

Date: July 20, 2018

The Manager Corporate Relationship Department BSE Limited 1 st Floor, New Trading Wing, Rotunda Building, P J Towers, Dalal Street, Fort, <u>Mumbai - 400001</u>	The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (E), <u>Mumbai - 400051</u>	The Secretary The Calcutta Stock Exchange Limited 7, Lyons Range, <u>Kolkata - 700001</u>
BSE Security Code: 500043	NSE Symbol: BATAINDIA	CSE Scrip Code: 10000003

Dear Sirs,

Subject: Voting Results and Scrutinizer's Report relating to the 85th Annual General Meeting (AGM) of the Members of the Company held on Friday, July 20, 2018

In continuation with our earlier communication dated June 25, 2018, we wish to inform you that the 85th Annual General Meeting (AGM) of the Members of Bata India Limited ('the Company') was held at 'Kalamandir', 48, Shakespeare Sarani, Kolkata - 700017 on Friday, July 20, 2018 at 10:00 a.m. In this regard, please find enclosed the Consolidated Scrutinizer's Report along with voting results on the Resolutions passed at the 85th AGM in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (As amended).

We request you to take the same on record.

Thanking you.

Yours faithfully,
For BATA INDIA LIMITED



ARUNITO GANGULY (FCS 9285)
Assistant Vice President,
Company Secretary & Compliance Officer

Encl: As above

BATA INDIA LIMITED

CIN: L19201WB1931PLC007261

Registered Office : 27B, Camac Street, 1st Floor, Kolkata-700016, West Bengal || Tel : 033 23014400 || Fax : (033) 22895748
E-mail : corporate.relations@bata.com || Website : www.bata.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 & as amended by the Companies (Management and Administration) Amendment Rules, 2016]

To,
The Chairman of the
85th Annual General Meeting of
Bata India Limited
CIN: L19201WB1931PLC007261
27B, Camac Street, 1st Floor,
Kolkata - 700 016

Dear Sir,

**85th Annual General Meeting (AGM) of the Equity Shareholders of
Bata India Limited held on Friday, July 20, 2018 at 10:00 a.m.**

I, CS P. K. Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of Bata India Limited ('the Company') for the purpose of scrutinizing the remote e-voting process as well as for voting conducted through electronic means at the AGM venue, in a fair and transparent manner and ascertaining the results thereof, in respect of Resolutions transacted at the 85th AGM of the Members of the Company, held at 'Kalamandir', 48, Shakespeare Sarani, Kolkata - 700017 on Friday, July 20, 2018 at 10:00 a.m.

Compliances of the provisions of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through electronic means (remote e-voting as well as e-voting at the AGM venue) by the Members of the Company on the Item Nos. 1 to 5 contained in the Notice dated May 22, 2018 convening the 85th AGM of the Company, are responsibility of the Management of the Company. My responsibility as Scrutinizer is to ensure that voting process, both through remote e-voting and voting through electronic means at the AGM venue, are conducted in a fair and transparent manner and to make a Consolidated Scrutinizer's Report, being this Report, of the total votes cast 'in favour' and 'against', on the Resolutions transacted at the 85th AGM, based on the reports generated from e-voting system provided by the National Securities Depository Limited (NSDL) for remote e-voting as well as for voting through electronic means at the AGM venue.



I submit my report as under :

1. The Company has appointed NSDL as the agency for providing remote e-voting services to the Members of the Company to cast their votes through a secured electronic voting system on the Resolutions to be transacted at the 85th AGM.
2. As required under Rule 20(4)(iii) of the Companies (Management and Administration) Rules, 2014 (as amended), the Company has clearly stated in the Notice convening the 85th AGM dated May 22, 2018, that (a) the Company shall facilitate its Members to transact business at the said meeting by voting through electronic means (remote e-voting); (b) the facility of voting shall also be made available at the AGM venue through electronic voting system; and (c) Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
3. The remote e-voting period commenced on Tuesday, July 17, 2018 at 9:00 a.m. and remained open till 5:00 p.m. on Thursday, July 19, 2018.
4. The Members holding shares as on the 'cut-off' date i.e., July 13, 2018 were entitled to vote, through remote e-voting system as well as voting at the AGM venue through electronic means, on the proposed Resolutions for Item Nos. 1 to 5 as set out in the Notice dated May 22, 2018.
5. The requisite advertisement pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as amended), was published in the daily Newspapers viz., the 'Business Standard' (in English language) and in the 'Ei Samay' (in Bengali language) on June 26, 2018.
6. The Company has also appointed NSDL to provide the facility of voting at the AGM venue, through electronic means, to the Members attending the meeting but have not cast their vote by remote e-voting system.
7. On completion of voting by the Members at the AGM venue through electronic voting system, a report on voting done at the AGM venue was generated by NSDL in presence of (1) Mr. Ratan Kumar Mishra of M/s. R & D Infotech Private Limited, and (2) Ms. Monica Tekriwal of M/s. P. Sarawagi & Associates.



