

September 02, 2014.

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

Fax #: 91-22-2272-3121/3719

Dear Sir,

**Sub: Proceedings of the Extraordinary General Meeting
held on August 4, 2014.**

In compliance with the provisions of clause 31(d) of the Listing Agreement with the Stock Exchanges, we enclose herewith a certified copy of the Proceedings of the Extraordinary General Meeting of the Members of the Company held at Kalamandir, 48, Shakespeare Sarani, Kolkata - 700 017 on Monday, August 4, 2014 at 3:30 p.m., for your records.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,
BATA INDIA LIMITED



MALOY KUMAR GUPTA
Company Secretary

Encl: As above.

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

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

BATA INDIA LIMITED

MINUTES OF THE PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF BATA INDIA LIMITED HELD AT KALAMANDIR, 48, SHAKESPEARE SARANI, KOLKATA - 700017 ON MONDAY, AUGUST 4, 2014 AT 3:30 P.M.

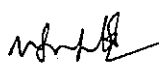
PRESENT:

MR. UDAY KHANNA	CHAIRMAN & MEMBER and Authorized Representative of Bata (BN) B.V., the major shareholder of the Company
MR. RAJEEV GOPALAKRISHNAN	MANAGING DIRECTOR
MR. RANJIT MATHUR	DIRECTOR FINANCE
MR. KUMAR NITESH	MANAGING DIRECTOR- RETAIL
MR. AKSHAY CHUDASAMA	INDEPENDENT DIRECTOR & CHAIRMAN OF THE AUDIT COMMITTEE
MS. ANJALI BANSAL	INDEPENDENT DIRECTOR
MR. MALOY KUMAR GUPTA	COMPANY SECRETARY
MR. T. N. CHAKRABORTY	MEMBER
MR. B. S. SRIMAL	MEMBER
MR. M. GUPTA	MEMBER
MR. A. BANERJEE	MEMBER
MR. S. K. SARAF	MEMBER
MR. A. K. ROY	MEMBER

1673 other Members were personally present. 67 Members were also present through their proxies and their attendance was recorded in the Attendance Register maintained for this purpose. Mr. Uday Khanna, Chairman of the Board of Directors, took the Chair in terms of Article 57 of the Articles of Association of the Company and announced that the quorum of the meeting being present in terms of Section 103 of the Companies Act, 2013, the Extraordinary General Meeting of the Members of the Company was called to order.

At the outset, the Chairman welcomed the Members of the Company to the Extraordinary General Meeting and introduced the Board Members on the dais, viz., Mr. Rajeev Gopalakrishnan, Managing Director, Mr. Ranjit Mathur, Director Finance, Mr. Kumar Nitesh, Managing Director-Retail, Mr. Akshay Chudasama, Independent Director & Chairman of the Audit Committee and Ms. Anjali Bansal, Independent Director to the Members present at the meeting. The Chairman also introduced Mr. Maloy Kumar Gupta, Company Secretary to the Members present.

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(MALOY KUMAR GUPTA)
COMPANY SECRETARY

The Chairman stated that the Ministry of Corporate Affairs, Government of India vide relevant Notifications and Circulars had introduced most of the provisions of the New Companies Act, 2013 and Rules framed thereunder with effect from April 01, 2014. The Company had been taking and would continue to take necessary steps to comply with all the requirements of the new Companies Act, 2013 and Rules framed thereunder, as applicable to the Company. As a part of the compliance process, the Board of Directors of the Company decided to seek approval of the Members to the Resolutions contained in the Notice convening the Extraordinary General Meeting.

The Chairman informed the Members present that the Notice dated May 21, 2014 convening the Extraordinary General Meeting together with Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the items of business to be transacted at the meeting, was dispatched by email to the Members at their registered email IDs and by Courier and by Registered Post to the Members whose Email ID was not registered with the Company. The dispatch of Notice was completed on July 12, 2014.

With the consent of the Members present, the Notice dated May 21, 2014 convening the Extraordinary General Meeting, was taken as read.

