

Bata®





OUR MISSION

*"To be successful as the
most dynamic, flexible
and market responsive
worldwide organisation
with footwear as its core
business."*



Bata India's Corporate Office At Gurgaon, Haryana

Bata India Limited, the largest retailer and leading manufacturer of footwear in India, is a part of the Bata Shoe Organization, which has its presence in 70 countries across 5 continents. Across the world the name 'Bata' is synonymous with footwear for its heritage, expertise and long term presence in this industry.

Bata's journey in India started during the pre-independence era in 1931, when it was incorporated as 'Bata Shoe Company Private Limited'. The Company was initially set up with a small operation unit in Konnagar (near Calcutta) in year 1932. By January 1934, the foundation stone was laid for the first building of Bata. At present, this area has taken shape of a complete township which is popularly known as Batanagar. This manufacturing unit was also the first facility in the Indian shoe industry to receive the ISO: 9001 certification.

During the year 1973, the Company became public and hence the name was changed to 'Bata India Limited'. Today, Bata India has established itself as India's largest and most renowned footwear retailer in the country. With a retail network of over 1250 stores, Bata has achieved a reach which no other footwear retailer can match. These retail stores are spread over the prime markets locations across all metros, mini-metros and even in small towns.

Bata's elegant new stores offer a large range of high quality footwear and accessories and are aimed at providing a superior shopping experience to its customers. The new stores are based on latest international retail formats with vast spaces for product displays, which help the customers to choose from a wide variety.

BATA's CORE VALUES

- Constant innovation in design and product development
- Superior customer service
- Excellence in operational and commercial execution
- Entrepreneurial spirit and passion to win
- Teamwork in international environment
- Trust and respect for the employees
- Adding value to the community
- Delivering on the commitment to shareholders

FACTS ABOUT BATA INDIA

- Sells approximately 50 million pairs of footwear every year
- Serves more than 150,000 customers every day
- Sells through more than 1,250 retail stores
- Operates 5 manufacturing facilities
- Employs more than 7,000 people



Mr. Uday Khanna - Chairman & Independent Director

Mr. Uday Khanna is currently the President of the Bombay Chamber of Commerce & Industry and non-executive Chairman of Lafarge India and Bata India Limited. He also serves on the Boards of Castrol India Ltd., Pfizer Ltd. and Coromandel International Ltd. Mr. Uday Khanna was the Managing Director & CEO of Lafarge India from July 1, 2005 to July 2011. He joined the Lafarge Group in Paris on June 1, 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 Unilever 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 and was the President of the Indo-French Chamber of Commerce & Industry in 2008 & 2009. He is the recipient of "Ordre National du Merite" from the President of the Republic of France for his role in promoting Indo-French trade relations.



Mr. Rajeev Gopalakrishnan - Managing Director

Mr. Rajeev Gopalakrishnan 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 an experience of 22 years in Retail / Wholesale and running company operations and has been the Director-Wholesale Channels, Sales & Marketing with Bata International - Canada and Vice President of Bata India Limited in Retail Operations and Wholesale Division. Before joining as the Managing Director, Bata India Ltd. in October 2011, Mr. Gopalakrishnan was the Managing Director - Bata Retail Stores for a period of 9 months with Bata India Ltd. Prior to that he was working as the Managing Director of Bata Bangladesh Limited for a period of one year and prior to that as the Managing Director for Bata Thailand for a period of 3 years where he turned around the Company to a healthy position. Mr. Rajeev 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. Ranjit Mathur - Director Finance

Mr. Ranjit Mathur is a finance professional with over 19 years of work experience. After graduating as Bachelor of Commerce from Mumbai University, Mr. Mathur qualified as a Chartered Accountant in 1993. Mr. Mathur has mainly worked in large multinational companies and has rich international experience having worked in India, South Africa, the UK and the Middle East with exposure to key markets in Asia, Africa and Turkey region. Most of his experience has been with Unilever, where the last position he held was of Category Finance Director for Foods in Asia and Africa based out of South Africa. Before joining Bata India Limited, Mr. Mathur was the Head of Finance at Dow Corning in India.



