



Bata

Bata**BATA INDIA LIMITED****Board of Directors**

A L Mudaliar	<i>Chairman</i>
C Morzaria	<i>Executive Vice-Chairman</i>
S J Davies	<i>Managing Director</i>
P K Nag	<i>Director — Finance</i>
J Singh	<i>Director — Marketing & Commercial</i>
P K Khaitan	
V Narayanan	
A K Thakur	<i>Nominee of U.T.I. w.e.f. 11.12.96</i>
M G V Middleton	

Audit Committee

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

Remuneration Committee

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

Shareholders' Grievance Committee

P K Khaitan	<i>Chairman</i>
V Narayanan	<i>Member</i>

Vice-President & Company Secretary

A B Anand

Executive Committee

C Morzaria
S J Davies
P K Nag
J Singh
AHM Ehsanuzzaman
S Sen
V Balakrishnan

Compliance Officer

A B Anand

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Auditors

S R Batliboi & Co.
Chartered Accountants

Cost Auditors

S Gupta & Co.
Cost Accountants
433, Marshall House
33/1, Netaji Subhas Road
Kolkata 700 001.

Bankers

State Bank of India
ICICI Bank Ltd.
HDFC Bank Ltd.

Solicitors

Khaitan & Co.

Registrar

A Banerjee
E-mail : sharedept@bataindia.com

Share Transfer Agents

AMI Computers India Ltd.
60A & B, Chowringhee Road
Kolkata 700 020.
Telephone : (033) 2280-0900/0812
Fax : (033) 2280-0901
E-mail : amicomputers@vsnl.com

Registered Office

6A, S.N. Banerjee Road
Kolkata 700 013.
Telephone : (033) 2244-3416-18/0456
Fax : (033) 2244-7418
E-mail : batacal@bataindia.com
Website : www.bataindia.com



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 Seventieth Annual General Meeting of the Members of Bata India Limited will be held on Friday, June 27, 2003 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 & Loss Account of the Company for the year ended December 31, 2002, the Balance Sheet as on that date and Directors' and Auditors' Report thereon.
2. To elect Directors in place of those who retire by rotation. Mr V Narayanan and Mr A L Mudaliar retire by rotation and being eligible, offer themselves for re-election.
3. 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 :

4. (As Special Resolution)

"RESOLVED that Mr Jaswant Singh be and is hereby appointed a Director of the Company pursuant to Section 257(1) of the Companies Act, 1956 whose period of office shall be subject to retirement of Directors by rotation."

5. (As Ordinary Resolution)

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

6. (As Special 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 Stephen John Davies as Managing Director or with such other designation or designations as the Board may determine and deem fit for Mr Davies from time to time for a period of three years with effect from 11.09.2002 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 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 Davies, the Company has no profits or its profits are inadequate, it may pay a remuneration to Mr Davies, 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 Remuneration Committee, be and is hereby authorised to recommend to the Board to increase the remuneration and/or perquisites of Mr Davies, 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 Special 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 appointment of and entering into an Agreement with Mr C Morzaria as Executive Vice-Chairman or with such other designation or designations as the Board may determine and deem fit for Mr Morzaria from time to time for a period of three years with effect from 17.09.2002 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 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 Remuneration Committee, be and is hereby authorised to recommend to the Board of Directors 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."



8. (As Special 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 to the payment of remuneration to Mr Pradip Kumar Nag as Director - Finance by way of salary, commission and perquisites for a period of three years with effect from 01.07.2002 as set out in the Explanatory Statement annexed hereto and entering into a Supplementary Agreement with him, provided that the total remuneration (including all perquisites) shall fall within the overall ceiling of the net profits of the Company calculated in the manner as specified in the Act and provided further that in the event where in any financial year during the currency of the tenure of Mr Nag, the Company has no profits or its profits are inadequate, it may pay a remuneration to Mr Nag, the total of which shall not exceed the ceiling limits as specified 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 amendments to the Act and as approved by the Remuneration Committee from time to time."

9. (As Special 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 Jaswant Singh as Director — Marketing & Commercial or with such other designation or designations as the Board may determine and deem fit for Mr Singh from time to time for a period of three years with effect from 01.08.2002 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 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 Singh, the Company has no profits or its profits are inadequate, it may pay a remuneration to Mr Singh, 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 provided further that Mr Singh's office as Wholtime Director — Marketing & Commercial of the Company may be, if so required, be considered as an office which is liable to determination by retirement of Directors by rotation irrespective of the provisions of Article 96 of the Articles of Association of the Company."

"FURTHER RESOLVED that, in the event of any relaxation by the Central Government in the guidelines or ceilings on managerial remuneration, the Remuneration Committee, be and is hereby authorised to recommend to the Board of Directors to increase the remuneration and/or perquisites of Mr Singh, 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."

By Order of the Board

Kolkata,
March 28, 2003.

