



ANNUAL REPORT 2013



Bata
where life meets style

AWARDS & ACCOLADES



The Most Trusted Brand (Retail)

The Most Admired Footwear Brand (Retail) - Brand Equity Recognized Bata into the 'Top Most Trusted Brands' in November 2013



Udyog Rattan Award

The Institute of Economic Studies honoured Mr. Rajeev Ropalakrishnan and the company with Certificate of Excellence and Gold Medal at the "International Global Meet" scheduled on the 23rd January, 2014. The IES commits to improve the country economy through its activities by holding conferences & group discussions on the issues of contemporary business and economic interests.



The Most Attractive Brand at the 11th position – 2013

Most attractive brand at the 11th position. The Report India's most attractive brand is globally, the foremost intensive study on Brand Attractiveness. It is a comprehensive list of most attractive brands based on 36 traits of attraction quotient, finds a survey research firm TRA.



Images Shoes & Accessories Forum held at Mumbai

Bata India bagged the award for 'Most Admired Large Format Multi-brand Footwear Retailer of the Year' -by the Images Shoes & Accessories Forum - 2013

Corporate IDENTITY



Bata India's Corporate Office At Gurgaon, Haryana

BATA - INDIA'S FAVORITE FOOTWEAR BRAND

Bata India is the largest retailer and leading manufacturer of footwear in India and is a part of the Bata Shoe Organisation.

Incorporated as Bata Shoe Company Private Limited in 1931, the company was set up initially as a small operation in Konnagar (near Calcutta) in 1932. In January 1934, the foundation stone was laid for the first building of Bata's operation - now called Bata. In the years that followed, the overall site was doubled in area. This township is popularly known as Batanagar. It was also the first manufacturing facility in the Indian shoe industry to receive the ISO: 9001 certification.

The Company went public in 1973 when it changed its name to Bata India Limited. Today, Bata India has established itself as India's largest footwear retailer. Its retail network of over 1400 stores gives it a reach/coverage that no other footwear company can match. The stores are present in good locations and can be found in all the metros, mini-metros and towns.

Bata's smart looking new stores supported by a range of better quality products are aimed at offering a superior shopping experience to its customers.

OUR 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

BATA INDIA - TODAY

- Sells approximately 50 million pairs of footwear every year
- Sells through more than 1,400 retail stores
- Operates 5 manufacturing facilities
- Employs more than 7,000 people

BOARD OF DIRECTORS



Mr. Uday Khanna – Chairman & Independent Director

Mr. Uday Khanna is currently the non-executive Chairman of Lafarge India Pvt. Ltd. and Bata India Ltd. He also serves on the Boards of Castrol India Ltd., Pfizer Ltd., Coromandel International Ltd, Thomas Cook (India) Ltd. and DSP BlackRock Investment Managers Pvt. Ltd.

Mr. Uday Khanna was Managing Director & CEO Lafarge India from July 1, 2005 to July 2011. He joined the Lafarge Group 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 Unilever as Director –Exports after having served as Financial Controller and Treasurer of the company. 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 the President of the Bombay Chamber of Commerce & Industry in 2012-2013. 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 Limited. 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 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.



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BOARD OF DIRECTORS



Mr. Ranjit Mathur - Director Finance

Mr. Ranjit Mathur is a finance professional with over 20 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.



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BOARD OF DIRECTORS



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 & 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 & 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 the Group President – Asia Operating Unit, The Coca-Cola Company, responsible for operations in Greater China & Korea BU (GC&K), India & South-West Asia BU (INSWA) and Association of South-East Asian Nations BU (ASEAN). He supervises operations in 23 markets in Asia, which includes China, Korea, India, Bangladesh, Sri Lanka, Maldives, Thailand, Singapore, etc. Mr. Singh joined The Coca-Cola Company in 1998 as Vice President-Operations (India Division) and subsequently served as President of the East, Central & South China Division and as President of South West Asia Business Unit. Under his stewardship, Coca-Cola's business in India made strides in all facets of its operations, emerging amongst top 7 businesses in the Coca-Cola System Worldwide. Prior to joining Coca-Cola, Mr. Atul Singh worked with The Colgate Palmolive Company for 10 years and held several key positions in Nigeria, Romania and USA. Before joining Colgate-Palmolive, Mr. Singh worked as an Auditor with Price Waterhouse in New York. Mr. Atul Singh is the past Chairman and present Board Member of AMCHAM India. He is also the Chairman of the Sports Committee of CII and past Chairman of the Sports Committee of FICCI. He is currently the Chairman of the Water Council of FICCI and a part of its National Executive. Mr. Singh is a Member of the Advisory Board of AIESEC and Catalyst and a member of Young Presidents' Organization. Mr. Singh is an alumnus of St. Xavier's College of Kolkata and holds an MBA degree from Texas Christian University, USA. Mr. Atul Singh is an Independent Director of Bata India Limited and Chairman of the Audit Committee of its Board.



