

Bata[®]



ANNUAL REPORT 2010



BATA INDIA LIMITED

Board of Directors

P M Sinha	<i>Chairman</i>	
M Villagran	<i>Managing Director</i>	
F M Hussein	<i>Director – Finance</i>	<i>Appointed w.e.f. 01.10.2010</i>
R Gopalakrishnan	<i>Managing Director – Bata Stores</i>	<i>Appointed w.e.f. 23.02.2011</i>
S Sinha	<i>Director – Finance</i>	<i>Resigned w.e.f. 07.09.2010</i>
N Sankar		
U Khanna		
J Carbajal		
M K Sharma		<i>Resigned w.e.f. 29.07.2010</i>
J G N Clemons		
A Singh		<i>Appointed w.e.f. 28.04.2011</i>
A Chudasama		<i>Appointed w.e.f. 28.04.2011</i>

Audit Committee

U Khanna	<i>Chairman</i>
P M Sinha	<i>Member</i>
N Sankar	<i>Member</i>
J Carbajal	<i>Member</i>

Nomination, Governance and Compensation Committee

P M Sinha	<i>Chairman</i>
N Sankar	<i>Member</i>
U Khanna	<i>Member</i>
J Carbajal	<i>Member</i>
J G N Clemons	<i>Member</i>

Shareholders / Investors Grievance Committee

P M Sinha	<i>Chairman</i>
F M Hussein	<i>Member</i>

Vice-President & Company Secretary & Compliance Officer

A B Anand

Executive Committee

M Villagran
F M Hussein
R Gopalakrishnan
E Tonolli
R S Gautam
R K Gupta
M Chandra

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**Auditors**

S R Batliboi & Co.
Chartered Accountants
Golf View Corporate Tower-B
Sector - 42, Sector Road
Gurgaon - 122 002

Cost Auditors

Mani & Co.
Cost Accountants
"Ashoka", 111, Southern Avenue
Kolkata 700 029.

Bankers

State Bank of India
HDFC Bank Ltd.

Investor Relations Manager

J Banerjee

Share Department

27B, Camac Street, 1st Floor, Kolkata 700 016
Telephone : (033) 2289 5796; (033) 3982 9418
E-mail : share.dept@bata.co.in

Registrar & Share Transfer Agent

R&D INFOTECH PVT. LIMITED
22/4, Nakuleshwar Bhattacharjee Lane
Kolkata 700 026.
Telephone : (033) 2463 1657/58
Fax : (033) 2463 1658
E-mail : rd.infotech@vsnl.net; bata@rdinfotech.in

Corporate Office

Bata House
418/02, M G Road, Sector - 17
Gurgaon 122 002
Telephone : (0124) 4120100
Fax : (0124) 4120116

Registered Office

6A, S.N. Banerjee Road
Kolkata 700 013.
Telephone : (033) 3982 9412/425/426
Fax : (033) 2289 5748 / 5859
E-mail : amarbir.anand@bata.co.in
Website : www.bata.in



BATA INDIA LIMITED

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

NOTICE CONVENING THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Eighth Annual General Meeting of the Members of Bata India Limited will be held on **Tuesday, June 28, 2011 at 10.30 a.m.** at 'KALAMANDIR,' 48, Shakespeare Sarani, Kolkata - 700 017, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit & Loss Account of the Company for the year ended December 31, 2010, the Balance Sheet as on that date and Auditors' Report and Directors' Report thereon.
2. To declare dividend.
3. To elect Directors in place of those who retire by rotation. Mr. P. M. Sinha and Mr. Uday Khanna retire by rotation. Mr. P. M. Sinha has decided not to seek re-election and expressed his unwillingness to be re-appointed. However, Mr. Uday Khanna being eligible, offers himself for re-election.
4. To appoint Auditors and to fix their remuneration and to pass, with or without modification(s), the following resolution, which will be proposed as an Ordinary Resolution:
 "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."