8. Thereafter, the votes cast by the Members through remote e-voting system provided by NSDL were unblocked in the presence of two witnesses (1) Mr. Ratan Kumar Mishra of M/s. R & D Infotech Private Limited, and (2) Ms. Monica Tekriwal of M/s. P. Sarawagi & Associates.
9. The votes cast were diligently scrutinized and authenticated based on the records maintained by the Company and M/s. R & D Infotech Private Limited (RTA), with respect to number of shares held on 'cut-off' date i.e., July 13, 2018 and authorisation lodged for the purpose.
10. The votes cast by one shareholder, holding 100 equity shares, on the Resolution No. 4 and 5 were cancelled and treated as 'invalid'.
11. Based on the details containing list of Members who have cast their votes on remote e-voting platform as downloaded from the e-voting website of NSDL (www.evoting.nsdl.com), and the votes cast by the Members through e-voting system provided by NSDL at the AGM venue, the consolidated results on the Resolutions transacted at the 85th AGM held on Friday, July 20, 2018 are given in the **Annexure** which forms part of this Report.
12. All relevant documents, records and papers relating to electronic voting system shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 85th AGM and thereafter, I shall return these documents, records and other related papers to the Company Secretary of the Company.



Yours faithfully,

(P. K. Sarawagi)

Company Secretary in Practice
Membership No. : FCS-3381
Certificate of Practice No. 4882

Counter signed by

For BATA INDIA LIMITED

(Uday Khanna)

Chairman

(DIN : 00079129)

Kolkata, July 20, 2018

BATA INDIA LIMITED

85th Annual General Meeting held on Friday, July 20, 2018

CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING AND VOTING THROUGH ELECTRONIC MEANS AT THE AGM VENUE

Item No. of Notice of AGM	Subject matter of the Resolution (in brief)		REMOTE E-VOTING		E-VOTING AT THE AGM VENUE		TOTAL		%age of total votes cast
			No. of members voted	No. of votes cast	No. of members voted	No. of votes cast	No. of members voted	No. of votes cast	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
1	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2018 (both Standalone and Consolidated basis), together with Reports of the Auditors and the Board of Directors thereon. (Ordinary Resolution)	In favour	372	94,183,739	44	2,404	416	94,186,143	99.9986
		Against	6	1,346	-	-	6	1,346	0.0014
		Invalid	-	-	-	-	-	-	-
2	Declaration of Dividend of Rs. 4/- per Equity Shares of Rs. 5/- each, for the financial year ended March 31, 2018. (Ordinary Resolution)	In favour	385	98,047,315	43	2,400	428	98,049,715	99.9987
		Against	6	1,323	-	-	6	1,323	0.0013
		Invalid	-	-	-	-	-	-	-
3	Re-appointment of Mr. Christopher MacDonald Kirk (DIN : 07425236), as a Director of the Company, liable to retire by rotation. (Ordinary Resolution)	In favour	295	85,253,494	43	2,400	338	85,255,894	92.2969
		Against	81	7,115,505	-	-	81	7,115,505	7.7031
		Invalid	-	-	-	-	-	-	-
4	Appointment of Mr. Sandeep Kataria (DIN : 05183714) as Director of the Company, liable to retire by rotation. (Ordinary Resolution)	In favour	358	96,572,270	42	2,398	400	96,574,668	98.4947
		Against	26	1,475,832	1	2	27	1,475,834	1.5052
		Invalid	1	100	-	-	1	100	0.0001
5	Appointment of Mr. Sandeep Kataria (DIN : 05183714) as the Whole-time Director and Chief Executive Officer of the Company for a period of 5 years w.e.f. November 14, 2017 & fixation of his remuneration. (Special Resolution)	In favour	366	93,752,083	42	2,398	408	93,754,481	99.9981
		Against	11	1,686	1	2	12	1,688	0.0018
		Invalid	1	100	-	-	1	100	0.0001

This is the Annexure referred to in Consolidated Scrutinizer's Report dated July 20, 2018 and forms part of that Report.



