

June 20, 2012.

Bombay Stock Exchange Limited
Corporate Relationship Dept.
1st Floor, New Trading Wing, Rotunda Building,
P.J. Towers
Dalal Street, Fort,
Mumbai 400 001.

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

Dear Sir,

Proceedings of the 79th 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 79th Annual General Meeting of the Company held at Kalamandir, 48, Shakespeare Sarani, Kolkata 700 017 on Wednesday, May 30, 2012 at 10:30 a.m. 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 4468 / 2223

BOOK

BATA INDIA LIMITED**MINUTES OF THE PROCEEDINGS OF THE 79TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF BATA INDIA LIMITED HELD ON WEDNESDAY, MAY 30, 2012 AT 10.30 AM AT KALAMANDIR, 48, SHAKESPEARE SARANI, KOLKATA - 700 017****PRESENT:**

MR. UDAY KHANNA	CHAIRMAN (MEMBER)
MR. RAJEEV GOPALAKRISHNAN	MANAGING DIRECTOR
MR. RANJIT MATHUR	DIRECTOR FINANCE
MR. JORGE CARBAJAL	NON-EXECUTIVE DIRECTOR
MR. JACK CLEMONS	NON-EXECUTIVE DIRECTOR
MR. ATUL SINGH	INDEPENDENT DIRECTOR & CHAIRMAN OF THE AUDIT COMMITTEE
MR. AKSHAY CHUDASAMA	INDEPENDENT DIRECTOR
MR. A.B. ANAND	VICE RPESIDENT & COMPANY SECRETARY (EMPLOYEE MEMBER)
MR. S. N. KUNDU	MEMBER
MR. B. K. ROY	MEMBER
MR. T.K. MAJUMDER	MEMBER
MR. B. N KUNDU	MEMBER
MR. A. K. DAS	MEMBER
MR. A. BASU	MEMBER
MR. M. K. GUPTA	MEMBER
MR. T. P. GOEL	MEMBER
MR. S. GHATTANI	MEMBER
MS. S. MUSTAFI	MEMBER
MR. K. L. MALLICK	MEMBER
MR. S. L. RATHI	MEMBER
MR. B. S. SREEMAL	MEMBER
MR. S. K. SARAF	MEMBER
MR. T. K. CHAKRABORTY	MEMBER
MR. M. K. BUBNA	MEMBER
MR. R. M. AGARWAL	MEMBER
MR. N. C. MAJUMDER	MEMBER
MR. S. PAUL	MEMBER
MR. A. PAUL	MEMBER
MR. S. K. SUKHANI	MEMBER

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2871 other Members were personally present. Bata (BN) B.V., the major shareholder, was present through its authorized representative, Mr. Uday Khanna. 287 Members were also present through their proxies and their attendance was recorded in the Attendance Register maintained for this purpose. Mr. Uday Khanna, Chairman of the Board of Directors, took the Chair in terms of Article 57 of the Articles of Association of the Company and announced that the quorum of the meeting being present in terms of Article 56 of the Articles of Association of the Company, the meeting was called to order.

CHAIRMAN'S
INITIAL

At the outset, the Chairman welcomed the Members to the 79th 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, 2011, as approved and signed on behalf of the Board of Directors and the Register of Directors' Shareholdings were placed on the table.

With the consent of the Members present, the Notice dated February 29, 2012 convening the 79th Annual General Meeting together with the Explanatory Statement thereto, was taken as read.

The Chairman then addressed the Members and read out his Statement dated May 30, 2012, which covered, *inter alia*, Introduction, Highlights, Indian Economy, Retail and Non-Retail Business, Award & Recognition, Corporate Social Responsibility, Batanagar Project, Industrial Relations, R&D Activities and Energy Conservation, Support from Bata Group, the Future Outlook, Directors and Conclusion.

Thereafter, on being asked by the Chairman, Mr. A.B Anand, the Company Secretary, read out the Auditors' Report dated February 29, 2012 on the Balance Sheet and the Profit & Loss Account of the Company for the year ended December 31, 2011.

ADOPTION OF ACCOUNTS & REPORTS FOR THE YEAR 2011:

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

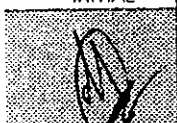
"RESOLVED that the Balance Sheet of the Company as on December 31, 2011, the Profit & Loss Account for the year ended on that date, Schedules and Notes on Accounts, Auditors' Report and Directors' Report thereon as submitted to this Annual General Meeting be and are hereby approved and adopted."

The Chairman then invited the Members present to comment and raise questions, if any, on the Accounts & Reports of the Company. The Members present at the meeting raised several questions on the Balance Sheet as on December 31, 2011, Profit & Loss Account for the Financial Year ended December 31, 2011, Notes on Accounts, Auditors' Report, Directors' Report, business performance and future outlook of the Company.