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following Resolutions:

5. (As an Ordinary Resolution)
 "RESOLVED THAT Mr. Fadzilah Mohd. Hussein be and is hereby appointed a Director of the Company pursuant to Section 257(1) of the Companies Act, 1956."
6. (As an Ordinary Resolution)
 "RESOLVED THAT subject to the approval of the Central Government, if required and such other consents, permissions and approvals as may be required and pursuant to the provisions of Section 198, 269, 309, 310 and 311 and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "the Act") read with Schedule XIII to the Act as amended, the Company hereby accords its approval to the appointment and entering into an Agreement with Mr. Fadzilah Mohd. Hussein (Mr. Hussein) as Director Finance of the Company (with such other designation or designations as the Board may determine and deem fit to give to Mr. Hussein from time to time) for a period of five years with effect from October 01, 2010 on such terms and conditions as may be mutually agreed upon, in terms of the Articles of Association of the Company."
 "FURTHER RESOLVED THAT the remuneration of Mr. Hussein in his capacity as the Director Finance of the Company, be fixed by the Board and thereafter revised from time to time within the overall limits approved by the Members by way of a Special Resolution passed at the Seventy-Sixth Annual General Meeting held on May 26, 2009."
7. (As an Ordinary Resolution)
 "RESOLVED THAT Mr. Rajeev Gopalakrishnan be and is hereby appointed a Director of the Company pursuant to Section 257(1) of the Companies Act, 1956."
8. (As a Special Resolution)
 "RESOLVED THAT subject to the approval of the Central Government, if required and such other consents, permissions and approvals as may be required and pursuant to the provisions of Section 198, 269, 309, 310 and 311 and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "the Act") read with Schedule XIII to the Act as amended, the Company hereby accords its approval to the appointment and entering into an Agreement with Mr. Rajeev Gopalakrishnan as Managing Director - Bata Stores, Bata India Limited (with such other designation or designations as the Board may determine and deem fit to give to Mr. Rajeev Gopalakrishnan from time to time) for a period of five years with effect from February 23, 2011 on such terms and conditions as may be mutually agreed upon, in terms of the Articles of Association of the Company."
 "FURTHER RESOLVED THAT the remuneration of Mr. Rajeev Gopalakrishnan in his capacity as Managing Director - Bata Stores, Bata India Limited, be fixed by the Board and thereafter revised from time to time within the limits approved by the Members by way of a Special Resolution passed at the Seventy-Sixth Annual General Meeting held on May 26, 2009."



"FURTHER RESOLVED THAT notwithstanding the provisions contained in Article 96 of the Articles of Association of the Company, Mr. Rajeev Gopalakrishnan, be and is hereby appointed as Managing Director - Bata Stores, Bata India Limited, whose period of office is liable to determination by retirement of Directors by rotation, till the Board of Directors of the Company is reconstituted pursuant to the provisions of Section 255 of the Companies Act, 1956."

9. (As an Ordinary Resolution)

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

10. (As an Ordinary Resolution)

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

By Order of the Board

Gurgaon,
Date: April 28, 2011

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 Businesses 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, June 14, 2011 to Tuesday, June 28, 2011 (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-materialized form, are requested to bring their DP I.D and Client I.D No(s). 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 along with address proof, i.e. Electric/Telephone Bill, Driving License or a copy of passport and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/RTA 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 dematerialized form, they must quote their DP I.D. and Client I.D. Number.
9. Members holding shares in physical form can 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 Registrar & Share Transfer Agent 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 dematerialization, the DRN will be treated as rejected/cancelled. This step is being taken on the advice of Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) so that no demat request remains pending beyond a period of 21 days. Upon rejection/cancellation of the DRN, a fresh DRF with new DRN has to be forwarded along with the Share Certificates by the DPs to the Registrar. This note is only to caution investors/shareholders that they should ensure that their DP's 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 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 they first become due for payment, 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.



No dividend has been declared for the year ended 31.12.2002 to 31.12.2006.

Members who have not yet encashed their dividend warrant(s) for the financial year ended 31.12.2007 onwards, are requested to claim the amount forthwith from the Company.

12. Dividend on Equity Shares as recommended by the Directors for the year ended December 31, 2010, 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 June 13, 2011.
 - ii) In respect of shares held in electronic form to those "Beneficial Owners" 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 June 13, 2011.
13. The Securities and Exchange Board of India (SEBI) has made it mandatory for all the companies to use bank details furnished by the investors for distributing dividends or other cash benefits to them through National Electronic Clearing Services (NECS), wherever NECS and bank details are available. In the absence of NECS facility, the Companies are required to print the bank details, if available, on payment instrument, for distribution of dividends to the investors. Therefore, members holding shares in physical mode are requested to provide their bank details to the Company/Registrar. Members holding shares in demat mode are requested to record the NECS mandate with their Depository Participants.
14. SEBI vide circular ref. no. MRD/DoP/Cir-05/2007 dated April 27, 2007 made Permanent Account Number (PAN) mandatory for all securities market transaction. Thereafter, vide circular no. MRD/DoP/Cir-05/2009 dated May 20, 2009 it was clarified that for securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company / RTAs for registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases :

- a) Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholder(s).
- b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
- c) Transposition of shares when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 173(2) of the Companies Act, 1956.