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 Apollo Tyres Ltd.



BATA INDIA LIMITED

Board of Directors

| | |
|---------------------------|--|
| Mr. Uday Khanna | <i>Chairman and Independent Director</i> |
| Mr. Rajeev Gopalakrishnan | <i>Managing Director</i> |
| Mr. Ranjit Mathur | <i>Director Finance</i> |
| Mr. Jack G. N. Clemons | <i>Non Executive Director</i> |
| Mr. Jorge Carbajal | <i>Non Executive Director</i> |
| Mr. Atul Singh | <i>Independent Director</i> |
| Mr. Akshay Chudasama | <i>Independent Director</i> |

Audit Committee

| | |
|------------------------|-----------------|
| Mr. Atul Singh | <i>Chairman</i> |
| Mr. Uday Khanna | <i>Member</i> |
| Mr. Jack G. N. Clemons | <i>Member</i> |
| Mr. Jorge Carbajal | <i>Member</i> |
| Mr. Akshay Chudasama | <i>Member</i> |

Nomination, Governance & Compensation Committee

| | |
|------------------------|-----------------|
| Mr. Uday Khanna | <i>Chairman</i> |
| Mr. Jack G. N. Clemons | <i>Member</i> |
| Mr. Jorge Carbajal | <i>Member</i> |
| Mr. Atul Singh | <i>Member</i> |
| Mr. Akshay Chudasama | <i>Member</i> |

Shareholder / Investor Grievance Committee

| | |
|---------------------------|-----------------|
| Mr. Uday Khanna | <i>Chairman</i> |
| Mr. Rajeev Gopalakrishnan | <i>Member</i> |
| Mr. Ranjit Mathur | <i>Member</i> |

Executive Committee

| |
|---------------------------|
| Mr. Rajeev Gopalakrishnan |
| Mr. Ranjit Mathur |
| Mr. Enrico Tonolli |
| Mr. Sanjay Kanth |
| Mr. Anup Jain |
| Ms. Sook Fong |
| Mr. Sumit Kumar |
| Mr. Francesco Ferraris |
| Mr. Vijay Gogate |

Company Secretary & Compliance Officer

Mr. Maloy Kumar Gupta

Auditors

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

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**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) 3990100 / 3990115
Fax : (0124) 3990116 / 118
E-mail : customer.service@bata.co.in

Registered Office

6A, S. N. Banerjee Road
Kolkata - 700 013.
Telephone : (033) 3980 2001 / 2012 / 2013 / 2023
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 Eighty First Annual General Meeting of the Members of Bata India Limited ('the Company') will be held at **'KALAMANDIR' 48, Shakespeare Sarani, Kolkata - 700017 on Wednesday, May 21, 2014 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, 2013, 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 appoint a Director in place of Mr. Jorge Carbajal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Akshay Chudasama, who retires by rotation and being eligible, offers himself for re-appointment.
5. 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. LLP, 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."

By Order of the Board

Place : Gurgaon
Date : February 12, 2014

Maloy Kumar Gupta
Company Secretary

NOTES:

1. **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.**
2. The Share Transfer Books and Register of Members of the Company will remain closed from Wednesday, May 7, 2014 to Wednesday, May 21, 2014 (both days inclusive).
3. 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.
4. 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.
5. 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.



6. 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 de-materialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/RTA without any delay.
7. In all correspondence with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the de-materialized form, they must quote their DP I.D. and Client I.D. No(s).
8. 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 and Companies Act, 2013 (to the extent applicable). 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).
9. 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.
10. 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 - 700 020, by submitting an application in the prescribed Form.
 - (ii) Consequent upon amendment of Section 205A of the Companies Act, 1956 and Companies Act, 2013 (to the extent applicable) 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. It may be noted that once the unclaimed/unpaid amount of dividend is transferred to the Fund, the same cannot be claimed by the Members there from.

No dividend has been declared for the year ended from December 31, 2002 to December 31, 2006.

Members who have not yet encashed their dividend warrant(s) for the financial year ended December 31, 2007 onwards, are requested to claim the amount of dividend from the Company immediately. The folio-wise details of unpaid dividend for the financial year ended December 31, 2007 onwards are available on the Company's website www.bata.in as well as on the website of Ministry of Corporate Affairs www.iepf.gov.in.
 - (iii) During the year ended December 31, 2013, the Company has deposited a sum of Rs.3,06,808 (Rupees Three Lacs Six Thousand Eight hundred and Eight only) to the Investor Education and Protection Fund of the Central Government, on account of unclaimed deposits and unclaimed interest on deposits.
11. Dividend on Equity Shares as recommended by the Board of Directors of the Company for the year ended December 31, 2013, when declared at the meeting, will be paid to:
 - (i) those members whose names shall appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company/RTA on or before May 6, 2014.