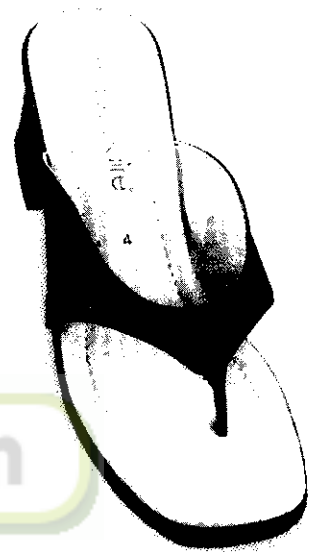
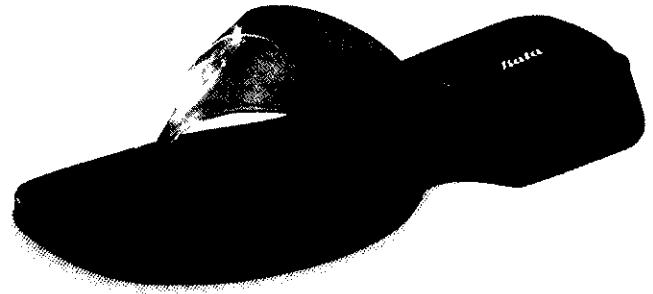
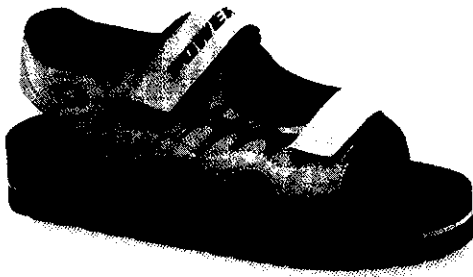


Annual Report
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**BATA INDIA LIMITED****Board of Directors**

A L Mudaliar	<i>Chairman</i>
C Morzaria	<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

C Morzaria
M G V Middleton
G C Bahuguna
V Balakrishnan
F J Kapadia
M J Z Mowla
S Sen
R Sadhu
E Tkachuk

Auditors

S R Batliboi & Co.
Chartered Accountants

Bankers

State Bank of India
Citibank N. A.
Deutsche Bank

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Solicitors

Khaitan & Co.

Registrar

A Banerjee

Share Transfer Agents

AMI Computers India Ltd.

60A & B Chowringhee Road

Kolkata 700 020

Telephone : (033) 280-0900/0812

Fax : (033) 240-6585

E-mail : amicorp@cal.vsnl.net.in

Registered Office

6A, S. N. Banerjee Road

Kolkata - 700 013

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

Fax : (033) 244-7418

E-mail : batacal@bataindia.com

Website : www.bataindia.com

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BATA INDIA LIMITED

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

NOTICE FOR CONVENING THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty Eighth Annual General Meeting of the Members of Bata India Limited will be held on WEDNESDAY, JUNE 6, 2001 at 10.30 A.M. at KALAMANDIR, 48, Shakespeare Sarani, Kolkata 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, 2000, 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 L Mudaliar and Mr N Kumar 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 modifications, the following resolutions :

5. **(As Ordinary Resolution)**

"RESOLVED that Mr Chandu Morzaria be and is hereby appointed a Director of the Company pursuant to Section 257(1) of the Companies Act, 1956."

6. **(As Ordinary Resolution)**

"RESOLVED that subject to the approval of the Central Government and such consents, permissions and approvals as may be required, and pursuant to the provisions of Sections 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 appointment of and



entering into an Agreement with Mr Chandu Morzaria as Managing Director or with such other designation as the Board may determine and deem fit for Mr Morzaria from time to time for a period of five years with effect from 30.01.2001 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 Morzaria, the Company has no profits or its profits are inadequate, it may pay a remuneration to Mr Morzaria, the total of which shall not exceed the ceiling limit as provided in Section II of Part 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 Morzaria, 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."

