

June 1, 2023

The Manager
Corporate Relationship Department
BSE Limited
1st Floor, New Trading Wing,
Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai - 400001

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400051

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

BSE Security Code: 500043

NSE Symbol: BATAINDIA

CSE Scrip Code: 10000003

Dear Sir/Madam,

Subject: Submission of Postal Ballot Notice

Ref.: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended)

Further to our letter dated May 24, 2023, regarding the Postal Ballot process and Cut-off date, we enclose herewith:

- (i) Postal Ballot Notice dated April 25, 2023 along with the Explanatory Statement thereto, as being transmitted today through e-mail to the Members of the Company as on the Cut-Off Date and
- (ii) Calendar of Events for the Postal Ballot Process.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For BATA INDIA LIMITED

NITIN
BAGARIA
Digitally
signed by
NITIN
BAGARIA

NITIN BAGARIA

AVP - Company Secretary & Compliance Officer

Encl.: As above

CC: NSDL, CDSL and RTA

BATA INDIA LIMITED

CIN: L19201WB1931PLC007261

Registered Office: 27B, Camac Street, 1st Floor, Kolkata-700016, West Bengal || Tel.: (033) 23014400 || Fax: (033) 22895748

E-mail: in-customer.service@bata.com || Website: www.bata.in



BATA INDIA LIMITED

[CIN: L19201WB1931PLC007261]

Registered Office: 27B, Camac Street, 1st Floor, Kolkata - 700016, West Bengal

Telephone: +91 33 2301 4400 ■ Fax: +91 33 2289 5748

E-mail: share.dept@bata.com ■ Website: www.bata.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

TO THE MEMBERS OF BATA INDIA LIMITED

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (as amended) (the “Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) (the “Rules”), the General Circulars, issued by the Ministry of Corporate Affairs (the “MCA”), bearing No. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021, No. 20/2021, No. 3/2022 and No. 11/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 respectively (collectively the “MCA Circulars”), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”), Revised Secretarial Standard on General Meetings (“SS-2”) issued by the ICSI and the rules, circulars, clarifications and notifications thereunder, seeking approval of the Members of Bata India Limited (the “Company”) for the resolutions set out hereinafter (being business other than items of ordinary business or such business where certain persons have a right to be heard) by means of Postal Ballot, only through remote e-Voting (voting through electronic means). Statement pursuant to Section 102 of the Act pertaining to the said resolutions is annexed.

The MCA has clarified that for companies that are required to provide remote e-Voting facility under the Act, while transacting any business only by postal ballot upto September 30, 2023, the framework provided in the MCA Circulars as well as the provisions of Rule 20 of the Rules will be applicable *mutatis mutandis*. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Board of Directors of the Company (the “Board”) has appointed Mr. Gagan Verma, Partner [B.Com (H), LLB & Company Secretary], failing him, Mr. Obaidur Rahman, Principal Associate [B.Com (H), LLB & Company Secretary], both of M/s. Kochhar & Co., Advocates and Legal Consultants, having its office at 11th Floor, Tower A, DLF Towers, Jasola District Center, Jasola, New Delhi – 110025, as the Scrutinizer, for scrutinizing the process of Postal Ballot (remote e-Voting) in a fair and transparent manner.

Members are requested to carefully read the Notes (including instructions for remote e-Voting) forming part of this Postal Ballot Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the said remote e-Voting facility which will commence on Friday, June 2, 2023 (9:00 A.M. IST) and will end on Saturday, July 1, 2023 (5:00 P.M. IST). Members are requested to cast their votes through the remote e-Voting not later than 5:00 P.M. IST on Saturday, July 1, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned members. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

The Scrutinizer will submit his report, on or before Tuesday, July 4, 2023, by 5:00 P.M. (IST), to the Chairman of the Board or in his absence, to such Director/KMP of the Company, duly authorised in this regard. The results of Postal Ballot shall be declared forthwith on or before Tuesday, July 4, 2023, by 5:00 P.M. (IST) by the Chairman of the Board or in his absence, by such Director/KMP of the Company, duly authorised in this regard and the results declared will be displayed, for atleast 3 (three) days, along with the Scrutinizer’s Report at the Registered Office of the Company in Kolkata and at the Corporate Office of the Company in Gurugram at Bata House, 418/02, M. G. Road, Sector-17, Gurugram – 122002, Haryana and will also be uploaded on the website of the Company (www.bata.in) and on the e-Voting website of NSDL (www.evoting.nsdl.com) and will also be simultaneously forwarded to the Stock Exchanges (the National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Limited) where the equity shares of the Company are listed. The resolutions as mentioned in this Notice, if passed with requisite majority, shall be deemed to have been passed on Saturday, July 1, 2023, being the last date specified for remote e-Voting.

SPECIAL BUSINESS

Resolution No. 1 – Appointment of Mr. Anil Ramesh Somani as a Director of the Company, liable to retire by rotation

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Mr. Anil Ramesh Somani (DIN: 10119789) who was appointed as an Additional Director of the Company w.e.f. April 25, 2023 and who holds office upto the date of the next Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received notices in writing from members under Section 160 of the Act, signifying their intention to propose Mr. Somani as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to re-designate the said Director as it may deem fit to confer upon him from time to time and to settle any question or difficulty in connection herewith or incidental hereto.”

Resolution No. 2 – Appointment of Mr. Anil Ramesh Somani as a Whole-time Director of the Company and fixing his remuneration

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Schedule V thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company and pursuant to the recommendations / approvals of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company (the “Board”) accorded at their respective meetings, consent of the Members of the Company, be and is hereby accorded to the appointment of Mr. Anil Ramesh Somani (DIN: 10119789), as a Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer (with such other designation(s) as the Board may deem fit to confer upon him from time to time), liable to retire by rotation, for a period of 5 (five) consecutive years commencing from April 25, 2023 on such terms and conditions including remuneration payable to Mr. Somani as set out in the Statement annexed hereto, with liberty to the Board to vary the terms and conditions of the said appointment including remuneration within the overall limits of Section 197 of the Act, as may be mutually agreed with Mr. Somani from time to time.