ITEM NO. 3

Re-election of Mr. Uday Khanna (Resume)

Mr. Uday Khanna (Mr. Khanna), aged 61 years, has been the Managing Director & CEO of Lafarge India since July 1, 2005. He joined Lafarge in Paris on 1st June 2003 as Senior Vice President for Group Strategy, after a long experience of almost 30 years with Hindustan Lever/Unilever in a variety of financial, commercial and general management roles both nationally and internationally.

His last position before joining Lafarge, was Senior Vice President Finance, Unilever - Asia, based in Singapore. He has earlier been on the Board of Hindustan Lever as Director - Exports. He has also worked as Vice Chairman of Lever Brothers in Nigeria and General Auditor for Unilever-North America based in the USA.

Mr. Uday Khanna is a Chartered Accountant - B.Com, FCA. He was the President of the Indo-French Chamber of Commerce & Industry in 2008 & 2009 and is currently on the Managing Committee of the Bombay Chamber of Commerce & Industry and Associated Chamber of Commerce & Industry, as well as the Executive Committee of the Federation of Indian Chamber of Commerce & Industry (FICCI).

Mr. Khanna holds 5000 Equity Shares in the Company as on date.

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

None of the Directors is concerned or interested in the re-election of Mr. Khanna.

Mr. Khanna 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 NO. 5

At a Meeting of the Board of Directors of the Company held on July 29, 2010, Mr. Fadzilah Mohd. Hussein (Mr. Hussein), aged 52 years, was appointed as an Additional Director in terms of the provisions of Section 260 of the Companies Act, 1956 and Article 79 of the Articles of Association of the Company.

Mr. Hussein holds a Diploma in Accountancy from Mara Institute of Technology, Malaysia and has completed B.Sc. majoring in Finance from Indiana State University, Indiana, USA and MBA majoring in Finance from Governor State University, Chicago, USA.

Mr. Hussein started his career in the year 1979 as an Internal Auditor and worked as a Financial Business Analyst in Malaysian International Merchant Bank between 1982 and 1987. Mr. Hussein joined Nestle Product Sdn Bhd in the year 1987 and served at various positions, viz., as Stocks & Debtors Accountant, Internal Audit Manager, Business Unit Controller in the Ice Cream business, Data Manager in the project to migrate to SAP, Treasurer, Head-Corporate Finance & Risk Management. In 2008, Mr. Hussein joined Bata and before joining as Director Finance of the Company, he was the Finance Director for PT Sepatu Bata, Indonesia.



Mr. Hussein's candidature for Directorship has been proposed by a shareholder pursuant to Section 257 of the Companies Act, 1956 along with a deposit of Rs. 500/-. The Board considers that the Company will benefit from the association of Mr. Hussein and recommends the resolution for your approval.

The Notice of the shareholder received by the Company, pursuant to Section 257 of the Companies Act, 1956 referred to above is available for inspection during office hours at the Registered Office of the Company.

Mr. Hussein does not hold any share in the Company.

None of the Directors is concerned or interested in the Resolution.

Mr. Hussein, may however, be deemed to be concerned or interested in this Resolution and his appointment.

ITEM NO. 6

At a meeting of the Board of Directors of the Company held on July 29, 2010, Mr. Fadzilah Mohd. Hussein (Mr. Hussein) was appointed as the Director Finance of the Company with effect from October 01, 2010. At the Nomination, Governance & Compensation Committee Meeting held on July 29, 2010, recommendation was made to the Board of Directors on the remuneration package of Mr. Hussein, which the Board accepted unanimously.

While approving the remuneration of Mr. Hussein, the Board took into consideration the knowledge, experience and expertise of Mr. Hussein in the field of Corporate Finance and also his achievements during his tenure of services with reputed organizations including Nestle and PT Sepatu Bata, Indonesia.

