTA)
COMPANY SECRETARY

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.”

The aforesaid Resolution was proposed by Mr. Sunil Kumar Pal, a Member and seconded by Mr. A. K. Pal, a Member.

The Chairman mentioned that the Resolution was duly proposed and seconded and had already been put to vote through remote e-voting. The physical voting through poll paper for this item of business would commence along with the items of business mentioned in the Notice convening the AGM and transacted at the AGM.

Thereafter, the Chairman advised Mr. Pawan Kumar Sarawagi, the Scrutinizer and Mr. Maloy Kumar Gupta, Company Secretary to facilitate voting by the eligible Members present through polling papers at the AGM and authorized Mr. Pawan Kumar Sarawagi to submit the Scrutinizer's Report based on combined voting Results. The Chairman informed the Members present that the combined Results of the remote e-voting and votes cast through polling papers at the AGM hall would be announced on Thursday, August 6, 2015 at 10.00 a.m. and the same would be available on the Notice Board of the Company at its Registered Office in Kolkata and Corporate Office in Gurgaon and would also be uploaded on the website of the Company.

11. VOTE OF THANKS

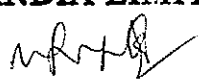
The meeting concluded at 12.50 p.m. with a vote of thanks to the Chair proposed by Mr. A. K. Pal, a Member.

12. DECLARATION OF RESULTS

Based on the Scrutinizer's Report submitted by Mr. Pawan Kumar Sarawagi, on August 6, 2015, the Chairman announced the combined results of remote e-voting and votes cast through polling papers at the AGM hall, as enclosed and marked as Annexure – I and declared that all Resolutions in respect of the items of business mentioned in the Notice dated May 27, 2015 and transacted at the 82nd AGM of the Company, were carried with requisite majority.

**UDAY KHANNA
CHAIRMAN**

Place: Mumbai
Date: September 02, 2015

**Certified True Copy
BATA INDIA LIMITED**

**(MALOY KUMAR GUPTA)
COMPANY SECRETARY**

ANNEXURE – 1**Bata****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 4B, 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.

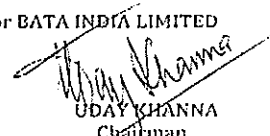
The Board of Directors has appointed Mr. P. K. Sarawagi, Practicing Company Secretary as the Scrutinizer for remote e-voting and Poll at AGM. The Scrutinizer has carried out the scrutiny of all the electronic votes cast up to 5:00 P.M on August 4, 2015, unblocked from NSDL and also the votes cast through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

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

Certified True Copy
BATA INDIA LIMITED



(MALOY KUMAR GUPTA)
COMPANY SECRETARY