Bata

July 19, 2021

The Manager
Corporate Relationship Department
BSE Limited
1st Floor, New Trading Wing,
Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai - 400001

BSE Security Code: 500043

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400051

NSE Symbol: BATAINDIA

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata - 700001

CSE Scrip Code: 10000003

Dear Sir/Madam,

Subject: Submission of Notice of the 88th Annual General Meeting of Bata India Limited alongwith the Annual Report for the Financial Year ended March 31, 2021

Pursuant to Regulation 30 read with Part A (Para A) of Schedule III and Regulation 34(1)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), we hereby enclose the **Notice of the 88th Annual General Meeting** of Bata India Limited to be held on Thursday, August 12, 2021 at 1.30 P.M. (IST) through Video Conferencing or Other Audio Visual Means and the **Annual Report of the Company for Financial Year ended March 31, 2021** respectively.

The said Notice which forms part of the Annual Report for the Financial Year ended March 31, 2021 is being sent only through e-mail to the shareholders of the Company at their registered e-mail addresses and the same has also been uploaded on the website of the Company under the web-link https://www.bata.in/bataindia/a-29_s-181_c-42/investor-relations.html and https://www.bata.in/bataindia/a-30_s-181_c-42/investor-relations.html

This is for your information and record.

Thanking you,

Yours faithfully,
For BATA INDIA LIMITED

NBagaria

NITIN BAGARIA
Company Secretary & Compliance Officer

Encl.: As above

Bata

STANDING STRONG

ANNUAL REPORT

2020-21

Bata India Limited

INDEX

CORPORATE OVERVIEW

ANNUAL REPORT

Bata®

Standing Strong and Proud

As an organisation with a proud history of 127 years, we have witnessed calamities in human history from time to time. Like a lighthouse, we have always stood strong and proud, marching ahead fearlessly in the face of adversity. The financial year 2020-21, has been, one of the most challenging years for businesses across the country, including ours. While the pandemic followed by a country-wide lockdown dampened overall sentiments, we kept the spirit of resilience and gumption alive and continued to serve our customers with the same passion.

As India experienced one of the strictest lockdowns across the world, we promptly ensured all the systems were in place to facilitate a seamless transition to Work-from-Home. We adopted a humane approach and continued to motivate our customers, employees, stakeholders and society at large to stay homebound and follow the guidelines mandated by the government through committed campaigns such as #ParkYourShoes and #StayActiveWithPower that highlighted our spirit of resilience and empathy. Our Batanagar employees undertook mask and shield-making activities and distributed 110,000 meals to the under-served. Under our one million global shoe donation drive, we donated ~2 lakh pairs to the frontline workers, and also distributed hygiene kits, masks and face shields, besides ensuring a contribution of over INR 13 Lakh to the PM Care COVID fund.

With most people working from home, we were quick to anticipate the trend towards casualization and a surge in demand for comfort and active-wear.

Consequently, we curated the Work from Home, Easy Wash, Fitness and Home collection for catering to our customers' altered needs. We also forayed into the health and hygiene category for the first time with the launch of anti-viral face masks under Power, Bubblegummers and North Star brands.

Our newly launched hyperlocal channels - Bata ChatShop and Bata Store on Wheels, aided us in serving our customers better and regaining the momentum after the lockdown ended. We continued to strengthen our e-commerce facilities by introducing 6000+ styles on our website bata.in, expanding our presence on marketplaces like Amazon, Myntra and Flipkart, and scaling up our home delivery services to cover more than 19,000 pin codes across India. With the help of our innovative 'Bata Shoe Size Finder' service, we succeeded in further simplifying remote shopping for customers and helping in remotely identifying their correct shoe-size.

During the festive season, we launched our new inspiring campaign 'Kick Out 2020' – along with our new collection, 'Ready Again'. We also promoted our sneakers collection for consumers who wanted to pursue fitness even as they remained homebound. Both these campaigns resonated well with consumers, as they helped in uplifting overall consumer sentiment, footfalls, and sales. Keeping in mind our millennial and Gen-Z customer base, we also on-boarded Kartik Aaryan, as our new brand ambassador.

Despite the setbacks caused by the pandemic and ensuing lockdown, we stood steadfast with a robust expansion strategy, spanning our distribution network and franchise stores across Tier 3-5 towns.

WE ARE BATA INDIA

Established in 1931, Bata India Limited is the largest retailer and manufacturers of footwear in the country. Our four state-of-the-art production facilities are located strategically across India, producing a variety of footwear. We have a strong pan-India retail presence with 1526 stores across cities, including franchisee stores.

As a customer-centric organisation, we have kept pace with customers' changing preferences throughout the years and catered to their every requirement. Today, the name Bata stands synonymous with quality, style and comfort. Owing to our mix of new products, enhanced store experience, new digital channels to shop from and rebranding through 'Surprisingly Bata' campaign, we have come to be known as a brand that is relevant and appealing to a wide audience. All this has helped in retaining a loyal customer-base and becoming India's most loved & trusted footwear brand.

OUR VALUES

- Serve with passion
- Be bold
- Count on me
- Improving lives
- Exceed customer expectations

OUR MISSION

- We help people to look and feel good
- We become the customer's destination of choice
- We attract and retain the best people
- We remain the most respected Footwear Company

OUR VISION

- To make great shoes accessible to everyone

OUR UNIVERSE IN NUMBERS

2.98 Mn sq.ft. of retail space across India

17073 Mn turnover (INR) in FY 2020-21

4 Strategically located manufacturing units

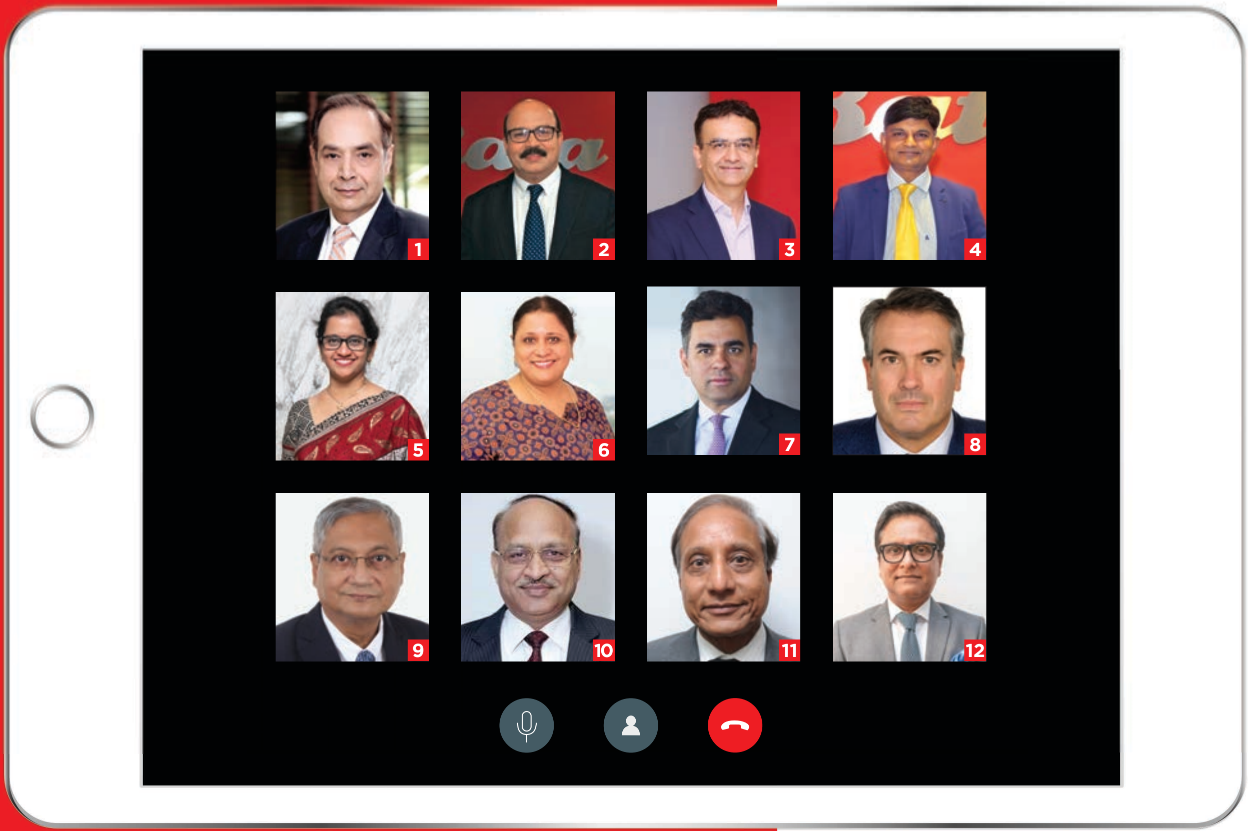
8183 Employees across functions and location

1526 Retail stores across India including franchisee stores

21 Mn footwear pairs production capacity per annum

31.97 Mn footwear pairs sold this year

BOARD OF DIRECTORS



1. **Mr. Ashwani Windlass**
   Chairman and Independent Director
2. **Mr. Rajeev Gopalakrishnan**
   Managing Director
3. **Mr. Sandeep Kataria**
   Whole-time Director and Chief Executive Officer
4. **Mr. Gunjan Shah**
   Whole-time Director and
   Chief Executive Officer (Appointee)
5. **Ms. Radha Rajappa**
   Independent Director
6. **Ms. Vidhya Srinivasan**
   Director Finance and Chief Financial Officer
7. **Mr. Akshay Chudasama**
   Independent Director
8. **Mr. Alberto Toni**
   Non-Executive Director
9. **Mr. Ashok Barat**
   Independent Director
10. **Mr. Ram Kumar Gupta**
    Director Finance and
    Chief Financial Officer
11. **Mr. Ravindra Dhariwal**
    Independent Director
12. **Mr. Shaibal Sinha**
    Non-Executive Director

MANAGEMENT TEAM

FRONT ROW (Left to Right)

Mr. Sanjeev R Koshe, Assistant Vice President -Internal Audit; Mr. Ankur Kohli, Head - Real Estate (South Asia); Ms. Kanchan Chehal, Head - HR; Mr. Anand Narang, Vice President - Marketing & Customer Services; Mr. Gunjan Shah, Whole-time Director and Chief Executive Officer (Appointee); Ms. Vidhya Srinivasan, Director Finance and Chief Financial Officer; Mr. Hitesh Narayan Kakkar, Vice President - Quality; Mr. Sumit Chandna, Chief Merchandising Manager; Mr. Sanjay Kanth, Senior Vice President - Manufacturing & Sourcing.

BACK ROW (Left to Right)

Mr. Amit Kumar Gupta, Senior Vice President – Institutional & Distribution Business; Mr. Vijay Shrikant Gogate, Head - Matured Market; Mr. Kumar Sambhav Verma, Head - Omni Channel (Asia); Mr. Ankur Rastogi, Vice President - Sourcing; Mr. Manoj Goswani, Senior Vice President - Legal; Mr. Pankaj Gupta, Head – Emerging Market; Mr. Nitin Bagaria, Company Secretary; Mr. Matteo Lambert, Chief Collection Manager.

MR. ASHWANI WINDLASS

Chairman and Independent Director

Mr. Ashwani Windlass has over four decades of top management stints with first-hand experience in both traditional and new age technology companies and an exceptional track record of value creation. He now mentors top CEOs/Boards.

An MBA from FMS, Delhi University, he holds B.Com with a gold medal and a post-graduation in Journalism (B.J.) from Punjab University, Chandigarh.

Since 2008, he has been Chairman - SA & JVs, MGRM Inc., USA, a global research initiative on human life cycle-based services. He is on Boards of several leading companies including Hitachi MGRM Net Limited, Vodafone Idea Limited, Hindustan Media Ventures Limited and Jubilant Foodworks Limited. He served on Boards of Max India Limited/Max Financial Services Limited for over 25 years.

He established and managed over a dozen new ventures with world's leading corporations - Hutchison Group, Hong Kong, British Telecom UK, Comsat Corporation, USA, Avnet, USA and Royal DSM, Holland Total Group, France, Hitachi Limited, Japan among others.

He has been the Founder Managing Director of Hutchison Max Telecom (later rechristened Vodafone India Limited) and Vice Chairman & Managing Director of Reliance Telecom Limited & Executive Chairman MGRM.

He has also anchored key policy initiatives with several Governments and regularly contributes editorial columns.

MR. RAJEEV GOPALAKRISHNAN

Managing Director

Mr. Rajeev Gopalakrishnan, holds a Bachelor's in Mechanical Engineering from the University of Kerala. He joined Bata Shoe Organisation (BSO) in the year 1990, and has since been associated with the company. With a rich experience of 31 years, he has previously handled the positions of the Director of Wholesale Channels, Sales & Marketing with Bata International-Canada, and the Vice President of Bata India Limited in Retail Operations and Wholesale Division. Before joining as the Managing Director of Bata India Limited in October 2011, Mr. Gopalakrishnan was the Managing Director of Bata Retail Stores for a period of 9 months. He was previously the Managing Director of Bata Bangladesh for a period of one year, and the Managing Director of Bata Thailand for a period of three years.

He has attended various courses and advanced programmes of BSO, viz. Course Leader Advanco 2009 (India/China), Advanco 2006 in Singapore, Advance Retailing Courses, Executive Management Programme in 2009, Sprint 1997 (Retail Course), and Retailco 1996 in India. In addition, he also has attended a programme in IMD, Switzerland on Leadership and Sustainable Business Growth.

Mr. Gopalakrishnan, with his visionary leadership, spearheaded Bata India's retail operations, re-engineered business processes, diversified product offerings while maintaining a strong culture of innovative outlook. A self-driven professional, he has taken Bata India on a high growth trajectory. With his strategic bent of mind and ability to spot opportunities, he has articulated a vision to make Bata India the most admired name in the branded footwear and accessories industry.

His contribution to the industry has been acknowledged at several renowned platforms. He was conferred with the 'Udyog Ratna Award' and the 'Certificate of Excellence and Gold Medal' by The Institute of Economic Studies in 2014, became the 'Retail Professional of the Year' in CMO Asia Summit at the 2015 Asia Retail Conference and received the prestigious 'EY Entrepreneur of the Year 2015' (Finalist Award). Further, the World Consulting & Research Corporation (WCRC) bestowed upon him the honour of 'India's Most Trusted CEO' in 2017.

MR. SANDEEP KATARIA

Whole-time Director and Chief Executive Officer

Mr. Sandeep Kataria is a business and marketing leader with over 25 years of experience in the consumer products and retail industry across the developing and developed markets.

Mr. Kataria has been the CEO of Bata India Ltd. for more than 3 years now. As the CEO of Bata India Ltd., Mr. Kataria has helped drive the Company's consistent growth and profitability. Under his leadership, Bata India doubled its profits driven by double digit topline growth, and sponsored some of the most ingenious campaigns, including 'Surprisingly Bata', that revamped Bata's image as a more vibrant and contemporary brand, targeted at younger consumers.

Mr. Kataria has been elevated as Global CEO – Bata Brands. Mr. Kataria has extensive leadership experience in working across geographies, backed by an intuitive understanding of consumers and a determined but inclusive leadership style. With 24 years of experience at Unilever, Yum Brands and Vodafone in India and Europe before joining Bata India as CEO in 2017, he has been directly involved in leading businesses and powerhouse brands that command impressive consumer following and extensive global reach. A passion for developing talent blends perfectly with Mr. Kataria's sound understanding of markets and strategic finesse, making him a leader of exceptional merit.

Mr. Kataria is an engineer from IIT-Delhi and finished his PGDBM from XLRI in 1993 as the gold medalist of the batch. While IIT gave him the analytical skills, he believes XLRI was responsible for sparking the interest in Leadership & Marketing making him a life long student of consumer behavior and insight !

MR. GUNJAN SHAH

Whole-time Director and Chief Executive Officer (Appointee)

Mr. Gunjan Shah is an accomplished leader who has worked across geographies in various industries - Consumer durables, Telecom & FMCG. Mr. Shah brings a balanced leadership approach - he values bias for action, people development, clarity of thought and most of all believes in strong team collaboration.

In his last role, he was the Chief Commercial Officer at Britannia Industries.

At Britannia, he has led various functions - Commercial, Sales, Marketing and Supply Chain helping Britannia deliver outstanding business results and a substantial growth & transformation agenda. He has extensive experience in leading Country wide GTMs and driving all key levers from designing the strategy, execution on ground and conversion to results. Mr. Shah's experience as Head - Britannia International where he led the complete business P&L for the International Business lines and opened new opportunities for future revenue growth adds to his experience set.

He spent his early professional years with Asian Paints and Motorola across sales and marketing functions. In 2007, he moved to Britannia and has been with them since.

He holds a Bachelor of Technology (Computers) from VJTI, Mumbai and a Post Graduate Diploma in Management from Indian Institute of Management, Kolkata.

MS. RADHA RAJAPPA

Independent Director

Ms. Radha Rajappa is an entrepreneurial business leader with more than 29 years of experience in IT industry handling diverse roles of creating, nurturing and leading businesses from start and scaling existing businesses. She has successfully built and passionately led various businesses in Digital Transformation and IT products and services. She is an ardent believer of building and nurturing high performance teams and excited about carving business opportunities with leading edge Digital, AI and Cloud technologies. She currently serves as the Executive Chairperson of Flutura Decision Sciences and Analytics, an Industrial AI firm. Earlier, she was leading Digital and Services business at Microsoft India. She was a member of the India Leadership team driving the transformation for customers to the Cloud and Digital world. She has served for 16 years as a key member of the Executive Leadership team at Mindtree. She was responsible for building and leading the Global Digital Business as the Executive Vice President and established Mindtree as a significant partner for Global clients to "Make Digital Real" for their businesses. She led Mindtree' s move to Industry led vertical focus as the leader for Retail, CPG and Manufacturing industry as well as Travel, Transportation and Hospitality.

Ms. Radha is also a Certified Executive Coach helping professionals sharpen their innate potential to deal with the change and realise their true potential. She has also served in IBM India in various capacities and in diverse roles encompassing Sales, Marketing and being responsible for various business lines. She holds degree in Electronics and Communications Engineering and a management degree from the Indian Institute of Management (IIM) Bangalore.

MS. VIDHYA SRINIVASAN

Director Finance and Chief Financial Officer

Ms. Vidhya Srinivasan is a qualified Chartered Accountant and also holds a PGBDM degree from IIM - Ahmedabad. She joined Bata India Limited as CFO during January 2021 from Puma Sports India Pvt. Ltd. where she was working as Executive Director - Finance, Legal and IT.

At Puma, she was part of the management team driving enterprise growth and new business opportunities. Her focus was on digital growth opportunities, streamlining of commercial processes and technology initiatives.

Overall, she has over 23 years of experience in Finance, Strategy, Business Planning, Legal and Commercial Functions. She has worked with reputed organizations like Aditya Birla Retail Limited, Glenmark Pharmaceuticals Limited in various positions, during which she provided vital financial leadership and helped in aligning business and finance strategy to grow the top and bottom lines.

She has also served at the Global Consulting Firm – A. T. Kearney (now Kearney), as a senior consultant, in India as well as in Asia Pacific wherein she helped global clients across multiple sectors in areas like Market Entry, Strategy, Operations and Performance improvement, strategic sourcing, Process Improvement and Business Structuring.

She believes in business partnering and digital transformation and in continuous learning.

MR. AKSHAY CHUDASAMA

Independent Director

Mr. Akshay Chudasama is the Managing Partner of Shardul Amarchand Mangaldas & Co. and heads the firm's practice in the Mumbai Region. He has expertise in cross-border M&A and Private Equity across a range of sectors. He advises both foreign companies entering India and Indian companies in their outbound acquisitions. Mr. Chudasama holds a degree in Bachelors of Arts (BA) from St. Xavier's College (University of Bombay) and is a Law Graduate from the London School of Economics (University of London), UK.

He is enrolled as an Advocate with the Bar Council of Maharashtra and Goa, and as a Solicitor with the Law Society (England and Wales). He is also enrolled with the Bombay Bar Association, the International Bar Association and the Inter-Pacific Bar Association and is a member of Entrepreneurs' Organization and Young Presidents' Organization.

Mr. Chudasama has been practicing law since 1994. He was a Partner at AZB & Partners for over 3 years and thereafter at J. Sagar Associates (JSA) for almost 10 years. He has addressed several prestigious domestic and international seminars and conferences on various aspects related to his practice. He also serves as a Director, inter alia, on the Board of Apollo Tyres Limited and has also served as an Independent Director of Raymond Limited.

MR. ALBERTO TONI

Non-Executive Director

Mr. Alberto Toni graduated in Economics at the Universita Cattolica del Sacro Cuore of Milan. He is a Chartered Accountant, a Certified Tax Advisor and has attended executive education programs at Harvard Business School and INSEAD.

Mr. Toni is the Chief Financial Officer and Executive Committee Member of the Bata Group. He is responsible for all aspects of finance management for the Group globally. In addition, he is in charge of Supply Chain, Information Technology and the Bata Industrial business unit.

Prior to joining Bata Group in 2016, Mr. Toni held several senior leadership positions at market-leading organisations in Europe and Latin America. He began his career as Chartered Accountant in primary consulting firms in Italy, before moving to the FMCG Industry with Heineken, where he held positions of increasing seniority during his 18-year tenure at the company and thereafter worked with Deoleo, the global market leader in olive oil, listed at the Madrid stock exchange in Spain as Chief Financial Officer and was a central part of the leadership team steering the ambitious transformation of the business.

MR. ASHOK BARAT

Independent Director

Mr. Ashok Barat is a Fellow Member of the Institute of Chartered Accountants of India, Fellow Member of the Institute of Company Secretaries of India, Associate Member of the Institute of Chartered Accountants of England & Wales and CPA, Australia. He has held responsible and senior leadership positions in various Indian and multinational organizations, both in India and overseas. He is on the Board of several other companies including DCB Bank Limited, Cholamandalam Investment and Finance Company Limited, Huhtamaki India Limited and Birlasoft Limited and advises businesses and business families on governance, performance, and strategy.

Mr. Barat is a Past President of the Bombay Chamber of Commerce and Industry, Council of EU Chambers of Commerce in India and presently, Member, Managing Committee of ASSOCHAM. He is a Certified Mediator empanelled with the Ministry of Corporate Affairs, Government of India. He is a regular speaker at public forums and takes keen interest in mentoring start-ups.

MR. RAM KUMAR GUPTA

Director Finance and Chief Financial Officer

Mr. Ram Kumar Gupta is the Director Finance and Chief Financial Officer of Bata India Limited. Mr. Gupta is a Bachelor of Commerce with Honours [B.Com (Hons.)] and a Chartered Accountant (FCA) with over 34 years of experience in different positions in Bata Shoe Organization (BSO).

He joined Bata India in July 1986 and has had an extremely successful and rewarding career. Having worked across and led most of the departments in the organisation during his career, Mr Gupta has gained a wide breadth of experience. Before his overseas stint, his last assignment in Bata India was as Senior Vice President-Finance from January 2011 till January 2013, post which he was assigned a challenging role as the Finance Director of Bata Shoe Company Kenya Ltd. in February 2013, which he held till his relocation to India in July 2015. In this overseas assignment, along with Bata Kenya, he was also made responsible for the finance operations in Bata Shoe Company Uganda Limited and Bata Shoe Company Tanzania Limited. The companies, during his tenure in India, Kenya, Tanzania and Uganda have achieved record profits with improved profit margins through various cost saving initiatives and innovative methods. Mr. Gupta has attended various courses in BSO, including Adminco and Bata Finance E-Learning.

Mr. Gupta would retire at end of June, 2021, upon completion of his tenure of services with the Company.

MR. RAVINDRA DHARIWAL

Independent Director

Mr. Ravindra Dhariwal is the co-founder and Chairman of Sagacito Technologies, a data analytics firm specialising in helping enterprises maximise their revenues. He is also Senior Advisor, Mentor and Board Member of several leading listed and private firms.

Just prior to co – founding Sagacito, he was the Group CEO of Bennett & Coleman, India's largest media company, with diversified media platforms including Radio Mirchi, Times Television Network, Times Internet, Times OOH and the world's largest selling English newspaper The Times of India.