The remuneration of Mr. Hussein has been fixed within the overall limits specified in terms of Sections 198, 309, 310 and 311 and Schedule XIII of the Companies Act, 1956 and is within the limits approved by the shareholders of the Company by way of a Special Resolution passed at the Seventy-sixth Annual General Meeting of the Company held on May 26, 2009. In compliance with the requirements of Section 302 of the Companies Act, 1956, the Company has already circulated an abstract from the Agreement entered into between the Company and Mr. Hussein, providing complete details of the remuneration payable to Mr. Hussein.

The Agreement entered into between Mr. Hussein and the Company is available for inspection by the Members at the Registered Office of the Company on any working day except holidays observed by the Company during usual business hours and will also be available at this Annual General Meeting.

The Board recommends passing of this Resolution.

Mr. Hussein may be deemed to be concerned or interested in this Resolution.

None of the other Directors is interested in this Resolution.

Item No. 7

At a Meeting of the Board of Directors of the Company held on February 23, 2011, Mr. Rajeev Gopalakrishnan (Mr. Gopalakrishnan) was appointed as an Additional Director in terms of the provisions of Section 260 of the Companies Act, 1956 and Article 79 of the Articles of Association of the Company.

Mr. Gopalakrishnan holds office upto the date of this Annual General Meeting.

Mr. Gopalakrishnan, aged 46 years, holds a Degree of Bachelor of Engineering (Mechanical) from the University of Kerala. He joined Bata Shoe Organization (BSO) in the year 1990 and has since been associated with BSO till date. Mr. Gopalakrishnan has been the Director-Wholesale Channels, Sales & Marketing of Bata International - Canada and Vice President of Bata India Limited in Retail Operations including its Flagship & City, Store and Wholesale Divisions. Before joining as Managing Director - Bata Stores, Mr. Gopalakrishnan was the Managing Director of Bata Bangladesh Limited for a period of one year and prior to that as Managing Director for Bata Thailand for a period of 3 years.

Mr. Gopalakrishnan has attended various Courses and Advance Programmes of BSO, viz., Course Leader Advanco 2009 (India/China), Advanco 2006 in Singapore, Advance Retailing Courses - Executive Management Programme 2009, Sprint - 1997 (Retail Course), Retailco 1996-India.

Mr. Gopalakrishnan's candidature for Directorship has been proposed by a shareholder pursuant to Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/-. The Board considers that the Company will benefit from the association of Mr. Gopalakrishnan and recommends the Resolution for your approval.

The Notice of the shareholder received by the Company, pursuant to Section 257 of the Companies Act, 1956 referred to above is available for inspection during office hours at the Registered Office of the Company.

Mr. Gopalakrishnan does not hold any share in the Company as on date.

None of the Directors is concerned or interested in the Resolution.

Mr. Gopalakrishnan may, however, be deemed to be concerned or interested in this Resolution and his appointment.

Item No. 8

At a meeting of the Board of Directors of the Company held on February 23, 2011, Mr. Rajeev Gopalakrishnan (Mr. Gopalakrishnan) was appointed as Managing Director - Bata Stores, Bata India Limited for a period of five years with effect from February 23, 2011.

At the Nomination, Governance & Compensation Committee Meeting held on February 23, 2011, recommendation was made to the Board of Directors on the remuneration package of Mr. Gopalakrishnan, which the Board accepted unanimously.

While approving the remuneration of Mr. Gopalakrishnan, the Board took into consideration his knowledge, experience and achievements during his long association with Bata Shoe Organisation. Mr. Gopalakrishnan joined Bata Thailand as Company Manager in 2007 and made a turnaround of that Company by increasing its EBIT from 1% to 7%. During his tenure as the Managing Director, Bata Bangladesh Limited achieved operational EBIT of 15.5% on Turnover and opened the World's largest Bata Store of 20,000 sq.ft.

The remuneration of Mr. Rajeev Gopalakrishnan has been fixed within the overall limits specified in terms of Sections 198, 309, 310 and 311 and Schedule XIII of the Companies Act, 1956 and is within the limits approved by the shareholders of the Company by way of a Special Resolution passed at the Seventy-sixth Annual General Meeting of the Company held on May 26, 2009. In compliance with the requirements of Section 302 of the Companies Act, 1956, the Company has already circulated an abstract from the Agreement entered into between the Company and Mr. Rajeev Gopalakrishnan, providing complete details of the remuneration payable to him.