Mr. Jack G.N. Clemons - Non-Executive Director

Mr. Jack Clemons is the Group Chief Executive Officer (CEO) of Bata Shoe Organization (BSO), the leading global retailer and manufacturer of footwear. The group operates over 5000 stores in over 90 countries worldwide. In his role Mr. Clemons provides the strategic direction for the group's long-term growth, which includes developing the group's sourcing expertise and updating the retail network. Mr. Clemons joined Bata in 2006 and served for a number of years as Group Chief Financial Officer (CFO) and President of Bata Brands. In a career spanning over 20 years Mr. Clemons has held senior roles in operations, business development and finance. He has served as Group Chief Operating Officer (COO) in a private equity backed international group, served as European Practice Leader as a Partner at Deloitte and has led the restructuring of various activities at SwissLife. Mr. Clemons is also President of the Bata Children's Foundation which sets up and leads projects to educate and support disadvantaged children in communities throughout Latin America, Africa, India and Asia. Mr. Clemons has lived and worked in Europe, Asia, North America and Australia and currently teaches strategic finance and corporate governance at various European Business Schools including EPFL and HEC Geneva. He holds an MA from Cambridge University and an MBA from INSEAD and is a Fellow of the Institute of Chartered Accountants in England & Wales.



Mr. Jorge Carbajal - Non-Executive Director

Mr. Jorge Carbajal is the President of Bata Emerging Markets (BEM), responsible for the overall business operations in Asia, Africa and Latin America regions. He started his career in 1976 with Ernest & Young as an Auditor. Mr. Carbajal has been with the Bata Organisation since 1988. He has held various Senior Positions in different Bata Companies in Latin America starting from the Chief Finance Officer and Group Finance Officer (Mexico, Bolivia & Ecuador) & in Asia Pacific regions (Sri Lanka & Malaysia, as Managing Director). Subsequently, in 2005 he was made Group Managing Director of Bata Emerging Markets West, responsible for Africa and Central Asian Regions. In 2009, he became the BEM President of Asia & Africa. Then in 2010, he was made the President of all Bata Emerging Markets (BEM) Asia, Africa and Latin America. Mr. Carbajal has also successfully completed the Advanced Management Programme by The Wharton School, University of Pennsylvania, USA in October 2008.



Mr. Atul Singh - Independent Director

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 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. 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. Atul Singh is a Director on the Board of The Coca-Cola Bottling Company of Saudi Arabia and The Coca-Cola Bottling Company of Egypt. He is also on the Board of AMCHAM India and has been its past Chairman on two occasions. Mr. Atul Singh is the Chairman of the Sports Committee of Confederation of Indian Industry (CII) having earlier chaired CII's National Committee on Rural Development and the National Committee on CSR. He is the Chairman of the Federation of Indian Chambers of Commerce and Industry (FICCI) Water Council. He is also a part of the National Executive of FICCI, having earlier led the Sports Committee of FICCI for three years. Mr. Atul Singh is a member of the Advisory Board of AIESEC, the world's largest student organization and a member of the Young Presidents' Organization, a global body dedicated to creating 'Better Leaders through Education and Idea Exchange'. He is also on the Advisory Board of Catalyst in India, a leading global non-profit membership organization founded in 1962, focused on expanding opportunities for women and business. With more than 500 pre-eminent corporations as members, Catalyst has been contributing towards women's progress in the workplace over the last five decades. Mr. Singh has been a panelist and speaker at various key forums around the World.



Mr. Akshay Chudasama - Independent Director

Mr. Akshay Chudasama did his B.A. (Economics) from St. Xavier's College (University of Bombay), Mumbai and Bachelor of Laws (LLB) from the London School of Economics (University of London), UK. He is 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 the Harvard Leadership Programme for Professional Services Organizations. Mr. Chudasama is a Senior Partner and Member of the Executive Committee of J. Sagar Associates, Advocates & Solicitors. Before joining J. Sagar Associates, Mr. Chudasama was an Equity Partner with AZB & Partners and Managing Partner of Lex Inde. He started his career as an Advocate & Junior Counsel in the Chambers of Mr. Goolam E Vahanvati. Mr. Chudasama is also a Director, *inter alia*, on the Boards of New Consolidated Construction Company Limited, Balaji Telefilms Limited, Balaji Motion Pictures Limited and Raymond Limited.