Mr. Dhariwal was also the world-wide President of International News Media Association from 2011-2013. He was honoured for his voluntary contribution to World News Media in 2014.

Prior to joining Bennett & Coleman, Mr. Dhariwal worked with PepsiCo for 12 years. He was Pepsi's first employee in India, launched Pepsi brands in India helping build a successful business. He also led the Beverage Business in India, Africa and South East Asia for PepsiCo.

Mr. Dhariwal started his career with Unilever in India in 1977, and worked for them in India and Australia for over 12 years mostly in Sales and Marketing management.

In his career now spanning over 43 years he has built consumer businesses all over the world. He has worked in diverse and varied cultures, and helped companies win customer loyalty and consumer regard.

Mr. Dhariwal is an Engineer from IIT Kanpur, and an MBA from IIM Calcutta. He was bestowed the Distinguished Alumni Award by IIM Calcutta in 2013 and also from IIT Kanpur in 2019.

MR. SHAIBAL SINHA

Non-Executive Director

Mr. Shaibal Sinha is a Bachelor of Commerce, qualified Chartered Accountant and an alumni of International Institute of Management Development (IMD), Lausanne, Switzerland with more than 33 years of post-qualification experience in different positions in Finance across the globe. Prior to joining Bata in 2004, he worked with Reckitt Benckiser at various levels in Finance in India and United Kingdom.

He joined Bata India Limited in November 2004 as Executive Director – Finance based in Gurgaon and worked till September 2010. He moved to Singapore in 2011 to a Bata group company as the Chief Financial Officer of Bata Emerging Markets. He then took over as Regional Finance Director – Asia Pacific, India and Africa in October 2019 based out of Singapore.

Mr. Sinha was on the Board of Bata India Limited as Non-Executive Director from May, 2015 till August, 2019. He had resigned as he was given additional responsibility of a special assignment by Bata Shoe Organisation (BSO), globally.


Bata

FROM THE DESK OF THE CHAIRMAN

My Dear Shareholders,

First and foremost, I hope and pray that you and your family are safe. Past fifteen months have been very challenging times for all of us, on both personal and professional fronts. It has tested human capabilities like never before - nimbleness, resilience, and responsiveness to name a few. My heart goes out to everyone who has suffered the terrible loss of a loved one, and I pray for a speedy recovery of those still battling the virus.

I would also like to express my immense gratitude to each one of you who stood by us and continued to support us as we grappled with one of the worst calamities in human history. The ongoing pandemic has only reinforced the value of human life.

At Bata India, this period has once again proved strengths that all our stakeholders bring to us - be it employees, vendors, customers and of course, the shareholders including the sponsors. Our employees stood like true Corona warriors, and came forward at the availability of slightest window of opportunity. They showed exemplary courage and determination. Your Company remained steadfast in its resolve to ensure best efforts and practices for the health and well-being of our employees. My heartfelt thanks to all the stakeholders and in particular, the employees and vendors.

Our resilience built on their passionate and strong commitment was visible in the strong recovery witnessed during the last quarter of the year 2020 as we could restart our operations much faster than expected. But the second wave shook the country even harder. Expectedly, revenues for the year remained subdued due to marked decline in demand for formal wear but your Company's confidence on the path forward remains high.

Bata Shoe Organisation (BSO), the founder and parent entity, has been guided by a strong set of beliefs right from the time it was founded in 1894. BSO has navigated and weathered the World's biggest crisis, including Great Depression and two World Wars in its journey of 127 years.

As a Group, we have always strived ahead with passion in face of disasters and emerged victorious with our agility, resilience, adaptability, and proactive approach. India experienced one of the strictest lockdowns towards the end of March 2020, and all our stores, factories and offices were shut for close to two months. We quickly adapted, re-oriented and re-calibrated all our resources towards devising a comprehensive strategy for the future. New ways of working were adopted with digital applications, online trainings, and innovative solutions to ensure business continuity.

Newer areas for growth including omni channels and Bata Store-on-Wheels remained in focus. We undertook strategic initiatives to allow customers to shop from the comfort of their homes via Bata ChatShop and Bata Store-on-Wheels. We invested in new technologies in various areas like ticketing solutions, contact centre partner, e-commerce related processes to improve customer experience and satisfaction. Our e-commerce and Market Place presence has significantly widened during the year, with our digitally enabled channels contributing to about 15% of our total sales.

As a responsible organisation, we have always been conscientious about our responsibility and commitment towards the society and the Nation. As we continue to battle the pandemic, we have tried our helping hand by our participation in relief measures. We donated hygiene kits, masks and face shields to front-line workers, along with close to 2 Lakh pairs of footwear under our global shoe donation drive of 1 Million pairs worldwide.

We, at Bata India experienced a moment of immense pride and joy when our colleague and CEO, Sandeep Kataria was elevated as the Global CEO of Bata Brands. He is the first Indian to be elevated to the post and I take this opportunity to congratulate Sandeep and the entire Bata India family on this remarkable feat.

I am also delighted to welcome Gunjan Shah to the Bata India family who is joining as the new CEO. He is a dynamic leader with deep understanding of complexities of Indian markets and consumers. I am confident that he will take Bata India to greater heights.

As we continue to battle the second wave of the Covid infections, we remain committed to address the challenges and are confident that we will successfully weather the storm like a Lighthouse with the help of our dedicated staff, strong leadership, our inherent grit and the unflinching support from all our stakeholders.

Here's hoping and praying for good health for everyone. Additionally, as we navigate the year with mass vaccination, I am sure, together, we shall come out of this catastrophe stronger and better than before.

Warm regards,

Ashwani Windlass

FROM THE DESK OF THE MANAGING DIRECTOR

Dear Shareholders,

The financial year 2020-21 was undoubtedly one of the toughest years we have had to face. However, like a lighthouse, we stood strong and determined in the face of adversity, staying true to our ethos of resilience, agility and ingenuity. As an organisation that has weathered the worst of storms in human history, we resolutely continued serving our customers with the same passion and helping the society at large in its fight against Covid.

The closure of malls and high street stores triggered by lockdown led to our sales taking a severe hit. As a result, it became paramount for us to employ cash-saving measures. Owing to astute planning and cohesive collaboration, your Company was successful in saving more than INR 100 Crores on account of rent negotiations, vendor cost negotiations and consolidating office spaces. We also implemented 'Project Thrive' to reduce dependency on imports and shifted to local sourcing. Owing to 'Project Refuel', a product COGS-saving initiative, we were able to save over INR 7 Crores during 2021.

As the lockdown was lifted and the economy began showing signs of recovery in June, we prioritised the safety and well-being of our customers and employees over everything else. We equipped all our stores with sanitisers, gloves, masks, dispensers and quarantine boxes for shoes. We also conducted extensive training for our staff and prepared a detailed 20-point checklist to ascertain that the safety guidelines were strictly adhered to. Our dedicated on-ground teams worked tirelessly to ensure Bata stores were one of the first to reopen post the lockdown.

Adapting to the consumers' changed needs, your company rolled out a slew of measures and scaled up omni-channel initiatives. We segmented our consumers in three categories - Digital Natives, Digital Adopters and Digital Novices, and accordingly customised solutions for them. For Digital Natives, we scaled up our website, bata.in, to include newer styles and choices, and expanded our presence across online marketplaces, while also strengthening our home delivery services to provide a seamless remote and safe shopping experience.

We launched Bata ChatShop for Digital Adopters which allows them to locate three nearest stores, chat and video call with our store managers through WhatsApp and get the desired products delivered at their doorstep. For the Digital Novices like the elderly, homemakers & children, we set up mobile kiosks called Bata Store-on-Wheels in residential localities to offer a safe and convenient shopping experience. These measures proved incremental in reviving overall sales and helped us in charting out a path for recovery.

As the sales through digital channels grew, so did the interactions with the contact centre & social channels for delivery, returns & refund status. We scaled up customer experience for digital shoppers by launching a ticketing service to track every interaction, partnering with a new contact centre, managed customer comments via a social online reputation management (ORM) tool & introduced several SOP's for quicker response. The focus on customer experience powered by digitalisation, automation and artificial intelligence-based services has helped in growing e-commerce sales and making the Bata brand more relevant for Millennials.

With Covid infections surging in bigger metros and prolonged lockdowns, customers started looking for trusted brands. Therefore, we continued to expand our retail network through franchise channel. We opened a total of 64 franchise stores in smaller towns and cities, taking the total to 220 franchise stores. We also scaled up our presence via distribution channel, with Bata products now available in 800+ towns across 25000 MBO's. We also opened 18 new company-owned stores.

We upgraded our manufacturing facilities and implemented new safety norms, which also saw us enhancing our products offerings to address the changed consumer needs. We designed and developed a range of antiviral and antibacterial masks under Power, Northstar, BBG & HP brands, which was very well-received by the customers. Additionally, we also amplified our focus on sustainability to include sustainable practices in our manufacturing process like limiting carbon dioxide emission at the Batanagar factory by reducing Briquette consumption by 7.5 Ton.

After a successful association with Lakmé Fashion Week in 2020, we collaborated with the designer duo Gauri & Nainika to launch our new collection with Marie Claire brand at Lakmé Fashion Week, 2021. The collaboration helped us step up in terms of enhancing our overall image as a fashion-forward, millennial centric brand.

Your company ensured to keep the customers engaged through meaningful conversation across social media platforms with campaigns like #ParkYourShoes and #FitnessAtHome, 'Kick Out 2020', and 'Relaxed Workwear'. Through our loyalty program, we leveraged the latest automation, recommendation science and artificial intelligence to suggest products based on consumers' shopping history. We also launched special in-store digital services like Scan to Enrich Profile, easy access to Bata club points, and incentivized customers to carry their own shopping bags and rolled out digital invoices via SMS & WhatsApp.

We won several awards like the Best Contactless Service Experience for **Bata ChatShop** at the **Customer Fest Leadership Awards** 2021, the **Most Admired Omni Channel Retailer** of the year 2021 by Mapic India and ranked **amongst top 100 franchise opportunities**. We were bestowed with **the Championship Award at 13th CII National Competitiveness & Cluster Summit 2020** for Robust Quality Assurances System in our Manufacturing Units, cost competitiveness, and best HR Practices.

At Bata, we firmly stand by the importance of giving back to the society and enhancing people's quality of life. Like every year, your company continued its consistent commitment as a corporate citizen that cares. Under the ongoing Bata Children's Programme (BCP), we have adopted seven schools in India and are proud to be working with more than 4,000 children and school authorities. With schools shut for the major part of the year due to the pandemic, our teams stayed connected through online mediums and ensured that children did not lose out on their education. We conducted various programmes, exercises and training sessions to make the transition to online learning easier for both children and instructors.

In partnership with KC Mahindra Education Trust, Bata supports education of underserved girl children through project Nanhi Kali. The school closures caused by the pandemic widened gender disparities in access to education, with negative impact on girls from disadvantaged families. Despite the closure of Nanhi Kali Centres, the teachers remained in constant touch with the girls to ensure their safety and well-being.

Under our Stride with Pride initiative, we are donating 2 lakh pairs of footwear to the medical workers and their families across Government and private hospitals, to ASHA and Aaganwadi workers and to small clinics, charitable hospitals, police, children, etc. across 30+ cities.

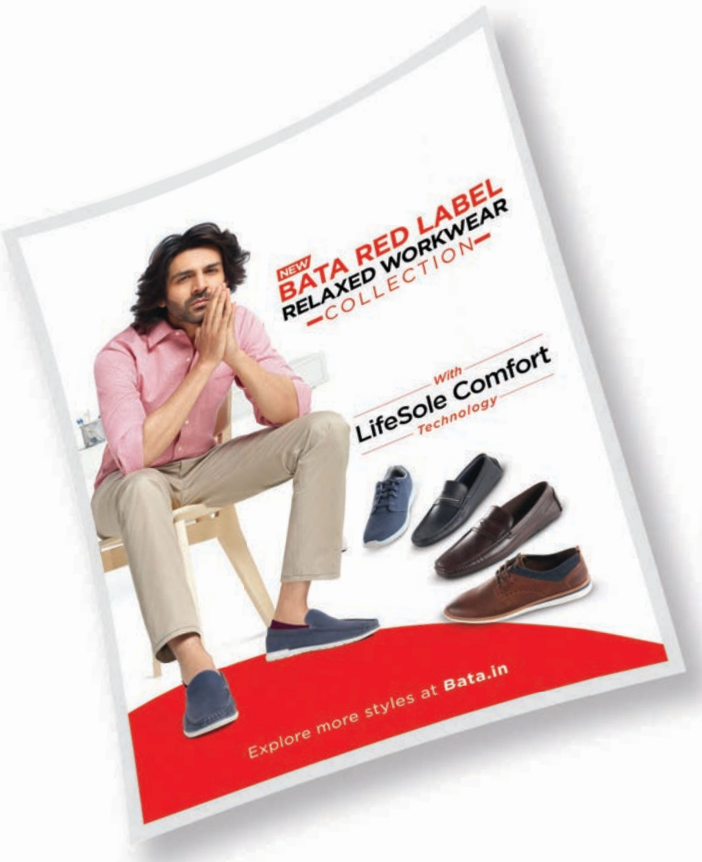
Our dedicated employees came forward and helped us whole heartedly in our rehabilitation attempts. From sponsoring meals at old age homes to disinfecting and fumigation drives for farmers to providing essential grocery items at the old age homes and orphanages, our employees continued to serve the local communities with determination.

We have been constantly supporting Miracle Feet Foundation in their fight for eliminating Clubfoot disease. This year we were successful in treating 66 children with Clubfoot disease in Uttar Pradesh.

With India recovering from Covid wave 2, our priorities will revolve around safety and security of all our stakeholders, conserving cash by bolstering productivity across value chain and tight inventory control, driving margins via cost-reduction projects and achieving higher turnover by small-town and online channels expansion. Together, we are sure to emerge from this setback stronger than ever before.

Warm regards,

Rajeev Gopalakrishnan

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in every step
power

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The iconic Naturalizer collection is now available at Hush Puppies.
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Wash it. Love it.
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2021 is already
looking better.
New arrivals for the new year.
Explore our wide range
of comfortable casuals.
Hush Puppies


NEW
BATA COMFIT
RELAXED WORKWEAR
COLLECTION
With
Memory Comfort
Technology
Bata

BATA INDIA LIMITED

CORPORATE INFORMATION
(AS ON JUNE 9, 2021)

BOARD OF DIRECTORS

Mr. Ashwani Windlass	Chairman and Independent Director
Mr. Akshay Chudasama	Independent Director
Mr. Ashok Kumar Barat	Independent Director
Ms. Radha Rajappa	Independent Director
Mr. Ravindra Dhariwal	Independent Director
Mr. Alberto Toni	Non-Executive Director
Mr. Shaibal Sinha	Non-Executive Director
Mr. Rajeev Gopalakrishnan	Managing Director
Mr. Sandeep Kataria	Whole-time Director and Chief Executive Officer
Mr. Ram Kumar Gupta	Director Finance and Chief Financial Officer
Ms. Vidhya Srinivasan	Director Finance and Chief Financial Officer

AUDIT COMMITTEE

Mr. Ashok Kumar Barat	Chairman
Mr. Ravindra Dhariwal	Member
Mr. Alberto Toni	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Alberto Toni	Chairman
Mr. Akshay Chudasama	Member
Mr. Ravindra Dhariwal	Member
Mr. Rajeev Gopalakrishnan	Member
Mr. Ram Kumar Gupta	Member
Mr. Sandeep Kataria	Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Ashok Kumar Barat	Member
Mr. Ram Kumar Gupta	Member
Mr. Sandeep Kataria	Member

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Nitin Bagaria

NOMINATION AND REMUNERATION COMMITTEE

Mr. Ravindra Dhariwal	Chairman
Mr. Akshay Chudasama	Member
Mr. Alberto Toni	Member
Mr. Shaibal Sinha	Member

RISK & COMPLIANCE MANAGEMENT COMMITTEE

Mr. Akshay Chudasama	Chairman
Mr. Ashok Kumar Barat	Member
Mr. Rajeev Gopalakrishnan	Member
Mr. Ram Kumar Gupta	Member
Mr. Sandeep Kataria	Member
Mr. Shaibal Sinha	Member
Mr. Sanjay Kanth	(SVP-Manufacturing & Sourcing) - Member
Mr. Manoj Goswani	(SVP- Legal)- Member
Mr. Sanjeev R Koshe	Assistant Vice President -Internal Audit - Member

EXECUTIVE COMMITTEE

Mr. Rajeev Gopalakrishnan

Mr. Sandeep Kataria

Mr. Ram Kumar Gupta

Ms. Vidhya Srinivasan

Mr. Sanjay Kanth

Ms. Kanchan Chehal

Mr. Vijay Shrikant Gogate

Mr. Kumar Sambhav Verma

Mr. Pankaj Gupta

Mr. Anand Narang

Mr. Hitesh Narayan Kakkar

Mr. Matteo Lambert

Mr. Amit Kumar Gupta

Mr. Sumit Chandna

Mr. Ankur Kohli

Mr. Sanjeev R Koshe

CHIEF INTERNAL AUDITOR

Mr. Sanjeev R Koshe

REGISTERED OFFICE

27B, Camac Street, 1st Floor,
Kolkata - 700016, West Bengal
Telephone: (033) 2301 4400
Fax: (033) 2289 5748
E-mail: share.dept@bata.com

CORPORATE OFFICE

Bata House
418/02, M. G. Road, Sector - 17,
Gurugram - 122002, Haryana
Telephone: (0124) 3990100
Fax: (0124) 3990116 / 118
E-mail: in-customer.service@bata.com

CORPORATE IDENTITY NUMBER (CIN)

L19201WB1931PLC007261

WEBSITE

www.bata.in

BANKERS

State Bank of India

HDFC Bank Limited

AUDITORS

M/s. B S R & Co. LLP
Chartered Accountants
Building No.10, 8th Floor, Tower-B,
DLF Cyber City, Phase - II,
Gurugram - 122002, Haryana

SECRETARIAL AUDITOR

M/s. P. Sarawagi & Associates
Company Secretaries
'Narayani Building'
Room No. 107, 1st Floor,
27, Brabourne Road,
Kolkata - 700001, West Bengal

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

M/s. R & D Infotech Private Limited
15C, Naresh Mitra Sarani (formerly Beltala Road),
Ground Floor, Kolkata - 700026, West Bengal
Telephone : (033) 2419 2641 / 2642
Fax : (033) 2467 1657
E-mail : bata@rdinfotech.net / info@rdinfotech.net

INVESTOR RELATIONS MANAGER

Mr. Jyotirmoy Banerjee
Share Department
27B, Camac Street, 1st Floor,
Kolkata - 700016, West Bengal
Telephone : (033) 2289 5796 ; 2301 4421
Fax : (033) 2289 5748
E-mail : share.dept@bata.com

PRACTISING COMPANY SECRETARY

M/s. S. M. Gupta & Co.
Company Secretaries
P - 15, Bentinck Street,
Kolkata - 700001, West Bengal

QR Code for Company's Website - Investor's Relations Segment

BATA INDIA LIMITED

[CIN: L19201WB1931PLC007261]
Registered Office: 27B, Camac Street, 1st Floor, Kolkata - 700016, West Bengal
Telephone: +91 33 2301 4400 I Fax: +91 33 2289 5748
E-mail: share.dept@bata.com I Website: www.bata.in

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the 88th (Eighty Eighth) Annual General Meeting of the Members of Bata India Limited (the "Company") will be held on **Thursday, August 12, 2021** at **1:30 P.M. (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Dividend for the financial year ended March 31, 2021. The Board of Directors has recommended a Dividend of Rs. 4/- per Equity Share of Rs. 5/- each, fully paid-up.
3. To appoint a Director in place of Mr. Alberto Toni (DIN: 08358691), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To appoint Ms. Vidhya Srinivasan as a Director of the Company, liable to retire by rotation**

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:-**

   "RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Ms. Vidhya Srinivasan (DIN: 06900413) who was appointed as an Additional Director of the Company w.e.f. June 9, 2021 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received notices in writing from members under Section 160 of the Act, signifying their intention to propose Ms. Srinivasan as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

   FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to re-designate the said Director as it may deem fit to confer upon her from time to time and to settle any question or difficulty in connection herewith and incidental hereto."

5. **To appoint Ms. Vidhya Srinivasan as a Whole-time Director of the Company and fixing her remuneration**

   To consider and, if thought fit, to pass the following resolution as a **Special Resolution:-**

   "**RESOLVED THAT** pursuant to Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Schedule V thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company and pursuant to the recommendations / approvals of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company (the "Board") accorded at their respective meetings held on June 9, 2021, consent of the Members of the Company be and is hereby accorded to the appointment of Ms. Vidhya Srinivasan (DIN: 06900413), as a Whole-time Director of the Company, designated as Director Finance and Chief Financial Officer (with such other designation(s) as the Board may deem fit to confer upon her from time to time), liable to retire by rotation, for a period of 5 (five) consecutive years commencing from June 9, 2021 on such terms and conditions including remuneration payable to Ms. Vidhya Srinivasan as set out in the Statement annexed hereto, with liberty to the Board to vary the terms and conditions of the said appointment including remuneration within the overall limits of Section 197 and / or Schedule V to the Act, as may be mutually agreed with Ms. Srinivasan from time to time.

FURTHER RESOLVED THAT the Board be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives and merit increases thereto and retirement benefits) as set out in the Statement annexed hereto payable to Ms. Vidhya Srinivasan during her tenure (including during any of the first three financial year(s) in which inadequacy of profits or no profits arises as minimum remuneration) in terms of Sections 197 and 200 read with Schedule V to the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to settle any question or difficulty in connection herewith and incidental hereto."

6. **To appoint Mr. Gunjan Shah as a Director of the Company, liable to retire by rotation**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Mr. Gunjan Shah (DIN: 08525366) who was appointed as an Additional Director of the Company w.e.f. June 21, 2021 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received notices in writing from members under Section 160 of the Act, signifying their intention to propose Mr. Gunjan Shah as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to re-designate the said Director as it may deem fit to confer upon him from time to time and to settle any question or difficulty in connection herewith and incidental hereto."

7. **To appoint Mr. Gunjan Shah as a Whole-time Director of the Company and fixing his remuneration**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:-**

"**RESOLVED THAT** pursuant to Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Schedule V thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company and pursuant to the recommendations / approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company (the "Board") accorded at their respective meetings held on May 14, 2021, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Gunjan Shah (DIN: 08525366), as a Whole-time Director of the Company, designated as Whole-time Director and Chief Executive Officer (with such other designation(s) as the Board may deem fit to confer upon him from time to time), liable to retire by rotation, for a period of 5 (five) consecutive years commencing from June 21, 2021, on such terms and conditions including remuneration payable to Mr. Gunjan Shah as set out in the Statement annexed hereto, with liberty to the Board to vary the terms and conditions of the said appointment including remuneration within the overall limits of Section 197 and / or Schedule V to the Act, as may be mutually agreed with Mr. Shah from time to time.

FURTHER RESOLVED THAT the Board be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives and merit increases thereto and retirement benefits) as set out in the Statement annexed hereto payable to Mr. Gunjan Shah during his tenure (including during any of the first three financial year(s) in which inadequacy of profits or no profits arises as minimum remuneration) in terms of Sections 197 and 200 read with Schedule V to the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to settle any question or difficulty in connection herewith and incidental hereto."

8. To appoint Ms. Radha Rajappa as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:-**

"**RESOLVED THAT** Ms. Radha Rajappa (DIN: 08530439), who was appointed as an Additional Director (Category: Independent Director) on the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 (as amended) (the "Act") w.e.f. June 9, 2021, be and is hereby appointed as a Director (Category: Independent Director) of the Company.

FURTHER RESOLVED THAT pursuant to the Sections 149, 152 and other applicable provisions, if any, of the Act and Schedule IV thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Ms. Radha Rajappa be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from her date of appointment, i.e., June 9, 2021 upto June 8, 2026.

FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to settle any question or difficulty in connection herewith and incidental hereto."