According to the provisions of Section 255 of the Companies Act, 1956, not less than two-third of the total number of Directors of a public limited company shall be persons whose period of office is liable to determination by retirement of directors by rotation. Further, according to the provisions of Article 96 of the Articles of Association of the Company, the Managing or Wholtime Directors, if any, shall not be liable to retire by rotation.

With the appointment of Mr. Rajeev Gopalakrishnan as Managing Director- Bata Stores, Bata India Limited, the total number of Directors, whose period of office is liable to determination by retirement of Directors by rotation, would have fallen below the specified number as aforesaid. Your Board has decided to seek approval of the Shareholders to appoint Mr. Rajeev Gopalakrishnan as a Managing Director liable to retire by rotation, till the Board of Directors of the Company is reconstituted pursuant to Section 255 of the Companies Act, 1956, after which, Mr. Rajeev Gopalakrishnan shall not be liable to retire by rotation in terms of Article 96 of the Articles of Association of the Company.

The Agreement entered into between Mr. Gopalakrishnan and the Company is available for inspection by the Members at the Registered Office of the Company on any working day except holidays observed by the Company during usual business hours and will also be available at this Annual General Meeting.

The Board recommends passing of this Resolution.

Mr. Gopalakrishnan may be deemed to be concerned or interested in this Resolution.

None of the other Directors is interested in this Resolution.

ITEM NO. 9

At a Meeting of the Board of Directors of the Company held on April 28, 2011, Mr. Atul Singh (Mr. Singh), aged 50 years, was appointed as an Additional Director in terms of the provisions of Section 260 of the Companies Act, 1956 and Article 79 of the Articles of Association of the Company.

Mr. Atul Singh is an MBA from the Texas Christian University, USA. Mr. Singh joined The Coca-Cola Company in 1998 and is at present the President of the India and South West Asia Business Unit of The Coca-Cola Company, responsible for its operations in India, Sri Lanka, Bangladesh, Bhutan, Nepal and the Maldives. Under his leadership, The Coca-Cola Company's business in these Countries recorded excellent growth in all areas of its operations. Prior to his assignment in India he was the President of the East, Central & South China Division of The Coca-Cola Company. Before joining The Coca-Cola Company, Mr. Atul Singh has worked with other leading Companies like The Colgate Palmolive Company, where he held key positions in USA, Romania & Nigeria in a career spanning ten years, and also with Price Waterhouse as an Auditor in New York. Mr. Singh is also associated with various Trade/other Associations. He is the Chairman of the American Chamber of Commerce (AMCHAM) India and the Vice-Chairman of the Asia Pacific Council of the American Chambers of Commerce (APCAC) of South Asia. He is the Chairman of the Environment Committee of the Federation of Indian Chambers of Commerce & Industry in India (FICCI) and the Sports Committee of the Confederation of Indian Industry (CII). Mr. Singh has been a Panelist and Speaker at various Key Forums around the World.

Mr. Atul Singh's candidature for Directorship has been proposed by a shareholder pursuant to Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/-. The Board considers that the Company will benefit from the association of Mr. Atul Singh and recommends the resolution for your approval.

The Notice of the shareholder received by the Company, pursuant to Section 257 of the Companies Act, 1956 referred to above is available for inspection during office hours at the Registered Office of the Company.

Mr. Atul Singh does not hold any share in the Company.

None of the Directors is concerned or interested in the Resolution.

Mr. Atul Singh, may however, be deemed to be concerned or interested in this Resolution and his appointment.

ITEM NO. 10

At a Meeting of the Board of Directors of the Company held on April 28, 2011, Mr. Akshay Chudasama (Mr. Chudasama), aged 41 years, was appointed as an Additional Director in terms of the provisions of Section 260 of the Companies Act, 1956 and Article 79 of the Articles of Association of the Company.