FURTHER RESOLVED THAT the Board be and is hereby authorised to vary, alter, enhance, or widen the scope and components of remuneration (including fixed salary, incentives and merit increases thereto and retirement benefits) as set out in the Statement annexed hereto payable to Mr. Somani during his tenure to the extent permitted under Section 197 of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to settle any question or difficulty in connection herewith or incidental hereto.”

Resolution No. 3 – Appointment of Mr. Ravindra Dhariwal as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Mr. Ravindra Dhariwal (DIN: 00003922) who was appointed as an Additional (Non-Executive Non-Independent) Director of the Company w.e.f. May 27, 2023

and who holds office upto the date of the next Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received notices in writing from members under Section 160 of the Act, signifying their intention to propose Mr. Dhariwal as a candidate for the office of a director of the Company, be and is hereby appointed as a Director (Non-Executive Non-Independent) of the Company, for a period of 2 (two) consecutive years commencing from May 27, 2023 upto May 26, 2025 and whose period of office shall be liable to determination by retirement of directors by rotation.

FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to re-designate the said Director as it may deem fit to confer upon him from time to time and to settle any question or difficulty in connection herewith or incidental hereto.”

Resolution No. 4 – Re-appointment of Mr. Ashok Kumar Barat as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:-**

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Schedule IV thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Mr. Ashok Kumar Barat (DIN: 00492930), who was appointed as an Independent Director for a term of 5 (five) consecutive years to hold office upto December 16, 2023 and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years commencing from December 17, 2023 upto December 16, 2028.

FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to settle any question or difficulty in connection herewith or incidental hereto.”

Resolution No. 5 – Payment of remuneration for the financial year 2022-23 to Non-Executive Directors (including Independent Directors) of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:-**

“RESOLVED THAT in supersession of the Special Resolution (Item no. 10) passed at the 88th Annual General Meeting held on August 12, 2021 (to the extent it pertains to the financial year 2022-23) and pursuant to Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder and Regulation 17 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, approval / consent of the Members of the Company, be and is hereby accorded for payment of commission (remuneration) for the financial year 2022-23 to the Non-Executive Directors (including Independent Directors) of the Company within the overall maximum limit of 1% of the Net Profits of the Company for that financial year computed in accordance with the provisions of Section 198 of the Act or Rs. 17 Million (Rupees Seventeen Million only), whichever is lower, in aggregate (to be distributed in such manner and proportion as the Board of Directors of the Company (the “Board”) may decide based on the recommendation of the Nomination and Remuneration Committee), in addition to the sitting fees / reimbursement of expenses (if any).

FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to settle any question or difficulty in connection herewith or incidental hereto.”

Resolution No. 6 – Place of keeping the Register of Members, etc. of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:-**

“RESOLVED THAT in supersession of the Special Resolution (Item no. 10) passed at the Extraordinary General Meeting held on August 4, 2014 and pursuant to Section 94(1) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Management and Administration) Rules, 2014 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation of the Board of Directors of the Company (the “Board”), approval / consent of the Members of the Company, be and is hereby accorded for keeping the Register of Members of the Company and

the respective Register of Debenture holders and other security holders, if any, maintained under Section 88 of the Act, together with the Index of Members and / or Debenture holders / other security holders and copies of Annual Returns of the Company filed under Section 92 of the Act, at the office of the Registrar and Share Transfer Agent of the Company, as may be appointed by the Board, from time to time and presently being, M/s. Link Intime India Private Limited at Vaishno Chamber, 5th Floor, Flat No. 502 & 503, 6, Biplabi Trailokya Maharaja Road (Brabourne Road), Kolkata - 700001 or at such place(s) where the Registrar and Share Transfer Agent may shift / maintains its office within Kolkata (West Bengal) from time to time, instead of keeping such Registers and copies of Annual Returns, at the Registered Office of the Company.

FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to settle any question or difficulty in connection herewith or incidental hereto.”

**By Order of the Board
BATA INDIA LIMITED**

Place : Gurugram
Date : April 25, 2023

NITIN BAGARIA
Company Secretary & Compliance Officer
ICSI Membership No. ACS 20228

Registered Office:
27B, Camac Street,
1st Floor, Kolkata – 700016
West Bengal
Telephone: +91 33 2301 4400
Fax: +91 33 2289 5748
Email: share.dept@bata.com
Website: www.bata.in
CIN: L19201WB1931PLC007261

The Bata logo is displayed in a large, stylized, red font. It features the word "Bata" in a cursive-like script, with a small registered trademark symbol (®) to the right of the word.

