

July 19, 2011.

Bombay Stock Exchange Limited
Corporate Relations Department
Floor 25, P J Towers.
Dalal Street, Fort
Mumbai - 400 001

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

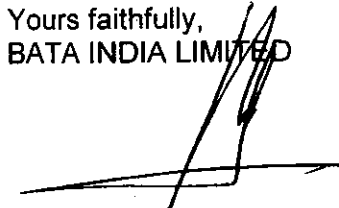
Dear Sir,

Proceedings of the 78th AGM

In compliance of clause 31(d) of the Listing Agreement with Stock Exchanges, we enclose herewith a certified copy of the Proceedings of the 78th Annual General Meeting of the Company held on June 28, 2011 for your records.

Kindly acknowledge receipt.

Yours faithfully,
BATA INDIA LIMITED



(A B ANAND)
VICE PRESIDENT & COMPANY SECRETARY

Encl: As above.

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

Copy to : The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata 700 001.
Fax #: 033-2210 4492 / 2210 4500 / 2210 4486 / 2223

BATA INDIA LIMITED**MINUTES OF THE PROCEEDINGS OF THE 78TH ANNUAL GENERAL
MEETING OF THE SHAREHOLDERS OF BATA INDIA LIMITED HELD
ON TUESDAY, JUNE 28, 2011 AT 10.30 AM AT KALAMANDIR,
48, SHAKESPEARE SARANI, KOLKATA 700 017****PRESENT:**

MR. P. M. SINHA	CHAIRMAN (MEMBER)
MR M. VILLAGRAN	MANAGING DIRECTOR
MR. F.M. HUSSEIN	DIRECTOR FINANCE
MR R. GOPALAKRISHNAN	MANAGING DIRECTOR-BATA STORES
MR. J. CARBAJAL	NON-EXECUTIVE DIRECTOR
MR. U. KHANNA	INDEPENDENT DIRECTOR (MEMBER) & CHAIRMAN OF THE AUDIT COMMITTEE
MR. J. CLEMONS	NON-EXECUTIVE DIRECTOR
MR. A. SINGH	INDEPENDENT DIRECTOR
MR. A CHUDASAMA	INDEPENDENT DIRECTOR
MR. A.B. ANAND	VICE RPESIDENT & COMPANY SECRETARY (EMPLOYEE MEMEBR)
MR. B. N. KUNDU	MEMBER
MS. B. RAJORIA	MEMBER
MS. D. MAITY	MEMBER
MR. A. DAS	MEMBER
MR. S. GHATTANI	MEMBER
MR. K. L. MALLICK	MEMBER
MS. S. PAUL	MEMBER
MR. S. K. SUKHANI	MEMBER
MR. B.S. SREEMAL	MEMBER
MR. S. N. KUNDU	MEMBER
MR. A. K. PAL	MEMBER
MR. T. SHAH	MEMBER
MR. T. K. MAJUMDER	MEMBER
MR. T. P. GOYAL	MEMBER
MR. M. K. BUBNA	MEMBER
MR. S. PAUL	MEMBER
MR. S. K. SARAF	MEMBER
MR. ASIF	MEMBER

3017 other Members were personally present. Bata (BN) B.V. was present through its authorized representative, Mr. P. M. Sinha, and 290 Members were also present through their proxies and their attendance was recorded in the Attendance Register maintained for this purpose. Mr. P. M. Sinha, 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 was present in terms of Article 56 of the Articles of Association of the Company and the meeting was called to order.

CHAIRMAN'S
INITIAL


Certified True Copy
BATA INDIA LIMITED

(A. B. ANAND)

At the outset the Chairman welcomed the Members to the 78th Annual General Meeting of the Company and introduced the Board Members on the dais to the Members present at the meeting.

The Auditors' Report, the Directors' Report and the Annual Accounts for the year ended December 31, 2010, as approved and signed on behalf of the Board of Directors and the Register of Directors' Shareholding were placed on the table. With the consent of the Members present, the Notice dated April 28, 2011 convening the 78th Annual General Meeting together with the Explanatory Statement thereto was taken as read.

The Chairman then addressed the meeting and read out his Statement dated June 28, 2011, which covered, *inter alia*, Introduction, Highlights, Indian Economy, Retail and Non Retail Business, Awards & Achievements, Corporate Social Responsibility, Batanagar Project, Operations of the Company, Industrial Relations, R&D Activities and Energy Conservation, Support from Bata Group, the Future Outlook and Conclusion.

Thereafter, on being asked by the Chairman, Mr. A.B Anand, the Company Secretary, read out the Auditors' Report dated February 23, 2011 on the Balance Sheet and the Profit & Loss Account of the Company for the year ended December 31, 2010.

The Chairman declared that he was holding representation under Section 187 of the Companies Act, 1956 on behalf of Bata (BN) B.V. to vote on their behalf at the 78th Annual General Meeting or any adjournment(s) thereof.