9. To approve alteration of Article 83 in the Articles of Association of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:-**

"**RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company be and is hereby amended by substituting the third para of existing Article 83 with the following new third para under Article 83:

"In accordance with Sections 149(9), 197, 198 and other applicable provisions of the Act read with Schedule V thereto, (wherever applicable) the Directors (other than a Managing Director and a Director in the whole-time employment of the Company) may be paid remuneration (in such form or manner including percentage of profits as may be permissible under the Act) if the Company by a special resolution authorizes such payment provided that such remuneration shall not in the aggregate exceed such amount as may be decided by the members of the Company in accordance with Sections 149(9), 197, 198 of the Act read with Schedule V to the Act and further that such remuneration shall be paid to all the Directors so entitled (other than a Managing Director and a Director in the whole-time employment of the Company) or to any one or more of them in such proportion as the Board on the basis of recommendations received from the Nomination and Remuneration Committee may from time to time decide when authorizing such payment and in default of such decision equally to all such Directors."

FURTHER RESOLVED THAT the Board of Directors of the Company or a Committee thereof be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), or the Company Secretary of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, expedient or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto."

10. To approve payment of remuneration to Non-Executive Directors (including Independent Directors) of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:-**

"RESOLVED THAT pursuant to Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Schedule V thereto and the rules made thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, approval / consent of the Members of the Company be and is hereby accorded for payment of remuneration to the Non-Executive Directors of the Company not exceeding Rs. 15 Million (Rupees Fifteen Million only), in aggregate (to be distributed in such manner and proportion as the Board of Directors of the Company (the "Board") may decide from time to time based on the recommendation of the Nomination and Remuneration Committee), in addition to the sitting fees / reimbursement of expenses (if any) for attending the meetings of the Board or Committees thereof, notwithstanding the remuneration paid may exceed the limits prescribed under Section 197(1)(ii) read with the Table in Schedule V, Part II, Section II (A) to the Act in any financial year(s), for each of three financial years commencing from 1st April, 2020, paid in accordance with Schedule V to the Act.

FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year(s) out of the above during the term of office of the Non-Executive Directors, the Company will pay the Non-Executive Directors (including Independent Directors) of the Company in respect of such financial year(s) in which such inadequacy or loss arises, the above remuneration, in accordance with the provisions of Section 197(3) read with Schedule V to the Act.

FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to settle any question or difficulty in connection herewith and incidental hereto.”

By Order of the Board

NITIN BAGARIA
Company Secretary & Compliance Officer
ICSI Membership No. ACS 20228

Place : Gurugram
Date : June 9, 2021

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (the "MCA") vide its General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively and by General Circular No. 02/2021 dated January 13, 2021 (hereinafter, collectively referred as the "MCA Circulars") read with the SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively (hereinafter, collectively referred as the "SEBI Circulars") has allowed companies to conduct their annual general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, the **88th Annual General Meeting (the "AGM" or the "88th AGM" or the "Meeting") of Bata India Limited (the "Company")** will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the "Act") and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

2. Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at 1.30 P.M. (IST).

3. **IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 88TH AGM OF THE COMPANY (THE "NOTICE").**

   However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at pawan@sarawagi.in with a copy marked to evoting@nsdl.co.in

4. Since the 88th AGM will be held through VC or OAVM, no Route Map is being provided with the Notice. **The deemed venue for the 88th AGM shall be the Registered Office of the Company.**

5. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

6. Statement pursuant to Section 102 of the Act and the rules made thereunder setting out the material facts and the reasons for the proposed resolutions, in respect of the Special Businesses under Item No. 4 to 10 is annexed hereto. The recommendation of the Board of Directors of the Company (the "Board") in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice. **The Statement read together with the Annexures hereto and these notes form an integral part of this Notice.**

7. **Dispatch of Annual Report through E-mail**

   In accordance with the MCA Circulars and the SEBI Circulars, the Notice alongwith the Annual Report of the Company for the financial year ended March 31, 2021, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. R & D Infotech Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2021 shall be available on the websites of the Company *viz., www.bata.in* and the Stock Exchanges where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., National Securities Depository Limited (NSDL), viz., www.evoting.nsdl.com

8. **PROCEDURE FOR ATTENDING THE AGM THROUGH VC OR OAVM**

   Members will be able to attend the AGM through VC or OAVM or view the live webcast of the AGM provided by NSDL at https://www.evoting.nsdl.com by using their remote e-Voting login credentials and selecting the EVEN of the Company. **Further details in this regard are annexed separately and form part of this Notice.**

9. **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM**

In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, read together with the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has engaged the services of NSDL to provide remote e-Voting facility and e-Voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting. **The instructions to cast votes through remote e-Voting and through e-Voting system during the AGM are annexed separately and form part of this Notice.**

The remote e-Voting period will commence on Monday, August 9, 2021 (9:00 A.M. IST) and will end on Wednesday, August 11, 2021 (5:00 P.M. IST). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e., Thursday, August 5, 2021, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Thursday, August 5, 2021 being the cut-off date**, are entitled to vote on the Resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. **A person who is not a member as on the cut-off date, i.e., Thursday, August 5, 2021 should treat this Notice for information purpose only.**

The Board has appointed Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries (Membership No.: FCS-3381 and C.P. No. 4882), Narayani Building, Room No. 107, 1st Floor, 27, Brabourne Road, Kolkata - 700001, as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting in presence of atleast two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website (*www.bata.in*) and on the e-Voting website of NSDL (www.evoting.nsdl.com) immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results declared along with the said Report shall also be displayed for atleast 3 days on the Notice Boards of the Company at its Registered Office in Kolkata and at the Corporate Office in Gurugram at Bata House, 418/02, Mehrauli Gurgaon Road, Sector-17, Gurugram – 122002, Haryana.

Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolutions forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., Thursday, August 12, 2021.

Members holding shares in physical mode or whose e-mail addresses are not registered, may cast their votes through e-Voting system, after registering their e-mail addresses by sending the following documents to the Company at share.dept@bata.com or to the RTA at bata@rdinfotech.net :

(i) Scanned copy of a signed request letter, mentioning the name, folio number / demat account details & number of shares held and complete postal address;

(ii) Self-attested scanned copy of PAN Card; and

(iii) Self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding.

Members, who hold shares in physical mode and already having valid e-mail addresses registered with the Company / the RTA, need not take any further action in this regard.

10. **Procedure to raise Questions / seek Clarifications**

(a) As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the AGM but not later than 5:00 P.M. (IST) Tuesday, August 10, 2021, mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers at share.dept@bata.com and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.

(b) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from Tuesday, August 3, 2021 (9:00 A.M. IST) to Monday, August 9, 2021 (5:00 P.M. IST) at share.dept@bata.com from their registered e-mail addresses mentioning their names, folio numbers / demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting / the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.

(c) Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM, are requested to write to the Company till 5:00 P.M. (IST) on Tuesday, August 10, 2021 through e-mail at share.dept@bata.com and the same will be suitably replied by the Company.

11. Procedure for inspection of documents

All documents referred to in the Notice and the Statement shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at share.dept@bata.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.

During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection upon login at NSDL e-Voting system at https://www.evoting.nsdl.com

12. Book Closure Period, Payment of Dividend and Tax thereon

The Share Transfer Books and Register of Members of the Company will remain closed from **Friday, August 6, 2021 to Thursday, August 12, 2021 (both days inclusive)** for the purpose of the AGM and payment of dividend.

Dividend on Equity Shares for the financial year ended March 31, 2021, as recommended by the Board, if declared at the AGM, will be paid, subject to deduction of tax at source, as applicable, from Wednesday, August 25, 2021 onwards, to:

a. those Members whose names appear in the Register of Members of the Company at the end of business hours on Thursday, August 5, 2021, after giving effect to all valid share transfers in physical mode lodged with the Company / the RTA on or before Thursday, August 5, 2021.

b. those 'Beneficial Owners' entitled thereto, in respect of shares held in demat mode, whose names shall appear in the statements of beneficial ownership at the end of business hours on Thursday, August 5, 2021 as furnished by respective Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Pursuant to Regulation 12 of the Listing Regulations read with Schedule I to the said Regulations, it is mandatory for the Company either directly or through Depositories or RTA to use bank details as furnished by the investors for the payment of dividend through any RBI approved electronic mode of payment. In case, the bank details are not available or the Company is unable to pay the dividend directly through electronic mode, the Company shall, dispatch the dividend warrant / banker's cheque and demand draft to such Members. Further in terms of Schedule I to the Listing Regulations, the Company is required to mandatorily print the bank account details of the investors on such payment instruments and in cases where the bank details of investors are not available, the Company shall mandatorily print the address of the investors on such payment instruments.

Members holding shares in physical mode, may send their mandates for receiving dividend directly into their bank accounts through any RBI approved electronic mode of payments, by writing at share.dept@bata.com or to the RTA at bata@rdinfotech.net enclosing the following documents:

a. Folio Number and self-attested copy of PAN Card;

b. Name of the Bank, Branch where dividend is to be received and type of Account;

c. Bank Account No. allotted by the Bank after implementation of Core Banking Solutions and 11 digits IFSC Code;and

d. Self-attested scanned copy of Bank Passbook and Cancelled Cheque leaf bearing the name of the Member or he first holder.

Members holding shares in the demat mode should update their e-mail addresses and Bank mandates directly with their respective Depository Participants.

Pursuant to the changes introduced by the Finance Act, 2020 in the Income-tax Act, 1961 (the "IT Act"), w.e.f. April 1, 2020, the dividend paid or distributed by a company shall be taxable in the hands of the shareholders. Accordingly, in compliance with the said provisions, the Company shall make the payment of dividend after necessary deduction of tax at source. The withholding tax rates would vary depending on the residential status of every shareholder and the eligible documents submitted by them and accepted by the Company. Members are hereby requested to refer to the IT Act in this regard. In general, to enable compliance with TDS requirements, Members are requested to update the details like Residential Status, PAN and category as per the IT Act with their Depository Participants or in case shares are held in physical mode, with the Company / RTA.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to bata@rdinfotech.net on or before Monday, July 26, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. However, in case of individuals, TDS would not apply if the aggregate of total dividend distributed to them during financial year 2021-22 does not exceed Rs. 5,000. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by e-mail to **bata@rdinfotech.net on or before Monday, July 26, 2021. Any documents submitted after Monday, July 26, 2021 will be accepted at the sole discretion of the Company. Tax deducted in accordance with the communication made by the Company in this regard, shall be final and the Company shall not refund/adjust said amount subsequently.**

13. Nomination Facility

Members holding shares under a single name in physical mode are advised to make nomination in respect of their shareholding in the Company. The Nomination Form(s) can be downloaded from the Company's website, i.e., *www.bata.in* from "Investor Information" under "Investor Relations" category. Members holding shares in demat mode should file their nomination with their respective Depository Participant(s).

14. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after April 1, 2019 can do so only after the shares are dematerialized. SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 has fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds. Further, the shares that are re-lodged for transfer (including those requests that are pending with the Company / RTA) shall henceforth be issued only in demat mode. In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.

15. Transfer of Unclaimed or Unpaid amounts to the Investor Education and Protection Fund (IEPF)

Pursuant to erstwhile Section 205 of the Companies Act, 1956, all unclaimed or unpaid dividends upto the financial year ended December 31, 1993 were transferred to the General Revenue Account of the Central Government. Consequent upon amendments in erstwhile Sections 205A and 205C of the Companies Act, 1956 and introduction of Sections 124 and 125 of the Act, Rules made thereunder (as amended), the amount of dividend for the subsequent years remaining unclaimed or unpaid for a period of seven years or more from the date they first become due for payment, including the amounts which were earlier transferred to General Revenue Account, have been transferred to the account of Investor Education and Protection Fund (IEPF) established by the Government of India. Accordingly, the Company has requested the Members concerned vide its letter dated January 27, 2021, who have not encashed their dividend warrants for the financial year ended December 31, 2013 onwards, to claim the amount of dividend from the Company immediately.

Further, in compliance with the provisions of Sections 124 and 125 of the Act, read with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the "IEPF Rules"), the Equity Shares, in respect of which dividend not claimed or encashed by the Members for seven consecutive years or more, are liable to be transferred to the Account of the IEPF Authority. Accordingly, the Company has requested the Members vide its letter dated March 22, 2021, who have not encashed their dividend warrant for the financial year ended December 31, 2013 onwards, to claim the amount of dividend from the Company immediately. The Company has subsequently through publication of Notice(s) in daily Newspapers, viz., 'Financial Express' and 'Ekdin' on March 24, 2021 advised Members to claim their unclaimed or unpaid dividend from the Company within the stipulated time period, so as to prevent the concerned shares to be transferred to the Demat Account of the IEPF Authority. The complete list of said Members is available on the website of the Company, i.e., www.bata.in under the 'Investor Relations' category.

Members are informed that once the unclaimed or unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend / shares.

Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA.

The eligible Members are entitled to claim such unclaimed or unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an online application in Web Form IEPF-5 and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claims. Relevant details and the specified procedure to claim refund of dividend amount / shares along with an access link to the refund web page of IEPF Authority's website for claiming such dividend amount / shares has been provided on the Company's website, i.e., *www.bata.in* under the "Investor Relations" category.

The due dates for transfer of the unclaimed or unpaid dividend relating to subsequent years to IEPF are as follows:

Dividend for the Financial Year ended	Due dates for transfer to IEPF
December 31, 2013	26/06/2021
March 31, 2015*	09/09/2022
March 31, 2016	08/09/2023
March 31, 2017	22/08/2024
March 31, 2018	24/08/2025
March 31, 2019	06/09/2026
March 31, 2020	10/09/2027

**The financial year ended March 31, 2015 comprised of fifteen months from January 1, 2014 to March 31, 2015.*

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company (based on the recommendations/approvals of the Nomination and Remuneration Committee and the Audit Committee) has appointed Ms. Vidhya Srinivasan (DIN: 06900413) as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 (as amended) (the "Act") and the Articles of Association of the Company, with effect from June 9, 2021. She has also been appointed as the Director Finance and CFO (KMP) from that date, subject to approval of the Members of the Company.

Notices under Section 160 of the Act have been received by the Company from members proposing the candidature of Ms. Srinivasan as a Director of the Company, liable to retire by rotation. Further, since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 100,000/- is not applicable.

Based on the recommendations/approvals received from the Nomination and Remuneration Committee and the Audit Committee and consent of Ms. Srinivasan to act as a Director of the Company and other statutory disclosures, it is proposed to appoint Ms. Srinivasan as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation. Further as per the declarations received by the Company, Ms. Srinivasan is not disqualified under Section 164 of the Act. The directorships held by Ms. Srinivasan are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company. **A summary on profile of Ms. Srinivasan is attached to this Notice as Annexure – 1A.**

The necessary documents relating to her appointment shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.,) in a presentable form, during 11 A.M. to 1 P.M. IST on any working day, upto and including the date of the 88th Annual General Meeting (AGM) including during the AGM. Members desirous of inspecting the same may send their requests at share.dept@bata.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Except Ms. Srinivasan being the concerned director and her relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 4 as contained in the Notice.

Keeping in view her vast expertise and knowledge, the Board considers that her association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 4 as an Ordinary Resolution, in relation to the appointment of Ms. Srinivasan as a Director, for the approval of the Members of the Company.

Item No. 5

Pursuant to Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Schedule V thereto and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendations and/or the approvals of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company (the “Board”) accorded at their respective meetings held on June 9, 2021, consent of the Members of the Company is hereby sought for the appointment of Ms. Vidhya Srinivasan (DIN: 06900413), as a Whole-time Director (Designated as Director Finance and CFO) of the Company, on the remuneration as detailed hereinafter, for a period of 5 consecutive years w.e.f. June 9, 2021 upto June 8, 2026 and her office shall be liable to retire by rotation. Further as per the declarations received by the Company, Ms. Srinivasan is not disqualified under Section 164 of the Act. The directorships held by Ms. Srinivasan are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

A summary on profile of Ms. Srinivasan is attached to this Notice as Annexure – 1A.

The details of remuneration of Ms. Srinivasan are as under (per annum):

Basic Salary	:	Rs. 75,00,000/-.
Housing Benefits	:	Rs. 36,00,000/-.
Special Allowance	:	Rs. 53,21,213/-.
NPS Contribution	:	Rs. 7,50,000/-.
Conveyance	:	Rs. 6,00,000/-.
Incentive	:	Rs. 47,00,000/-.
Perquisites & Allowances	:	This would include expenses towards insurance & medical expenses and leave travel allowances as per Rules of the Company and in accordance with the applicable provisions of the Act, the Income-tax Act, 1961 and the Rules framed under these Acts.
Retirement Benefits	:	As per Rules of the Company.
Leave Entitlements	:	As per Rules of the Company.
Notice Period	:	Six Months.

On or after January 1, 2022, the amounts specified above may be enhanced, by the Board based on the recommendations/ approvals of the Nomination and Remuneration Committee, by upto a maximum of 15% per annum, as merit increase, over the amounts prevailing for the preceding year and the revised amounts of remuneration shall come into effect from 1st January every year or such later date as per the policies and practices of the Company for merit increase. **Requisite information pursuant to Section 200 of the Act read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 (as amended), are disclosed in the Annexure – 3 attached to this Notice.**

Ms. Srinivasan was appointed as the Chief Financial Officer (KMP) of the Company, w.e.f. January 28, 2021 and subsequently appointed as a Whole-time Director [designated as Director Finance and CFO (KMP)] of the Company, w.e.f. June 9, 2021.

The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company. It is proposed to enter into an Agreement with Ms. Srinivasan containing the terms and conditions of her appointment, (including the remuneration to be paid in the event of inadequacy or absence of profits in any financial year during the tenure of her appointment), authority, rights and obligations of Ms. Srinivasan during her tenure as the Director Finance and CFO of the Company. The proposed resolution as contained in this Notice provides that the Board will have a liberty to vary the terms and conditions of the appointment and remuneration of Ms. Srinivasan as mentioned herein or under the Agreement to be entered, from time to time, as it may deem fit and necessary and as may be agreed to by and between Ms. Srinivasan and the Board, without being required to seek any further consent or approval of the Member(s) of the Company or otherwise, to the extent permitted under Section 197 read with Schedule V to the Act and other applicable provisions, if any, of the Act.

In terms of the proviso under Schedule V, Part II, Section II (A) to the Act, remuneration in excess of limits provided in the Table therein, may be paid if the resolution passed by the shareholders is a special resolution.

Further, for the purpose of payment of Managerial Remuneration, the Company may have inadequate profits or no profits for the current financial year 2021-22 and thereafter, owing to the current economic conditions and market sentiments due to Covid-19 pandemic. It is, therefore, proposed to pay the aforesaid remuneration and the merit increase as Minimum Remuneration for a maximum of first 3 financial years to Ms. Srinivasan in terms of Sections 197 and 200 read with Schedule V to the Act. **Requisite information pursuant to Section II of Part II of Schedule V to the Act are disclosed in the “Statement containing Additional Information as required under Schedule V to the Companies Act, 2013 (as amended)” and “Other parameters under Section 200 of the Companies Act, 2013, (as amended) read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended)” as Annexure – 2 and 3 attached to this Notice.**

The draft Agreement proposed to be executed shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.,) in a presentable form, during 11 A.M. to 1 P.M. IST on any working day, upto and including the date of the 88th Annual General Meeting (AGM) including during the AGM. Members desirous of inspecting the same may send their requests at share.dept@bata.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Except Ms. Srinivasan being the concerned director and her relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 5 as contained in the Notice.

The Board considers that her association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 5 as a Special Resolution, in relation to appointment of Ms. Vidhya Srinivasan as a Whole-time Director and remuneration payable, whose period of office shall be liable to determination by retirement of directors by rotation, for the approval of the Members of the Company.

Item No. 6

The Board of Directors of the Company (based on the recommendations of the Nomination and Remuneration Committee) has appointed Mr. Gunjan Shah (DIN: 08525366) as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 (as amended) (the “Act”) and the Articles of Association of the Company, with effect from June 21, 2021. He has also been appointed as a Whole-time Director and the Chief Executive Officer (KMP) from that date, subject to approval of the Members of the Company.

Notices under Section 160 of the Act have been received by the Company from members proposing the candidature of Mr. Shah as a Director of the Company, liable to retire by rotation. Further, since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 100,000/- is not applicable.

Based on the recommendations/approvals received from the Nomination and Remuneration Committee and consent of Mr. Shah to act as a Director of the Company and other statutory disclosures, it is proposed to appoint Mr. Shah as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation. Further as per the declarations received by the Company, Mr. Shah is not disqualified under Section 164 of the Act. The directorships held by Mr. Shah are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company. **A summary on profile of Mr. Shah is attached to this Notice as Annexure – 1A.**

The necessary documents relating to his appointment shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.,) in a presentable form, during 11 A.M. to 1 P.M. IST on any working day, upto and including the date of the 88th Annual General Meeting (AGM) including during the AGM. Members desirous of inspecting the same may send their requests at share.dept@bata.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Except Mr. Shah being the concerned director and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 6 as contained in the Notice.

Keeping in view his vast expertise and knowledge, the Board considers that his association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 6 as an Ordinary Resolution, in relation to the appointment of Mr. Shah as a Director, for the approval of the Members of the Company.

Item No. 7

Pursuant to Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Schedule V thereto and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the “Board”) accorded at their respective meetings held on May 14, 2021, consent of the Members of the Company is hereby sought for the appointment of Mr. Gunjan Shah (DIN: 08525366), as a Whole-time Director (Designated as Whole-time Director and Chief Executive Officer) of the Company, on the remuneration as detailed hereinafter, for a period of 5 consecutive years w.e.f. June 21, 2021 upto June 20, 2026 and his office shall be liable to retire by rotation. Further as per the declarations received by the Company, Mr. Shah is not disqualified under Section 164 of the Act. The directorships held by Mr. Shah are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

A summary on profile of Mr. Shah is attached to this Notice as Annexure – 1A.

The details of remuneration of Mr. Shah are as under (per annum):

Basic Salary (fixed):	Rs. 2,20,27,128/-.
STIP (variable): (Payable as per Company Policy in existence at the time of payout	Rs. 1,10,13,564/-.
HRA (benefits):	Rs. 33,30,000/-.
PF (retirals):	Rs. 26,43,255/-.
Gratuity (retirals):	Rs. 10,59,505/-.
LTA (benefits):	Rs. 1,44,000/-.
Mediclaim (benefits):	Rs. 1,51,657/-.
Child Education (benefits):	Rs. 2,00,000/-.
Company Car: (including Driver, Fuel, repairs and insurance) (benefits)	Rs. 11,00,000/-.
Total Annual (A)	**Rs. 4,16,69,109/-.**
Others (B)	
Medical OPD benefits: (per Company Medical Policy)	Rs. 2,00,000/-.
One time joining bonus:	Rs. 34,00,000/-.
Retention bonus: (Payable in 3 tranches upon completion of 6, 12 and 18 months with the Company)	Rs. 64,00,000/-.
LTIP: (3 years plan payable as per Company Policy in existence at the time of payout)	Rs. 72,68,952/-.
Total (A)+(B)	**Rs. 5,89,38,061/-.**

Perquisites & Allowances	:	This would include expenses towards housing utilities, cost of Company provided car & maintenance thereof, driver's salary, insurance & medical expenses and leave travel allowances as per Rules of the Company and in accordance with the applicable provisions of the Act, the Income-tax Act, 1961 and the Rules framed under these Acts.
Retirement Benefits	:	As per Rules of the Company.
Leave Entitlements	:	As per Rules of the Company.
Notice Period	:	Six Months.

On or after January 1, 2022, the amounts specified in Part (A) above may be enhanced, by the Board based on the recommendations/approvals of the Nomination and Remuneration Committee, by upto a maximum of 15% per annum, as merit increase, over the amounts prevailing for the preceding year and the revised amounts of remuneration shall come into effect from 1st January every year or such later date as per the policies and practices of the Company for merit increase. **Requisite information pursuant to Section 200 of the Act read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 (as amended), are disclosed in the Annexure – 3 attached to this Notice.**

The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company. It is proposed to enter into an Agreement with Mr. Shah containing the terms and conditions of his appointment, (including the remuneration to be paid in the event of inadequacy or absence of profits in any financial year during the tenure of his appointment), authority, rights and obligations of Mr. Shah during his tenure as a Whole-time Director and Chief Executive Officer of the Company. The proposed resolution as contained in this Notice provides that the Board will have a liberty to vary the terms and conditions of the appointment and remuneration of Mr. Shah as mentioned herein or under the Agreement to be entered, from time to time, as it may deem fit and necessary and as may be agreed to by and between Mr. Shah and the Board, without being required to seek any further consent or approval of the Member(s) of the Company or otherwise, to the extent permitted under Section 197 read with Schedule V to the Act and other applicable provisions, if any, of the Act.