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BATA INDIA LIMITED

Board of Directors

Mr. Uday Khanna
Mr. Rajeev Gopalakrishnan
Mr. Ranjit Mathur
Mr. Jack G. N. Clemons
Mr. Jorge Carbajal
Mr. Atul Singh
Mr. Akshay Chudasama

Chairman and Independent Director
Managing Director
Director Finance
Non Executive Director
Non Executive Director
Independent Director
Independent Director

Audit Committee

Mr. Atul Singh
Mr. Uday Khanna
Mr. Jack G. N. Clemons
Mr. Jorge Carbajal
Mr. Akshay Chudasama

Chairman
Member
Member
Member
Member

Nomination, Governance and Compensation Committee

Mr. Uday Khanna
Mr. Jack G. N. Clemons
Mr. Jorge Carbajal
Mr. Atul Singh
Mr. Akshay Chudasama

Chairman
Member
Member
Member
Member

Shareholder / Investor Grievance Committee

Mr. Uday Khanna
Mr. Rajeev Gopalakrishnan
Mr. Ranjit Mathur

Chairman
Member
Member

Company Secretary & Compliance Officer

Mr. Maloy Kumar Gupta

Executive Committee

Mr. Rajeev Gopalakrishnan
Mr. Ranjit Mathur
Mr. Enrico Tonolli
Ms. Sook Fong
Mr. Sanjay Kanth
Mr. Amitava Nandy
Mr. Inderpreet Singh
Mr. Kumar Sambhav

Auditors

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

**Cost Auditors**

M/s. Mani & Co.
Cost Accountants
"Ashoka", 111, Southern Avenue
Kolkata - 700 029

Company Secretaries in Wholetime Practice

- (i) M/s. S M Gupta & Co.
P - 15, Bentinck Street
Kolkata - 700 001
- (ii) M/s. P Sarawagi & Associates
Narayani Building
Room No. 107, First Floor
27, Brabourne Road
Kolkata - 700 001

Bankers

State Bank of India
HDFC Bank Limited

Investor Relations Manager

Mr. J Banerjee

Share Department

27B, Camac Street, 1st Floor, Kolkata - 700 016
Telephone : (033) 2289 5796; (033) 3980 2021
E-mail : share.dept@bata.co.in

Registrar & Share Transfer Agent

R&D Infotech Private Limited
7A, Beltala Road, 1st Floor,
Kolkata - 700 026.
Telephone : (033) 2419 2641/2642
Fax : (033) 2419 2642
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) 4120100/3990300
Fax : (0124) 4120116
E-mail : customer.service@bata.co.in

Registered Office

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



BATA INDIA LIMITED

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

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eightieth Annual General Meeting of the Members of Bata India Limited ('the Company') will be held **at 'KALAMANDIR', 48, Shakespeare Sarani, Kolkata - 700017 on Tuesday, June 4, 2013 at 10:30 a.m.**, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet of the Company as on December 31, 2012, the Statement of Profit and Loss for the year ended on that date, Notes on Accounts, Auditors' Report and Directors' Report thereon.
2. To declare a dividend.
3. To elect Directors in place of those who retire by rotation. Mr. Uday Khanna and Mr. Atul Singh 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(s), the following Resolution, as an Ordinary Resolution :

"RESOLVED THAT Messrs. S. R. Batliboi & Co., Chartered Accountants (Registration 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 authorized to determine the remuneration payable to the Auditors."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT subject to such consents, permissions and approvals as may be necessary and pursuant to the provisions of Section 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956 (hereinafter referred to as "the Act") read with Schedule XIII to the Act, approval of the Company be and is hereby accorded to the appointment of Mr. Gigi Abraham (Mr. Abraham) as a Director of the Company designated as Group Brands Director (whose office would be liable to retirement by rotation notwithstanding the provisions of Article 96 of the Articles of Association of the Company) for a period from July 26, 2012 upto December 19, 2012 (both days inclusive) on the terms and conditions contained in the Agreement dated August 10, 2012 entered into between the Company and Mr. Abraham provided that the total remuneration of Mr. Abraham for the aforesaid tenure of his directorship in the Company shall not exceed 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."

By Order of the Board

Place : Gurgaon
Date : February 26, 2013

Maloy Kumar Gupta
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/HERSELF 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 21, 2013 to Tuesday, June 4, 2013 (both days inclusive).
4. Members are requested to produce the 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 receiving 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. No(s).
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/RTA by quoting their respective Folio No(s).
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 Depository Participant(s) by the RTA 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 Depository Participant(s) to the RTA. This note is only to caution investors/shareholders that they should ensure that their Depository Participant(s) do not delay in sending the DRF and share certificates to the RTA after generating the DRN.
11. Information under Section 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 December 31, 1993 have been transferred to the General Revenue Account of the Central Government. Members, 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 - 700020, 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 unpaid 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. It may be noted