

BATA INDIA LIMITED

Minutes of the proceedings held on Tuesday, 29th June, 2010 at 4:00 P.M. at 27B Camac Street, Kolkata – 700 016 of Bata India Limited, relating to declaration of the result on the voting by Postal Ballot conducted pursuant to Section 192A of the Companies Act, 1956 on an Ordinary Resolution as set out in the Notice dated 29th April, 2010 pursuant to Section 192A(2) of the Act

Present

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| 1. Mr. Shaibal Sinha, Director - Finance | - In the Chair |
| 2. Mr. Amar Bir Anand | - Vice President &
Company Secretary and Member |
| 3. Mr. Debasis Datta | - Member |
| 4. Ms. Daksha Mehta | - Member |
| 5. Mr. Biswajit Mukherjee | - Member |
| 6. Mr. Jyotirmoy Banerjee | - Member |
| 7. Mr. Ashoke Kr Mukherjee | - Member |
| 8. Mr. Tapan Kr Bugh | - Member |
| 9. Mr. Gopal Mondal | - Member |
| 10. Mr. P.K. Sarawagi | - Scrutinizer for the Postal Ballot |

The Chairman stated that the Company had despatched a Notice dated 29th April, 2010 under Section 192A(2) of the Companies Act, 1956 (the Act), to all the shareholders of the Company, under Certificate of Posting between 22nd May, 2010 to 25th May, 2010, for obtaining the consent of the shareholders to the following Ordinary Resolution by means of Postal Ballot :

"RESOLVED THAT the consent of the Company be and is hereby accorded pursuant to Section 293(1)(a) of the Companies Act, 1956 (hereinafter referred to as "the Act") and other applicable provisions, if any, of the said Act, to the Board of Directors of the Company ("Board"), to create a mortgage/charge on the Scheduled Premises other than the Excluded Assets (as defined in the development agreement entered into between the Company, Riverbank Developers Private Limited ("RDPL") and Riverbank Holdings Private Limited ("RHPL") and Calcutta Metropolitan Group Limited dated April 28, 2010, hereinafter referred to as the "New Development Agreement") to secure the loans to be raised by RDPL and RHPL, from time to time.

FURTHER RESOLVED that the Board be and is hereby authorized to do or cause to be done all such acts, deeds, matters and things as may be required or deemed to be necessary or incidental thereto for creating the said mortgage and to encumber the Scheduled Premises other than the Excluded Assets (as defined in the New Development Agreement) for giving effect to the above resolution."

CHAIRMAN
INITIALS

The Chairman further stated that it was mentioned in the said Notice dated 29th April, 2010 that the Postal Ballot form sent therewith should be returned by the shareholders duly completed so as to reach the Scrutinizer on before 24th June, 2010 and that the Scrutinizer would submit his report to him after completion of the scrutiny of all the postal ballot forms received till 24th June, 2010.

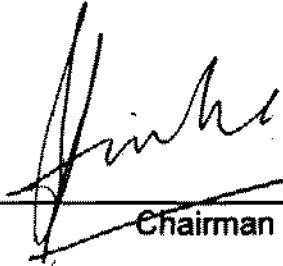
The Chairman thereafter stated that the scrutinizer, Mr. P. K. Sarawagi had carried out the scrutiny of all the postal ballot forms received up to the close of working hours on 24th June, 2010 and submitted his Report dated 29th June, 2010 and the said Report was accepted by him.

The Chairman then announced the following result of the Postal Ballot as per the Scrutinizer's Report in respect of the aforesaid Ordinary Resolution :

Number of valid postal ballot forms	2721
Votes in favour of the Resolution	40114044 (99.96%)
Votes against the Resolution	15292 (0.04%)
Number of invalid postal ballot forms	165

The Chairman thereafter declared that the above Ordinary Resolution, as set out in the Notice dated 29th April, 2010, had therefore duly approved by the requisite majority of the shareholders.

Kolkata, dated 29th June, 2010


Chairman