Mr. Akshay Chudasama has completed his B.A. (Economics) from St. Xavier's College (University of Bombay), Mumbai and passed the Bachelor of Laws examination from the London School of Economics (University of London), UK in 1994. He has enrolled as an Advocate with the Bar Council of Maharashtra & Goa and as a Solicitor with the Law Society of England & Wales. He has also attended Harvard Leadership Programme for Professional Services Organization. Mr. Chudasama is a Senior Partner and Member Executive Committee of J. Sagar Associates, Advocates & Solicitors. Before joining J Sagar Associates, Mr. Chudasama was associated as Senior Partner with AZB & Partners, as Managing Partner with Lex Inde and as Advocate & Junior Counsel, the Chambers of Mr. G E Vahanvati, the present Attorney General of India. Mr. Chudasama is also a Director, *inter alia*, on the Boards of Balaji Telefilms Limited, Balaji Motion Pictures Limited and Raymond Limited.

Mr. Chudasama's candidature for Directorship has been proposed by a shareholder pursuant to Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/-. The Board considers that the Company will benefit from the association of Mr. Akshay Chudasama and recommends the resolution for your approval.

The Notice of the shareholder received by the Company, pursuant to Section 257 of the Companies Act, 1956 referred to above is available for inspection during office hours at the Registered Office of the Company.

Mr. Chudasama does not hold any share in the Company.

None of the Directors is concerned or interested in the Resolution.

Mr. Chudasama, may however, be deemed to be concerned or interested in this Resolution and his appointment.

By Order of the Board

Gurgaon,
Date: April 28, 2011

A B ANAND
Vice-President & Company Secretary


FINANCIAL HIGHLIGHTS 2001-2010

(Rs. in '000s)	2001	2002	2003
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PROFIT & APPROPRIATIONS

Sales & Other Income	7,761,947	7,047,905	7,166,985
Profit before Depreciation, Tax & Prior Period Items	159,405	18,803	(82,079)
Depreciation	134,853	130,788	131,203
Profit before Tax & Prior Period Items	24,552	(111,985)	(213,282)
Taxation	(15,243)	(37,782)	47,219
Profit after Tax & Prior Period Items	39,795	(74,103)	(260,501)
Prior Period Items	—	—	—
Net Profit	39,795	(74,103)	(260,501)
Dividend & Dividend Distribution Tax	38,567	—	—
Retained Earnings	1,228	—	—

ASSETS EMPLOYED

Fixed Assets — Gross	3,319,172	3,348,913	3,436,779
— Net	1,855,935	1,724,024	1,665,038
Investments	48,564	48,564	48,520
Net Current Assets	1,856,695	1,920,428	1,699,111
	3,761,194	3,693,016	3,412,669

FINANCED BY

Equity Shares	514,221	514,221	514,221
Reserves	2,729,505	2,560,205	2,265,849
Shareholders' Funds	3,243,726	3,074,426	2,780,070
Loan Funds	517,468	618,590	632,599
	3,761,194	3,693,016	3,412,669



2004	2005	2006	2007	2008	2009	2010
7,289,930	7,525,386	8,219,786	9,038,049	10,235,319	11,210,110	12,923,417
(510,517)	255,929	627,996	711,607	908,410	1,281,868	1,755,076
124,156	120,018	136,174	160,107	190,009	279,234	325,104
(634,673)	135,911	491,822	551,500	718,401	1,002,634	1,429,972
(7,192)	11,000	90,310	40,624	111,033	330,362	476,452
(627,481)	124,911	401,512	510,876	607,368	672,272	953,520
—	—	—	36,436	—	—	—
(627,481)	124,911	401,512	474,440	607,368	672,272	953,520
—	—	—	150,371	187,963	225,556	299,004
—	—	401,512	324,069	419,405	446,716	654,516
3,594,903	3,639,102	3,076,871	3,251,913	3,506,479	3,754,871	4,178,774
1,396,547	1,319,238	802,474	1,042,332	1,178,798	1,309,174	1,534,394
48,518	49,768	172,433	172,483	172,483	172,483	172,483
1,378,996	2,061,994	1,750,393	1,805,052	1,930,059	2,096,404	2,413,232
2,824,061	3,431,000	2,725,300	3,019,867	3,281,340	3,578,061	4,120,109
514,221	642,638	642,638	642,638	642,638	642,638	642,638
1,066,364	1,972,069	1,477,345	1,859,224	2,192,397	2,684,934	3,339,728
1,580,585	2,614,707	2,119,983	2,501,862	2,835,035	3,327,572	3,982,366
1,243,476	816,293	605,317	518,005	446,305	250,489	137,743
2,824,061	3,431,000	2,725,300	3,019,867	3,281,340	3,578,061	4,120,109