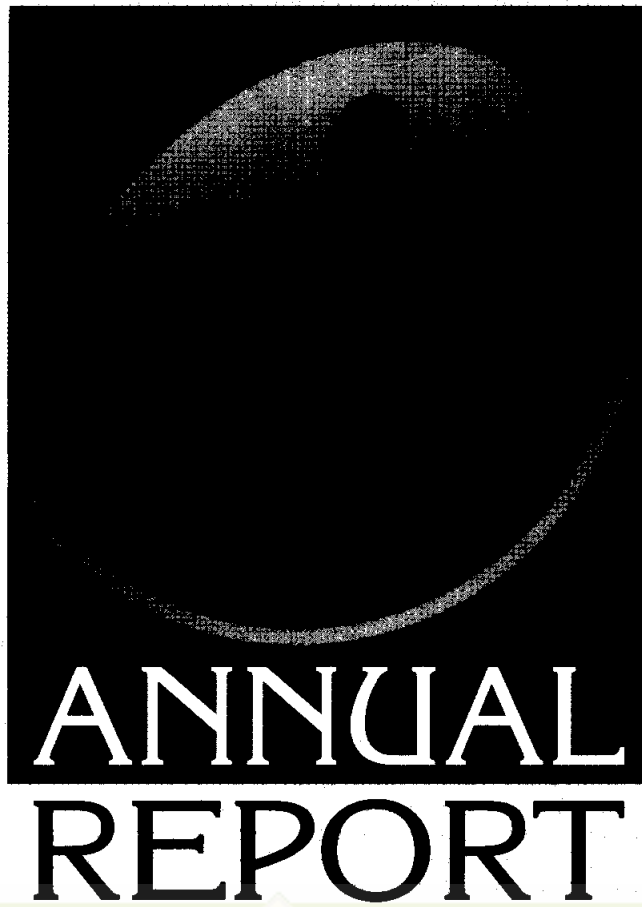


***Bata***



***Bata***

**Board of Directors**

A L Mudaliar	<i>Chairman</i>
W K Weston	<i>Managing Director</i>
M G V Middleton	<i>Deputy Managing Director</i>
P K Khaitan	
N Kumar	
V Narayanan	
A K Thakur	<i>Nominee of U.T.I. w.e.f. 11.12.96</i>

**Audit Committee**

A L Mudaliar	<i>Chairman</i>
V Narayanan	<i>Member</i>
A K Thakur	<i>Member</i>

**Company Secretary**

A B Anand

**Executive Committee**

W K Weston  
M G V Middleton  
G C Bahuguna  
V Balakrishnan  
F J Kapadia  
M J Z Mowla  
S Sen  
J Singh  
E Tkachuk

**Auditors**

S R Batliboi & Co.  
Chartered Accountants

**Bankers**

State Bank of India  
Citibank N A  
Deutsche Bank



**Solicitors**

Khaitan & Co.

**Registrar**

A Banerjee

**Share Transfer Agents**

AMI Computers India Ltd.

60A & B Chowringhee Road

Calcutta 700 020

Telephone : (033) 280 0900

(033) 280 0812

Fax : (033) 240 6585

E-mail : [amicorp@cal.vsnl.net.in](mailto:amicorp@cal.vsnl.net.in)

**Registered Office**

6A, S. N. Banerjee Road

Calcutta - 700 013

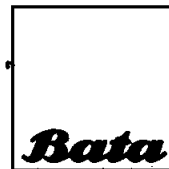
Telephone : (033) 244-3416-18/0456

Fax : (033) 244-7418

E-mail : [batacal@bataindia.com](mailto:batacal@bataindia.com)

Website : [www.bataindia.com](http://www.bataindia.com)

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## BATA INDIA LIMITED

Registered Office : 6A, S. N. Banerjee Road, Calcutta - 700 013

### NOTICE FOR CONVENING THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty Seventh Annual General Meeting of the Members of Bata India Limited will be held on WEDNESDAY, JUNE 7, 2000 at 10.30 A.M at KALAMANDIR, 48, Shakespeare Sarani, Calcutta 700 017, to transact the following business :

1. To receive, consider and adopt the Profit and Loss Account of the Company for the year ended December 31, 1999, the Balance Sheet as on that date and Directors' and Auditors' Report thereon.
2. To declare a dividend.
3. To elect Directors in place of those who retire by rotation. Mr A. K. Thakur and Mr V. Narayanan retire by rotation and being eligible, offer themselves for re-election.
4. To appoint Auditors and to fix their remuneration, and to pass, with or without modification, the following resolution, which will be proposed as an Ordinary Resolution.