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013 (as amended) (the “Act”) and the rules made thereunder, setting out the material facts and the reasons for the proposed resolutions is appended hereto (hereinafter referred to as “the Statement”). The Statement also contains the recommendations of the Board of Directors of the Company in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Necessary information of the Directors as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the ICSI is annexed to this Notice. **The Statement read together with the Annexure hereto and these Notes form an integral part of this Notice.**
2. In accordance with the Act, read with the rules made thereunder and the General Circulars, issued by the Ministry of Corporate Affairs (the “MCA”), No. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020, No. 39/2020, 10/2021, 20/2021, 3/2022 and 11/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 respectively (hereinafter, collectively referred as the “MCA Circulars”), this Postal Ballot Notice is being sent electronically to those Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, May 26, 2023 as received from the Depositories i.e. Central Depository Services (India) Limited (“CDSL”) and National Securities Depository Limited (“NSDL”) and who already have their email addresses registered with the Company / its Registrar and Share Transfer Agent (M/s. Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083) (the “RTA”) / the Depositories. The physical copy of the Notice, postal ballot forms and postage pre-paid reply envelope will not be sent to the Members for this Postal Ballot in accordance with the MCA Circulars.
3. A copy of this Postal Ballot Notice will also be available on the website of the Company (www.bata.in) and on the e-Voting website of NSDL (www.evoting.nsdl.com) and shall also be forwarded to the Stock Exchanges where the equity shares of the Company are listed.
4. In terms of Sections 108 and 110 and other applicable provisions, if any, of the Act, read together with the rules made thereunder, the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-Voting facility to all the Members of the Company. The Company has appointed NSDL for facilitating remote e-Voting to enable the Members to cast their votes electronically. **Accordingly, the communication of the assent or dissent of the Members would take place through remote e-Voting only.**
5. The Members of the Company whose names appear in the Registrar of Members / List of Beneficial Owners as on Friday, May 26, 2023, as received from the Depositories i.e. CDSL & NSDL (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email addresses with the Company / the RTA / the Depositories), shall only be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, May 26, 2023 (“cut-off date”). **A person who is in receipt of this Notice but was not a member on the cut-off date should treat this Notice for information purpose only.**
6. The remote e-Voting shall open from Friday, June 2, 2023 (9:00 A.M. IST) and shall end on Saturday, July 1, 2023 (5:00 P.M. IST). E-Voting shall be disabled by NSDL at 5:00 P.M. IST on Saturday, July 1, 2023 and shall not be allowed beyond the said date and time.
7. **MEMBERS CANNOT EXERCISE VOTES BY PROXY ON THE POSTAL BALLOT.**
8. The Scrutinizer’s decision on the validity of remote e-Voting will be final.
9. **KYC and Nomination Facility**
In order to enhance the ease of doing business for investors in the securities market, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (the “SEBI Circular”) mandated furnishing of PAN, full KYC details and Nomination by the holders of physical securities. The Company has intimated the concerned security holders about the folios which are incomplete in terms of the SEBI Circular. A copy of the said intimation can be downloaded from the Company’s website, i.e. www.bata.in under the tab “Investor Relations > Investor Information”. The folios wherein the above details are not available shall be frozen in the manner and timelines given in the SEBI Circular. Accordingly, the Members are hereby requested to kindly comply with the SEBI Circular.

10. Members holding shares in physical mode and whose email addresses are not registered, may cast their votes through e-Voting system, after registering their email addresses by sending the following documents to the Company at share.dept@bata.com or to the RTA at rnt.helpdesk@linkintime.co.in :

- (i) Scanned copy of a signed request letter, mentioning the name, folio number & number of shares held and complete postal address;
- (ii) Self-attested scanned copy of PAN Card; and
- (iii) Self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding.

Members holding shares in the demat mode should update their email addresses directly with their respective Depository Participants.

Members who have not registered their email addresses either with the Company, its RTA or the Depositories and wish to receive the Postal Ballot Notice and / or cast their votes through remote e-Voting may also write to the Company at share.dept@bata.com or to the RTA at rnt.helpdesk@linkintime.co.in or to NSDL at evoting@nsdl.co.in and obtain their User ID and Password for remote e-Voting by sending the following documents:

- (1) Scanned copy of a signed request letter mentioning their name and DP ID and Client ID / folio number;
- (2) Self-attested scanned copy of PAN Card; and
- (3) Self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding.

The Company has additionally provided the facility to the members to temporarily update their email addresses by accessing the link https://web.linkintime.co.in/EmailReg/Email_Register.html for the limited purpose of receiving shareholder communications including this Notice.

It is clarified that for permanent registration of email addresses, the Members are, however, requested to register their email addresses, in respect of electronic holdings with the Depositories, through the concerned Depository Participants.

11. The procedure/instructions with respect to **remote e-Voting** is provided below:-

The steps to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful

	authentication, you will be able to see e-Voting services under Value Added Services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period. - Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for CDSL Easi / Easiest facility, they can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The user to login Easi/Easiest are requested to visit CDSL website (www.cdslindia.com) and click on Login icon & New System My Easi and then use your existing My Easi username and password. - After successful login of Easi/Easiest, the user will be able to see the E-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period. Additionally, links are also provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting Service Providers’ website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My Easi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the

	demat Account. After successful authentication, user will be able to see the e-Voting Option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logged-in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting Service Provider, i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 – 4886 7000 and 022 – 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 22 55 33

B) Login Method for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode

To Log-in to NSDL e-Voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if Folio Number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Shareholders other than Individual Shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing Password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'Initial Password' which was communicated to you. Once you retrieve your 'Initial Password', you need to enter the 'Initial Password' and the system will force you to change your password.
- c) To retrieve your 'Initial Password'
 - (i) If your email ID is registered in your demat account or with the company, your 'Initial Password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL Account or Folio Number for shares held in Physical form. The .pdf file contains your 'User ID' and your 'Initial Password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your Password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
- c) If you are still unable to get the Password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/Folio Number, your PAN, your name and your registered address, etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, Tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

To cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select relevant “EVEN” for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to gagan.verma@kochhar.com with a copy marked to evoting@nsdl.co.in or upload the same by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your Password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any query / grievance (including any technical assistance required with respect to remote e-Voting), you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Download section of www.evoting.nsdl.com or call on: 022 – 4886 7000 and 022 – 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL or at evoting@nsdl.co.in or may also contact Mr. Dipankar De, Manager - Investor Services, Bata India Limited at telephone no. 033 – 2289 5796 or at email ID share.dept@bata.com

Process for those Shareholders whose email ids are not registered for procuring user ID and password and registration of email ids for e-Voting for the resolutions set out in this notice:

1. Please refer to Note 10 above. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting for Individual Shareholders holding securities in demat mode.**
2. Alternatively, Shareholders/Members may send a request to evoting@nsdl.co.in for procuring user ID and password for e-Voting by providing above mentioned documents.

Other Notes

- (a) There will be one vote for every Client ID / registered folio number irrespective of the number of joint holders.
- (b) Once a member casts the votes on the Resolution(s), no change shall be allowed subsequently.