In terms of the proviso under Schedule V, Part II, Section II (A) to the Act, remuneration in excess of limits provided in the Table therein, may be paid if the resolution passed by the shareholders is a special resolution.

Further, for the purpose of payment of Managerial Remuneration, the Company may have inadequate profits or no profits for the current financial year 2021-22 and thereafter, owing to the current economic conditions and market sentiments due to Covid-19 pandemic. It is, therefore, proposed to pay the aforesaid remuneration and the merit increase as Minimum Remuneration for a maximum of first 3 financial years to Mr. Shah in terms of Sections 197 and 200 read with Schedule V to the Act. **Requisite information pursuant to Section II of Part II of Schedule V to the Act are disclosed in the "Statement containing Additional Information as required under Schedule V to the Companies Act, 2013 (as amended)" and "Other parameters under Section 200 of the Companies Act, 2013, (as amended) read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended)" as Annexure – 2 and 3 attached to this Notice.**

The draft Agreement proposed to be executed shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.,) in a presentable form, during 11 A.M. to 1 P.M. IST on any working day, upto and including the date of the 88th Annual General Meeting (AGM) including during the AGM. Members desirous of inspecting the same may send their requests at share.dept@bata.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Except Mr. Shah being the concerned director and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 7 as contained in the Notice.

The Board considers that his association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 7 as a Special Resolution, in relation to appointment of Mr. Shah as a Whole-time Director and remuneration payable, whose period of office shall be liable to determination by retirement of directors by rotation, for the approval by the Members of the Company.

Item No. 8

The Board of Directors of the Company (based on the recommendations of Nomination and Remuneration Committee) has appointed Ms. Radha Rajappa (DIN: 08530439) as an Additional Director of the Company under Section 161(1) read together with Sections 149 and 152 of the Companies Act, 2013 (as amended) (the "Act") and Schedule IV thereto and the Articles of Association of the Company in the category of Independent Director for a term of 5 consecutive years with effect from June 9, 2021, subject to the approval of the Members of the Company.

Notices under Section 160 of the Act have been received by the Company from members proposing the candidature of Ms. Rajappa as a Director of the Company. Further, since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 100,000/- is not applicable.

Based on the recommendations received from the Nomination and Remuneration Committee and consent of Ms. Rajappa to act as a Director of the Company and other statutory disclosures including declaration confirming that she meets the criteria of independence under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"), it is proposed to appoint Ms. Rajappa as an Independent Director of the Company whose period of office shall not be liable to determination by retirement of directors by rotation. Further as per the declarations received by the Company, Ms. Rajappa is not disqualified under Section 164 of the Act. The directorships held by Ms. Rajappa are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). The said proposal is in compliance with the Nomination and Remuneration Policy (Revised) of the Company. **A summary on profile of Ms. Rajappa is attached to this Notice as Annexure – 1A.**

In the opinion of the Board, Ms. Radha Rajappa fulfils the conditions specified in the Act and rules made thereunder and the Listing Regulations, for her appointment as an Independent Director of the Company and she is independent of the management. She has further confirmed that she is not aware of any circumstance or situation which exist or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

In terms of Section 150 of the Act and rules made thereunder, Ms. Rajappa is registered with the Indian Institute of Corporate Affairs (IICA) and she has confirmed to comply with the requirements of Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), within the prescribed timeline.

Ms. Rajappa is entitled to sitting fees for attending the meetings of the Board and its committee(s) and also remuneration in terms of Section 197 of the Act, read with Schedule V thereto, in line with the Nomination and Remuneration Policy (Revised) of the Company.

Considering her knowledge and experience in the domains of leadership and technology, amongst others, the preference of having a Board member with an entrepreneurial flair and experience, representing pan national diversity consistent with our business footprint and deep technological insights to support our emerging business challenges, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five consecutive years with effect from June 9, 2021 upto June 8, 2026.

The necessary documents relating to her appointment (including the letter of appointment to be issued to Ms. Rajappa, setting out the terms and conditions of appointment) shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.,) in a presentable form, during 11 A.M. to 1 P.M. IST on any working day, upto and including the date of the 88th Annual General Meeting (AGM) including during the AGM. Members desirous of inspecting the same may send their requests at share.dept@bata.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Keeping in view her vast expertise and knowledge, the Board considers that her association would be of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 8 as an Ordinary Resolution, in relation to the appointment of Ms. Rajappa as an Independent Director, for the approval of the Members of the Company.

Item No. 9

The amendments introduced by the Companies (Amendment) Act, 2020, effective from March 18, 2021, Section 197(3) read with Schedule V thereto and proviso to Section 149(9) of the Companies Act, 2013 (as amended) (the "Act"), now allow companies to pay to its non-executive directors (including independent directors) remuneration exclusive of any fees payable under Section 197(5) of the Act, in accordance with the provisions of Schedule V, in case of loss or inadequacy of profits. Having regard to the view that the non-executive directors, including independent directors, devote their valuable time, bring an objective view with an independent judgement and have diversified experience to give critical advice to the Company, they should be appropriately compensated for the same both in case of inadequacy of profits or losses as well.

The financial year 2020-21 began amidst nation-wide lockdowns to contain the wide-spreading of Covid-19 and the lockdowns were followed by systematic/gradual removal of restrictions on the free movement of people by the Central and/or the State Governments. While the novel Corona virus has had a terrible humanitarian impact, it is also taking a heavy toll of economies across the world and one of the worst hit sectors is Retail. Accordingly, the operations and consequential financial performance of the Company during the financial year 2020-21 have been adversely impacted and may, due to the second wave of the pandemic, remain impacted in the current financial year as well, regardless of the adequate measures taken by the Company to minimise the said impact. Consequent to that, the Company had during the financial year 2020-21, incurred losses and considering the current economic scenario, it may, in the financial year 2021-22 and onwards, have a situation of inadequate profits or no profits as calculated under Section 198 of the Act.

It is, therefore, proposed to pay remuneration *(in such form or manner including percentage of profits as may be permissible under the Act)*, exclusive of any fees payable under Section 197(5) of the Act, in accordance with Sections 149(9), 197, 198 of the Act read with Schedule V to the Act to the Non-Executive Directors including Independent Directors (other than Directors in whole time employment of the Company or the Managing Director) of the Company and which, in case of inadequate profits or no profits, may exceed the limits specified under Section 197 of the Act but paid in accordance with Schedule V thereto.

Accordingly, the existing 3rd Para of Article 83 of the Articles of Association is proposed to be amended to enable the aforesaid payment of remuneration to the Non-Executive Directors, in case of inadequate profits or no profits.

Considering that, the Board of Directors at its Meeting held on June 9, 2021 felt it prudent to approach the Members of the Company seeking their approval by way of Special Resolution for the alteration of Articles of Association of the Company.

A copy of the Memorandum and Articles of Association of the Company shall be made available for inspection, electronically by the Members of the Company, without payment of fees, on a virtual platform (e.g. Microsoft Teams, Webex, etc.,) in a presentable form, during 11 A.M. to 1 P.M. IST on any working day, upto and including the date of the 88th Annual General Meeting (AGM) including during the AGM. Members desirous of inspecting the same may send their requests at share.dept@bata.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Except Non-Executive Directors (including Independent Directors) of the Company being the concerned directors and their relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise in the Resolution No. 9 as contained in the Notice.

The Board recommends the Resolution No. 9 as a Special Resolution, in relation to amendment of the Articles of Association of the Company for approval of the Members of the Company.

Item No. 10

In terms of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended), the board shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting. The said requirement shall not apply to payment of sitting fees to non-executive directors, if made within the prescribed limits of the Companies Act, 2013.

At the 82nd AGM of the Company held on August 5, 2015, pursuant to the then applicable provisions, the Members had passed a Special Resolution for the payment of commission on Net Profits (not exceeding 1% thereof) to the Non-Executive Directors of the Company, which was valid for a period of five years commencing from April 1, 2015.

Further, in terms of the amendments introduced by the Companies (Amendment) Act, 2020, effective from March 18, 2021, Section 197(3) read with Schedule V thereto and proviso to Section 149(9) of the Companies Act, 2013 (as amended) (the “Act”), now allow companies to pay to its non-executive directors (including independent directors) remuneration exclusive of any fees payable under Section 197(5) of the Act in accordance with the provisions of Schedule V, in case of loss or inadequacy of profits. In terms of the proviso under Schedule V, Part II, Section II (A) to the Act, remuneration in excess of limits provided in the Table therein, may be paid if the resolution passed by the shareholders is a special resolution.

Having regard to the view that the non-executive directors, including independent directors, devote their valuable time, bring an objective view with an independent judgement and have diversified experience to give critical advice to the Company, they should be appropriately compensated for the same both in case of inadequacy of profits or losses as well. **Further details in this regard are given separately as an Annexure – 1B to this Notice.**

The financial year 2020-21 began amidst nation-wide lockdowns to contain the wide-spreading of Covid-19 and the lockdowns were followed by systematic/gradual removal of restrictions on the free movement of people by the Central and/or the State Governments. While the novel Corona virus has had a terrible humanitarian impact, it is also taking a heavy toll of economies across the world and one of the worst hit sectors is Retail. Accordingly, the operations and consequential financial performance of the Company during the financial year 2020-21 have been adversely impacted and may, due to the prevalent pandemic, remain impacted in the current financial year as well, regardless of the adequate measures taken by the Company to minimise the said impact. Consequent to that, the Company had during the financial year 2020-21 incurred losses and considering the current economic scenario, it may, in financial year 2021-22 and onwards, have a situation of inadequate profits or no profits as calculated under Section 198 of the Act. **Further details in this regard are given separately as an Annexure 2 to this Notice.**

Considering the above, based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on June 9, 2021 felt it prudent to approach the Members of the Company seeking their approval by way of Special Resolution for payment of remuneration to the Non-Executive Directors of the Company. The remuneration shall be paid in such manner and form as permissible under the Act in accordance with the Articles of Association of the Company and the Nomination and Remuneration Policy (Revised) of the Company.

Considering the impact of the pandemic on the financial performance of the Company and in terms of the above mentioned provisions of the Act and amendments thereof and requirements of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended), approval of the Members of the Company is hereby sought to pay remuneration, in addition to the sitting fees / reimbursement of expenses (if any) for attending the meetings of the Board or Committees thereof, to the Non-Executive Directors (including Independent Directors) of the Company i.e. Directors other than Managing Director / Whole-time Directors of the Company not exceeding Rs. 15 Million in aggregate, to be distributed in such manner and proportion as the Board may decide from time to time, on the recommendation of the Nomination and Remuneration Committee, notwithstanding the remuneration paid may exceed the limits prescribed under Section 197(1)(ii) of the Act in any financial year(s), for each of the three financial years commencing from April 1, 2020, paid in accordance with Schedule V to the Act. In the event of loss or inadequacy of profits in any financial year(s) out of the above during the term of office of the Non-Executive Directors, the Company will pay the Non-Executive Directors (including Independent Directors) of the Company, in respect of such financial year(s) in which such inadequacy or loss arises, the above remuneration, in accordance with the provisions of Section 197(3) read with Schedule V to the Act.

Except Non-Executive Directors (including Independent Directors) of the Company being the concerned directors and their relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise in the Resolution No. 10 as contained in the Notice.

The Board recommends the Resolution No. 10 as a Special Resolution, in relation to payment of remuneration to Non-Executive Directors of the Company for approval of the Members of the Company.

By Order of the Board

NITIN BAGARIA
Company Secretary & Compliance Officer
ICSI Membership No. ACS 20228

Place : Gurugram
Date : June 9, 2021

Annexure 1A to the Notice and the Statement

INFORMATION RELATING TO DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 88TH ANNUAL GENERAL MEETING AND / OR SEEKING FIXATION / VARIATION OF REMUNERATION

As per the requirement of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

<table>
<tr><th>Name</th><th>Mr. Alberto Toni</th><th>Ms. Vidhya Srinivasan</th><th>Mr. Gunjan Shah</th><th>Ms. Radha Rajappa</th></tr>
<tr><td>Category of Director/ Designation / Position in the Company</td><td>Non-Executive Non-Independent Director</td><td>Director Finance and CFO (KMP), Executive</td><td>Whole-time Director and Chief Executive Officer (KMP), Executive</td><td>Independent Director, Non-Executive</td></tr>
<tr><td>DIN</td><td>08358691</td><td>06900413</td><td>08525366</td><td>08530439</td></tr>
<tr><td>Date of Birth / Age</td><td>03.09.1967/53 years</td><td>25.04.1970/51 years</td><td>12.11.1975/45 years</td><td>29.11.1966/54 years</td></tr>
<tr><td>Profile / Background Details, Recognition or awards</td><td>Mr. Alberto Toni has held several senior leadership positions at market-leading organisations in Europe and Latin America. He began his career as a Chartered Accountant in primary consulting firms in Italy, before moving to the FMCG industry with Heineken, where he held positions of increasing seniority during his 18 year tenure at the company. Prior to joining Bata Group in 2016, Mr. Toni held several senior leadership positions at market-leading organizations in Europe and Latin America.

Mr. Toni is the Chief Financial Officer and Executive Committee Member of the Bata Group. He is responsible for all aspects of finance management for the Group globally.

Mr. Toni is a Non-Executive Director of Bata India Limited.</td><td>Ms. Vidhya Srinivasan has over 23 years of experience in Finance, Strategy, Business Planning, Legal and Commercial Functions.

She has worked with reputed organizations like Aditya Birla Retail Limited, Glenmark Pharmaceuticals Limited, in various positions.

Ms. Srinivasan joined Bata India from Puma Sports India Pvt. Ltd. where she was working as Executive Director - Finance, Legal and IT and CFO.

At Puma, she was part of the management team driving enterprise growth and new business opportunities. Her focus was on digital growth opportunities, streamlining of commercial processes and technology initiatives. She has also served at the Global Consulting Firm – A. T. Kearney (now Kearney), as a senior consultant, in India as well as in Asia Pacific wherein she helped global clients in areas like Market Entry, Strategy, Operations and Performance improvement, strategic sourcing, Process Improvement, Business Structuring, etc.</td><td>Mr. Gunjan Shah has extensive experience of working across varied sectors spanning Consumer Durables, Telecom and FMCG.

He was the Chief Commercial Officer at Britannia Industries.

At Britannia, he has led various functions - Commercial, Sales, Marketing and Supply Chain helping Britannia deliver outstanding business results and a substantial growth & transformation agenda. Mr. Shah's experience as Head - Britannia International where he led the complete business P&L for the International Business lines and opened new opportunities for future revenue growth adds to his experience set.

Mr. Shah spent the early stages of his career working with brands such as Asian Paints and Motorola before moving on to Britannia in 2007.

Mr. Shah brings a balanced leadership approach - he values bias for action, people development, clarity of thought and most of all believes in strong team collaboration.</td><td>Ms. Radha Rajappa is an entrepreneurial business leader with more than 29 years of experience in IT industry. She has successfully built and passionately led various businesses in Digital Transformation and IT products and services.

She currently serves as the Executive Chairperson of Flutura Decision Sciences and Analytics, an Industrial AI firm. Earlier, she was leading Digital and Services business at Microsoft India. She has served for 16 years as a key member of the Executive Leadership team at Mindtree. She was responsible for building and leading the Global Digital Business as the Executive Vice President and established Mindtree as a significant partner for Global clients to "Make Digital Real" for their businesses. Led Mindtree's move to Industry led vertical focus as the leader for Retail, CPG and Manufacturing industry as well as Travel, Transportation and Hospitality.

She has also served in IBM India in various capacities.</td></tr>
<tr><td>Qualifications</td><td>Graduated in Economics at the Universita Cattolica del Sacro Cuore of Milan, Chartered Accountant, Certified Tax Advisor and has attended executive education programs at Harvard Business School and INSEAD.</td><td>Chartered Accountant by qualification and also holds a PGBDM degree from IIM – Ahmedabad.</td><td>Bachelor of Technology (Computers) from VJTI, Mumbai and a Postgraduate Diploma in Management from the Indian Institute of Management, Kolkata.</td><td>Electronics and Communications Engineering and a management degree from the Indian Institute of Management (IIM) Bangalore.</td></tr>
</table>

Name	Mr. Alberto Toni	Ms. Vidhya Srinivasan	Mr. Gunjan Shah	Ms. Radha Rajappa
Experience and Expertise in specific functional areas	Marketing and Branding, Finance and Accounts, Merger and Acquisition, Diversified Leadership, Product Knowledge, Business Strategies and Planning, Regulatory Compliance, Governance and Stakeholders Management.	Finance and Accounts, Regulatory Compliance, Governance and Stakeholders Management.	Marketing and Branding, Diversified Leadership and Product Knowledge, Business Strategies and Planning.	General Management and Business Operation, Diversified Leadership, Senior Management Expertise, IT Industry/ Cyber Security Experience, Merger and Acquisition, Marketing and Branding, Regulatory Compliance and Governance.
Terms and conditions of appointment or re-appointment	Mr. Alberto Toni retires by rotation and being eligible, offers himself for re-appointment.	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).		
Remuneration last drawn by such person, if applicable	NIL	Ms. Vidhya Srinivasan was appointed as Director Finance and CFO w.e.f. June 9, 2021 at the remuneration as given in the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended). Prior to that she was working as CFO at the same annual remuneration w.e.f. January 28, 2021.	N.A.	N.A.
Remuneration sought to be paid	NIL	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).		
Date of first appointment on the Board	12.02.2019	09.06.2021	21.06.2021	09.06.2021
Membership/ Chairmanship of Committees of the Board of the Company – Bata India Limited	**Member of :** 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders Relationship Committee **Chairman of :** Stakeholders Relationship Committee	**Member of :** None **Chairperson of :** None	**Member of :** None **Chairman of :** None	**Member of :** None **Chairperson of :** None
Directorships in Unlisted Companies (excluding foreign companies)	None	None	Britannia Dairy Private Limited (upto June 9, 2021)	- Flutura Business Solutions Pvt. Ltd. - Asksid Technology Solutions Pvt. Ltd.
Directorships in Other listed Companies (excluding foreign companies) and Membership / Chairmanship of Committees of such Boards	None	None	None	Zensar Technologies Limited - M & A Committee - Member
No. of shares held in the Company	Nil	Nil	Nil	Nil
Relationship with other Directors, Manager and other KMP of the Company	None			
No. of Meetings of the Board attended during the year	6 out of 6 during the Financial Year 2020-21	N.A.	N.A.	N.A.

[None of the above Directors are disqualified and/or debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, any Court or any such other Statutory Authority, to be appointed / re-appointed / continue as a director in any company.]

Annexure 1B to the Notice and the Statement

INFORMATION RELATING TO OTHER DIRECTORS SEEKING FIXATION / VARIATION OF REMUNERATION AT THE 88TH ANNUAL GENERAL MEETING

As per the requirement of Clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

Name	**Mr. Ashwani Windlass**	**Mr. Ravindra Dhariwal**	**Mr. Akshay Chudasama**	**Ms. Anjali Bansal (See Notes below)**	**Mr. Ashok Kumar Barat**
Category of Director/ Designation	Non-Executive - Independent Director, (the Chairman)	Non-Executive - Independent Director	Non-Executive - Independent Director	Non-Executive- Independent Director upto the end of business hours on March 31, 2021	Non-Executive - Independent Director
DIN	00042686	00003922	00010630	00207746	00492930
Date of Birth / Age	02.07.1956/65 years	11.09.1952/69 years	30.09.1969/52 years	25.02.1971/50 years	05.12.1956/65 years
Profile / Background Details, Recognition or awards	Mr. Ashwani Windlass has over four decades of top management stints with first-hand experience in both traditional and new age technology companies, and an exceptional track record of value creation. He now mentors top CEOs/ Boards. Since 2008, he has been Chairman - SA & JVs, MGRM Inc., USA, a global research initiative on human life cycle based services. He is on Boards of several leading companies, including Hitachi MGRM Net Limited, Vodafone Idea Limited, Hindustan Media Ventures Limited and Jubilant Foodworks Limited. He served on Boards of Max India Limited / Max Financial Services Limited for over 25 years. He established and managed over a dozen new ventures with world's leading corporations - Hutchison Group, Hong Kong, British Telecom UK, Comsat Corporation, USA, Avnet, USA and Royal DSM, Holland, Total Group, France, Hitachi Limited, Japan among others.	Mr. Ravindra Dhariwal is co-founder and Chairman of Sagacito Technologies, a data analytics firm specialising in helping enterprises maximise their revenues. He is also Senior Advisor, Mentor and Board Member of several leading listed and private firms. Just prior to co–founding Sagacito, he was the Group CEO of Bennett & Coleman, India's largest media company, with diversified media platforms including Radio Mirchi, Times Television Network, Times Internet, Times OOH and the world's largest selling English newspaper 'The Times of India'. Mr. Dhariwal was also the world-wide President of International News Media Association from 2011-2013. He was honoured for his voluntary contribution to World News Media in 2014. Prior to joining Bennett & Coleman, Mr. Dhariwal worked with PepsiCo for 12 years. He was Pepsi's first employee in India, launched Pepsi brands in India helping build a successful business. He also led the Beverage Business in India, Africa and South East Asia for PepsiCo.	Mr. Akshay Chudasama is the Managing Partner of Shardul Amarchand Mangaldas & Co. and heads the firm's practice in the Mumbai Region. He has expertise in cross-border M&A and Private Equity across a range of sectors. He advises both foreign companies entering India and Indian companies in their outbound acquisitions. He is enrolled as an Advocate with the Bar Council of Maharashtra and Goa, and as a Solicitor with the Law Society (England and Wales). He is also enrolled with the Bombay Bar Association, the International Bar Association and the Inter-Pacific Bar Association and is a member of Entrepreneurs' Organization and Young Presidents' Organization. Mr. Chudasama has been practicing law since 1994. He was a Partner at AZB & Partners for over 3 years and thereafter at J. Sagar Associates (JSA) for almost 10 years. He has addressed several prestigious domestic and international seminars and conferences on various aspects related to his practice.	Ms. Anjali Bansal is a former non-executive Chairperson of Dena Bank, where she successfully led the resolution of the stressed bank. She also chairs NITI Aayog Investment Council for Fintech and Women Entrepreneurship. Ms. Bansal is founder of Avaana Capital, a fund platform that invests in innovation led business models to achieve impact at scale. She was previously global Partner and Managing Director with TPG Growth PE responsible for India, Middle East, Africa and SE Asia, global Partner, co-head Asia Boards and India CEO Spencer Stuart, and strategy consultant with McKinsey and Co in New York and India. She has been an active investor and mentor in companies including MakeMyTrip, Nykaa, Lenskart, UrbanClap. She started her career as an engineer. She has been on the Advisory Board of the Columbia University Global Centers, South Asia. Previously, she chaired the India board of Women's World Banking, a leading global livelihood-promoting institution.	Mr. Ashok Barat has held responsible and senior leadership positions in various Indian and multinational organizations, both in India and overseas. He is on the Board of several other companies including Huhtamaki India Limited, Cholamandalam Financial Holdings Limited, DCB Bank Limited, Cholamandalam Investment and Finance Company Limited and Birlasoft Limited and advises businesses on governance, performance and strategy. Mr. Barat is a Past President of the Bombay Chamber of Commerce and Industry and of the Council of EU Chambers of Commerce in India; presently he is a member of the Managing Committee of ASSOCHAM. He is a Certified Mediator empanelled with the Ministry of Corporate Affairs, Government of India. He is a regular speaker at public forums particularly supporting family businesses, start-ups and SMEs from overseas looking at establishing and growing their business footprint in India.