7. (As Ordinary Resolution)

"RESOLVED that subject to such consents, permissions and approvals as may be required, and pursuant to the provisions of Sections 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 M G V Middleton as Deputy Managing Director or with such other designation as the Board may determine and deem fit for Mr Middleton from time to time for a period of five years with effect from 18.01.2001 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 Middleton, the Company has no profits or its profits are inadequate, it may pay a remuneration to Mr Middleton, the total of which shall not exceed the ceiling limit as provided in Section II of Part 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 Middleton, 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."

8. (As Special Resolution)

"RESOLVED that the Directors of the Company (other than directors in the wholetime employment of the Company or the Managing Director) be paid for a period of five years commencing from January 1, 2001, 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, subject to a ceiling of Rs. 10.00 lacs provided that no commission shall be payable to any director for any of the five financial years where the Company has no profits as computed under section 198(1) of the Companies Act, 1956."

By Order of the Board

A B ANAND
COMPANY SECRETARY

Kolkata, March 27, 2001

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 commencement of the meeting.
3. The Share Transfer Books and Register of Members of the Company will remain closed from Tuesday, May 22, 2001 to Wednesday, June 06, 2001 (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 shares 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 correspondence 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) can be obtained from the Share Department of the Company. 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 Registrar within a period of 15 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 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 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, Kolkata 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 unpaid 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 December 31, 1994 onwards are requested to make their claims to the Company accordingly without any delay.
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 21, 2001.

13. Dividend on Equity Shares as recommended by the Directors for the year ended December 31st, 2000, 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 on or before May 22, 2001, 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 21, 2001.





ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 3

(A) Re-election of Mr A L Mudaliar (Resume)

(As required by Clause 49 (vi) of the Listing Agreement of the Stock Exchanges)

Mr A L Mudaliar is a B.Sc (Hons.) and M.A. (Chemistry) Graduate from the Chennai University.

He joined Imperial Chemical Industries (India) and served as Regional Manager at Delhi, Chennai and Kolkata and was appointed Group Commercial Director of ICI Group in India. Later on he was elevated to the post of Group Deputy Chairman and Chairman of ICI India Group.

Mr Mudaliar has also served as Chairman of the Eastern Regional Council of Technical Education and also Chairman of the Board of Directors of the Indian Institute of Technology, Chennai. Mr Mudaliar has also been associated with Indian Institute of Management at Bangalore, Kolkata and Lucknow as Member of the Governing Body.

Mr Mudaliar's association with the corporate sector was further enriched after his retirement from ICI when he was invited to join the Board of several public corporations. He is currently on the Board of Titan Industries Ltd., Indian Aluminium Co. Ltd., Investment Trust of India Ltd., Bundy India Limited and RDI Print & Publishing Ltd.

Mr Mudaliar is also a member of the Governing Body of the Institute of Financial Management and Research, Chennai, an ICICI sponsored institute.

Mr Mudaliar is Past President of the Bengal Chamber of Commerce and Industry and Past President of the Associated Chambers of Commerce and Industry and continues to be an ex-officio member of the management of these bodies.

B) Re-election of Mr N Kumar (Resume)

(As required by Clause 49(vi) of the Listing Agreement of the Stock Exchanges)

Mr N Kumar is a well known figure in tennis and has won the Arjuna Award for Sportsman of the year in 1962. He completed his schooling from St. Xavier's College, Kolkata and he did his college education from the Government College Lahore -F.A. City College and Bachelor of Commerce from Kolkata. He has served as a member of the Bengal Chamber of Commerce for several years. He built a family coal business to handle over 12 million tonnes annually making it the topmost Coal Consultancy Firm in India. He is the Chairman of Wellman Incandescent Limited which is a leading furnace company in India. He has been associated with Mother Teresa for more than 25 years.

ITEM NO. 5

At their meeting held on January 30th, 2001, your Board appointed Mr Chandu Morzaria as an