**By Order of the Board
BATA INDIA LIMITED**

NITIN BAGARIA
Company Secretary & Compliance Officer
ICSI Membership No. ACS 20228

Place : Gurugram
Date : April 25, 2023

Registered Office:
27B, Camac Street,
1st Floor, Kolkata – 700016
West Bengal
Telephone: +91 33 2301 4400
Fax: +91 33 2289 5748
Email: share.dept@bata.com
Website: www.bata.in
CIN: L19201WB1931PLC007261

Bata®

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (AS AMENDED)

Item No. 1 – Appointment of Mr. Anil Ramesh Somani as a Director of the Company, liable to retire by rotation

The Board of Directors of the Company (the “Board”) (based on the recommendations of the Nomination and Remuneration Committee) has appointed Mr. Anil Ramesh Somani (DIN: 10119789) as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 (as amended) (the “Act”) and the Articles of Association of the Company, with effect from April 25, 2023. He has also been appointed as a Whole-time Director from that date, subject to approval of the Members of the Company.

Notices under Section 160 of the Act have been received by the Company from members proposing the candidature of Mr. Somani as a Director of the Company, liable to retire by rotation. Further, since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 100,000/- is not applicable.

Based on the aforesaid recommendations and consent of Mr. Somani to act as a Director of the Company and other statutory disclosures, it is proposed to appoint Mr. Somani as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation. Further as per the declarations received by the Company, Mr. Somani is not disqualified under Section 164 of the Act. The directorship(s) held by Mr. Somani are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company. **A summary on profile of Mr. Somani is attached to this Notice as Annexure – 1.**

The necessary documents relating to his appointment shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.,) in a presentable form, during 11:00 A.M. to 1:00 P.M. IST on any working day, upto and including the last date of receipt of votes through the e-Voting process. Members desirous of inspecting the same may send their requests at share.dept@bata.com from their registered email addresses mentioning their names and folio numbers / demat account numbers, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Except Mr. Somani being the concerned director and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 1 as contained in the Notice.

Keeping in view his vast experience specially in the retail sector and domain knowledge, the Board considers that his association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 1 as an Ordinary Resolution, in relation to the appointment of Mr. Somani as a Director, for the approval of the Members of the Company.

Item No. 2 – Appointment of Mr. Anil Ramesh Somani as a Whole-time Director of the Company and fixing his remuneration

Pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Schedule V thereto and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the “Board”) accorded at their respective meetings, consent of the Members of the Company is hereby sought for the appointment of Mr. Anil Ramesh Somani (DIN: 10119789), as a Whole-time Director (Designated as Director Finance and CFO) of the Company, on the remuneration as detailed hereinafter, for a period of 5 (five) consecutive years with effect from April 25, 2023 upto April 24, 2028 and his office shall be liable to determination by retirement of directors by rotation. Further as per the declarations received by the Company, Mr. Somani is not disqualified under Section 164 of the Act. He also satisfies all the conditions as set out in Part - I of Schedule V to the Act and under Section 196(3) of the Act. The directorship(s) held by Mr. Somani are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

A summary on profile of Mr. Somani is attached to this Notice as Annexure – 1.

The details of remuneration of Mr. Somani are as under (per annum):

Gross Salary	:	Rs. 20,365,308
(Includes Basic Salary, Housing Benefits, Special Allowance)		
STIP / Performance Pay – Incentive Program	:	Rs. 5,009,481
Total	:	Rs. 25,374,789
LTIP (2023-25)	:	Rs. 2,862,643 on Target and Rs. 5,725,286 on Overachievement
One-time Joining Bonus (with claw back provision)	:	Rs. 5,000,000
Retention Bonus	:	Rs. 7,500,000 (payable in equal tranches each on completion of 12, 24 & 36 Months from the date of joining the Company, i.e., April 3, 2023, with claw back provision)
Perquisites & Allowances	:	As per grade. This would include expenses towards insurance & medical expenses and leave travel allowances as per Rules of the Company and in accordance with the applicable provisions of the Act, the Income-tax Act, 1961 and the Rules framed under these Acts.
Retirement Benefits	:	As per Rules of the Company
Leave Entitlements	:	As per Rules of the Company
Notice Period	:	As per Rules of the Company

The proposed remuneration is commensurate with the size of the Company and nature of its business. The aforesaid remuneration of Mr. Somani falls within the maximum ceiling limits as specified under Section 197 of the Act and Schedule V thereto and the rules made thereunder.

On or after January 1, 2024, the amounts specified above may be enhanced, by the Board based on the recommendations/approvals of the Nomination and Remuneration Committee which peruses the industry benchmarks in general, remuneration prevalent in the industry, profile and responsibilities of Managerial Personnel and other relevant factors, as merit increase, over the amounts prevailing for the preceding year and the revised amounts of remuneration shall come into effect from 1st January every year or such later date as per the policies and practices of the Company for merit increase.

Based on the recommendations / approvals of the Nomination and Remuneration Committee and the Audit Committee (after accessing the qualification, experience and background), Mr. Somani was appointed by the Board as the Chief Financial Officer (KMP) of the Company, with effect from April 3, 2023. He was subsequently appointed as a Whole-time Director [designated as Director Finance and CFO (KMP)] of the Company, with effect from April 25, 2023.

The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company. It is proposed to enter into an Agreement with Mr. Somani containing the terms and conditions of his appointment, authority, rights and obligations of Mr. Somani during his tenure as the Director Finance and CFO of the Company. The proposed resolution as contained in this Notice provides that the Board will have a liberty to vary the terms and conditions of the appointment and remuneration of Mr. Somani as mentioned herein or under the Agreement to be entered, from time to time, as it may deem fit and necessary and as may be agreed to by and

between Mr. Somani and the Board, without being required to seek any further consent or approval of the Member(s) of the Company or otherwise, to the extent permitted under Section 197 read with Schedule V to the Act and other applicable provisions, if any, of the Act.

The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of the Directors.