Before taking up the items of business to be transacted at the Meeting, the Chairman informed the Members present that in compliance with the provisions of revised Clause 35B of the Listing Agreement with the Stock Exchanges and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company provided e-voting facility to the Members through National Securities Depository Limited (NSDL) to vote on Resolutions in respect of all the items of business contained in the Notice convening the Extraordinary General Meeting. Mr. Pawan Kumar Sarawagi, a Company Secretary in whole-time practice was appointed as the Scrutinizer for the purpose of e-voting by the Members. The e-voting commenced on July 28, 2014 and concluded on July 30, 2014. The Chairman thanked the Members who availed e-voting facilities provided by the Company through NSDL.

The Chairman further informed the Members that in view of the Clarifications and Explanations on e-voting issued by the Ministry of Corporate Affairs, Government of India vide General Circular dated June 17, 2014, he would like to seek consent of the Members present at the meeting, who could not cast their votes through e-voting, if they wish to cast their votes by way of a Poll at the venue. The Chairman mentioned that votes cast by a Member through e-voting shall prevail over the votes, if any, cast by the same Member by way of Poll at the venue. The Poll would be conducted after transactions of all the items of business mentioned in the Notice convening the Extraordinary General Meeting.

The Chairman then invited the Members present to raise their queries / comments, if any, on the items of business contained in the Notice convening the Extraordinary General Meeting. The Members raised the following queries and commented there upon:

The New Companies Act, 2013 is detrimental to the minority shareholders, General Meeting should be held on the date when e-voting closes, validity of appointment of the Independent Directors without amending the Articles of Association of the Company, Whether the Company has a Remuneration Committee, Company should split the face value of shares, issue bonus shares, increase discount of the Discount Coupons, Company should resolve the disputed cases as fast as possible, arrange for factory visit, etc.

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The Chairman replied to the queries raised by the Members to their satisfaction and thanked the Members for their keen interest in the affairs of the Company and their suggestions / advice to the Board of Directors and Management of the Company. The Chairman assured the Members that at the forthcoming Annual General Meeting (AGM), the Company would continue to follow the process of the past AGMs and would welcome and respect the views of the Members who personally attend the AGM. The Chairman also informed the Members that the need for modifications of some of the provisions of the new Companies Act, 2013 and revised SEBI Regulations would be brought to the attention of the Ministry of Corporate Affairs, Government of India, through appropriate forum and Institutes.

Thereafter the Chairman proceeded to transact the business of the meeting as contained in the Notice convening the Extraordinary General Meeting, *ad serialim*:

1. Appointment of Mr. Uday Khanna, as an Independent Director

The Chairman, being interested in the above item of business, requested Mr. Rajeev Gopalakrishnan, Managing Director to take the Chair. Thanking the Chairman, Mr. Rajeev Gopalakrishnan took the Chair and greeted the Members present. He then informed the Members that the following Resolution was recommended as an Ordinary Resolution:

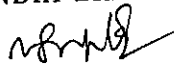
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Uday Khanna (DIN: 00079129) be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years, commencing from August 4, 2014."

Mr. Rajeev Gopalakrishnan informed the Members that as per the Scrutinizer's Report submitted to the Chairman, the aforesaid Resolution was passed as an Ordinary Resolution by requisite majority through e-voting. However, the final results in respect of the said Resolution would be declared after taking into consideration the votes cast on Poll, if any, to be taken at the venue after all items of business are transacted.

The Members present at the Meeting did not wish to cast vote by way of a Poll at the venue and were willing to accept the results of e-voting as the final results. Therefore, Mr. Rajeev Gopalakrishnan declared that the aforesaid Resolution was carried as an Ordinary Resolution by requisite majority through e-voting, the details of which are appended below.

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

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2. Appointment of Mr. Akshay Chudasama, as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Akshay Chudasama (DIN: 00010630) be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years, commencing from August 4, 2014."

The Chairman informed the Members that as per the Scrutinizer's Report submitted to him, the aforesaid Resolution was passed as an Ordinary Resolution by requisite majority through e-voting. However, the final results in respect of the said Resolution would be declared after taking into consideration the votes cast on Poll, if any, to be taken at the venue after all items of business are transacted.