"RESOLVED that Messrs S R Batliboi & Co., Chartered Accountants, be and are hereby 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".

### SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification, the following resolutions :

#### 5. (As Ordinary Resolution)

"RESOLVED that, subject to such consents, permissions and approvals as may be required, and pursuant to the provisions of Section 198, 269, 309, 310 & 311 and all other applicable provisions of the Companies Act, 1956 (hereinafter referred to as 'the Act'), read with Schedule XIII of the Act, the Company hereby accords its approval for the re-appointment of and entering into an Agreement with Mr W.K Weston as Managing Director or with such other designation as the Board may determine and deem fit for Mr Weston from time to time for a period of two years with effect from 26.03.2000 or such other date as may be mutually agreed upon on such terms and conditions as to remuneration by way of salary, commission and perquisites, as set out in the Explanatory Statement annexed hereto provided that the total



remuneration (including all perquisites) shall fall within the overall ceiling of 5% or 10% of the net profits of the Company calculated in the manner specified in the Act, provided further that in the event where in any financial year during the currency of tenure of Mr Weston, the Company has no profits or its profits are inadequate, it may pay a remuneration to Mr Weston the total of which shall not exceed the ceiling limit as provided in Part II of Section II of Schedule XIII of the Act or such other amounts as may be specified by the Government from time to time by any amendment to the Act."

"FURTHER RESOLVED that, in the event of any relaxation by the Central Government in the guidelines or ceilings on managerial remuneration, the Board of Directors, be and is hereby authorised to increase the remuneration and/or perquisites of Mr Weston, if they in their absolute discretion think fit, within such guidelines or ceilings subject to such approvals of the Central Government or any other authority wherever applicable and for which consent of the Company as required under various provisions of the Companies Act, 1956, be and is hereby granted."

#### 6. (As Special Resolution)

"RESOLVED that pursuant to the provisions of Section 31 and all other applicable provisions of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered as follows :-

A. Article 2 of the Articles of Association shall be altered to include the following definition at appropriate places :

- "Beneficial Owner" shall mean beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.
- "Depositories Act, 1996" shall include any statutory modification or re-enactment thereof.
- "Depository" shall mean a Depository as defined in Clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996.
- "Registered Owner" means a Depository whose name is entered as such in the records of the Company.
- "Security" means such security as may be specified by the Securities and Exchange Board of India from time to time.

B. In Article 2 of the Articles of Association, the following definition of 'Member' shall be added at the appropriate place.

"Member" means the duly registered holder from time to time of the Shares of the Company and includes the subscribers to the Memorandum of the Company and the beneficial owner as defined above.



C. Article 8 of the Articles of Association shall be substituted by the following new Article 8 :-

'8' Save as herein otherwise provided, the Company shall be entitled to treat the person, whose name appears on the Register of Members as the holder of any share or whose name appears as the beneficial owner of shares in the records of Depository, as the absolute owner thereof and accordingly shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equity or equitable, contingent, future or partial or other claim or claims or rights to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

D. After Article 9 of the Articles of Association of the Company, the following new Article 9A shall be inserted :

'9A' The Company shall cause to be kept a Register and Index of Members in accordance with all applicable provisions of the Companies Act, 1956 and the Depositories Act, 1996 with details of shares held in material and dematerialised forms in any media as may be permitted by law including in any form of electronic media. The Company shall be entitled to keep in any state or country outside India a branch Register of Members resident in that state or country.

E. After Article 10A of the Articles of Association of the Company the following new Article 10B shall be inserted :

'10B' The shares in the Capital of the Company shall be numbered progressively according to their several denominations provided however, that the provisions relating to progressive numbering shall not apply to the shares of the Company which are in dematerialised form, provided further that the Company shall not issue any share certificates in respect of shares held in Depository or in dematerialised form.

F. After Article 11 of the Articles of Association of the Company, the following new Article 11A shall be inserted :

'11A' The Company shall be entitled to dematerialise its shares, debentures, or other securities, which may have been presently issued or which may be issued at a future date and also rematerialise its securities held in Depository in accordance with the rules framed under the Depositories Act, 1996 provided that the Company shall keep a Register of Transfer and distinctly enter therein particulars of every transfer or transmission of any share held in material form.