The draft Agreement proposed to be executed shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.) in a presentable form, during 11:00 A.M. to 1:00 P.M. IST on any working day, upto and including the last date of receipt of votes through the e-Voting process. Members desirous of inspecting the same may send their requests at share.dept@bata.com from their registered email addresses mentioning their names and folio numbers / demat account numbers, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Except Mr. Somani being the concerned director and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 2 as contained in the Notice.

Keeping in view his vast experience specially in the retail sector and domain knowledge, the Board considers that his association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 2 as an Ordinary Resolution, in relation to appointment of Mr. Anil Somani as a Whole-time Director and remuneration payable, whose period of office shall be liable to determination by retirement of directors by rotation, for the approval of the Members of the Company.

Item No. 3 – Appointment of Mr. Ravindra Dhariwal as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation

At the 82nd AGM held on August 5, 2015, Mr. Ravindra Dhariwal (DIN: 00003922) was appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from May 27, 2015.

During the financial year ended March 31, 2020, a Special Resolution was passed through Postal Ballot for re-appointment of Mr. Ravindra Dhariwal as an Independent Director of the Company to hold office for a second term of 3 (three) consecutive years with effect from May 27, 2020 upto May 26, 2023.

As a member of the Board of Directors of the Company (the “Board”), Mr. Ravindra Dhariwal carried with him a vast experience of over 4 decades of building consumer business all over the world and his experience of working in diverse and varied cultures and helping companies win customer loyalty and consumer regard.

During his tenure as an Independent Director of the Company, Mr. Dhariwal made significant contributions in various Board Matters including Marketing, Branding, Human Resources, IR, Strategy, etc. He also mentored leaders including KMPs and SMPs of the Company and aligned them with the long-term goals of the Company. He also guided the executive management in the areas of strategic initiatives, corporate policies and communications.

The Board (based on the recommendations of Nomination and Remuneration Committee), at its meeting held on April 25, 2023, has appointed Mr. Ravindra Dhariwal as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 (as amended) (the “Act”) and the Articles of Association of the Company, with effect from May 27, 2023 and has recommended the appointment of Mr. Ravindra Dhariwal as a Non-Executive Non-Independent Director of the Company, for a period of 2 (two) consecutive years with effect from May 27, 2023.

Notices under Section 160 of the Act have been received by the Company from members proposing the candidature of Mr. Dhariwal as a Director of the Company, liable to retire by rotation. Further, since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 100,000/- is not applicable.

Based on the aforesaid recommendations and consent of Mr. Dhariwal to act as a Director of the Company and other statutory disclosures, it is proposed to appoint Mr. Dhariwal as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation. Further as per the declarations

received by the Company, Mr. Dhariwal is not disqualified under Section 164 of the Act. The directorship(s) held by Mr. Dhariwal are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company. **A summary on profile of Mr. Dhariwal is attached to this Notice as Annexure – 1.**

Mr. Dhariwal is entitled to sitting fees for attending the meetings of the Board and its committee(s) and also remuneration in terms of Section 197 of the Act, read with Schedule V thereto, in line with the Nomination and Remuneration Policy (Revised) of the Company.

The necessary documents relating to his appointment shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.,) in a presentable form, during 11:00 A.M. to 1:00 P.M. IST on any working day, upto and including the last date of receipt of votes through the e-Voting process. Members desirous of inspecting the same may send their requests at share.dept@bata.com from their registered email addresses mentioning their names and folio numbers / demat account numbers, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Except Mr. Ravi Dhariwal being the concerned director and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 3 as contained in the Notice.

Keeping in view his contributions, vast expertise and knowledge and for mentoring senior incumbents in the organisation for smooth transition, the Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 3 as an Ordinary Resolution, in relation to the appointment of Mr. Dhariwal as a Director (Non-Executive Non-Independent), for a period of 2 (two) consecutive years commencing from May 27, 2023, for the approval of the Members of the Company.

Item No. 4 – Re-appointment of Mr. Ashok Kumar Barat as an Independent Director of the Company

At the 86th AGM held on August 2, 2019, Mr. Ashok Kumar Barat (DIN: 00492930) was appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from December 17, 2018 upto December 16, 2023.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company (the “Board”), at its meeting held on April 25, 2023, has recommended the re-appointment of Mr. Ashok Kumar Barat as an Independent Director of the Company, for a second term of 5 (five) consecutive years with effect from December 17, 2023.

Notices under Section 160 of the Companies Act, 2013 (as amended) (the “Act”) have been received by the Company from members proposing the candidature of Mr. Barat as an Independent Director of the Company, not liable to retire by rotation. Further, since this re-appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 100,000/- is not applicable.

Based on the aforesaid recommendations and consent of Mr. Barat to act as a Director of the Company and other statutory disclosures including declaration confirming that he meets the criteria of independence under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”), it is proposed to re-appoint Mr. Barat as an Independent Director of the Company whose period of office shall not be liable to determination by retirement of directors by rotation. Further as per the declarations received by the Company, Mr. Barat is not disqualified under Section 164 of the Act. The directorship(s) held by Mr. Barat are within the limits prescribed under the Act and the Listing Regulations. The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company. **A summary on profile of Mr. Barat is attached to this Notice as Annexure – 1.**

In the opinion of the Board, Mr. Ashok Kumar Barat fulfils the conditions specified in the Act and rules made thereunder and the Listing Regulations, for his re-appointment as an Independent Director of the Company and he is independent of the management. He has further confirmed that he is not aware of any circumstance or situation which exist or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In terms of Section 150 of the Act and rules made thereunder, Mr. Barat is registered with the Indian Institute of Corporate Affairs (IICA) and he is exempted from appearing for the online proficiency self-assessment test.

Mr. Barat is entitled to sitting fees for attending the meetings of the Board and its committee(s) and also remuneration in terms of Section 197 of the Act, read with Schedule V thereto, in line with the Nomination and Remuneration Policy (Revised) of the Company.