The Members present at the Meeting did not wish to cast vote by way of a Poll at the venue and were willing to accept the results of e-voting as the final results. Therefore, the Chairman declared that the aforesaid Resolution was carried as an Ordinary Resolution by requisite majority through e-voting, the details of which are appended below.

3. Appointment of Ms Anjali Bansal, as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Anjali Bansal (DIN: 00207746) be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from August 4, 2014."

The Chairman informed the Members that as per the Scrutinizer's Report submitted to him, the aforesaid Resolution was passed as an Ordinary Resolution by requisite majority through e-voting. However, the final results in respect of the said Resolution would be declared after taking into consideration the votes cast on Poll, if any, to be taken at the venue after all items of business are transacted.

The Members present at the Meeting did not wish to cast vote by way of a Poll at the venue and were willing to accept the results of e-voting as the final results. Therefore, the Chairman declared that the aforesaid Resolution was carried as an Ordinary Resolution by requisite majority through e-voting, the details of which are appended below.

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4. Appointment of Mr. Kumar Nitesh, as a Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 and Rules framed thereunder and the Articles of Association of the Company, Mr. Kumar Nitesh (DIN: 06876230), who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 with effect from May 21, 2014 to hold office up to the next Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company, with immediate effect."

The Chairman informed the Members that as per the Scrutinizer's Report submitted to him, the aforesaid Resolution was passed as an Ordinary Resolution by requisite majority through e-voting. However, the final results in respect of the said Resolution would be declared after taking into consideration the votes cast on Poll, if any, to be taken at the venue after all items of business are transacted.

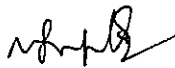
The Members present at the Meeting did not wish to cast vote by way of a Poll at the venue and were willing to accept the results of e-voting as the final results. Therefore, the Chairman declared that the aforesaid Resolution was carried as an Ordinary Resolution by requisite majority through e-voting, the details of which are appended below.

5. Appointment of Mr. Kumar Nitesh, as Managing Director – Retail and payment of remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to requisite approval of the Central Government, if required, consent of the Company be and is hereby accorded to the appointment of Mr. Kumar Nitesh (DIN: 06876230), as Managing Director - Retail of the Company (with such other designation or designations as the Board of Directors may determine and deem fit to give to Mr. Kumar Nitesh, from time to time) for a period of five years with effect from May 21, 2014 on such terms and conditions as contained in the Agreement executed by and between Mr. Kumar Nitesh and the Company, salient features of which specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this Notice and which Agreement be and is hereby specifically approved with absolute liberty to the Board of Directors to alter, vary and amend the terms and conditions of the appointment and / or remuneration including increase in remuneration within the limits prescribed under the Companies Act, 2013 and rules framed thereunder as may be mutually agreed to between Mr. Kumar Nitesh and the Company from time to time, within the overall limits specified under the Companies Act, 2013 and Rules framed thereunder, as applicable to the Company for the time being in force.

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FURTHER RESOLVED THAT, notwithstanding anything contained in the aforesaid Resolution, in the absence or inadequacy of profits in any financial year during the tenure of Mr. Kumar Nitesh as aforesaid, the Company shall pay remuneration to Mr. Kumar Nitesh as per his entitlement mentioned in the Agreement as aforesaid for the time being in force, subject to approval of the Central Government and other Statutory Authorities concerned, provided that such remuneration shall not exceed the limits specified under Schedule V to the Companies Act, 2013 or such limits as may be prescribed by the Central Government from time to time.

FURTHER RESOLVED THAT notwithstanding the provisions contained in Article 96 of the Articles of Association of the Company, Mr. Kumar Nitesh, be and is hereby appointed as Managing Director – Retail, whose period of office shall be liable to determination by retirement of Directors by rotation.

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

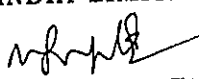
The Chairman informed the Members that as per the Scrutinizer's Report submitted to him, the aforesaid Resolution was passed as a Special Resolution by requisite majority through e-voting. However, the final results in respect of the said Resolution would be declared after taking into consideration the votes cast on Poll, if any, to be taken at the venue after all items of business are transacted.