Name	Mr. Ashwani Windlass	Mr. Ravindra Dhariwal	Mr. Akshay Chudasama	Ms. Anjali Bansal (See Notes below)	Mr. Ashok Kumar Barat
	He has been the Founder Managing Director of Hutchison Max Telecom (later rechristened Vodafone India Limited) and Vice Chairman & Managing Director of Reliance Telecom Limited & Executive Chairman MGRM. He has also anchored key policy initiatives with several governments and regularly contributes editorial columns.	Mr. Dhariwal started his career with Unilever in India in 1977, and worked for them in India and Australia for over 12 years mostly in Sales and Marketing management. In his career now spanning over 42 years, he has built consumer businesses all over the world. He has worked in diverse and varied cultures, and helped companies win customer loyalty and consumer regard.	He also serves as a Director, inter alia, on the Board of Apollo Tyres Limited and has also served as an Independent Director of Raymond Limited.	She has been listed as one of the 'Most Powerful Women in Indian Business', by India's leading publication, Business Today, and by Fortune India. She is a frequent speaker at forums like Harvard, Stanford, Columbia, IVCA, BSE and jury member for awards including ET 40 Under 40, Women Ahead, CEO Awards, VC Circle, AIWMI Wealth Awards and others.	
Qualifications	An MBA from FMS, Delhi University, he holds B.COM with a gold medal and a post-graduation in Journalism (B.J.) from Punjab University, Chandigarh.	An engineer from IIT Kanpur, and an MBA from IIM Calcutta. He was bestowed the Distinguished Alumni Award by IIM Calcutta in 2013 and also from IIT Kanpur in 2019.	A Bachelors of Arts (BA) from St. Xavier's College (University of Bombay) and is a Law Graduate from the London School of Economics (University of London), UK.	A BE in Computer Engineering from Gujarat University and a Masters in International Finance and Business from Columbia University.	A Fellow Member of the Institute of Chartered Accountants of India, Fellow Member of the Institute of Company Secretaries of India, Associate of the Institute of Chartered Accountants of England & Wales and CPA, Australia.
Date of first appointment on the Board	13.11.2019	27.05.2015	28.04.2011	21.05.2014	17.12.2018

Notes:

1. Ms. Anjali Bansal has ceased to be an Independent Director of Bata India Limited with effect from the end of business hours on March 31, 2021, however, she is eligible to receive remuneration for the financial year 2020-21.
2. Please refer to the Annexure 2 to the Notice and the Report on Corporate Governance, which is a part of this Annual Report, for other information about the directors as required under Clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India and Schedule V to the Companies Act, 2013 (as amended).

Annexure 2 to the Notice and the Statement

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013 (AS AMENDED)

Sr. No.	Particulars
I.	**General information:**
1.	**Nature of industry**
India is the second-largest producer of footwear and third-largest footwear consumer globally. Bata India Limited is primarily engaged in the business of manufacturing and trading of footwear and accessories through its retail and wholesale network.	
2.	**Date or expected date of commencement of commercial production**
Bata India was incorporated as "Bata Shoe Company Limited" in 1931. In the years that followed, the operations grew and the Company went public in 1973 and became Bata India Limited. Today, Bata India has established itself as India's largest footwear retailer and caters to millions of customers every year.	
3.	**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**
N.A.	
4.	**Financial performance based on given indicators**

(Rs. In Million)

	(Standalone)			(Consolidated)		
Particulars	**2020-21**	**2019-20**	**2018-19**	**2020-21**	**2019-20**	**2018-19**
Revenue from Operations	17,072.99	30,534.51	29,284.44	17,084.80	30,561.14	29,311.03
Profit / (Loss) before tax	(1,176.93)	4,850.77	4,782.65	(1,166.37)	4,872.36	4,776.87
Tax expenses	(274.13)	1,581.62	1,486.05	(273.26)	1,582.83	1,486.93
Net Profit / (Loss)	(902.80)	3,269.15	3,296.60	(893.11)	3,289.53	3,289.94
Earnings/ (Losses) per Equity Share (Face Value Rs. 5/- each)	(7.02)	25.44	25.65	(6.95)	25.59	25.60

Sr. No.	Particulars	
5.	**Foreign investments or collaborations, if any**	
The Company receives support from the Holding Company - Bata (BN) B.V., Amsterdam, The Netherlands and also from Bata Shoe Organization (BSO). The Company also benefits from technical research through Global Footwear Services Pte. Ltd., Singapore (GFS). The Company also has tie-ups with International shoe brands like Hush Puppies, Naturalizer, Dr. Scholl, etc. The Holding Company - Bata (BN) B.V. held 52.96 % of the total paid-up share capital as on March 31, 2021. Further, the shareholding pattern as on March 31, 2021 is given in the Report of Corporate Governance, annexed to the Board's Report.		
II.	**Information about the appointee:**	
1.	**Background details**	
Please refer to Annexure 1A and Annexure 1B above.		
2.	**Past remuneration**	
	None of the appointee directors has drawn any remuneration during the financial year 2020-21 or earlier in the capacity of a director. Remuneration drawn by Ms. Vidhya Srinivasan as CFO has been disclosed in the Disclosures on remuneration of directors and employees of the Company (Annexure VIII and IX to the Board's Report). Non-Executive Non-Independent Directors of the Company, do not accept any sitting fees / commission. The remuneration paid to Independent Directors in the previous financial year has been disclosed in the Report on Corporate Governance which is a part of this Annual Report.	
3.	Recognition or awards	Please refer to Annexure 1A and Annexure 1B above.
4.	Job profile and suitability	
5.	Remuneration proposed	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).

6.	**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**	
The proposed/current remuneration of the said directors is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its businesses. The remuneration of the Executive Directors is determined based on the recommendations of the Nomination and Remuneration Committee which peruses the industry benchmarks in general, remuneration prevalent in the industry, profile and responsibilities of aforesaid Managerial Personnel and other relevant factors. The proposed remuneration of the Independent Directors is determined by the Board based on the recommendations of the Nomination and Remuneration Committee.		
7.	**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any**	
Besides remuneration as stated hereinbefore, the said directors do not have any pecuniary relationship with the Company. Their relatives, to the extent of their shareholding, if any, in the Company may deemed to be interested in the proposed resolutions. Further, the said directors are not related to each other and the managerial personnel or KMP of the Company.		
III.	**Other information:**	
1.	**Reasons of loss or inadequate profits**	The financial year 2020-21 began amidst nation-wide lockdowns to contain the wide-spreading of Covid-19 and the lockdowns were followed by systematic/gradual removal of restrictions on the free movement of people by the Central and/or the State Governments. While the novel Corona virus has had a terrible humanitarian impact, it is also taking a heavy toll of economies across the world and one of the worst hit sectors is Retail. Accordingly, the operations and consequential financial performance of the Company during the financial year 2020-21 have been adversely impacted and may, due to the prevalent pandemic, remain impacted in the current financial year as well, regardless of the adequate measures taken by the Company to minimise the said impact. Consequent to that, the Company had during the financial year 2020-21 incurred losses and considering the current economic scenario, it may, in financial year 2021-22 and onwards, have a situation of inadequate profits or no profits as calculated under Section 198 of the Act.
2.	**Steps taken or proposed to be taken for improvement**	The Company continues to strengthen its brick and mortar presence in tier 3 & 4 cities by opening new franchisee stores across the Country. The Company has also increased its focus on e-commerce channels and its own website as well. Additionally, the Company is using services like WhatsApp to stay in touch with the consumers and enable omnichannel sales. The Company is also recalibrating business operations with a strengthened product portfolio, a steady focus on cash conservation and better online presence and services to ensure seamless shopping experiences for its consumers. The Company is constantly working on various cost-optimization measures including curbing discretionary expenses, rentals re-negotiation, closure of unviable stores and digitalization drive across the organization etc. to eliminate redundancies and bring efficiency in value chain.
3.	**Expected increase in productivity and profits in measurable terms**	While the pandemic will have an impact on consumer behaviour and demand, the management believes that brands such as Bata are strong trust marks and with the investment in quality over the years and safety in stores to build confidence, the Company will gain share as consumers tend to avoid risk post the crisis. The Company has taken various initiatives to maintain its operational and financial performance. It has been pursuing and implementing its strategies to improve financial performance. Bata India remains hopeful that with the roll-out of vaccines for everyone above 18 years, business would start growing back.

IV.	Disclosures:
The Corporate Governance Report is annexed to the Board's Report which is forming part of this Annual Report. However, none of the appointee directors have drawn any remuneration in the financial year 2020-21 in the capacity of director. The Company paid remuneration to Independent Directors by way of sitting fees and commission on the net profits in the past years. Non-Executive Non-Independent Directors of the Company do not accept any sitting fees / commission. Remuneration to Directors is paid within the limits as prescribed under the Act / the limits as approved by the Members of the Company, from time to time. Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended) for the details of proposed remuneration.	

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Payment of remuneration to each of the Directors proposed herein has been approved by the Board of Directors of the Company and by the Nomination and Remuneration Committee.

Annexure 3 to the Notice and the Statement

OTHER PARAMETERS UNDER SECTION 200 OF THE COMPANIES ACT, 2013 (AS AMENDED) READ WITH RULE 6 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 (AS AMENDED)

1) **Financial and operating performance of the Company during the three preceding financial years**

   Details provided in Para I.4. of Annexure 2 above.

2) **Remuneration or commission drawn by individual concerned in any other capacity**

   Ms. Vidhya Srinivasan was appointed as Director Finance and CFO w.e.f. June 9, 2021 at the remuneration as given in the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended). Prior to that she was working as CFO at the same annual remuneration w.e.f. January 28, 2021.

   Mr. Gunjan Shah has not drawn any remuneration or commission in any other capacity from the Company.

3) **Remuneration or Commission drawn from any other Company –**

   Ms. Vidhya Srinivasan was appointed as Director Finance and CFO w.e.f. June 9, 2021 at the remuneration as given in the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended). Prior to that she was working as CFO at the same annual remuneration w.e.f. January 28, 2021. Mr. Gunjan Shah joins the Company w.e.f. June 21, 2021, from Britannia Industries where he was working as Chief Commercial Officer.

4) **Professional qualification and experience –** Please refer to Annexure 1A above.

5) **Relationship between remuneration and performance –**

   The relationship of remuneration to performance is clear and meets appropriate performance benchmarks and such remuneration comprises a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals. The Company follows a compensation mix of fixed pay, benefits, allowances, perquisites, performance linked incentives and retirement benefits for its Executive Directors, KMPs, SMPs and other employees. Performance Linked Incentive is determined by overall business performance of the Company. Every employee undergoes evaluation of his or her performance against the goals and objectives for the year and increase in compensation and reward by way of variable bonuses is linked to the evaluation of individual's performance.

   Further, since both Mr. Gunjan Shah and Ms. Vidhya Srinivasan are appointed during the current financial year, the comparison of remuneration proposed, and performance of the Company is not applicable.

6) **The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receive remuneration and employees or executives of the Company –**

   The Company has a strong performance management system. The relationship of remuneration to performance is clear and meets appropriate performance benchmarks and such remuneration comprises a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals. The Company follows a compensation mix of fixed pay, benefits, allowances, perquisites, performance linked incentives and retirement benefits for its Executive Directors, KMPs, SMPs and other employees. Performance Linked Incentive is determined by overall business performance of the Company. Every employee undergoes evaluation of his or her performance against the goals and objectives for the year and increase in compensation and reward by way of variable bonuses is linked to the evaluation of individual's performance.

7) **Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference –**

   The remuneration paid to the managerial personnel is in accordance with the Nomination and Remuneration Policy (Revised) of the Company, which is applicable for the Directors, KMP and SMP and other employees of the Company and is based on the recommendations of the Nomination and Remuneration Committee and as approved by the Board..

8) **Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year –** Nil

9) Reasons and justification for payment of remuneration –

The financial year 2020-21 was an unprecedented year. The Covid-19 pandemic led to a downturn and severely impacted businesses across sectors. This led to sharp decline in revenue and profitability of the Company.

The Company has managed to take quick actions in the cost structure to soften the impact of the steep decline in sales and profitability.

Keeping in view the long experience and expertise of the Managerial Personnel, it is proposed to pay the remuneration to the Managerial Personnel with such merit increase as determined by the Nomination and Remuneration Committee of the Board of Directors of the Company.

By Order of the Board

NITIN BAGARIA
Company Secretary & Compliance Officer
ICSI Membership No. ACS 20228

Place : Gurugram
Date : June 9, 2021

BOARD'S REPORT TO THE MEMBERS

Your Directors are pleased to present the 88th Annual Report covering the operational and financial performance of your Company along with the Audited Financial Statements for the financial year ended March 31, 2021.

FINANCIAL HIGHLIGHTS & PERFORMANCE

(Rs. in Million)

Particulars	Financial Year ended on March 31, 2021	Financial Year ended on March 31, 2020
	(Audited)	(Audited)
Revenue from operations	**17,072.99**	**30,534.51**
Other Income	**940.35**	688.41
Total	**18,013.34**	**31,222.92**
Profit / (Loss) before Taxation	**(1,176.93)**	**4,850.77**
Provision for Taxation	**(274.13)**	1,581.62
Net Profit / (Loss)	**(902.80)**	**3,269.15**
Other Comprehensive Income / (Loss) (net of tax)	**48.85**	(20.27)
Total Comprehensive Income	**(853.95)**	**3,248.88**

Your Company has prepared the Financial Statements for the financial year ended March 31, 2021 in terms of Sections 129, 133 and Schedule III to the Companies Act, 2013 (as amended) (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The operations and consequential financial performance of the Company remained impacted throughout the year under review due to the Covid-19 pandemic. During the financial year ended March 31, 2021, your Company achieved a turnover of Rs. 17072.99 Million as compared to the turnover of Rs. 30,534.51 Million recorded during the previous financial year ended March 31, 2020. Revenue from operations of your Company was lower by 44% mainly on account of lower sales due to disruptions owing to the pandemic resulting in continued slowdown of the economy including decline in consumption of non-essential goods. Your Company reports a loss of 902.80 Million for the financial year ended March 31, 2021 as against the Net Profit of Rs. 3,269.15 Million for the financial year ended March 31, 2020. The Loss after Tax for the financial year ended March 31, 2021 reflects a degrowth of 128% over the corresponding Profit for the financial year ended March 31, 2020.

On a consolidated basis, your Company reports a turnover of Rs. 17084.80 Million during the financial year ended March 31, 2021 and a consolidated Net Loss of Rs. 893.11 Million for the said financial year.

With the Covid-19 pandemic impacting people across the globe, socially and economically, your Company also witnessed severe disruption in its operations, which impacted the annual performance of your Company. The financial year under review began amidst nation-wide lockdowns imposed by the Central Government to contain the spread of Covid-19 and the lockdowns were followed by systematic/gradual removal of restrictions on the free movement of people by the Central and/or the State Governments. The Country also witnessed a second wave of the pandemic beginning in the last quarter of the financial year under review.

While the novel Corona virus has had a terrible humanitarian impact, it is also taking a heavy toll of economies across the world. One of the worst hit sectors is Retail. Accordingly, the operations of the Company during the financial year 2020-21 have also been adversely impacted.

Given the above backdrop, your Company continued to be India's leading footwear brand during the year under review by maintaining its focus on getting back on its recovery path, with improvement of sales through its retail outlets and e-commerce platforms and hyperlocal digital channels like Bata ChatShop and Bata Store-on-Wheels. Your Company also launched new marketing campaigns like "Kick Out 2020", "Ready Again" collection, "Sneaker Fest" and by continuing to implement "Sweeping Angela off her Feet" strategy. With the health and hygiene of our customers and employees as the focus areas since the onset of the pandemic, the Company is striving to gain share and is also working on various cost optimisation measures.

Your Company has adopted “Survive, Revive, Revitalise and Thrive” strategy to drive footfalls, stay engaged with customers and continue to build the Brand Equity. The Company also continued to keep itself agile by investing in I.T., modernization and upgradation of its operations and warehouse management systems.

As India continues to “Work From Home” with restrictive movements outside of home, a distinct change in consumer preference towards casual and sport footwear was noticeable.

Your Company is focusing on increasing its reach to Tier 3-5 cities by expanding through franchise route and is planning to open 50+ stores every year.

Your Company also bolstered its omni-channel home delivery offerings in 1200+ stores thereby increasing its Pan-India footprint.

Your Company also continues to focus on increasing its sales through Bata.in and other online marketplaces. It has a robust e-commerce network that delivers to over 1100 cities and towns across India. In addition, your Company also sells its products through partners like Amazon, Myntra, Flipkart, Paytm, Tata Cliq and Ajio, amongst others.

Your Company has also introduced purchases via WhatsApp chat with the neighbourhood stores for our customers. Further developments on our e-commerce business have been covered subsequently in this Report.

The Distribution Business and B2B Business of your Company also showed promising growth with repeat orders and new customers. Bata Products are now available in about 25000 MBOs.

As a responsible corporate citizen and a trusted Brand, your Company is committed through various initiatives including completion of donation of 2 lakh pairs of shoes to assist the health care workers, volunteers and their families and the frontline fighters who have been helping the Country in recovering from the Covid-19 pandemic.

SHARE CAPITAL

The Authorized Share Capital of your Company as on March 31, 2021 stood at Rs. 700 Million divided into 140,000,000 equity shares of Rs. 5/- each. The Issued Share Capital of your Company is Rs. 642.85 Million divided into 128,570,000 equity shares of Rs. 5/- each and the Subscribed and Paid-up Share Capital is Rs. 642.64 Million divided into 128,527,540 equity shares of Rs. 5/- each, fully paid-up.

DIVIDEND

In line with the Dividend Distribution Policy of the Company, your Board recommends a dividend of Rs. 4/- per Equity Share of Rs. 5/- each (i.e., 80%) for the financial year ended March 31, 2021. The dividend, if declared, by the Members at the forthcoming Annual General Meeting (AGM) shall be paid to the eligible Members of the Company from Wednesday, August 25, 2021 onwards. The total payout of aforesaid dividend amount would be approximately Rs. 514.11 Million. The said Dividend Distribution Policy has been annexed to this Board’s Report as **Annexure - I** and has also been uploaded on the website of the Company at *www.bata.in* and is available at the link https://www.bata.in/0/pdf/DividendDistributionPolicy-BIL.pdf

Pursuant to the Finance Act, 2020 read with the Income-tax Act, 1961, the dividend paid or distributed by a company shall be taxable in the hands of the shareholders w.e.f. April 1, 2020. Accordingly, in compliance with the said provisions, your Company shall make the payment of dividend after necessary deduction of tax at source at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

GENERAL RESERVE

The Company has not transferred any amount to the General Reserve during the financial year ended March 31, 2021.

CREDIT RATING

ICRA Limited (ICRA) has reaffirmed the Credit Rating of ‘[ICRA] AA+’ (pronounced as ICRA double A plus) for the Non-Fund Based Facilities of your Company. The outlook on the Long-Term Rating is ‘Stable’. Further, the disclosure as per Rule 8(5)(xii) of the Companies (Accounts) Rules, 2014, as amended, is not applicable to the Company.

DEPOSITS

Your Company has no unclaimed / unpaid matured deposit or interest due thereon since December 31, 2013. Your Company has not accepted any deposits covered under ‘Chapter V - Acceptance of Deposits by Companies’ under the Act during the financial year ended March 31, 2021.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

In terms of Section 186 of the Act and Rules framed thereunder, details of the Loans given and Investments made by your Company have been disclosed in Note No. 5 of the Notes to Financial Statements for the year ended March 31, 2021, which forms part of this Annual Report. Your Company has not given any guarantee or provided any security during the year under review.

RELATED PARTY TRANSACTIONS

During the financial year ended March 31, 2021, all transactions with the Related Parties as defined under the Act read with Rules framed thereunder, were in the ordinary course of business and at arm's length basis. Your Company does not have a 'Material Subsidiary' as defined under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations").

During the year under review, your Company did not enter into any Related Party Transaction which requires prior approval of the Members of the Company. All Related Party Transactions entered into by your Company had prior approval of the Audit Committee and the Board of Directors, as required under the Listing Regulations. Subsequently, the Audit Committee and the Board have also reviewed the Related Party Transactions on a quarterly basis. During the year under review, there have been no materially significant Related Party Transactions having potential conflict with the interest of the Company.

Since all Related Party Transactions entered into by your Company were in the ordinary course of business and also on an arm's length basis, therefore, details required to be provided in the prescribed Form AOC - 2 are not applicable to the Company. Necessary disclosures required under the Ind AS 24 have been made in Note No. 35 of the Notes to the Financial Statements for the year ended March 31, 2021.

Investor Education and Protection Fund (IEPF)

In compliance with Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended from time to time, the Company has deposited a sum of Rs. 17,43,252/- into the specified bank account of the IEPF, Government of India, towards unclaimed / unpaid dividend amount for the financial year ended December 31, 2012.

As per the said Rules, the corresponding equity shares in respect of which Dividend remains unclaimed / unpaid for seven consecutive years or more, are required to be transferred to the Demat Account of the IEPF Authority. During the year under review, the Company has transferred 21,027 underlying Equity Shares to the Demat Account of the IEPF Authority, in compliance with the aforesaid Rules.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT

Except those disclosed in this Annual Report, there are no material changes and commitments affecting the financial position of the Company between the end of the financial year i.e., March 31, 2021 and the date of this Report.

SUBSIDIARIES

Consequent upon approval of the Scheme of Amalgamation under Section 233 of the Companies Act, 2013, vide RD Order received in April, 2021 between Coastal Commercial & Exim Limited (Transferor Company) and Bata Properties Limited (Transferee Company), Coastal Commercial & Exim Limited has ceased to be a Subsidiary of BPL and in turn of the Company. The Appointed Date of the said Scheme is April 1, 2020. Other than CCEL, during the year no company became or ceased to be a subsidiary, joint venture or associate of the Company. As on the date of this Report, the Company has two wholly owned subsidiaries viz., Bata Properties Limited and Way Finders Brands Limited.

The Annual Reports of these Subsidiaries will be made available for inspection by any Member of the Company at the Registered Office of your Company at 27B, Camac Street, 1st Floor, Kolkata - 700016, West Bengal between 11:00 A.M. and 1:00 P.M. on any working day upto the date of ensuing AGM. The Annual Reports of the aforesaid Subsidiaries for the financial year ended March 31, 2021 shall be provided to any Member of the Company upon receipt of written request. In view of the continuing statutory restrictions on the movement of persons at several places in the Country, Members may also send an advance request at the e-mail id - share.dept@bata.com for an electronic inspection of the aforesaid documents.

The Annual Reports along with the Audited Financial Statements of each of the Subsidiaries of your Company are also available on the website of the Company at *www.bata.in*

Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014 (as amended), a statement containing the salient features of Financial Statements of the aforesaid Subsidiaries has been provided in Form AOC-1 which forms part of this Annual Report.

The Audited Consolidated Financial Statements (CFS) of your Company for the financial year ended March 31, 2021, prepared in compliance with Ind AS 27 issued by the Institute of Chartered Accountants of India (ICAI) and notified by the Ministry of Corporate Affairs (MCA), Government of India also form part of this Annual Report.

Details of the Subsidiaries are given in the Annual Return in Form No. MGT - 7 as on March 31, 2021. The Annual Return referred to in Section 92(3) of the Act is available on the website of the Company at *www.bata.in* under the link https://www.bata.in/bataindia/a-29_s-181_c-42/investor-relations.html

AUDIT AND AUDITORS

Statutory Auditors

In terms of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014 (as amended), M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022) was appointed as the Auditors of the Company for a consecutive period of (five) 5 years from conclusion of the 84th AGM held in the year 2017 until conclusion of the 89th AGM of the Company scheduled to be held in the year 2022.

M/s. B S R & Co. LLP, Chartered Accountants has not informed the Company regarding any condition rendering them ineligible to continue as the Auditors of the Company in terms of the provisions of the Act and the Rules framed thereunder. A copy of the certificate issued by the Peer Review Board (ICAI) as required under Regulation 33 of the Listing Regulations has been submitted by M/s. B S R & Co. LLP, Chartered Accountants to the Company.

The reports given by the Auditors on the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 form part of this Annual Report and there is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Reports. The Auditors of the Company have not reported any fraud in terms of the second proviso to Section 143(12) of the Act.