Considering his contributions and time commitment as a member of the Board and its Committees, his knowledge, acumen, qualifications, expertise and experience in the domains of finance and accounts, financial management, financial reporting, financial and operational controls, risk management, regulatory compliance, amongst others, the preference of having a Board member with professional qualification in the said domains and deep knowledge of auditing and assurance to commensurate with the nature and complexities of our business, as being key requirements for this role, the outcome of performance evaluation of the Independent Directors (summarised hereinafter), the Board is of the opinion that it would be in the interest of the Company to re-appoint him as an Independent Director for a second term of 5 (five) consecutive years from December 17, 2023 upto December 16, 2028.

Summary of outcome of performance evaluation of Mr. Ashok Kumar Barat as an Independent Director:

In compliance with the Section 178 of the Act, the Listing Regulations and the Guidance Note on Board Evaluation issued by SEBI in January 2017, Performance Evaluation was, inter alia, carried out internally for Individual Directors of the Company for the financial year ended March 31, 2023. The Company has complied with all the criteria of evaluation as envisaged in the SEBI Circular on 'Guidance Note on Board Evaluation' such as preparation, participation, conduct and effectiveness. The key objectives of conducting Performance Evaluation of the Directors through individual assessment and peer assessment were to ascertain if the Directors actively participate in the Board / Committee Meetings and contribute to achieve the common business goals of the Company. Mr. Barat was evaluated on the highest scale in the said assessment and accordingly, based on the positive evaluation by the Board, his re-appointment is recommended.

The necessary documents relating to his re-appointment (including the letter of appointment to be issued to Mr. Barat, setting out the terms and conditions of his re-appointment) shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.) in a presentable form, during 11:00 A.M. to 1:00 P.M. IST on any working day, upto and including the last date of receipt of votes through the e-Voting process. Members desirous of inspecting the same may send their requests at share.dept@bata.com from their registered email addresses mentioning their names and folio numbers / demat account numbers, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Except Mr. Ashok Kumar Barat being the concerned director and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 4 as contained in the Notice.

Keeping in view his contributions, vast expertise and knowledge, the Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 4 as a Special Resolution, in relation to the re-appointment of Mr. Barat as an Independent Director, for a second term of 5 (five) consecutive years commencing from December 17, 2023, for the approval of the Members of the Company.

Item No. 5 – Payment of remuneration for the financial year 2022-23 to Non-Executive Directors (including Independent Directors) of the Company

In terms of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended), the board shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting. The said requirement shall not apply to payment of sitting fees to non-executive directors, if made within the prescribed limits of the Companies Act, 2013 (as amended).

At the 88th AGM of the Company held on August 12, 2021, pursuant to the then applicable provisions, including the amendments introduced by the Companies (Amendment) Act, 2020, the Members had passed a Special

Resolution for the payment of remuneration, including in case of loss or inadequacy of profits, to the Non-Executive Directors of the Company, for a period of 3 (three) financial years commencing from April 1, 2020.

The Company had incurred losses during the financial year 2020-21 and earned inadequate profits during the financial year 2021-22. The Company implemented various cost-optimisation measures including curbing discretionary expenses, rentals re-negotiation, closure of unviable stores and digitalization drive across the organisation, etc. apart from various strategies to improve financial performance. The Company continued to invest in supply chain and its thrust on various initiatives to improve agility and efficiency.

For each of the first three quarters of the financial year 2022-23, the Company performed better than the pre-covid times and saw significant rebound on growth. Sales for the quarter ended June 30, 2022 was Rs. 9,430 Million - highest ever lifetime quarterly sales, showcasing significant momentum across all sales channels.

The Non-Executive Directors, including Independent Directors, devoted their valuable time, bringing an objective view with an independent judgement and made significant contributions to the Company with their diversified experience and provided critical guidance from time to time, specifically during the transition period at the CEO level.

Considering the above, based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company (the "Board") at its Meeting held on April 25, 2023 felt it prudent to approach the Members of the Company seeking their approval by way of Special Resolution to supersede the Special Resolution (Item No. 10) passed at the 88th Annual General Meeting of the Company to the extent it pertains to the financial year 2022-23 for payment of remuneration to the Non-Executive Directors of the Company.

Considering the financial performance of the Company during the financial year 2022-23 and in terms of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended), approval of the Members of the Company is hereby sought to pay remuneration, by way of commission, for the financial year 2022-23, to the Non-Executive Directors (including Independent Directors) of the Company, as detailed in the proposed resolution.

The remuneration shall be paid in such manner and form as permissible under the Act in accordance with the Articles of Association of the Company and the Nomination and Remuneration Policy (Revised) of the Company.

The details of Independent Directors have already been disclosed in the Notice convening the 88th AGM of the Company and the Annual Report 2020-21 of the Company. The same are available on the website of the Company.

Except Non-Executive Directors (including Independent Directors) of the Company being the concerned directors, to the extent of the remuneration that may be received by them and their relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise in the Resolution No. 5 as contained in the Notice.

The Board recommends the Resolution No. 5 as a Special Resolution, in relation to payment of remuneration for the financial year 2022-23 to Non-Executive Directors of the Company for approval of the Members of the Company.

Item No. 6 – Place of keeping the Register of Members, etc. of the Company

Section 94(1) of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, allows the Company to keep the Register of Members together with Index of Members and copies of Annual Returns filed by the Company, at a place other than the Registered Office of the Company, if approved by the Members by way of Special Resolution.

At the Extraordinary General Meeting of the Company held on August 4, 2014, the Members by way of a Special Resolution, approved that the Register of Members and Copies of Annual Return may be kept at the office of the erstwhile Registrar and Share Transfer Agent of the Company, viz., M/s. R&D Infotech Private Limited at 7A, Beltala Road, 1st Floor, Kolkata 700027 and at such places within Kolkata in the State of West Bengal where the erstwhile Registrar and Share Transfer Agent may shift its office from time to time other than the Registered Office of the Company.