The Members present at the Meeting did not wish to cast vote by way of a Poll at the venue and were willing to accept the results of e-voting as the final results. Therefore, the Chairman declared that the aforesaid Resolution was carried as a Special Resolution by requisite majority through e-voting, the details of which are appended below.

6. Authority to fix increased remuneration to the Managing Director(s) and Wholetime Director(s) of the Company

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

"RESOLVED THAT in supersession to the Special Resolution passed by the Members at the 76th Annual General Meeting of the Company held on May 26, 2009 and subject to the limits contained in the provisions of Sections 197, 198, Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to "the Board", which term includes any Committee or Committees reconstituted by the Board for this purpose) to fix increased remuneration to the Managing Director(s) and Wholetime Director(s) of the Company and that such remuneration comprising of salary, commission on profits, perquisites and retirement benefits, as may be determined by the Board from time to time within the maximum limits specified below:

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A. REMUNERATION COMPRISING OF SALARY AND COMMISSION ON PROFITS

(i) Basic Salary

Up to Rs.30 Million per annum for a Managing Director and Rs.20 Million per annum for a Wholetime/ Executive Director of the Company or an amount equivalent thereto, payable on monthly basis.

(ii) Commission on Net Profits

Within the overall limits as prescribed in the provisions of 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and as determined by the Board from time to time. At the discretion of the Board, the payment of commission may be made on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis.

B. PERQUISITES / BENEFITS

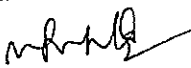
Perquisites (evaluated as per Income-tax Act, 1961 and Rules framed thereunder, where applicable and at actual cost to the Company in other cases), including but not restricted to the benefit of the Company's furnished accommodation, gas, electricity, water and furnishings, club fees, personal insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof, payment of income-tax on perquisites by the Company to the extent permissible under the Income-tax Act, 1961 and Rules framed thereunder; medical reimbursement, leave and leave travel concession, education benefits, provident fund, superannuation fund, gratuity, contribution to National Pension Scheme and other retirement benefits, in accordance with the Scheme(s) and Rule(s) applicable from time to time, governing the aforesaid benefits.

In lieu of rent free accommodation, the Company may give to a Managing/ Wholetime Director House Rent Allowance up to 60% of the Basic Salary set out at A(i) above.

C. The total remuneration and perquisites/benefits contemplated as per clause (A) and (B) above, including contribution towards retirement benefits, leave encashment, home leave expenses for expatriates, etc. as per the Rules of the Company payable to all the Managing/ Wholetime Directors of the Company shall not exceed 5%, where there is only one Managing/ Wholetime Director, and 10% where there are more than one Managing/Wholetime Directors, of the profits of the Company calculated in accordance with the provisions of Sections 197 and 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force).

D. The limits stipulated in this Resolution are the maximum limits and the Board may in its absolute discretion pay to a Managing/ Wholetime Director, lower remuneration and revise the same from time to time within the maximum limits stipulated by this Resolution.

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- E. In the absence or inadequacy of profits in any financial year, the remuneration payable to a Managing/ Wholetime Director by way of salary and perquisites shall not exceed the maximum limits prescribed under Section 197 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration) Rules, 2014 read with Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force).

FURTHER RESOLVED THAT on and from January 01, 2015, the amounts specified in rupees or equivalent thereto in clause A(i) by way of upper limits of basic salary for the Managing Director(s) and/ or Wholetime Director(s) shall be enhanced by 10% per annum every year over the rate prevailing for the preceding calendar year and the revised amounts of salary shall come into effect from the first day of January of the relevant year, constituting the maximum limits within which the Board may from time to time fix the remuneration of the Managing / Whole time Director(s), as the case may be.

FURTHER RESOLVED THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."

The Chairman informed the Members that as per the Scrutinizer's Report submitted to him, the aforesaid Resolution was passed as a Special Resolution by requisite majority through e-voting. However, the final results in respect of the said Resolution would be declared after taking into consideration the votes cast on Poll, if any, to be taken at the venue after all items of business are transacted.