A B ANAND
Vice-President & Company Secretary



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 June 6, 2003 to June 27, 2003 (both days inclusive).
4. Members are requested to produce the enclosed Attendance Slip duly signed as per the specimen signature recorded with the Company/Depository Participant 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 holding shares in physical form, are requested to notify immediately any change in their address and Bank particulars to the Company or its Share Transfer Agents and in case their shares are held in dematerialised form, this information should be passed on directly without any delay to their respective Depository Participants and not to the Company or the Share Transfer Agents.
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 DP ID and Client ID Number.
9. Members holding shares in physical form 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 on request. 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 Share Transfer Agents (STA) within a period of 15 days from the date of generation of the DRN for dematerialisation, the DRN will be treated as rejected/cancelled. Upon rejection/cancellation of the DRN, a fresh DRF has to be forwarded alongwith the Share Certificates by the DPs to the STA. 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 STA 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 upto 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 of 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.

Members who have not yet encashed their dividend warrant(s) for the financial year ended 31.12.1998 and onwards, are requested to claim the amount forthwith from the Company.





ANNEXURE TO THE NOTICE

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

ITEM NO. 2

(A) Re-election of Mr V Narayanan (63) (Resume)

He is the former Chairman and Managing Director of Pond's (India) Limited. He is a product of the Lawrence School at Lovedale and the Loyola College, Madras. Mr Narayanan began his career in 1959 as a Management Trainee in Hindustan Lever Limited (HLL). In his ten years with HLL, he specialised in Sales and Marketing, both in India and in the UK. He joined Chesebrough Pond's Inc in 1968 as its Marketing Director and became Chairman and CEO of Pond's (India) Ltd. in 1978. After his retirement from Pond's, Mr Narayanan is on the Board of several leading companies such as Hindustan Lever, Glaxo, Lafarge, Fosters, Chemplast Sanmar, Sundram Fasteners, etc. He is also a member of the Governing Council of the Institute for Financial Management and Research (IFMR), Chennai. He is also on the Board of IIM, Bangalore.

The Board recommends the re-election of Mr V Narayanan as a Director of the Company.

None of the Directors are concerned or interested in the re-election of Mr Narayanan.

Mr Narayanan may, however, be deemed to be concerned or interested in this resolution to the extent of his re-election to the office of a Director on the Board of this Company.

(B) Re-election of Mr A L Mudaliar (78) (Resume)

Mr A L Mudaliar is a B.Sc (Hons.) and M.A. (Chemistry) from The Madras University. He joined Imperial Chemical Industries (India) and served as Regional Manager at Delhi, Madras and Calcutta 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, Madras. Mr Mudaliar has also been associated with Indian Institute of Management at Bangalore, Calcutta 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 Indian Aluminium Co. 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, Madras, an ICICI sponsored institute. He 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.

The Board recommends the re-election of Mr A L Mudaliar as a Director of the Company.

None of the Directors are concerned or interested in the re-election of Mr Mudaliar.

Mr Mudaliar may, however, be deemed to be concerned or interested in this resolution to the extent of his re-election to the office of a Director on the Board of this Company.

ITEM NOS. 4 & 9

At a meeting of the Board of Directors of the Company held on July 29, 2002 Mr Jaswant Singh (52) was appointed as an Additional Director in terms of the provisions of the Companies Act, 1956 and Articles 79 of the Articles of Association of the Company with effect from August 01, 2002. At the same Board Meeting Mr Jaswant Singh was also appointed Director – Marketing & Commercial of the Company. The office of Mr Jaswant Singh as Director shall be subject to retirement of Directors by rotation.

The Board noted that Mr Singh joined the Company in 1971 as a Management Trainee – Marketing and had also undertaken training for 18 months in the Retail and Wholesale Departments. In 2002 he was made Managing Director, Bata Shoe Co. Uganda Ltd. and held that position till his transfer to Bata India Ltd. Mr Singh represented the Company at several Shoecons, namely Milan, Padova, Prague and Chicago and was awarded an Achievement Award by Mr Thomas G. Bata at Milan in 1990 for North Star. During his career he has attended the following courses: - MARKETCO, Monssey, France, 1983, ADVANCO, Chicago, Toronto, 1990, EMP (Executive Management Prog.) NYC, Toronto, 1998, Co. Managers Prog. Toronto, 2000.

As the Managing Director of Bata Uganda, he was able to turnaround the company from a struggling position and improved the turnover substantially. During his leadership, the number of stores also notably increased and Bata Uganda became the first African Company to obtain ISO 9002 in December 2001.

Taking into consideration the experience and vast knowledge of Mr Jaswant Singh in the Company and his abilities, background and experience, the Chairman suggested to the Board that Mr Singh be appointed as the Director – Marketing & Commercial of the Company with effect from August 01, 2002 subject to the approval of the Central Government and the shareholders at the next Annual General Meeting of the Company and his appointment will be subject to retirement of directors by rotation.