The Board of Directors of the Company (the “Board”) at its meeting held on November 10, 2022, appointed M/s. Link Intime India Private Limited (Link Intime) as the Registrar and Share Transfer Agent (RTA) of the Company. Link Intime has started acting as the RTA of the Company, in place of M/s. R & D Infotech Private Limited with effect from Monday, March 20, 2023.

Accordingly, the Board seeks approval of the Members to keep the Register of Members, copies of Annual Returns and all relevant documents / registers pertaining thereto, maintained by the Company, either physically or electronically, at the office of the RTA of the Company within Kolkata in the State of West Bengal. In case, the RTA and / or its address is changed, the Company shall communicate the same to the Stock Exchanges where the equity shares of the Company are listed and shall also publish the information in atleast one English language National daily newspaper and in one regional language daily newspaper circulating in the region where the Registered Office of the Company is situated. The said information shall also be posted on the Company’s website (www.bata.in).

No director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the Resolution No. 6 as contained in the Notice.

The Board considers that the proposal would bring convenience to the Members of the Company of easy accessibility. Accordingly, the Board recommends the Resolution No. 6 as a Special Resolution.

**By Order of the Board
BATA INDIA LIMITED**

NITIN BAGARIA
Company Secretary & Compliance Officer
ICSI Membership No. ACS 20228

Place : Gurugram
Date : April 25, 2023

Registered Office:
27B, Camac Street,
1st Floor, Kolkata – 700016
Telephone: +91 33 2301 4400
Fax: +91 33 2289 5748
Email: share.dept@bata.com
Website: www.bata.in
CIN: L19201WB1931PLC007261

The Bata logo is displayed in a large, stylized, red font. It features the word "Bata" in a cursive-like script, with a small registered trademark symbol (®) to the right of the letter "a".

Annexure – 1 to the Notice and the Statement

As per the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

Name	Mr. Anil Ramesh Somani	Mr. Ravindra Dhariwal	Mr. Ashok Kumar Barat
Position in the Company	Director Finance and CFO (KMP), Executive	Non-Executive Independent Director upto the end of business hours on May 26, 2023 and Non-Executive Non-Independent Director with effect from May 27, 2023	Non-Executive Independent Director
DIN	10119789	00003922	00492930
Date of Birth / Age	25.01.1971 / 52 years	11.09.1952 / 70 years	05.12.1956 / 66 years
Profile / Background Details, Recognition or awards	Mr. Anil Ramesh Somani joined Bata India Limited as CFO from Reliance Retail, where he was serving as Executive Vice President and CFO for Digital business. At Reliance, he was part of the leadership team, driving growth, omnichannel capabilities and new business opportunities. His focus was on profitable growth, retail processes, supply chain efficiencies and technology initiatives. He has worked with reputed retail organizations like Infiniti Retail (Croma), Walmart and Metro Cash & Carry in various positions, during which he provided vital finance leadership to grow the top and bottom lines. Overall, he has over 25 years of experience in Finance, Strategy, Compliance, Information Management and	Mr. Ravindra Dhariwal is co-founder and Chairman of Sagacito Technologies, a data analytics firm specialising in helping enterprises maximise their revenues. He is also Senior Advisor, Mentor and Board Member of several leading listed and private firms. Just prior to co-founding Sagacito, he was the Group CEO of Bennett & Coleman, India's largest media company, with diversified media platforms including Radio Mirchi, Times Television Network, and the world's largest selling English newspaper 'The Times of India'. Mr. Dhariwal was also the world-wide President of International News Media Association from 2011-2013. Prior to joining Bennett & Coleman,	Mr. Ashok Barat has held responsible and senior leadership positions in various Indian and multinational organisations, both in India and overseas. He is on the Board of other companies including Huhtamaki India Limited, Birlasoft Limited and Alembic Pharmaceuticals Limited and advises businesses on governance, performance and strategy. Mr. Barat is a Past President of the Bombay Chamber of Commerce and Industry and of the Council of EU Chambers of Commerce in India; presently he is a member of the Managing Committee of ASSOCHAM. He is a Certified Mediator empanelled with the Ministry of Corporate Affairs, Government of India.

	Business Development functions.	Mr. Dhariwal worked with PepsiCo for 12 years. He was Pepsi's first employee in India, launched Pepsi brands in India helping build a successful business. He also led the Beverage Business in India, Africa and South East Asia for PepsiCo. Mr. Dhariwal started his career with Unilever in India in 1977 and worked for them in India and Australia for over 12 years mostly in Sales and Marketing management. In his career now spanning over 42 years, he has built consumer businesses all over the world. He has worked in diverse and varied cultures, and helped companies win customer loyalty and consumer regard.	He is a regular speaker at public forums particularly supporting family businesses, start-ups and SMEs from overseas looking at establishing and growing their business footprint in India.
Qualifications	Qualified Chartered Accountant and a Certified Information Systems Auditor.	An engineer from IIT Kanpur and an MBA from IIM Calcutta. He was bestowed the Distinguished Alumni Award by IIM Calcutta in 2013 and also from IIT Kanpur in 2019.	B.Com. (Hons.), FCA, FCS and Associate of the Institute of Chartered Accountants of England & Wales and CPA, Australia.
Experience and Expertise in specific functional areas	Finance, Strategy, Compliance, Information Management and Business Development functions.	Marketing and Branding, Finance and Accounts, Merger and Acquisition, Diversified Leadership, Sales, Business Administration, Information Technology and Consumer and Retail Industry.	Finance and Accounts, Management Assurance and Governance, Merger and Acquisition, Diversified Leadership and Regulatory Compliance, Governance and Stakeholders Management and Strategic Planning.