The Members present at the Meeting did not wish to cast vote by way of a Poll at the venue and were willing to accept the results of e-voting as the final results. Therefore, the Chairman declared that the aforesaid Resolution was carried as a Special Resolution by requisite majority through e-voting, the details of which are appended below.

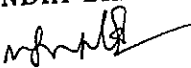
7. Remuneration to the Cost Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the remuneration of Rs.5.20 lac plus applicable service tax and reimbursement of out of pocket expenses payable to M/s. Mani and Co., Cost Accountants (Firm Registration No. 000004), as recommended by the Audit Committee and approved by the Board of Directors of the Company, for conducting Audit of the Cost Accounting Records of the Company for the financial year ending on December 31, 2014 or such other extended financial year as may be decided by the Board, in terms of the provisions of the Companies Act, 2013 and Rules framed thereunder, be and is hereby ratified.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to the aforesaid Resolution."

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The Chairman informed the Members that as per the Scrutinizer's Report submitted to him, the aforesaid Resolution was passed as an Ordinary Resolution by requisite majority through e-voting. However, the final results in respect of the said Resolution would be declared after taking into consideration the votes cast on Poll, if any, to be taken at the venue after all items of business are transacted.

The Members present at the Meeting did not wish to cast vote by way of a Poll at the venue and were willing to accept the results of e-voting as the final results. Therefore, the Chairman declared that the aforesaid Resolution was carried as an Ordinary Resolution by requisite majority through e-voting, the details of which are appended below.

8. Approval to create security by way of charge, mortgage, hypothecation of Assets of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee or Committees thereof for the time being exercising the powers conferred on the Board by this Resolution) for creation of such mortgages, charges and hypothecations, in addition to the existing charges/ mortgages created by the Company, as may be necessary on such assets of the Company, wherever situated, both present and future, in such manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favor of banks, financial institutions, investment institutions and their subsidiaries, mutual funds, trusts, other bodies corporate to secure term loans, corporate loans, borrowings not exceeding a sum of Rs.3,000 Million of equivalent thereof together with interest thereon at the agreed rates, compound interest, liquidated damages, premium on pre-payment / redemption, commitment charges, other bank charges and all other moneys payable by the Company to the Trustees under the Trust Deed and to the aforesaid lenders under their respective Loan Agreements entered/ to be entered into by the Company in respect of the said borrowings.

FURTHER RESOLVED THAT that the Board be and is hereby authorized to finalize the terms and conditions of the borrowings and the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts, deeds, matters and things to settle all questions, difficulties or doubts that may arise with respect to creating the mortgage/ charge/ hypothecation and to execute all such documents as may be necessary for giving effect to this Resolution."

The Chairman informed the Members that as per the Scrutinizer's Report submitted to him, the aforesaid Resolution was passed as a Special Resolution by requisite majority through e-voting. However, the final results in respect of the said Resolution would be declared after taking into consideration the votes cast on Poll, if any, to be taken at the venue after all items of business are transacted.

The Members present at the Meeting did not wish to cast vote by way of a Poll at the venue and were willing to accept the results of e-voting as the final results. Therefore, the Chairman declared that the aforesaid Resolution was carried as a Special Resolution by requisite majority through e-voting, the details of which are appended below.

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**(MALOY KUMAR GUPTA)
COMPANY SECRETARY**

9. Approval to the Borrowing limits of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 180 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board," which term shall include any Committee or Committees thereof reconstituted for the purpose to exercise the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, in one or more tranches, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital and free reserves of the Company, that is to say, reserves not set apart for any specific purposes, provided that the total outstanding amount so borrowed by the Company shall not at any time exceed the limit of Rs.5,000 Million or equivalent thereof.

FURTHER RESOLVED THAT that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time including rate of interest, repayment schedule(s), security or otherwise howsoever as it may think fit and to do all such acts, deeds, matters and things, to execute all such documents, instruments and writings as may be required."

The Chairman informed the Members that as per the Scrutinizer's Report submitted to him, the aforesaid Resolution was passed as a Special Resolution by requisite majority through e-voting. However, the final results in respect of the said Resolution would be declared after taking into consideration the votes cast on Poll, if any, to be taken at the venue after all items of business are transacted.

