

**MINUTES OF THE PROCEEDINGS OF THE 77TH ANNUAL GENERAL
MEETING OF THE SHAREHOLDERS OF BATA INDIA LIMITED HELD
ON THURSDAY, MAY 27, 2010 AT 10.30 AM AT KALAMANDIR,
48, SHAKESPEARE SARANI, KOLKATA 700 017**

PRESENT:	MR. P. M. SINHA MR. M. VILLAGRAN MR. S. SINHA MR. J. CARBAJAL MR. U. KHANNA MR M.K. SHARMA MR. J. CLEMONS MR. A. B. ANAND	CHAIRMAN (MEMBER) MANAGING DIRECTOR FINANCE DIRECTOR DIRECTOR DIRECTOR (MEMBER) DIRECTOR DIRECTOR VICE PRESIDENT & COMPANY SECRETARY (Employee Member)
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Certified True Copy
BATA INDIA LIMITED

A. B. ANAND
VICE PRESIDENT-COMPANY SECRETARY

MR. T. K. MAJUMDER	MEMBER
MR. B. N. KUNDU	MEMBER
MR. T. N. CHAKRABORTY	MEMBER
MR. K. L. MALLIK	MEMBER
MR. S. L. RATHI	MEMBER
MR. T. P. GOYAL	MEMBER
MR. S. N. KUNDU	MEMBER
MR. S. GATTANI	MEMBER
MR. M. K. BUBNA	MEMBER
MR. B. S. SRIMAL	MEMBER
MR. S. K. SUKHANI	MEMBER
MR. K. DAS	MEMBER
MR. S. PAL	MEMBER
MR. A. K. PAL	MEMBER

2990 other members were personally present. Bata (BN) B.V. was present through its authorized representative, Mr. P. M. Sinha, and 242 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.

At the outset the Chairman welcomed the Members to the 77th Annual General Meeting of the Company and introduced the Board Members to all the shareholders present at the meeting.

The Directors' Report and the Annual Accounts for the year ended December 31, 2009, 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, the Notice dated February 24, 2010 convening the meeting together with the Directors' Report and the Accounts for the year ended December 31, 2009 were taken as read.

The Chairman then addressed the meeting and read out his Statement dated May 27, 2010, which covered inter-alia Introduction, Shoenline, Retail Business, Wholesale Business, Awards and Achievements, Batanagar Project, Corporate Social Responsibility, Indian Economy, Operations of the Company, Industrial Relations, R&D Activities and Energy Conservation, Support from Bata Group, the Future Outlook and Conclusion.

CHAIRMAN
INITIALS

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Thereafter, on being asked by the Chairman, Mr. A.B Anand, the Company Secretary, read out the Auditors' Report dated February 24, 2010 on the Balance Sheet and the Profit & Loss Account of the Company for the year ended December 31, 2009.

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 Annual General Meeting or any adjournment thereof.

APPROVAL OF ACCOUNTS

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

"RESOLVED THAT the Profit & Loss Account for the year ended December 31, 2009, the Balance Sheet as on that date and Reports of the Directors and Auditors 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 Profit & Loss Account and the Balance Sheet of the Company for the Financial Year ended December 31, 2009.

The shareholders raised questions on the following matters relating to the Accounts:-

Excellent results, happy that the Company has crossed Rs.1000 crore turnover and for recommending the highest ever dividend, Board should continue, shutting down of small format stores, claims, upfront payment in respect of the Batanagar Project, terms of the restructured agreement with CMGL and RDPL, factory visit, Company's website should have investor friendly page, the two subsidiaries should be merged with Bata India and any plans in this regard in near future, losses suffered by Bata Properties Limited, utilizing store space to sell other accessories, TSA fees paid, reduction in Gratuity Liability, the Logo-'Great Price' does not convey positive message, increased turnover does not cover the inflation, capital expenditure on opening & renovation of shops and turnover per store, net profits are flat as compared to increased Gross profit margin, effect on share prices due to the new Development Agreement with CMGL & RDPL, percentage of commission paid to wholesalers, to increase the percentage of discount to shareholders, Bata's share in the organized footwear market, Corporate Social Responsibility-scholarship to poor students, leather institutes should be opened, how the Company is competing with the imported Chinese shoes, consider a Bonus issue, Credit Cards should be accepted by all the retail outlets, provision for drinking water in stores, reasons for Postal ballot, current status with regard to Sales Tax, Central Excise & Customs, error in numbering the resolution, printing font size of annual report, why exports have reduced, Intangible assets, adjustment of bad debts written off, criminal cases against the directors, surrender of passports to the authorities, AGM should be held earlier, outstanding Fixed Deposits and steps taken for reimbursement, information to fixed deposit holders before their money is transferred to the IEPF, litigation, request to split the shares, payment of dividend, high taxes, next VRS, stock shortages at various locations.

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

CHAIRMAN'S
INITIALS

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DECLARATION OF DIVIDEND

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

"RESOLVED that a dividend @30% on equity shares be declared and paid to the Members whose names appear in the Register of Members at the close of business on May 7, 2010 and in case of shares held in electronic form to those 'deemed members' whose names appear on the statements of beneficial ownership furnished by NSDL and CDSL at the close of business hours on May 7, 2010, 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 show of hands and was declared to have been carried by the Chairman unanimously.

RE-APPOINTMENT OF DIRECTOR – MR. N SANKAR

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

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

Mr. B N Kundu proposed the resolution.

Mr. S K Sukhani seconded the resolution.

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

RE-APPOINTMENT OF DIRECTOR – MR. J CARBAJAL

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

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

Mr. T K Majumder proposed the resolution.

Mr. K Das seconded the resolution.

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

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 authorised to determine the remuneration payable to the Company's Auditors".

Mr. Bharat Kumar Mehta proposed the resolution.

Mr. Alok Kumar Pal seconded the resolution

After this, the resolution was put to vote by show of hands which was objected by only one shareholder and the Chairman therefore, declared that the resolution has been passed by requisite majority.

SPECIAL BUSINESS

PAYMENT OF COMMISSION TO THE DIRECTORS OF THE COMPANY (OTHER THAN DIRECTORS IN THE WHOLETIME EMPLOYMENT OF THE COMPANY OR THE MANAGING DIRECTOR) NOT EXCEEDING 1% OF THE NET PROFITS OF THE COMPANY.

The Chairman informed the Members that the next item in the Agenda relates to the approval of 1% commission to the Independent Directors, as per the Companies Act and the Articles of Association of the Company, therefore, he was interested in the resolution. He then left the Chair and requested Mr Marcelo Villagran, Managing Director to propose the following resolution to the Members as a Special Resolution.

"RESOLVED THAT the directors of the Company (other than directors in the wholtime employment of the Company or the Managing Director) be paid for a period of five years commencing from January 1, 2011, a commission (to be divided among them in such proportion as the Board may determine from time to time) not exceeding 1% (one percent) of the net profits of the Company, computed in such manner referred to in Section 309 (5) of the Companies Act, 1956 in any financial year, provided that no commission shall be payable to any director for any of the financial years where the Company has no profits as computed under Section 198(1) of the Companies Act, 1956."

Mr Marcelo Villagran, Managing Director proposed the resolution to the Members, which was seconded by Mr T K Majumder.

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

VOTE OF THANKS

The meeting ended with a vote of thanks to the Chair.