G. After Article 42 of the Articles of Association of the Company, the following new Article 42A shall be inserted :-

'42A' In the case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificate and where such shares or securities are being held in an electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.



**7. (As Special Resolution)**

"RESOLVED that pursuant to the provisions of Section 31 and all other applicable provisions of the Companies Act, 1956, the following new Article 43A be inserted after Article 43.

'43A' Notwithstanding anything contained in any other clause or clauses of the Articles of Association of the Company, a holder or joint holders of shares or debentures, may nominate, in accordance with the provisions of Section 109A of the Companies Act, 1956 and in the manner prescribed thereunder, a person to whom all the rights in the shares or debentures of the Company, shall vest in the event of death of such holder(s). Any nomination so made shall be dealt with by the Company in accordance with the provisions of Section 109B of the Companies Act, 1956."

**8. (As Special Resolution)**

"RESOLVED that the Company hereby accords its approval pursuant to Section 163 of the Companies Act, 1956 to keep the Register of Members and other records and documents in the Office of AMI Computers India Limited, 60 A & B, Chowringhee Road, Calcutta 700 020, a SEBI registered Share Transfer Agent appointed in accordance with SEBI (Registrar to an Issue and Share Transfer Agent) Rules, 1993."

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By Order of the Board

**A B ANAND**

COMPANY SECRETARY

Calcutta, March 27, 2000

**NOTES**

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in relation to the Special Business of the Meeting is annexed hereto and forms part of this Notice.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
3. The Share Transfer Books and Register of Members of the Company will remain closed from May 16, 2000 to June 7, 2000 (both days inclusive).
4. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.



5. Members, who hold share in de-materialised form are requested to bring their client ID and DP ID Nos. for easier identification of attendance at the meeting.
6. A member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
7. Members are requested to notify immediately any change in their address to the Company or its Share Transfer Agents and in case their shares are held in dematerialised form, this information should be passed on to their respective Depository Participants without any delay.
8. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialised form, they must quote their client ID Number and their DP ID Number.
9. Members can now avail the facility of nomination in respect of shares held by them pursuant to the amendment in the Companies Act, 1956. The prescribed form (Form 2B) is being sent with the Notice. Members desiring to avail this facility, may send their nomination form duly filled in, to the Company or its Share Transfer Agents by quoting their respective folio numbers.
10. Investors/Shareholders are requested to kindly note that if physical documents viz Demat Request Forms (DRF) and share certificates etc. are not received from their DPs by the Company/Registrar within a period of 30 days from the date of generation of the DRN for dematerialisation, the DRN will be treated as rejected/cancelled. This step is being taken on the advice of National Securities Depository Limited (NSDL) so that no demat request remains pending beyond a period of 30 days. Upon rejection/cancellation of the DRN, a fresh DRF has to be forwarded alongwith the share certificates by the DPs to the Company/Registrar. This note is only to caution investors/shareholders that they should ensure that their DPs do not delay in sending the DRF and share certificates to the Company/Registrar after generating the DRN.
11. Information u/s. 205A read with the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 as amended is given below :
  - (i) Pursuant to Section 205 of the Companies Act, 1956, all unclaimed/unpaid dividends up to the financial year ended 31.12.1993 have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not yet encashed their dividend warrants for the said period are requested to claim the amount from the Registrar of Companies, West Bengal, 234/4, A.J.C Bose Road, Calcutta 700 020, by submitting an application in the prescribed form.
  - (ii) Consequent upon amendment in Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999 the amount of dividend for the subsequent years remaining un-paid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and



Protection Fund set up by the Government of India and no payments shall be made in respect of any such claims by the Fund.

Members who have not yet encashed their dividend warrant(s) for the financial year ended 31.12.1998 are requested to make their claims to the Company accordingly.

12. Members are requested to inform their bank account numbers and bank branch details to the Company to enable it to include these details in the dividend warrants and thus minimise the chances of loss of dividend warrants. The above information may be given to the Company's Registered Office or its Share Transfer Agents on or before May 16, 2000.
13. Dividend on Equity Shares as recommended by the Directors for the year ended 31st December, 1999, when declared at the meeting, will be paid :
  - (i) to those members whose names appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company and its Registrars before May 16, 2000, or
  - (ii) in respect of shares held in electronic form, to those "deemed members" whose names appear on the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on May 15, 2000.

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