Secretarial Auditors

In terms of Section 204 of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), your Board at its meeting held on February 10, 2021 appointed Mr. Pawan Kumar Sarawagi (ICSI Membership No. FCS 3381 and C. P. No. 4882) of M/s. P. Sarawagi & Associates, Company Secretaries, 27, Brabourne Road, Kolkata - 700001, as the Secretarial Auditors of the Company, to conduct the Secretarial Audit for the financial year ended March 31, 2021 and to submit Secretarial Audit Report.

The Secretarial Audit Report as received from M/s. P. Sarawagi & Associates in the prescribed Form No. MR - 3 is annexed to this Board's Report and marked as **Annexure - II**. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

CORPORATE GOVERNANCE

In compliance with Regulation 34 of the Listing Regulations read with Schedule V thereto, the Corporate Governance Report of your Company for the financial year ended March 31, 2021 is annexed as **Annexure - III** and forms part of this Annual Report.

SIGNIFICANT AND MATERIAL LITIGATIONS / ORDERS

During the year under review, there were no significant material orders passed by the Regulators / Courts and no litigation was outstanding as on March 31, 2021, which would impact the going concern status and future operations of your Company. The details of litigation on tax matters are disclosed in the Auditor's Report and Financial Statements which form part of this Annual Report. During the year under review, no Corporate Insolvency Resolution application was made or proceeding was initiated, by / against Bata India Limited under the provisions of the Insolvency and Bankruptcy Code, 2016 (as amended). Further, no application / proceeding by / against Bata India Limited under the provisions of the Insolvency and Bankruptcy Code, 2016 (as amended) is pending as on March 31, 2021.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

In compliance with Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 (as amended), a statement containing information on conservation of energy, technology absorption, foreign exchange earnings and outgo of the Company, in the prescribed format, is annexed to this Board's Report and marked as **Annexure - IV**.

MANUFACTURING AND SOURCING

Your Company has an elaborate system-driven compliance programme in place starting with strict and detailed pre-review for on-boarding procedure in case of a new manufacturing partner in-sourcing and also for an associate manufacturer for our own factories. This includes clearance of documents and a thorough compliance audit prior to approval. All our factories have been audited by SGS and have been certified as fully compliant by them. Our vendors have also been audited by various competent organizations in order to check their level of compliance. The Company has engaged “Lexplosion” for providing support and also ensuring that all statutory compliances across the organization including all the manufacturing units of the Company. The software provides real-time data visibility and a compliance dashboard. Multiple other initiatives are in progress across Occupational Health, Safety & Environment related aspects of the Company’s operations at any given point of time.

Your Company was recognized by **Championship Award** (under Large Industry Category) under Quality Stream, in the 13th CII National Competitiveness & Cluster Summit 2020 across industry, for the Robust Quality Assurances System in our Manufacturing Units ensuring that all our Products meet the optimal Quality Specifications and the systematic approach towards Zero Defect by implementation of DMAIC process for Continuous Improvement in Product Quality.

To remain competitive, your Company has also focused very strongly on innovation and has successfully introduced “Life Natural” antimicrobial for School shoes (Tennis, Naughty Boy, Scout Ballerina and Hawaii Flip-Flop).

Under Sustainable initiatives, your Company implemented “Reduce, Recycle & Re-use” program in addition to Zero Discharge, Rain Harvesting, use of upcycle rubber tire waste in sole production.

Your Company has been working continuously with TBU (Tomas Bata University) based out of Zlin, Czech Republic to improve properties of our rubber compound with better abrasion properties. Apart from such initiatives, your Company has also been using upcycled rubber for rubber soles for sports shoes through its association with “Austin Rubber” based out of U.S.A. which makes the product not only performance driven, but also eco-friendly.

With promotion of diversity in mind, your Company now employs more than 60% female workforce at its manufacturing unit - Batashatak.

Prioritizing the health and safety of the workforce, except few migrant employees and those having other health issues, 100% of the workforce of your Company across all its manufacturing units have been vaccinated as per eligibility.

RESEARCH AND DEVELOPMENT ACTIVITIES AND ENERGY CONSERVATION

Research and Development activities during the year under review continued to emphasize on creating a pollution-free and a safe work environment. Technological improvement in product development, material development, introduction of new footwear moulds, process improvement, etc. were the key focus areas to improve quality of footwear and productivity in manufacturing. During the year under review, your Company developed Nail Penetration Resistance Safety boot as per BIS norms IS 15298- Part 2: 2016.

An expenditure of Rs. 57.55 Million was incurred on Research and Development (including product development initiatives) during the year under review, as against Rs. 70.66 Million during the financial year 2019-20. Research and Development Centres at Batanagar, Bataganj & Batashatak manufacturing units of the Company, are approved by the Department of Science & Technology, Government of India.

Your Company has adopted a series of energy conservation measures like continuously replacing conventional tubelights with energy efficient LED lights, installation of energy efficient Variable Frequency Drive (VFD) motors in conveyors etc. at its manufacturing units across India. Your Company achieved reduction of CO_2 emission at Batanagar Factory by reduction in Briquette Consumption by 7.5 Ton. Your Company shall continue to invest on Research and Development activities and energy saving measures in its manufacturing units in the future as well.

Further information on conservation of energy and technology absorption are annexed to this Report and marked as **Annexure - IV**.

CORPORATE SOCIAL RESPONSIBILITY

Your Company works on the belief that organizations should exist to serve a social purpose and enhance the lives of people connected through its business. The Company has a CSR Policy in place which aims to ensure that the Company continues to operate its business in an economically, socially and environmentally sustainable manner, while recognizing the interests of all its stakeholders. It takes up CSR programmes which benefit the communities in and around the vicinity of its operational presence, resulting in enhancing the quality of lives of the people in those areas.

Your Company has spent an amount of Rs. 92.22 Million during the financial year 2020-21 as against its 2% obligation amounting to Rs. 87.20 Million. Your Company made significant strides to harness all its resources towards successful execution of the CSR projects across all locations.

Details of composition of CSR Committee and other relevant details have been provided in the Corporate Governance Report. The Annual Report on CSR activities is appended as **Annexure - V** to this Report.

In order to align the CSR Policy with the amendments in law relating to CSR, based on the recommendation of the CSR Committee, the Board of Directors at its meeting held on February 10, 2021, has revised the CSR Policy and the same was made applicable from March 1, 2021. The said policy is appended as **Annexure - VI** to this Report.

Bata Children's Programme (BCP)

BCP is a global programme which aims to work for the underprivileged children in and around our areas of operations. Under BCP, we have adopted 7 schools in India and work with more than 4,000 children and school authorities. We align the community development initiatives with UN's Sustainable Development Goals – Gender Equality, Quality Education, Clean Water & Sanitation, Good Health & Well Being and Partnership for Goals.

After the pandemic struck during Feb - Mar 2020, a lockdown was imposed and schools were shut indefinitely. CSR team quickly went into action, reaching out to the schools and gathering data of the children to continue the engagement through online channels. We realized that leveraging the technology would help the children continue their education. However, we faced huge challenges in cases wherein there was only one smartphone available in the house, limited internet connectivity, etc. We remained connected either through Live Online Sessions, Whatsapp Interaction or Phone Calls.

New partnerships –

We entered into new partnerships and customized our programs to suit the requirements of the school teachers and children.

- **Online Learning Management System -** We established new partnership with Buddy4Study India Foundation, which helped us to onboard around 120 children on Online Learning Management System. Children could login to access the academic content on English, Maths and Science. Simultaneously, teachers were engaged to connect with children on regular online classes and interaction through Whatsapp groups. Apart from academics, industry experts were roped in to interact with children on various meaningful workshops such as Mental Health Awareness, Self-Conscious, Mindsets and Habits, etc. Career Counselling sessions were also conducted for the senior students, which were very useful and interactive.

- **Virtual Sports Programme for the children-** During the lockdown, it was also important for students to remain physically active, hence we partnered with Sports Village Foundation (SVF) for online engagement in sports.108 children were onboarded on the leaderboard and engaged in fun fitness sessions. Average weekly student participation remained at 85% and retention rate at 95%. Kids who performed well were given virtual certificates and recognition. By the end of the programme, survey on the overall well-being of the children was conducted with the parents, which showed that the programme helped improve the overall well-being and discipline amongst the children.

Online Science Programme - Our science programme continued with online sessions and distribution of more than 500 science kits to the children and their parents.

Online Library sessions & Teacher Training- Our library classes also turned virtual, with teachers improving the learning and speaking skills of the children through online reading sessions and various interactive activities, benefiting more than 500 children. Our Hole in the Wall engagement partner NIIT Foundation identified relevant topics and trained the teachers Improving Reading Habits and Values, Communication Skills, ASER testing Tools, New Assessment Tools, Online module for children, which helped more than 100 children.

Ensured continued on-ground support - At some of our schools, more than 1500 children were distributed notebooks and stationery, immunity booster kits, nutritious meals, etc.

Adopted different methodologies to keep virtual studies interesting during lockdown- We had to adopt different approach to keep learning process interesting for the children - multimedia short videos were made on various academic topics which assisted more than 500 primary level students to learn difficult topics in a better manner, other methods like storytelling, worksheets, games, etc. were also adopted.

Infrastructure Upgradation- In terms of the infrastructure upgradation, we also completed renovation of washrooms at Bata Shatak BCP school as part of the yearly school plan. At Bataganj BCP school, washrooms for girls were renovated, new drinking water/hand wash structures were constructed and a classroom was renovated. External bodies from the government inaugurated it and appreciated the work done at the schools.

Employee engagement- Celebration of all the special days like Diwali, Children's Day, Teacher's Day, Christmas, etc. went virtual, wherein kids demonstrated their skills through engagement sessions and competitions. Important days like World Food Day, Global Hand Washing Day, World Mental Health Day, International Yoga Day, etc. were also celebrated engaging experts from the industry. Our employees also participated whole heartedly in most of the virtual programs and interacted with the children. One of the employees also volunteered to conduct yoga session with the kids on International Yoga Day.

Girl Child Empowerment through Project Nanhi Kali

In partnership with KC Mahindra Education Trust, Bata supports education of underprivileged girl child through project Nanhi Kali. With the closure of schools, the girls faced immense problems to continue education. We already have a skewed child sex ratio of 914 girls to 1,000 boys (Census 2011) and poor female literacy rates of 65% at the national level and 46% in rural India (Annual Economic Survey of India 2018). The school closures caused by the pandemic further widened gender disparities in access to education, having a disproportionately negative impact on girls from disadvantaged families (UNESCO & Plan International 2020).

Due to COVID-19, the Nanhi Kali support centres got shut. During the lockdown period, the teachers remained in constant touch with the girls to ensure their safety and well-being. In this period, the facilitators kept Nanhi Kalis engaged in several activities such as Academic activities, Virtual Summer Camp, National level Drawing Competition, Sports activities, etc. Online assessments were also conducted. The teachers were trained on the launch of the new software for digital literacy.

We procured tablets for the girls and entered into new partnership with Educational Initiatives for their Mindspark software, a self-paced digital learning application. Every girl receives daily academic support with access to in-built tablets with Mindspark's AI powered personalized learning software, through which the girl can study English, Math and her local language. This software helps the girls learn at their own pace, provides instant feedback for remediation, is based out of student's active participation and not passively watching or reading content and offers a nuanced understanding of each child's skill & competency level. Mindspark software has been recognized on various national and international platforms like UNESCO, Stanford University, World Bank, Harvard Business School, etc. The application also enables to see the dashboard to analyse student's performance, improvement required and tools used. The girls were also given Bata kits, which involved personal clothing, notebooks, stationary, school bag, socks, shoes and a raincoat.

During the year, we continued to support education of 813 girls in the primary classes and renewed sponsorship for 500 girls for their continued education.

COVID-19 Community Interventions

When the pandemic hit the Country, your Company decided to reach out to the underprivileged and frontline workers in & around our areas of operations.1,000 hygiene kits consisting of sanitizer, masks, dental hygiene, personal hygiene, etc., along with +1.10 lac meals/dry ration packets were distributed to the children at BCP schools and communities at large. We strategically reached out to the frontline workers like police, hospitals, etc. in and around our operations and donated +4,000 hygiene kits & 2,000 immunity booster kits through Ayush Ministry. During the lockdown, our factories made masks and face shields. +35,000 masks and +4,000 face shields were donated to the police, ESI hospitals and other essential departments.

The Company also donated Rs. 13.32 lac towards PM Care COVID Relief Fund.

Stride with Pride

With setting in of the pandemic, Bata globally pledged to donate 1 million pair of footwear to the medical workers and their families as a 'thank you' gesture for their unflinching support during the difficult times. We started the donation drive in May 2020 and till date donated +1.92 lac pairs of footwear to the medical workers and their families at the government & private hospitals, ASHA & Aaganwadi workers, small clinics, charitable hospitals, police, children, etc. across +30 cities.

We saw excellent employee engagement, with some employees going out of the way to timely deliver the footwear at the hospitals.

We received appreciation letters from renowned government & private hospitals and other institutions for shoe donation drives and engagement with the police and other frontline workers.

Bata Heroes

The pandemic saw tremendous employee volunteering initiatives. Our employees came forward and partnered with us whole heartedly in driving CSR initiatives in our local communities. From sponsoring meals at old age homes, disinfecting and fumigation drives for farmers to providing essential grocery items at the old age home, orphanages, reaching out to daily wage labours and many more. At Batanagar, employees came together and voluntarily provided around 8400 meals to the families of the daily wage labours, small vendors, etc.

Our employees supported initiatives during the natural disasters as well. During the Vizag gas tragedy, Bata Vizag team came forward to help the families who were affected by the gas leak and identified the most vulnerable families. Addressing basic needs were taken up & food preparation and purchase of water bottles, necessary items were planned by the team collectively. The employees reached out to more than 150 people for support.

During Amphan disaster, we donated more than 1,000 pairs of footwear in the affected areas.

Treatment of children with Clubfoot disease

Our support to Miracle Feet Foundation for Eliminating Clubfoot for treatment of 66 children with Clubfoot disease in UP region got completed. Clubfoot is a congenital birth defect wherein one or both the feet are turned inwards, making it a leading cause of disability in children in the developing world. During the pandemic, we saw a drop out of 8 patients who migrated to other cities or were not traceable.

In addition to the children availing treatment, Bata India's support has enabled-

- **Counselling**: Program executives provided counselling support to parents telephonically, in-clinic and via home visits. Counselling support during the times of the pandemic became even more integral. After lockdown the parents were telephonically counselled to alleviate their concerns and inform them to take the necessary action (like removal of casts) for patients in various stages of treatment. Once clinics began to open in May 2020, parents were called to resume treatment.
- **Outreach activities:** Community awareness was carried out through ASHAs, cluster meetings, word of mouth, IEC material, patient referrals etc.
- **Government liasoning**: The relationship helped particularly at the time of re-opening the clinics during the pandemic and increase the number of clinic days when the clinics reopened after lockdown. This helped address the backlog of patients and ensured lesser number of patients each day along with social distancing.
- **Web and mobile application** that was developed helped manage all aspects of the program including track patient visits and appointments.

SUPPORT FROM BATA SHOE ORGANIZATION

Your Company continues to receive support from the Holding Company - Bata (BN) B.V., Amsterdam, The Netherlands and also from Bata Shoe Organization (BSO). Your Company also enjoys the benefits of technical research through Global Footwear Services Pte. Ltd., Singapore (GFS). Your Company has renewed the Technical Collaboration Agreement with GFS with effect from January 1, 2021 for a period of ten years. In terms of the said Technical Collaboration Agreement, your Company receives guidance, training of personnel and services from GFS in connection with research & development, marketing, brand development, footwear technology, testing & quality control, store location, layout & design, environment, health & safety, risk & insurance management, etc. Your Company continues to obtain expertise and experience from the personnel of GFS and other BSO group Companies to improve its product range and operational processes throughout the year. In terms of the said renewed Agreement, your Company has paid technical services fee of Rs. 135.08 Million to GFS for the financial year ended March 31, 2021, which is less than 0.80% of the Turnover of your Company.

BOARD OF DIRECTORS, BOARD MEETINGS AND KEY MANAGERIAL PERSONNEL

Composition

Your Company's Board is duly constituted and is in compliance with the requirements of the Act, the Listing Regulations and provisions of the Articles of Association of the Company. Your Board has been constituted with requisite diversity, wisdom, expertise and experience commensurate to the scale of operations of your Company.

Meetings

During the year under review, a total of 6 (six) Meetings of the Board of Directors of the Company were held, i.e., on May 6, 2020, May 25, 2020, August 7, 2020, November 10, 2020, November 30, 2020 and February 10, 2021. Details of Board composition and Board Meetings held during the financial year 2020-21 have been provided in the Corporate Governance Report which forms part of this Annual Report.

Changes in Board Composition

Details of changes in the Board Composition during the year under review are as under:

Sl. No.	Name of the Directors	Designation & Category	Reasons and date of appointment / re-appointment / resignation / retirement
1.	Mr. Ram Kumar Gupta (DIN: 01125065)	Director Finance and Chief Financial Officer (Executive)	Re-appointed as a Whole-time Director pursuant to Section 196 of the Act at the 87th AGM held on August 6, 2020.
2.	Mr. Sandeep Kataria (DIN: 05183714)	Whole-time Director and CEO (Executive)	Retired by rotation and re-appointed pursuant to Section 152(6) of the Act at the 87th AGM held on August 6, 2020.
3.	Mr. Rajeev Gopalakrishnan (DIN: 03438046)	Managing Director	Re-appointed as the Managing Director, w.e.f. February 23, 2021 for a further period upto September 30, 2021 through Postal Ballot Process, results of which were declared on March 25, 2021.
4.	Mr. Shaibal Sinha (DIN: 00082504)	Non-Executive Director	Appointed as an Additional Director w.e.f. January 1, 2021 to hold office upto the date of the next Annual General Meeting and further appointed as a Non-Executive Non-Independent Director, liable to retire by rotation, w.e.f. March 24, 2021 through Postal Ballot Process, results of which were declared on March 25, 2021.

Further, Ms. Anjali Bansal (DIN: 00207746) ceased to be an Independent Director of the Company w.e.f. the end of business hours on March 31, 2021 owing to her other preoccupations. The Board places on record its appreciation for her services.

At the Board Meeting held on May 14, 2021, Mr. Gunjan Shah (DIN: 08525366) has been appointed as a Whole-time Director and CEO (KMP) of the Company, effective from June 21, 2021.

The Board at its meeting held on June 9, 2021 has appointed Ms. Radha Rajappa (DIN: 08530439) as an Independent Director and Ms. Vidhya Srinivasan (DIN: 06900413) as a Whole-time Director, designated as Director Finance and CFO (KMP) of the Company, both effective from June 9, 2021.

The said appointments are subject to approval of the Members of the Company. Further details in this regard, are given in the Notice convening the 88th AGM of the Company.

The Board at the said meeting also took note that Mr. R. K. Gupta (DIN: 01125065) would retire at end of business hours on June 30, 2021, upon completion of his tenure of services with the Company, from his position as Director Finance and CFO (KMP). The Board also places on record its appreciation for the contributions and services of Mr. Gupta spanning over 35 years in various positions in Bata Group.

Other Information

Other details pertaining to the Directors, their appointment / cessation during the year under review and their remuneration are given in the Corporate Governance Report annexed hereto and forming part of this Report.

Directors seeking appointment / re-appointment

Mr. Alberto Toni (DIN: 08358691), Non-Executive Non-Independent Director of the Company is liable to retire by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment. Your Board recommends the re-appointment of Mr. Toni as a Director (Non-Executive Non-Independent) of the Company, liable to retire by rotation.

Following directors also seek appointment at the ensuing AGM, in respect of whom Notices under Section 160 have been received by the Company and their appointments are recommended by the Board:

- Ms. Radha Rajappa as an Independent Director.
- Mr. Gunjan Shah as a Whole-time Director and CEO.
- Ms. Vidhya Srinivasan as Director Finance and CFO.

Necessary Resolution(s) alongwith disclosure(s) / further information(s) in respect of the aforesaid directors seeking appointment / re-appointment at the ensuing AGM have been given in the Notice convening the 88th AGM of the Company.

Key Managerial Personnel

As on the date of this Report, Mr. Rajeev Gopalakrishnan (DIN: 03438046), Managing Director, Mr. Sandeep Kataria (DIN: 05183714), Whole-time Director and Chief Executive Officer, Mr. Ram Kumar Gupta (DIN: 01125065), Director Finance and Chief Financial Officer, Ms. Vidhya Srinivasan (DIN: 06900413), Director Finance and Chief Financial Officer and Mr. Nitin Bagaria (ACS-20228), Company Secretary & Compliance Officer are the Key Managerial Personnel (KMP) of your Company.

Based on the recommendation of the Nomination and Remuneration Committee of the Board, Mr. Nitin Bagaria, a qualified Company Secretary, was appointed by the Board of Directors at its meeting held on May 25, 2020 as the Company Secretary & Compliance Officer and KMP of the Company, w.e.f. May 25, 2020.

Based on the recommendation/approval of the Nomination and Remuneration Committee and the Audit Committee of the Board, Ms. Vidhya Srinivasan, a qualified Chartered Accountant, was appointed by the Board of Directors at its meeting held on November 10, 2020 as the Chief Financial Officer and KMP of the Company, w.e.f. January 28, 2021.

Declaration by Independent Directors

The Independent Directors of your Company have submitted requisite declarations that they continue to meet the criteria of Independence as laid down in Section 149(6) of the Act and Regulations 16(1)(b) and 25(8) of the Listing Regulations and there is no change in the status of their Independence and have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In terms of Section 150 of the Act and rules framed thereunder, the above Directors have registered themselves with the Indian Institute of Corporate Affairs (IICA) and they are exempted from appearing for the online proficiency self-assessment test. Furthermore, they have also renewed their registration with IICA for applicable tenures. Ms. Rajappa, appointed as an Additional Director (Category: Independent Director), w.e.f. June 9, 2021, is also registered with IICA and has confirmed to comply with the requirements of Rule 6(4) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (as amended), within the prescribed timeline.

The Board of Directors further confirms that the Independent Directors also meet the criteria of expertise, experience, integrity and proficiency in terms of Rule 8 of the Companies (Accounts) Rules, 2014 (as amended).

Committees of the Board

Pursuant to various requirements under the Act and the Listing Regulations, the Board of Directors has constituted various committees, such as, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk & Compliance Management Committee and Corporate Social Responsibility Committee. The details of composition, terms of reference, etc., pertaining to these committees are mentioned in the Corporate Governance Report.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has duly complied with the applicable provisions of the Revised Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

AUDIT COMMITTEE

The Board of Directors of your Company has duly constituted an Audit Committee in compliance with the provisions of Section 177 of the Act, the Rules framed thereunder read with Regulation 18 of the Listing Regulations. The recommendations made by the Audit Committee are accepted by your Board.

Name of the Audit Committee members, number of meetings held during the year under review, terms of reference and other requisite details have been provided in the Corporate Governance Report which forms part of this Annual Report.

NOMINATION AND REMUNERATION POLICY

Your Board has adopted a Remuneration Policy for identification, selection and appointment of Directors, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs) of your Company. The Policy provides criteria for fixing remuneration of the Directors, KMPs, SMPs as well as other employees of the Company. The Policy enumerates the powers, roles and responsibilities of the Nomination and Remuneration Committee.

Your Board, on the recommendations of the Nomination and Remuneration Committee, appoints Director(s) of the Company based on his / her eligibility, experience and qualifications and such appointment is approved by the Members of the Company at General Meetings. The Policy also provides for Board Diversity criteria.

During the year under review, the said Policy was amended in order to align the same with the amendments in the Act and the Listing Regulations. The amended Policy is annexed as **Annexure – VII** and is also uploaded on the website of the Company at *www.bata.in* and is available at the link https://www.bata.in/0/pdf/Nomination-and-Remuneration-Policy-Revised-2021.pdf

Your Company conducts a Board Evaluation process for the Board of Directors as a whole, Board Committees and also for the Directors individually through self-assessment and peer assessment. The details of Board Evaluation process for the financial year 2020-21 have been provided in the Corporate Governance Report which forms part of this Annual Report.