(P. K. Sarawagi)
Company Secretary in Practice
Membership No. : FCS-3381
Certificate of Practice No. 4882
Kolkata, July 20, 2018

Counter signed by
For BATA INDIA LIMITED
(Uday Khanna)
Chairman
(DIN: 00079129)

BATA INDIA LIMITED

85TH ANNUAL GENERAL MEETING (AGM) HELD AT 'KALAMANDIR', KOLKATA ON FRIDAY, JULY 20, 2018 Declaration of Results of Remote e-voting and voting through electronic means at the AGM Venue

The 85th Annual General Meeting (AGM) of the Members of Bata India Limited ('the Company') was held at 'KALAMANDIR', 48, Shakespeare Sarani, Kolkata - 700 017 on Friday, July 20, 2018 at 10:00 a.m.

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to its Members the remote e-voting facility and voting at the AGM venue through electronic voting system of National Securities Depository Limited (NSDL) to cast their votes on the Resolutions proposed in the Notice convening the 85th AGM.

The remote e-voting commenced on Tuesday, July 17, 2018 at 09:00 a.m. and ended on Thursday, July 19, 2018 at 05:00 p.m. The voting rights of the Members were reckoned based on the number of shares held by them on the 'cut-off' date i.e., July 13, 2018.

Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Practicing Company Secretaries, Kolkata, was appointed by the Board of Directors of the Company for the purpose of scrutinizing the remote e-voting process as well as for voting through electronic voting system conducted at the AGM venue in a fair and transparent manner. The Scrutinizer has carried out the scrutiny of all votes cast through remote e-voting and voting through electronic means at the AGM venue and after completion of authentication and reconciliation process submitted his report on July 20, 2018.

Based on the Scrutinizer's Report dated July 20, 2018, the consolidated results of the votes cast are as under:

Sl. No.	Items of Business	Number & percentage of votes cast in favour	Number & percentage of votes cast against	Number & percentage of invalid votes
1.	Resolution No. 1 : Ordinary Resolution Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2018 (both Standalone and Consolidated basis), together with Reports of the Auditors and the Board of Directors thereon.	94,186,143 99.9986%	1,346 0.0014%	- -
2.	Resolution No. 2 : Ordinary Resolution Declaration of Dividend @ Rs. 4/- per Equity Share of Rs. 5/- each, for the financial year ended March 31, 2018.	98,049,715 99.9987%	1,323 0.0013%	- -
3.	Resolution No. 3 : Ordinary Resolution Re-appointment of Mr. Christopher MacDonald Kirk (DIN: 07425236), as a Director of the Company, liable to retire by rotation.	85,255,894 92.2969%	7,115,505 7.7031%	- -
4.	Resolution No. 4 : Ordinary Resolution Appointment of Mr. Sandeep Kataria (DIN: 05183714) as a Director of the Company, liable to retire by rotation.	96,574,668 98.4947%	1,475,834 1.5052%	100 0.0001
5.	Resolution No. 5 : Special Resolution Appointment of Mr. Sandeep Kataria (DIN: 05183714) as the Whole-time Director and Chief Executive Officer of the Company for a period of 5 years w.e.f. November 14, 2017 and fixation of his remuneration.	93,754,481 99.9981%	1,688 0.0018%	100 0.0001

BATA INDIA LIMITED

CIN: L19201WB1931PLC007261

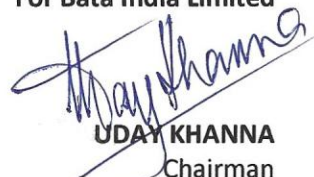
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Accordingly, all the aforesaid Resolutions as contained in the Notice convening the 85th AGM were duly approved by the Members of the Company and are declared carried with requisite majority.

Place: Kolkata
Date : July 20, 2018

For Bata India Limited



UDAY KHANNA
Chairman
DIN: 00079129

BATA INDIA LIMITED

CIN: L19201WB1931PLC007261

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