APPROVAL OF ACCOUNTS

ADOPTION OF ACCOUNTS & REPORTS FOR THE YEAR 2010:

The Chairman recommended the following resolution as an Ordinary Resolution, which was proposed by Mr. Arup Das and seconded by Mr. B N Kundu :

"RESOLVED that the Profit & Loss Account of the Company for the year ended December 31, 2010, the Balance Sheet as on that date and Reports of the Auditors and Directors of the Company thereon as submitted to this meeting be and are hereby approved and adopted."

The Chairman then invited the Members present to make comments and ask questions, if any, on the Accounts of the Company. The Members present at the meeting raised several questions on the Balance Sheet and Profit & Loss Account of the Company for the Financial Year ended December 31, 2010.

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

Excellent results, happy that the Company has achieved a total turnover of Rs.12,770.9 million which is a growth of around 15% and for recommending the highest ever dividend @Rs.4/- per share, Company's focus is more on retailing than manufacturing, low priced shoes are vanishing from the stores, expenditure on R&D is minimal, accounting of the revenue profit from Batanagar Project, secured loan becoming 'Nil' is praiseworthy, Company should also focus on volume growth, Board should consider declaring interim dividend, the Home Delivery contact number should be made toll free, present status of the Contingent Liabilities relating to the Income Tax cases, Credit Cards not accepted in many Retail stores, Directors' Profile should be mentioned in the

TE BOOK

Annual Report, Supply Chain Management should improve, request for opening of a Retail Store at Shibpur, Howrah, Bata sign board in one store in Howrah is not properly visible, complaint regarding poor quality of ladies footwear and bags, present Board should continue, management should try to settle the legal cases, request for bonus shares / split shares which will make it easier for investors to trade and would give more appreciation to the shareholders, the Annual Report should have some product photographs, the subsidiary companies should be merged with the holding Company, quantum of the Capital Expenditure for shop renovation and for expansion of shoeline, specify help received from Parent Company with regard to R&D activities, reasons for the Balance Sheet signed on February 23, 2011 and AGM held in end-June which is very late, production in the factories is much lower than installed capacity, Agreement with K-Scheme Agents and profits from these stores, Listing fees paid to Calcutta Stock Exchange, Bata's share in the organized footwear market, how the Company is competing with the imported branded footwear companies, provision for drinking water in stores, current status with regard to Sales Tax, Central Excise & Customs, why exports have reduced, Intangible assets, adjustment of bad debts written off, outstanding Fixed Deposits and steps taken for reimbursement, request to send intimation to fixed deposit holders before their money is transferred to the IEPF, arranging factory visit, website of the Company is very informative and upto date, etc.

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

DECLARATION OF DIVIDEND @ RS.4/- PER SHARE (40%):

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

"RESOLVED that a dividend @ Rs. 4/- (i.e.,40%) on equity shares be declared and paid to the Members whose names appear in the Register of Members after giving effect to the requests for valid transfers/transmissions received till the close of business on June 13, 2011 and in case of shares held in electronic form to those 'beneficial owners' whose names appear on the statements of beneficial ownership furnished by NSDL and CDSL at the close of business hours on June 13, 2011, subject to the provisions of Section 206A of the Companies Act, 1956 and the said dividend be paid by the Company to its Members within 30 days from the date of its declaration."

Mr. T K Majumder proposed the resolution.

Mr. K Das seconded the resolution.

After this, the resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

CHAIRMAN'S
INITIAL

Pat

RE-APPOINTMENT OF DIRECTORS

A. NON RE-APPOINTMENT OF MR. P.M. SINHA AS A DIRECTOR:

The Chairman informed the Members present that, as mentioned in the Notice convening the 78th Annual General Meeting, he has decided to step down as a Director and Chairman of the Company after the conclusion of this meeting. The Board of Directors has decided not to fill the vacancy caused by the cessation of directorship of Mr P M Sinha, subject to the approval of the Members at this Meeting.

Accordingly, the following Resolutions was proposed and seconded by Mr. K.L. Mallick and Mr. Arup Das, respectively:

"RESOLVED THAT Mr. P M Sinha, who retires by rotation at this Annual General Meeting and who has expressed his unwillingness to be re-appointed, be retired and not be re-appointed."

"FURTHER RESOLVED THAT the vacancy caused by non re-appointment of Mr. P. M. Sinha, not be filled up by appointment of any other Director."

The resolution was then put to vote by a show of hands and declared carried unanimously.

B. RE-APPOINTMENT OF MR. UDAY KHANNA AS A DIRECTOR:

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

"RESOLVED THAT Mr. Uday Khanna be and is hereby re-appointed a Director of the Company."

Mr. K L Mallick proposed the resolution.

Mr. S K Sukhani seconded the resolution.

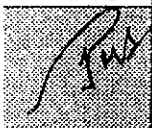
After this, the resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

RE-APPOINTMENT AND REMUNERATION OF AUDITORS:

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

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

CHAIRMAN'S
INITIAL



Mr. J N Kundu proposed the resolution.

Mr. Alok Kumar Pal seconded the resolution.