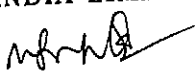
The Members present at the Meeting did not wish to cast vote by way of a Poll at the venue and were willing to accept the results of e-voting as the final results. Therefore, the Chairman declared that the aforesaid Resolution was carried as a Special Resolution by requisite majority through e-voting, the details of which are appended below.

10. Authority to keep Register of Members and Copies of Annual Return at a place other than the Registered office of the Company

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

"RESOLVED THAT pursuant to provisions of Section 94(1) and other applicable provisions of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014 and any other applicable Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company 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 Companies Act, 2013 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 Companies Act, 2013, at the office of the Registrar and Share Transfer Agents of the Company, viz., R&D Infotech Private Limited at 7A, Beltala Road, 1st Floor, Kolkata – 700 027 and at such places within Kolkata in the State of West Bengal where the Registrar and Share Transfer Agent may shift its office from time to time, instead of keeping such Register of Members and copies of Annual Returns including Register of Debenture holders/ other security holders, if any, at the Registered Office of the Company."

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(MALOY KUMAR GUPTA)
COMPANY SECRETARY

The Chairman informed the Members that as per the Scrutinizer's Report submitted to him, the aforesaid Resolution was passed as a Special Resolution by requisite majority through e-voting. However, the final results in respect of the said Resolution would be declared after taking into consideration the votes cast on Poll, if any, to be taken at the venue after all items of business are transacted.

The Members present at the Meeting did not wish to cast vote by way of a Poll at the venue and were willing to accept the results of e-voting as the final results. Therefore, the Chairman declared that the aforesaid Resolution was carried as a Special Resolution by requisite majority through e-voting, the details of which are appended below.

The Chairman informed the Members that the Results of e-voting on the Resolutions contained in the Notice convening the Extraordinary General Meeting would be available on the Notice Board of the Company at its Registered Office at 6A, S N Banerjee Road, Kolkata – 700 013 and also on the Website of the Company at www.bata.in and on the website of National Securities Depository Limited at www.e-voting@nsdl.com; from August 5, 2014 onwards.

11. VOTE OF THANKS

The meeting concluded with a vote of thanks to the Chair proposed by Mr. Arup Das, a Member and Mr. J N Kundu, a Member.

RESULTS OF THE E- VOTING

On the basis of the Scrutinizer's Report dated August 4, 2014 the results of the E-Voting are appended hereunder:

Sl. No.	Items of Business	% E-Votes in favour	% E-Votes in against	% of E-Votes Abstained
1.	Resolution 1: Appointment of Mr. Uday Khanna, as an Independent Director.	99.65	0.34	0.01
2.	Resolution 2: Appointment of Mr. Akshay Chudasama, as an Independent Director.	99.98	0.01	0.01
3.	Resolution 3: Appointment of Ms. Anjali Bansal, as an Independent Director.	99.99	0.00	0.01
4.	Resolution 4: Appointment of Mr. Kumar Nitesh, as a Director of the Company.	99.99	0.00	0.01
5.	Resolution 5: Appointment of Mr. Kumar Nitesh, as Managing Director – Retail and payment of remuneration.	99.95	0.00	0.05
6.	Resolution 6: Authority to fix increased remuneration to the Managing Director(s) and Wholetime Director(s) of the Company.	92.60	7.35	0.05
7.	Resolution 7: Remuneration to the Cost Auditors.	99.95	0.00	0.05
8.	Resolution 8: Approval to create security by way of charge, mortgage, hypothecation of Assets of the Company.	99.99	0.00	0.01
9.	Resolution 9: Approval to the borrowing limits of the Company.	99.99	0.00	0.01
10.	Resolution 10: Authority to keep Register of Members and Copies of Annual Return at a place other than the Registered office of the Company.	99.99	0.00	0.01

The Chairman declared that all the Resolutions set out in the Notice convening the Extraordinary General Meeting had been carried by the Shareholders of the Company by requisite majority.

Date : September 01, 2014

**Certified True Copy
BATA INDIA LIMITED**


(MALOY KUMAR GUPTA)
COMPANY SECRETARY

Sd/-
Uday Khanna
CHAIRMAN