DISCLOSURES ON REMUNERATION OF DIRECTORS AND EMPLOYEES OF THE COMPANY

Details as required under Section 197(12) of the Act read with Rules 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), are annexed to this Board's Report and marked as **Annexures - VIII and IX**. Further, the Non-Executive Non-Independent Directors of your Company do not accept any sitting fees / commission.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, the Directors, to the best of their knowledge and belief, hereby confirm that:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed;

(b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the loss of the Company for that period;

(c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) they have prepared the annual accounts on a going concern basis;

(e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

(f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

WHISTLE BLOWER POLICY / VIGIL MECHANISM

In terms of Section 177 of the Act and Rules framed thereunder read with Regulation 22 of the Listing Regulations, your Company has a Whistle Blower Policy / vigil mechanism in place for the Directors and Employees of the Company through which genuine concerns regarding various issues relating to inappropriate functioning of the organization can be raised. A Vigil Mechanism Committee under the Chairmanship of the Audit Committee Chairman is also in place. The Whistle Blower Policy has been uploaded on the website of the Company at *www.bata.in* and is available at the link *https://www.bata.in/0/pdf/Whistle-Blower-Policy.pdf*

The Policy provides access to the Legal Head of the Company and to the Chairman of the Audit Committee. No person has been denied an opportunity to have access to the Vigil Mechanism Committee and the Audit Committee Chairman.

CONFIRMATION OF COMPLIANCE ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company is committed to provide a safe and secure environment to its women employees across its functions and other women stakeholders, as they are considered as integral and important part of the organization.

In terms of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (as amended) and Rules framed thereunder, your Company has duly adopted a Policy and has also complied with the provisions relating to the constitution of Internal Complaints Committee (ICC). A summary of the complaints dealt during the financial year ended March 31, 2021 in terms of the said Act and Rules framed thereunder has been provided in the Corporate Governance Report which forms part of this Annual Report.

Your Company has been conducting awareness campaign across all its manufacturing units, warehouses, retail stores and office premises to encourage its employees to be more responsible and alert while discharging their duties.

RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Your Company's internal financial control ensures that all assets of the Company are properly safeguarded and protected, proper prevention and detection of frauds and errors and all transactions are authorized, recorded and reported appropriately. Your Company operates through definitive Chart of Authorities (COAs) and Standard Operating Procedures (SOPs) in respect of its operations including financial transactions. Such COAs and SOPs are regularly monitored and if required, modified from time to time depending on business requirements.

Your Company has an adequate system of internal financial controls commensurate with its size and scale of operations, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

Such practice provides reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with the applicable legislations and that the same are well within the COAs and SOPs, without exception. Your Company also monitors through its Internal Audit Team the requirements of processes in order to prevent or timely detect unauthorized acquisition, use or disposition of the Company's Assets which could have a material effect on the Financial Statements of the Company. The Internal Audit function is responsible to assist the Audit Committee and Risk & Compliance Management Committee (RCM Committee) on an independent basis with a complete review of the risk assessments and associated management action plans.

Risk Management is embedded in the Company's operating framework. Your Company believes that risk resilience is key to achieving higher growth. To this effect, there is a robust process in place to identify key risks across the Company and prioritize relevant action plans to mitigate these risks. Risk Management framework is reviewed periodically which includes discussing the management submissions on risks, prioritising key risks and approving action plans to mitigate such risks. An assessment of cyber security has also been carried out in compliance with the requirement of the Listing Regulations and a mitigation plan has been made to counter such risks.

The Internal Audit Report and Risk Inventory Report are reviewed periodically by the Audit Committee and the RCM Committee respectively. The Chief Internal Auditor is a permanent invitee to the Audit Committee Meetings and a member of the RCM Committee. The Audit Committee advises on various risk mitigation exercises on a regular basis. Your Company has been maintaining a separate Internal Audit Team headed by the Chief Internal Auditor appointed by the Audit Committee of your Board.

Further details pertaining to the RCM Committee and Meetings held during the year under review are given in the Corporate Governance Report. Your Board is of the opinion that the Internal Financial Controls, affecting the Financial Statements of your Company are adequate and are operating effectively.

NON-APPLICABILITY OF MAINTENANCE OF COST RECORDS

The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act and Rules framed thereunder with respect to the Company's nature of business.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry structure and developments

India is the second-largest producer of footwear and third-largest footwear consumer globally. Economists predicted India to become a favourable market for fashion retailers on the back of a large young adult consumer base and increasing disposable income. Luxury retailing is also gaining importance in India. This includes fragrances, gourmet retailing, accessories and jewellery among many others. This momentum of the footwear market in India, on the back of growing demand for trendy, fancy and comfortable footwear among the youth of the Country, however, has been disturbed by the massive shock of the coronavirus pandemic and the shutdown measures to contain it.

Global economy has plunged by a severe contraction and Global growth is projected at 6% in 2021, moderating to 4.4% in 2022. Except stores selling essential commodities, most other stores were shut down across the Country for nearly two months in the year under review and were operating under checkered conditions for the rest of the year. Even today, partial lockdowns or restrictive conditions continue to impact retail store operations. The pandemic also led to non-reopening of Schools which impacted sales of school shoes.

Even with the aggressive Covid-vaccination drives, the consumer sentiment would take some time to revive. Though there is a shift of focus to e-commerce, it currently accounts for more than 4% of the Country's overall food and grocery, fashion, consumer electronics retail trade.

The industry is witnessing an upward revision and anticipates a vaccine-powered recovery in the second half of 2021-22, however, there may remain a subdued economic activity in non-essential retail business. High uncertainty surrounds this outlook, due to the pandemic, to the speed of vaccine-powered normalization and the evolution of financial conditions.

Under the "New Normal" as India Inc. shifted to "Work From Home" and with socialising becoming a rare occasion, shoppers are purchasing casual and comfortable open footwear.

The silver lining, however, is the increasing awareness of health, thereby driving the demand for sports footwear. The retail footwear business is expected to improve gradually as economic activity is improving.

Opportunities and Threats

The retail sector in India is emerging as one of the largest sectors in the economy. It contributes 10% to GDP and 8% to employment. The total market size of Indian retail industry stood at US$ 950 billion in 2018 and is forecast to reach US$ 1,200 billion by 2021 and US$ 1,750 billion by 2026. India is poised to become a favourable market for fashion retailers given the following growth drivers for retail:

1. Favourable demographics
2. Rise in income and purchasing power
3. Change in consumer mindset
4. Brand consciousness
5. Easy consumer credit and increase in quality products

India is the fifth largest preferred retail destination globally. The sector is experiencing exponential growth, with retail development taking place not just in major cities and metros, but also in tier II and tier III cities.

India ranked 73rd in the United Nations Conference on Trade and Development's Business-to-Consumer (B2C) E-commerce Index 2019. Online penetration of retail is expected to reach 10.7% by 2024 versus 4.7% in 2019. The government's focus to improve digital infrastructure in Tier 2 and Tier 3 markets would be favourable to the sector.

To resume the growth path, your Company is taking necessary steps such as expanding its e-commerce footprint making deliveries in over 1100 cities, rolling out its omni-channel home delivery across 1200+ stores and giving customers the option to shop from homes via WhatsApp chat with our neighbourhood stores. Your Company is continuously working on various cost-optimisation measures including rental renegotiation, closure of unviable stores and digitalisation drive across the organization, etc., to eliminate redundancies. Your Company continues to focus on stylish, comfortable and durable quality products so as to be ahead of competition.

Your Company is also working aggressively on increasing its reach to customers in Tier 3/4/5 cities through opening of franchise stores. Due to strong legacy and Brand recall, your Company has been witnessing increasing interest for opening of franchise stores.

Your Company also has opportunities in the I&D business, as Bata is the only player which is present across categories and price points. However, the competition continues to grow with unorganized sector moving into organized space.

"Bata Ladies" and "Comfit" categories maintained good momentum. With changing lifestyle and focus on personal health, your

Company is optimistic about its brand “Power” which has seen good demand uptake in the last year. Another opportunity in the current scenario is the preference of consumers towards more “comfortable” rather high fashion footwear. Your Company is uniquely placed to take advantage of this trend with its aspirational brand image especially in the Comfortable and Trusted footwear arena, wide range of recognized brands, upgraded online experience and unparalleled retail footprint.

Key Focus Areas

Marketing and Campaigns

As India experienced one of the strictest lockdowns, we promptly ensured and facilitated a seamless transition to Work-from-Home. As a responsible brand we adopted a humane approach and continued to motivate our customers, employees, stakeholders and society at large to stay homebound and follow the guidelines mandated by the government through committed campaigns such as #ParkYourShoes and #StayActiveWithPower that highlighted our spirit of resilience and empathy.

Bata’s agile marketing strategy continued to evolve and with offices being shut across the Country as India Inc. started working from home, we started witnessing more traction for casual and active wear. Accordingly, we rolled out especially curated collections like Work From Home range, Easy Wash collection, and Fitness at Home range. With consumers shopping for more casuals and sneakers, we brought in younger brands like North Star, Hush Puppies, Red Label and Power to the front in our stores and created new zones such as Sneaker Studio and Neo Casuals. We also enhanced our products offerings to address the changed consumer needs. We designed, developed and marketed a range of antiviral and antibacterial masks under Power, Northstar, BBG & HP brands, which was very well-received by the customers.

During the festive season, we launched our new campaign ‘Kick Out 2020’ – along with our new collection, ‘Ready Again’. We also launched a SneakerFest campaign that helped increase awareness & sales of our key brands under the sneakers’ portfolio. Both these campaigns resonated well with consumers, as they helped in uplifting overall consumer sentiment, footfalls and sales. Keeping in mind our millennial and Gen-Z customer base, we also on-boarded Kartik Aaryan, India’s heartthrob and fashion icon as the new brand ambassador. With gradual opening of the market and improving consumer sentiments in the beginning of 2021, Bata launched its new campaign “Relaxed Work Wear” featuring Kartik Aaryan and showcasing the most comfortable footwear both semi formals and formals that our customers would need once they move back to their work places. To further strengthen Bata’s fashion credentials, we continued our association with “Lakme Fashion week” during which the Brand Marie Claire was relaunched and the designers talked about their love for the Bata Brand and how surprised they were to see Bata’s new avatar.

Our digital marketing content has always tried to touch a chord with the customers with focus on relevant content along their digital journey. We further upped the ante this year with strong marketing on the marketplaces like Amazon, Myntra and Flipkart along with our own channel Bata.in. This helped us connect with new audiences on the platforms and reach further into Tier 2 and Tier 3 towns.

Innovation - Products

We understand the importance of innovation in designing and creating our Collections. The successful implementation of new ideas and technologies is crucial to our business and gives Bata a competitive advantage over other brands in the marketplace.

In 2020, we have seen the growth of home wear footwear and specific products developed ad hoc to address consumer needs during the pandemic. Volume flip flops and eva fabricated articles led the way and clocked significant jump in pairs and turnover. The innovation rate grew at its highest ever – 17.3% - driven by comfort and healthy technologies like Cushion Soft, Ortholite & Life Natural antibacterial. Our Design and Development efforts were focused on Athleisure & Comfort Casual Collections across various brands – Power, North star, Bata and Comfit in order to address the vast changing consumer needs in this segment.

We designed, developed and launched a very successful collection of antiviral and antibacterial Masks under Power, Northstar, BBG & HP brands, which sold over 200,000 units throughout the year – June 2020 to March 2021.

An immense effort lead to our widest Product Cost saving initiative – Refuel – with Key initiatives, such as Material Standardization, Material Localization, Material Substitution, Product Re engineering and Process Optimization. All Initiatives have been validated by Consumers, Lab tests and Wear Tests.

Innovation - Channels

The lockdowns posed a huge challenge for the entire retail industry and also for BATA and innovation was the need of the hour. Based on the understanding of the new consumer behaviour, we quickly launched multiple new business models: “Bata

Chat Shop" – where a customer can do a call/chat with his nearby neighbourhood store manager over WhatsApp and then get the product home delivered within few hours; "Bata Store-on-Wheels" – where we set up mobile kiosks inside societies / residential complexes and took the store at the customers' doorstep. These initiatives saw a great traction and received very positive feedback from our customers.

Customer Care Initiatives

Customer Centricity has always been at the forefront for Bata India. There is a dedicated customer service team to ensure that customers don't face any inconvenience and their concerns are addressed in a time-bound and effective way. During the year under review, the focus was primarily to pivot the Customer Service function keeping in mind the new consumer buying behaviour & the subsequent post sales expectations. This involved defining the end-to-end consumer journeys and identifying the key pillars of change. Multiple new initiatives were rolled out – we implemented a new CRM Ticketing tool (FreshWorks) which is integrated with multiple other internal systems to automate Customer Service operations, implementation of refund automation solutions, new Contact Center partner with better technology solutions.

Bata Club

Given the pandemic and consequent lockdown and unlock situation, Bata Club strategy had to be pivoted. Dedicated campaigns were run to inform and invite Club members to Bata Stores post unlock: we highlighted our 20+ safety checklist followed at stores, and gave the members special bonus points & offers to drive repeat. Nearby store locator journeys (along with Store contact number) were configured on WhatsApp to make it easier for a consumer to locate their nearby open stores. Another key objective was to accelerate adoption of our own e-shop (bata.in) among Club members – profile enrichment drive & email campaigns were scaled up significantly to increase awareness and drive traffic to bata.in from existing Club member base.

Segment wise or product wise performance

Your Company operates in Footwear & Accessories Segment only and performances of major business categories and key brands of your Company during the financial year ended March 31, 2021 are highlighted below:

Retail Business

India experienced one of the strictest Lockdown across the world and all our stores, factories & offices were closed from March end till May 2020. In line with our ethos and values, our teams on ground displayed tremendous agility, ingenuity, grit, and resilience which helped us chart out the road for recovery. Your company went through a phased strategy of survive, revive, revitalize & thrive in financial year under review in order to face the challenges of the pandemic and come out of it.

We conducted extensive training for our store teams and prepared a detailed 27-point safety SOP for our store openings, our store teams worked relentlessly to ensure Bata stores were one of the first to reopen post the lockdown & it also ensured that we had minimal impact on our store operations post end of lock-down. We also extended helping hand of our store teams to local communities & contributed towards rehabilitation activities.

We increased digitalization of our internal communication channel & conducted multiple calls & townhalls to keep the teams on ground motivated & connected during lockdown & post lockdown period & also scaled up 'I Grow', a digital learning platform for retail team which had over 2 lac hours of learning.

We also focused on controlling our costs related to retail store expenses and generated more than Rs. 110 crores of savings by negotiating rents across 1000+ stores & closing 75 unviable stores.

Your Company was quick to develop new business channels in line with changing consumer behavior. For Digital Adopters and Digital Novices, we rolled out innovative solutions like Bata ChatShop, a WhatsApp shopping, Bata Store on Wheels, and Bata Home Delivery, which enabled easier & safe shopping experience for our customers even as the pandemic raged on. The sales though digitally enabled channels grew 3 times in the last one year, contributing 15% of our total sales which is considered one of the best in the industry. Today 60% of marketplaces orders are delivered via our stores, powered by omni-channel technologies.

Your Company enabled multiple tech initiatives at the store level such as Contact-less payments, Find a Pair, Find my size, QR code scanning, Bata Loyalty Program, store updates on Google etc., which improved the overall customer experience & safety.

With surging numbers of Covid cases in metros and prolonged lockdowns, there was an emergence of market for branded products in tier 3-5 cities. We quickly tapped into the opportunity and expanded our retail network through Franchise operations.

We opened a total of 64 franchise stores after the pandemic struck, taking the total to 82 new Red 2.0 stores in the year. We also started our association with 3 Departmental Store Chains & started Bata Shop in Shops at 38 location in order to attract incremental customer base of them.

Digital Multi-Channel Business

E-commerce business maintained steady growth during the year under review. We sold more than 2.4 Million pairs of footwear through online channels and achieved a turnover of Rs. 1522 Million. Launch of Endless Aisle, that connected retail store inventory to online website with technical integration, has multiplied the business potential by manifold. Bata India now ships more than 96% of orders received from Bata.in through its stores. Tools like WMS & Marketplace integration were put in place to scale up our marketplace operations. Advancing to Auto Replenishment lets the online stocks replenished for e-commerce the way retail stores are replenished with inventory on a regular basis.

In addition, Launch of Bata Home Delivery Services in over 1200 stores allows store staff to place orders on customer’s behalf if the article of their choice is not available in the store and retain customers, who otherwise would have walked out of our stores due to non-availability of size and color.

B2B business has been steady on Amazon and Flipkart. Focus has been on improving secondary sales on these platforms which in turn improves primary business. Rigorous marketing campaigns including Cost per Click (CPC) and Cost per Million Impressions (CPM) were launched while diligently participating in brand specific and category specific events for increased Brand visibility. Tech integrations like Return and Exchange Functionality improved customer experience on Bata.in, thus reducing customer complaints. Thus, your Company has also focused on Technology upgradation to make internal processes robust and strengthen the serviceability.

Hush Puppies

In Hush Puppies, we continued our approach of communicating about technology, with introduction of new product technologies like Bounce Max, Bounce and Bounce Plus. Given the pandemic spanning through the year, we focused on essentials in addition to consistent communication around bounce technology, with focus on reactivating brand social media assets. Campaigns were promoted through various touch points covering Retail, activations, digital and PR.

Hush Puppies has been the go-to brand for formal wear but with the new bounce technology collection, it introduced a large variety in causal styles and a vibrant range of colors. The collection is a perfect addition to wardrobe with a variety of styles that can be paired up for modern work attires to on-the-go ensembles to trendy weekend looks.

The new range for men and women comes with smart sneakers, pumps and ballerinas in smooth-grain leather, knitted fabrics and soft colorful suede for men and women. The collection boasts of athletic-inspired comfort combined with elevated tailored styling that allows for more wearing occasions than an average shoe choice.

Comfort has been Hush Puppies’ DNA and with Bounce Plus, the brand is taking the comfort quotient a notch higher. For customers looking for footwear having performance features of today, Bounce Plus collection brings casual styles infused with technology to keep up with consumers’ hustling lifestyle.

Naturalizer

American shoe brand Naturalizer has been a pioneer in designing shoes specifically suited to the contours of women’s feet since 1927. After successfully launching its exclusive stores in multiple international cities like New York, Chicago, Toronto & Dubai, Naturalizer has launched its flagship store in India at DLF Promenade Mall, New Delhi and a second store at DLF Avenue, Saket. Our further expansion of EBO’s took a pause given the pandemic situation. Designed in New York and adorned by working women, ‘the shoe with the beautiful fit’ has been retailing exclusively in India at 50 Bata stores across 4 cities for almost a decade.

Our Concept stores in India have been launched basis the New York, 5th Avenue store of the brand, carefully cultivated to reflect brand’s heritage while incorporating modern elements to offer the ultimate brand experience designed specifically with customers in mind. The objective behind this store launch is to reach the loyal customer base while creating the ultimate destination for discovery through a strong retail showcase and experiential marketing.

The Naturalizer collection serves well to the modern-day women for all day comfort as the patented N5 comfort technology with unmatched ease. The collection flaunts countless styles ranging from pumps, mules, chunky soles and heels. The brand’s design philosophy resonates with modern aesthetics combined with textures from their own archives and finds ways to incorporate them in the new collections.

Non-Retail Business

Your Company's non-retail business division comprises of Multi-Brand Outlets, Key Accounts, industrial and institutional business divisions and exports. We improved our Customer Service by streamlining supply chain, enhanced Quality of products across categories and trained the team to handle market challenges. Our focus on few Categories gave us very good traction with Consumer inspite of COVID-19. The business revenue bounced back post Covid and started growing in last 2 quarters of the financial year under review. Bata availability in MBO is now in 800+ towns and about 400 enterprises provide Bata shoes to their Employee/Customers through our B2B Division.

Outlook

The current economic state, challenging retail environment and new waves of pandemic pose threats to businesses across all sectors. The Country wide lockdowns and the "New Normal" has lead to fundamental shift in customer behaviour and retail businesses in particular. Your Company is focused on "Survive, Revive, Revitalise and Thrive" strategy and is constantly monitoring the store level performance, driving sales through online channels and cost optimisation across all functions. Your Company is strategically positioned to harness the present challenges, given the strength of its Brand, innovation capabilities, retail foothold and growing online presence in footwear and accessories category.

Risks and Concerns and Contingent Liabilities

Your Company acknowledges the fact that competition from both domestic and international players is increasing every passing day. In addition to increasing competition, the changing customer's behaviour and impact of online marketing initiatives have an effect on your Company's performance since your Company has a huge network of retail stores Pan India. With the opportunity for employment, gradually increasing people / talent retention is considered as a challenge. Your Company also realizes that modernization of I.T. systems along with having suitable protection from risk of loss / theft of data is one of the major areas of concern globally. Your Company monitors its major risks and concerns at regular intervals. Appropriate steps are taken in consultation with all concerned including the RCM Committee and the Audit Committee of the Board to identify and mitigate such risks.

During the normal course of its business operations, your Company has been subjected to litigations in connection with or incidental thereto. These litigations include civil cases, excise and customs related cases, etc. filed by and against the Company. These cases are being pursued with due importance and in consultation with legal experts in respective areas. Your Board believes that the outcome of these cases is unlikely to cause a materially adverse effect on the Company's profitability or business performance. Your Company has a Contingent Liability of Rs. 411.65 Million as on March 31, 2021 as compared to Rs. 412.36 Million as on March 31, 2020. Attention is drawn to the explanations mentioned in Note No. 30 of the Notes to Financial Statements for the financial year ended March 31, 2021. In view of the present status and based on legal advice obtained from time to time, your Board is of the opinion that no provision is required to be made against these Contingent Liabilities.

Internal control systems and their adequacy

A separate paragraph on internal control systems and their adequacy has been provided elsewhere in the Board's Report.

Discussion on financial performance

The operations and consequential financial performance of the Company remained impacted throughout the year under review due to the Covid-19 pandemic.

The Earnings per Share (EPS-Basic and Diluted) of your Company for the financial year ended March 31, 2021 was at (Rs. 7.02) as compared to the (EPS-Basic and Diluted) for the previous financial year ended March 31, 2020 at Rs. 25.44. Your Company recorded EBITDA margin of 9.17% during the financial year under review as compared to 27.17% during the financial year 2019-20.

Your Company does not have any Bank Borrowings and the entire capital expenditure has been funded through internal sources.

The Capital Expenditure incurred during the year under review amounted to Rs 343.18 Million as compared to Rs. 899.23 Million in the previous year.

Details of significant changes in key financial ratios alongwith explanation

In compliance with the requirement of the Listing Regulations, the key financial ratios of the Company along with explanation for significant changes (i.e., for change of 25% or more as compared to the immediately previous financial year will be termed as 'significant changes'), has been provided hereunder:

Sl. No.	Particulars	2020-21	2019-20
(i)	Debtors to Sales (in days)	17	7
(ii)	Inventory to Turnover Ratio (in months)	2.81	3.43
(iii)	Interest Coverage Ratio	(0.70)	4.54
(iv)	Current ratio	2.61	2.50
(v)	Debt Equity Ratio*	-	-
(vi)	Operating Profit Margin (%)	(4.25)	17.49
(vii)	Net Profit Margin (%)	(5.29)	10.64
(viii)	Return on Net worth (%)	(5.13)	17.13

** There is no borrowing in the Company. However, Finance cost includes interest expenses accounted for various deposits in accordance with Ind AS 109, Financial Instruments and interest expense accounted on various lease contracts in accordance with Ind AS 116, Leases.*

- The significant changes over previous year across all ratios is due to lower sales, slower realisations, stores remaining closed due to lockdowns and other economic disruptions caused by the Covid-19 pandemic.

The other financial ratios of the Company relating to previous 10 years has been provided in other part of Annual Report 2020-21.