Terms and conditions of appointment or re-appointment	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended). Appointment as Whole-time Director for a period of 5 (five) consecutive years commencing from April 25, 2023 upto April 24, 2028.	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended). Appointment as Non-Executive Non-Independent Director for a period of 2 (two) consecutive years commencing from May 27, 2023 upto May 26, 2025.	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended). Re-appointment as Non-Executive Independent Director for a period of 5 (five) consecutive years commencing from December 17, 2023 upto December 16, 2028.
Remuneration last drawn by such person, if applicable	The appointee director has not drawn any remuneration during the financial year 2022-23 or earlier in the capacity of a director. Remuneration drawn as CFO during the financial year 2023-24 is at the same rate as the proposed remuneration.	The appointee director has received, during the financial year 2022-23, Rs. 22 Lakhs as Sitting Fees and Rs. 25 Lakhs as remuneration for the financial year ended March 31, 2022 in the capacity of an Independent Director.	The appointee director has received, during the financial year 2022-23, Rs. 22.75 Lakhs as Sitting Fees and Rs. 25 Lakhs as remuneration for the financial year ended March 31, 2022 in the capacity of an Independent Director.
Remuneration sought to be paid	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).		
Date of first appointment on the Board	25.04.2023	27.05.2015	17.12.2018
Membership / Chairmanship of Committees of the Board of the Company – Bata India Limited	Member of: - Stakeholders Relationship Committee - Risk & Compliance Management Committee - Business Operations Committee - Technology Committee Chairman of: - Real Estate Committee	Member of: - Stakeholders Relationship Committee - Audit Committee Chairman of: - Nomination and Remuneration Committee	Member of: - Technology Committee - Nomination and Remuneration Committee - Risk and Compliance Management Committee Chairman of: - Audit Committee
Directorships in Unlisted Companies (excluding foreign companies)	None	TBO Tek Limited, Sagacito Technologies Private Limited and Raymond Consumer Care Limited.	Mahindra Accelo Limited (Previously Mahindra Intertrade Limited).

Directorships in Other Listed Companies (excluding foreign companies)	None	Sheela Foam Limited and IRB Infrastructure Developers Limited.	Alembic Pharmaceuticals Limited, Huhtamaki India Limited and Birlasoft Limited.
Membership / Chairmanship of Committees of other Boards	None	Sheela Foam Limited Audit Committee - Member Nomination and Remuneration Committee - Chairman TBO Tek Limited Audit Committee - Member Corporate Social Responsibility Committee - Member Risk Management Committee - Member Nomination and Remuneration Committee - Member	Alembic Pharmaceuticals Limited Audit Committee - Member Birlasoft Limited Audit Committee - Chairman Risk Management Committee - Member Huhtamaki India Limited Audit Committee - Chairman Risk Management Committee - Chairman Mahindra Accelo Limited Audit Committee - Chairman Nomination and Remuneration Committee - Member
Listed Companies from which the appointee Director has resigned in past 3 (three) years	Mr. Somani has not held directorship in any listed company in the past 3 (three) years.	Mr. Dhariwal has resigned from the Board of Future Retail Limited in 2022.	Mr. Barat has resigned from Cholamandalam Financial Holdings Limited in 2021. Further, he has retired as Independent Director upon completion of his term from Cholamandalam Investment and Finance Company Limited in 2022 and DCB Bank Limited in 2023.
No. of shares held in the Company	170 shares.	None, including as a beneficial owner.	None, including as a beneficial owner.

Relationship with other Directors, Manager and other KMP of the Company	None		
No. of Meetings of the Board attended during the year	1 out of 1 meeting during the year 2023-24 upto & including the date of this Notice.	7 out of 7 meetings during the year 2022-23 and 1 out of 1 meeting during the year 2023-24 upto & including the date of this Notice.	7 out of 7 meetings during the year 2022-23 and 1 out of 1 meeting during the year 2023-24 upto & including the date of this Notice.

Notes:

1. The above information is as on the date of this Notice.
2. None of the above directors are disqualified under the Companies Act, 2013 (as amended) or disqualified and/or debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, any Court or any such other Statutory Authority, to be appointed / re-appointed / continue as a Director in any company.
3. The Board of Directors of the Company at its meeting held on April 25, 2023, has deferred an agenda item for re-constitution of the Board Committees to the meeting scheduled to be held on May 18, 2023. Please refer to the website of the Company for the latest committee positions.

**By Order of the Board
BATA INDIA LIMITED**



NITIN BAGARIA

Company Secretary & Compliance Officer

ICSI Membership No. ACS 20228

Place : Gurugram

Date : April 25, 2023

Registered Office:

27B, Camac Street,

1st Floor, Kolkata – 700016

West Bengal

Telephone: +91 33 2301 4400

Fax: +91 33 2289 5748

Email: share.dept@bata.com

Website: www.bata.in

CIN: L19201WB1931PLC007261

APPOINTMENT OF REGISTRAR AND SHARE TRANSFER AGENT

The Board of Directors of the Company has appointed M/S. LINK INTIME INDIA PRIVATE LIMITED as the Registrar and Share Transfer Agent (RTA). Members are advised to send all the correspondences and requests including those relating to dividend, transmission of shares, change of address, KYC, loss of share certificates, etc., at the following address:

LINK INTIME INDIA PRIVATE LIMITED

Unit: **Bata India Limited**

C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083

Email: rnt.helpdesk@linkintime.co.in

Phone: 022 4918 6270 Fax: 022 4918 6060

Website: www.linkintime.co.in

CALENDAR OF EVENTS

EVENTS	DATE	DAY
Date of dispatch of Postal Ballot Notice	June 1, 2023	Thursday
Date of starting Postal Ballot / E-Voting	June 2, 2023	Friday
Date of ending Postal Ballot / E-Voting	July 1, 2023	Saturday
Expected (latest) date for submission of Scrutinizer Report	July 4, 2023	Tuesday
Expected Date of declaration of results of postal ballot and e-voting	July 4, 2023	Tuesday

BATA INDIA LIMITED

CIN: L19201WB1931PLC007261

Registered Office: 27B, Camac Street, 1st Floor, Kolkata-700016, West Bengal || Tel.: (033) 23014400 || Fax: (033) 22895748

E-mail: in-customer.service@bata.com || Website: www.bata.in