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

Best results since inception of the Company, happy that the Company has achieved a total turnover of Rs.15,640 million and a Net Profit of over Rs.2,250 million and for recommending the highest ever dividend @Rs.6/- per share, Company should also focus on volume growth, present status of the contingent liabilities relating to the Income Tax cases, Credit Cards not accepted in many Retail stores, Directors' Profile and photograph of Directors, stores and few products should appear in the Annual Report, Paper quality of the Annual Report should be improved, font size of the printed matter in the Annual Report especially the figures are very small and difficult to read, Management should try to settle the legal cases, request for bonus shares / split shares to improve liquidity in the stock markets, The subsidiary companies should be merged with the holding Company, Amount of the Capital Expenditure for shop renovation and for expansion of shoeline, Production in the factories is much lower than installed capacity, When will the Company receive 324,550 sq.ft. constructed space at Batanagar Township and what it intends to do with the same, Agreement with K-Scheme Agents and profits generated from these stores, shortages at K-Scheme stores, Listing fees paid to Calcutta Stock Exchange, Company's share in the organized footwear market, Performance of Bata Home service, How the Company is competing with the imported branded footwear companies, Provision for drinking water in stores, Adjustment of bad debts written off, Outstanding Fixed Deposits and steps taken for disbursement, Intimation should be sent to fixed deposit holders and shareholders before their money is transferred to the Investor Education & Protection Fund, Arranging factory visit, Corporate Governance Report contains comprehensive details, Website of the Company is very informative and up-to-date, Total expenditure on CSR activities, not to shift the Registered Office from Kolkata, Declining pairage, Outsourcing of footwear, Gratitude towards Mr Shaibal Sinha and Mr Marcelo Villagran, Company must show gratitude towards all employees - past and present, Increase the Company's market share, Management's focus is more on procurement rather than production of own shoes, New Development Rights to Riverbank Developers Pvt. Ltd., Income Tax implication of New Development Agreement with RDPL, Feedback form for shareholders to be included in Annual Report, Disclosure from shareholders, Relationship with new Government in West Bengal, Strategy for market penetration, Tie-up with Schools, Steps taken for pollution control, Modernization at the cost of workers, HR needs to be strengthened, 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. 6/- PER SHARE (60%) FOR THE YEAR 2011.

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

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CHAIRMAN'S
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(Signature)

"RESOLVED that a dividend @ Rs. 6/- (i.e., 60%) on equity shares be declared and paid to the Members whose names appear in the Register of Members as on May 30, 2012 after giving effect to the requests for valid transfers/transmissions received till the close of business on May 15, 2012 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 May 15, 2012, 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. B N Kundu proposed the Resolution.

Mr. M S Dey seconded the Resolution.

Thereafter, the Resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

RE-APPOINTMENT OF DIRECTORS

A. RE-APPOINTMENT OF MR. JORGE CARBAJAL AS A DIRECTOR:

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

"RESOLVED THAT Mr. Jorge Carbajal be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Mr. K L Mallick proposed the Resolution.

Mr. T P Goel seconded the Resolution.

Thereafter, the Resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

B. RE-APPOINTMENT OF MR. JACK CLEMONS AS A DIRECTOR:

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

"RESOLVED THAT Mr. Jack G N Clemons be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Mr. B N Kundu proposed the Resolution.

Mr. Manoj Gupta seconded the Resolution.

Thereafter, the Resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

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CHAIRMAN'S
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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 Auditors."

Mr. Arup Das proposed the Resolution.

Mr. Alok Pal seconded the Resolution.

Thereafter, the Resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

SPECIAL BUSINESS**APPOINTMENT OF MR. RANJIT MATHUR 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. Ranjit Mathur be and is hereby appointed a Director of the Company pursuant to Section 257(1) of the Companies Act, 1956."

Mr S Banerjee proposed the Resolution.

Mr M K Bubna seconded the Resolution.

Thereafter, the Resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

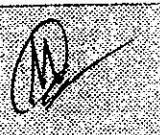
APPOINTMENT AND REMUNERATION OF MR RANJIT MATHUR AS DIRECTOR FINANCE OF THE COMPANY:

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

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CHAIRMAN'S
INITIAL



"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 terms of remuneration of Mr. Ranjit Mathur (Mr. Mathur) as Director Finance of the Company (with such other designation or designations as the Board of Directors of the Company may determine and deem fit to give to Mr. Mathur from time to time) for a period of five years with effect from February 29, 2012 on such terms and conditions as set out in the Agreement executed between the Company and Mr. Mathur, which Agreement be and is hereby specifically approved with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner as may be mutually agreed upon 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 S K Saraf proposed the Resolution.

Mr A Basu seconded the Resolution.

Thereafter, the Resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY
FOR ALLOWING PARTICIPATION IN BOARD/ GENERAL MEETINGS
THROUGH VIDEO CONFERENCE**

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

"RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions of the Companies Act, 1956 and Rules framed thereunder, the existing Articles of Association of the Company be amended as under :

- i) After Article 55 of the Articles of Association of the Company, the following new Article 55A shall be inserted:

55A: The Board may provide video conference facility and/or other permissible electronic mode of communication to the shareholders of the Company for participating in General Meetings of the Company. Such participation by the shareholders at General Meetings of the Company through video conference facility and/or other permissible electronic mode of communication shall be governed by the Rules and Regulations as applicable to the Company for the time being in force.

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VICE PRESIDENT-COMpany SECRETARY

CHAIRMAN'S
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ii) After Article 85 of the Articles of Association of the Company, the following new Article 85A shall be inserted:

85A: Directors may participate in Meetings of the Board and/or Committees thereof, through video conference facility and/or other permissible electronic mode of communication. Such participation by the Directors at Meetings of the Board and/or Committees thereof, through video conference facility and/or other permissible electronic mode of communication shall be governed by the Rules and Regulations as applicable to the Company for the time being in force."

"FURTHER RESOLVED THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee or any person which the Board may nominate/constitute to exercise its powers, including the powers by this Resolution) be and is hereby authorized to carry out the abovementioned amendments in the existing Articles of Association of the Company and that the Board may take all such steps as may be necessary to give effect to this Resolution."

Mr K L Mallick proposed the Resolution.

Mr Manoj Gupta seconded the Resolution.

Thereafter, the Resolution was put to vote by a show of hands and was declared carried unanimously by the Chairman.

VOTE OF THANKS

The meeting concluded with a vote of thanks to the Chair proposed by Mr. Manoj Gupta and Mr. S K Sukhani.

Manoj Gupta
18/06/2012
CHAIRMAN

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VICE PRESIDENT - COMPANY SECRETARY

CHAIRMAN'S
INITIAL

(Signature)