After this, the resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

SPECIAL BUSINESS

APPOINTMENT OF MR. FADZILAH MOHD. HUSSEIN AS A DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT Mr. Fadzilah Mohd. Hussein be and is hereby appointed a Director of the Company pursuant to Section 257(1) of the Companies Act, 1956."

Mr B S Sreemal proposed the resolution.

Mr S Ghattani seconded the resolution.

After this, the resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

APPOINTMENT AND REMUNERATION OF MR FADZILAH MOHD. HUSSEIN AS DIRECTOR FINANCE OF THE COMPANY :

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

"RESOLVED THAT subject to the approval of the Central Government, if required and such other consents, permissions and approvals as may be required and pursuant to the provisions of Section 198, 269, 309, 310 and 311 and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "the Act") read with Schedule XIII to the Act as amended, the Company hereby accords its approval to the appointment and entering into an Agreement with Mr. Fadzilah Mohd. Hussein (Mr. Hussein) as Director Finance of the Company (with such other designation or designations as the Board may determine and deem fit to give to Mr. Hussein from time to time) for a period of five years with effect from October 01, 2010 on such terms and conditions as may be mutually agreed upon, in terms of the Articles of Association of the Company."

"FURTHER RESOLVED THAT the remuneration of Mr. Hussein in his capacity as the Director Finance of the Company, be fixed by the Board and thereafter revised from time to time within the overall limits approved by the Members by way of a Special Resolution passed at the Seventy-Sixth Annual General Meeting held on May 26, 2009."

Mr T Chakraborty proposed the resolution.

Mr S K Sukhani seconded the resolution.

CHAIRMAN'S
INITIAL

PS

After this, the resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

APPOINTMENT OF MR RAJEEV GOPALAKRISHNAN AS A DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT Mr. Rajeev Gopalakrishnan be and is hereby appointed a Director of the Company pursuant to Section 257(1) of the Companies Act, 1956."

Ms. Deepa Maiti proposed the resolution.

Mr. Tejesh Shah seconded the resolution.

After this, the resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

APPOINTMENT AND REMUNERATION OF MR RAJEEV GOPALAKRISHNAN AS MANAGING DIRECTOR – BATA STORES, BATA INDIA LIMITED :

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

"RESOLVED THAT subject to the approval of the Central Government, if required and such other consents, permissions and approvals as may be required and pursuant to the provisions of Section 198, 269, 309, 310 and 311 and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "the Act") read with Schedule XIII to the Act as amended, the Company hereby accords its approval to the appointment and entering into an Agreement with Mr. Rajeev Gopalakrishnan as Managing Director – Bata Stores, Bata India Limited (with such other designation or designations as the Board may determine and deem fit to give to Mr. Rajeev Gopalakrishnan from time to time) for a period of five years with effect from February 23, 2011 on such terms and conditions as may be mutually agreed upon, in terms of the Articles of Association of the Company."

"FURTHER RESOLVED THAT the remuneration of Mr. Rajeev Gopalakrishnan in his capacity as Managing Director – Bata Stores, Bata India Limited, be fixed by the Board and thereafter revised from time to time within the limits approved by the Members by way of a Special Resolution passed at the Seventy-Sixth Annual General Meeting held on May 26, 2009."

"FURTHER RESOLVED THAT notwithstanding the provisions contained in Article 96 of the Articles of Association of the Company, Mr. Rajeev Gopalakrishnan, be and is hereby appointed as Managing Director – Bata Stores, Bata India Limited, whose period of office is liable to determination by retirement of Directors by rotation, till the Board of Directors of the Company is reconstituted pursuant to the provisions of Section 255 of the Companies Act, 1956."

CHAIRMAN'S
INITIAL



UTE BOOK

Mr M K Bubna proposed the resolution.

Mr J N Kundu seconded the resolution.

After this, the resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

APPOINTMENT OF MR ATUL SINGH AS A DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT Mr. Atul Singh be and is hereby appointed a Director of the Company pursuant to Section 257(1) of the Companies Act, 1956."

Mr A Basu proposed the resolution.

Mr Dhanraj Kadwa seconded the resolution.

After this, the resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

APPOINTMENT OF MR. AKSHAY CHUDASAMA AS A DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT Mr. Akshay Chudasama be and is hereby appointed a Director of the Company pursuant to Section 257(1) of the Companies Act, 1956."

Mr T P Goyal proposed the resolution.

Mr Alok Banerjee seconded the resolution.

After this, the resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

VOTE OF THANKS

The Chairman informed the Members present that he has decided to step down as a Director and Chairman of the Company after the conclusion of this meeting.

He requested the Members to welcome Mr. U. Khanna as the Chairman of the Company.

The Members present welcomed Mr. Uday Khanna as the Chairman of the Company.

Thereafter, the meeting ended with a vote of thanks to the Chair.

Certified True Copy
BATA INDIA LIMITED

(A. B. ANAND)
VICE PRESIDENT-COMPANY SECRETARY

[Signature]
CHAIRMAN

CHAIRMAN'S
INITIAL

[Signature]