Material developments in human resource / industrial relations front, including number of people employed

Your Company has been continuously working to improve human resources skills, competencies and capabilities within the Company, which are critical to achieve desired results in line with our strategic business ambitions. Some key initiatives that have been taken during the Financial Year 2020-21 in this direction are summarized below:

Employee Engagement

- **Employee Recognition** – This year considering the pandemic, various initiatives on employee recognition were undertaken:
  - **COVID Heroes** - A new initiative to recognize exemplary work in the management and support of COVID programs was launched called **COVID Heroes** Awards, to recognize employees who went over and above the call of the duty during the pandemic lockdown – some of the recognitions centred around employees who supported the organization in their respective areas or gave back to the society in their personal capacity, other nominations were around work done to support communities in & around our factories e.g. face masks and shields making, which were donated to police and hospital establishments across the Country. In addition, these initiatives by your Company and individual employees were also recognized on Social Media platforms like LinkedIn and under our Global Award Programs.
  - **Bata Lions – The I&D R&R Programme -** We launched a new I&D Business Reward & Recognition Programme for Season 1- 2021 and for the first time extended it cross functionally to now include in addition to Sales & Merchandising our Finance, Marketing, Sourcing, HR and other functions. This has helped align cross functions on one common business strategy and agenda ahead.
- **Virtual Town Halls, Events and Celebrations –** During the year under review, we used technology driven platforms to enhance our employee engagements through virtual townhalls and all our celebrations through the course of the year under review. These virtual townhall sessions were conducted frequently wherein the Pan India employees connected virtually with the top leadership and got clarity on the current business and people strategies, new launches, and Q&A sessions etc. Our engagements via a virtual Diwali party saw our employees and their family members participate in various competitions. Days like Republic Day, Independence Day, etc., were also celebrated virtually with employees enthusiastically participating in all such rollouts through the year. Also, our focus on fitness increased and for this we organized online Fitness session. These initiatives and regular meet and greet programs virtually helped us keep our employee base connected and engaged with our organization through the pandemic and lockdown situation.

Administration

- **COVID-19 Management -** With the setting in of the COVID pandemic, the administration team ensured safety of all employees, helped employees & their families with stay, travel & essentials wherever required. SOPs were made on COVID management and effectively implemented across offices, plants, depots, stores, etc. Teams were trained on COVID guidelines and ensured effective office re-opening as per the government guidelines. Regular on-going communication to keep our employees abreast with MHA guidelines and company advisories were shared through People Connect Pan India.
- **Hot Desking concept -** In line with our philosophy of creating an open and welcoming work environment in line with changing business and environmental paradigms, we initiated the hot-desking concept for 100+ employees and implemented rostering of employees, partnering fully with GOI / MHA - State and Central Government guidelines in a timely manner.

Training, Learning & Development

- **Transformation of Retail Training Academy (RTA) -** During the year under review, we undertook a deep dive into our BATA competency model and also worked extensively to transform and expand our Retail Training Academy (RTA) into Bata Training Academy (BTA). This initiative helped us widen our training vertical to not only retail but also to cover our Institutional & Distribution Business, Manufacturing, and other specialist training needs through the organization. In this endeavor, we have partnered with a specialist organization to provide holistic, multidimensional, technology driven and future Retail ready competency based sales and operation trainings to our DM and above population through a Train the Trainer approach, who then will lead these training programs cascade with our field workforce ahead through the course of the next few years.
- **Online Learning Programs - iGROW platform-** During lockdown, our commitment towards the employee development continued and we shifted our focus to online learning platform iGROW. We expanded our online learning catalog of courses from 50 to 100+ and focused on *self-paced learning.* In addition to this, we also made our employees participate through various virtual events, seminars and online learnings.
- **I&D Curated Program offerings -** In last one year, we have created special courses specifically designed keeping the nuances of the I&D business. These courses are titled TCT- Techno Commercial Training which covers not just the details of Bata Products but also how our Products stand in comparison with competitor brands, thereby enabling our Sales Team to perfect their sales pitch.

Benefits Programs

- **Medical Insurance -** We ensured that all our employees are covered under Medical Insurance benefit for COVID treatment. This coverage would help protect our employees through medical emergencies in the future ahead.

Technology Enabled - Digitization

- **Bata Vibe -** We launched HRMS digital portal – Bata Vibe, covering all managerial employees, enabling to connect virtually. The portal covers organization announcements, training & development initiatives, benefits & claims amongst various others interactive features which ease the life of the employees during their career with us. There is a continuous effort to add online approval features MEMO/LTA and integrate the system with PF application, wherein employees can view or download their PF accumulation balance/nominee details/KYC.
- **Introduction of Technology enablement talent assessment tool for the stores** – We tied up with an expert partner for tech-enabled talent acquisition tool to standardize employment assessment process for store hiring. The tool will help us to align our Pan India store hiring as per Bata competency model. It will also help to improve the quality of hiring at store level.

Career Management

- **Internal growth -** During the year under review, we focused on internal growth through various programs like Step-Up, Internal Job Positions and Internal Movements. We extended our Step-Up program to our Institution and Distribution vertical along with Retail and completed 3 batches to create ready pipelines in these critical functions. In-depth department structures were studied for critical business like Omni Channel and basis the gap analysis, internal re-alignment of the roles and internal movements were completed to support our business growth engines ahead in 2021 and beyond.

- **Talent Assessment -** In-depth talent mapping using the 9 grid Talent management model was completed for retail leading to career expansions, territory re-alignments and also structured development feedback wherein needed.
- **Leadership Development -** We introduced 360 degree feedback for Top Management as a development tool to identify development areas and IDPs were created. Succession planning process for the top leaders were also completed with our global teams.
- **Online Assessment Centre Model for Retail -** We have collaborated with a market leader which would help Career Laddering in the Retail Stores through Bata competency driven assessment centers. It is a six level structured career path with defined scale of enhanced competency to meet the business goals.

Policy frameworks

- Keeping in mind the new way of working and virtual scenario, we introduced new policy frameworks such as Work from Home and Social Media policies/guidelines. Our POSH policy got amended keeping in view of the virtual prevention of sexual harassment guidelines as per GOI.

Diversity & Inclusion

- We have a structured D&I program and are rigorously working towards hiring a diverse talent pool in the Company. We have made conscious efforts through various collaborations with organizations for hiring diverse talent across various levels in our organization through all functions and regions.
- During the year under review, our WForce initiatives went virtual. Throughout the year, we invited external speakers and conducted virtual programs with the employees on ‘Mental Health & Well Being’, ‘Tax Awareness’ and celebrated ‘International Women’s Day’ covering both men and women workforce for these sessions to listen to best practices and also engage through Q&A sessions thereafter.
- Your Company is committed to provide a work environment free from harassment of any kind and in particular, a work environment that has zero tolerance for sexual harassment. We conducted ‘Prevention of Sexual Harassment at Workplace (POSH)’ virtual awareness sessions for all employees at a Pan India level.

Industry Recognition

The HR team of your Company participated in various external awards platform and was recognized for the following:

- CII- 13th National Competitiveness & cluster Summit 2020: Winner “Best HR Practices- Championship Award Large Stream”
- CII- 4th National HR Circle Competition 2020: 2nd Place winner “Business Continuity w.r.t. People Management amidst COVID situation”

Industrial Relations

Your Company believes in developing long term relationships with all our employees on an ongoing basis. Industrial relations at all the manufacturing units of your Company have been harmonious and peaceful with active involvement of the employees in the collective bargaining process. Your Company has also encouraged wholehearted participation of the employees and union in improving productivity as well as quality of its products.

As on March 31, 2021, there were 4454 permanent employees on the rolls of your Company.

CAUTIONARY STATEMENT

There are certain Statements which have been made in the Management Discussion and Analysis Report describing the estimates, expectations or predictions, may be read as ‘forward-looking statements’ within the meaning of applicable laws and regulations. The actual results may differ materially from those expressed or implied. The important factors that would make a difference to the Company’s operations include demand-supply conditions, raw material prices, changes in Government Policies, Governing Laws, Tax regimes, global economic developments and other factors such as litigation and labour negotiations.

BUSINESS RESPONSIBILITY REPORT (BRR)

In compliance with Regulation 34(2)(f) of the Listing Regulations read with the SEBI Circular No. CIR/CFD/CMD/10/2015 dated November 4, 2015, your Company has prepared a BRR in the prescribed format for the financial year ended March 31, 2021 describing initiatives undertaken by it from an environmental, social and governance perspective, which is annexed to the Board's Report and marked as **Annexure - X**. The BRR has been uploaded on the website of the Company at *www.bata.in* and is available at the *https://www.bata.in/bataindia/a-29_s-181_c-42/investor-relations.html*

Annexures forming part of this Report

The Annexures referred to in this Report and other information which are required to be disclosed are annexed herewith and form part of this Report:

Annexure	Particulars
I	Dividend Distribution Policy
II	Secretarial Audit Report
III	Corporate Governance Report
IV	Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
V & VI	Annual Report on CSR activities and CSR Policy
VII	Nomination and Remuneration Policy
VIII & IX	Disclosures on remuneration of directors and employees of the Company
X	Business Responsibility Report

ACKNOWLEDGEMENTS

Your Board expresses its deep sense of gratitude towards the customers for their continuous patronage and remains committed to serving them by delivering more style and comfort at every step. Your Board also takes this opportunity to acknowledge and appreciate the support rendered by all its business partners, suppliers, vendors, associates and dealers as well as the regulatory authorities of the Central and State Governments in India and looks forward to their continued assistance in future.

Your Board is deeply grateful to our investors and shareholders for the confidence and faith that has always been reposed in us. Your Board is also thankful to the Bata Shoe Organization (BSO) for their ongoing support and guidance.

Your Board acknowledges, appreciates and values the unwavering efforts by the employees, workmen and staff including the Management headed by the Executive Directors who have all worked together as a team despite the pandemic and overall challenging business environment. Your Board also appreciates the Independent Directors and the Non-Executive Directors of the Company for their contribution by way of strategic guidance, sharing of knowledge, experience and wisdom, which helps your Company to take the right decisions in achieving its business goals.

Your Board also wishes to place on record their deep appreciation to the Company's employees, suppliers, customers and Government authorities for their selfless efforts in helping your Company to operate whenever permissible during the pandemic. The ownership and responsiveness shown by all the stakeholders is unparalleled and is a testimony of the spirit of this great organization.

For and on behalf of the Board of Directors

Place : Gurugram
Date : June 9, 2021

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-time Director and CEO
DIN: 05183714

ANNEXURE - I

DIVIDEND DISTRIBUTION POLICY

1. OBJECTIVE

In terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI notification dated July 8, 2016, and in accordance with the requirements of the Companies Act, 2013 and Rules thereof, the Board of Directors of Bata India Limited ('the Company') at its Meeting held on November 25, 2016 has adopted the Dividend Distribution Policy.

2. BACKGROUND

The Company was incorporated as Bata Shoe Company Limited on December 23, 1931 under the Indian Companies Act, 1913 with its Registered Office in Kolkata, West Bengal. The name was subsequently changed to Bata India Limited on April 23, 1973. Bata India Limited has been declaring dividend since 1973, except in the years 1974, 1992, 1994-1997 and 2002-2006. The Company recognizes the need to lay down a broad framework for considering decisions by the Board of the Company, with regard to distribution of dividend to its shareholders and/or retaining or plough back of its profits.

3. EFFECTIVE DATE

The Policy shall be effective from December 1, 2016.

4. DEFINITIONS

a) "Act" means the Companies Act, 2013, and any statutory modification thereof.

b) "Company" means Bata India Limited.

c) “Board of Directors” or “Board”, means the collective body of the directors of the Company.

d) “dividend” includes any interim dividend.

e) “financial year”, means April 1 to March 31 every year.

f) “free reserves” means such reserves which, as per the latest audited balance sheet of the Company, are available for distribution as dividend:

Provided that—

(i) any amount representing unrealised gains, notional gains or revaluation of assets, whether shown as a reserve or otherwise, or

(ii) any change in carrying amount of an asset or of a liability recognized in equity, including surplus in profit and loss account on measurement of the asset or the liability at fair value,

shall not be treated as free reserves;

g) “IEPF” means Investor Education and Protection Fund set up by the Government of India.

h) “MCA” means Ministry of Corporate Affairs

5. THE REGULATORY FRAMEWORK

The recommendation, declaration and payment of dividend by the Company is subject to the provisions of Sections 123 and 134(3)(k) of the Companies Act, 2013 read with Companies (Declaration and Payment of Dividend) Rules, 2014 and Regulations 12, 29, 42, and 43 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6. GENERAL POLICY OF THE COMPANY AS REGARDS DIVIDEND

a) The Board shall determine the payment of dividend in a particular financial year after taking into consideration the following factors:

i. Financial performance of the Company, including the Net Profit earned during the current and previous years and also the accumulated profit (loss) of the earlier years.

ii. Statutory requirements including the Taxation Laws and other applicable Securities Laws.

iii. The level of its liquid assets.

iv. Past Dividend trends of the Company.

v. Replacement of capital assets, expansion, diversification and modernization projects involving substantial capital expenditure.

vi. Required expenditure in R & D.

vii. Expectations of shareholders, who generally invest with the hope of getting a constant return.

viii. Obligations to Creditors, if any.

b) The Company may transfer any amount to General Reserve before the declaration of dividend in any financial year as may be decided by the Board. The Company may consider capitalization of profits or reserves of the Company for the purpose of issuing fully paid-up bonus shares, irrespective of declaration of dividend.

c) In the event of inadequacy of profits, the Board may decide not to declare dividends for that financial year or declare dividend out of free reserves, subject to the compliance of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

d) The Company presently has only one class of shares (Equity Shares). Hence, parameters which are required to be adopted for various classes of shares do not apply to the Company.

e) The Company shall disclose the Dividend Distribution Policy in its Annual Report and shall also post it on the website of the Company. If the Company proposes to declare dividend on the basis of parameters in addition to those mentioned in the policy, it shall disclose such changes alongwith the rationale for the same in its Annual Report and on its website.

f) Appropriate Dividend Distribution Tax shall be paid before the dividend is distributed amongst the shareholders.

7. MANNER OF DIVIDEND PAYOUT

a) In case of final dividends

i. The Board shall recommend dividend to the shareholders, which shall be paid subject to approval of the shareholders at Annual General Meetings of the Company.

ii. Dividends shall be paid only out of current profits or past profits after providing for depreciation and setting off losses, if any.

iii. The amount of the dividend shall be deposited in a scheduled bank in separate account within 5 days from the declaration of dividend.

iv. The payment of dividends shall be made within 30 days from the date of declaration to the shareholders entitled to receive the dividend on the record date as per the applicable law.

b) In case of interim dividend

i. Interim dividend, if any, shall be declared by the Board.

ii. Before declaring interim dividend, the Board shall consider the financial position of the Company that allows the payment of such dividend.

iii. In case no final dividend is declared at the Annual General Meeting, interim-dividend will be considered as the final dividend of the Company.

c) Payment mode

Dividend shall be paid by cheque or warrant or in any electronic mode to the shareholders entitled to the payment of the dividend. The Dividend shall be delivered to the shareholders through ordinary post/Registered post/Speed post/courier.

8. UNPAID/UNCLAIMED DIVIDEND

a) Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to receive such dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in any scheduled bank to be called as Unpaid Equity Dividend Account.

b) Any person claiming to be entitled to any money transferred to the Unpaid Dividend Account of the company may apply to the Company for payment of the money claimed.

c) Any money transferred to the Unpaid Equity Dividend Account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company to the Investor Education and Protection Fund (IEPF).

d) The Company shall inform at the latest available address, the shareholder concerned regarding transfer of shares to IEPF, three months before the due date of transfer of shares and also simultaneously publish a notice in the leading newspaper in English and regional language having wide circulation and on their website giving details of such shareholders and shares due for transfer.

e) Statement of amount of dividend credited to the IEPF, Statement of unclaimed and unpaid amounts due to be credited in coming years, Statement of shares transferred to the IEPF and Statement of shares and unclaimed and unpaid dividend not transferred to IEPF due to specific order of Statutory Authority, shall be filed with MCA in prescribed form.

9. CONCLUSION

The Company shall endeavour to maintain a consistency in dividend payout, every year. The Company may also declare special dividend as and when there are exceptional gains by the Company. The Board shall finalize the rate of such special dividend. The focus of the Company is to declare a Policy on distribution of dividend so that the investor may know as to when and how much dividend they may expect.

10. AMENDMENT

The Dividend Distribution Policy is subject to modification by the Board from time to time, to be in the line with the best industrial practices and to ensure conformity with the subsequent amendments in the Act, Rules, Regulations and Notifications issued by various Statutory Authorities, from time to time.

ANNEXURE - II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
BATA INDIA LIMITED
CIN: L19201WB1931PLC007261
27B, Camac Street, 1st Floor
Kolkata – 700016

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BATA INDIA LIMITED** (hereinafter referred to as 'the Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of the Secretarial Audit and considering the various relaxations granted by the Securities and Exchange Board of India, the Ministry of Corporate Affairs and other government authorities due to COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021, generally complied with the statutory provisions listed hereunder, as amended from time to time and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021, according to the applicable provisions of :

(i) The Companies Act, 2013 (the Act) and the Rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The Foreign Exchange Management Act, 1999 (FEMA) and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECBs);

(v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 :

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

   (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and

   (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) The Company belongs to Footwear Industry. As confirmed by the Management of the Company and to the best of our knowledge and belief, there are no sector specific laws applicable to the said Industry in India during the year under review.

However, the following Orders have been passed by Leather and Footwear Section of Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India on October 27, 2020, which read with the Bureau of Indian Standards Act, 2016 and various Rules framed thereunder, were initially made applicable from date of publication of these Orders in the Gazette of India, i.e., October 28, 2020, but DPIIT has subsequently amended these Orders on December 4, 2020 and thereby extended the date of applicability of these Orders with effect from July 1, 2021 :

1. The Footwear made from all-Rubber and all Polymeric material and its components (Quality Control) Order, 2020.
2. The Footwear made from Leather and other materials (Quality Control) Order, 2020.
3. The Personal Protective Equipment - Footwear (Quality Control) Order, 2020.

We have also examined compliance with the applicable clauses of the following :

(i) Secretarial Standards on Meetings of the Board of Directors (SS-1) and on General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited.

The provisions of the FEMA and the Rules and Regulations made thereunder to the extent applicable for ODI and ECBs; and the provisions of Regulations mentioned in (c), (d), (e), (g) and (h) under item no. (v) of para 3 above, were not applicable to the Company during the year under review.

During the year under review the Company has generally complied with the applicable provisions of the Acts, Rules, Regulations, Standards, etc., mentioned above.

We further report that:

I. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes that took place during the year under review in the composition of the Board of Directors were carried out in compliance with the provisions of the Act. Ms. Anjali Bansal, an Independent Director and the only woman director on the Board of the Company, has resigned from the Company with effect from close of business hours on March 31, 2021.The Board of Directors of the Company at its meeting held on June 9, 2021 has appointed Ms. Radha Rajappa as an Independent Woman Director with immediate effect, i.e., within the time as stipulated under Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

II. Adequate notices were given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except for the Board Meetings held on May 6, 2020 and November 30, 2020, which were called on a shorter notices, accompanied with agenda and detailed notes on agenda, pursuant to the proviso to Section 173(3) of the Companies Act, 2013; and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meetings and for meaningful participation at the meetings.

III. During the year under review, all the decisions at the meetings of the Board and Committees thereof, were carried out unanimously as the Minutes of these meetings did not reveal any dissenting view by any of the members of the Board or Committees thereof.

We further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable Laws, Rules, Regulations, Standards, etc.

We further report that during the year under review, the following events/actions have occurred, which may be considered to have a major bearing on the Company’s affairs in pursuance of the above referred laws, rules, regulations, standards, etc. :

1. The Board of Directors of Bata Properties Limited (BPL), the Company’s wholly owned subsidiary and Costal Commercial & Exim Limited (CCEL), wholly owned subsidiary of BPL, at their respective Board Meeting held on September 16, 2020, has approved the amalgamation of CCEL with BPL, pursuant to the provisions of Section 233 of the Companies Act, 2013. Extraordinary General Meetings of both the companies were convened on November 18, 2020, for seeking approvals the shareholders of respective company. The Hon’ble Regional Director has passed an Order on April 8, 2021 confirming the said Scheme of Amalgamation.

2. The Company has passed Special Resolutions on March 24, 2021, through Postal Ballot process, pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto and the rules made thereunder; the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, for payment of existing remuneration to the Executive Directors in the event of inadequacy or absence of profits.

For P. SARAWAGI & ASSOCIATES
Company Secretaries

P. K. Sarawagi
Proprietor
Membership No. : FCS-3381
Certificate of Practice No. : 4882
Peer Review Certificate No. 1128/2021
ICSI UDIN : F003381C000435395

Place : Kolkata
Date : June 9, 2021

This Report is to be read with our letter of even date which is annexed to this Report as Annexure - A and forms integral part of this Report.

Annexure - A

To,
The Members
BATA INDIA LIMITED
CIN: L19201WB1931PLC007261
27B, Camac Street, 1st Floor
Kolkata – 700016

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the Financial Records and the Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Standards and happening of events etc..
5. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. Considering resurgence of the COVID-19 pandemic and consequential impacts, including restricted movements and subsequent lockdowns, most of the information and documents were provided electronically by the Company and were relied upon by us.

For P. SARAWAGI & ASSOCIATES
Company Secretaries

P. K. Sarawagi
Proprietor
Membership No. FCS-3381
Certificate of Practice No. : 4882
Peer Review Certificate No. 1128/2021
ICSI UDIN : F003381C000435395

Place : Kolkata
Date : June 9, 2021

Corporate Governance Report

[In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)]

Company's Philosophy on Code of Governance

The Company strongly believes that establishing good corporate governance practices in each and every function of the organization leads to increased operational efficiencies and sustained long term value creation for all stakeholders. The Company carries its business operations in a fair, transparent and ethical manner and also holds itself accountable and responsible to the society it belongs. The Company considers it absolutely essential to abide by the applicable laws and regulations in letter and spirit and is committed to the highest standards of corporate governance and be considered as a good corporate citizen of the Country.

Date of Report

The information provided in this Report on Corporate Governance for the purpose of unanimity is as on March 31, 2021. This Report is updated as on the date of the Report wherever applicable.

Board of Directors

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors and is duly constituted under the Chairmanship of a Non-Executive Director who is not related to the Managing Director or the Chief Executive Officer of the Company. The Board Members possess adequate qualifications, knowledge, expertise and experience to provide strategic guidance to the Company. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations") mandate that for a company with a Non-Executive Chairman, atleast one third of the Board should comprise of Independent Directors.

As on March 31, 2021, the Board comprised of 10 (ten) Directors, of which 5 (five) were Independent Directors including the Chairman.

The composition of the Board of Directors as on March 31, 2021, the number of other directorships, the number of other committees of which a Director is a Member/Chairperson and the attendance of each director at the Board Meetings and the last Annual General Meeting (AGM) of the Company were as follows:

Name of the Directors and DIN	Designation and Category of the Directors	No. of Directorships¥@	No. of membership on Board committees¥*	No. of chairpersonship on Board committees¥*	No. of Board Meetings attended during the financial year 2020-21
Mr. Ashwani Windlass (DIN: 00042686)	Chairman & Independent Non-Executive Director	5	3	3	6 out of 6
Mr. Akshay Chudasama (DIN: 00010630)	Independent Non-Executive Director	2	3	0	5 out of 6
Ms. Anjali Bansal& (DIN: 00207746)	Independent Non-Executive Director	9	4	0	4 out of 6
Mr. Ashok Kumar Barat (DIN: 00492930)	Independent Non-Executive Director	8	8	5	6 out of 6
Mr. Ravindra Dhariwal (DIN: 00003922)	Independent Non-Executive Director	5	6	0	6 out of 6
Mr. Alberto Toni (DIN: 08358691)	Non-Executive Director	1	2	1	6 out of 6
Mr. Rajeev Gopalakrishnan (DIN: 03438046)	Managing Director (Executive Director)	3	1	0	6 out of 6
Mr. Sandeep Kataria (DIN: 05183714)	Whole-time Director and Chief Executive Officer (Executive Director)	4	1	0	6 out of 6
Mr. Ram Kumar Gupta (DIN: 01125065)	Director Finance and Chief Financial Officer (Executive Director)	4	1	0	5$ out of 6
Mr. Shaibal Sinha^ (DIN: 00082504)	Non-Executive Director	1	0	0	1 out of 1

The Committee positions are based on the latest disclosures received by the Company. The last AGM held on August 6, 2020 was attended by all the above named directors, except Mr. Shaibal Sinha who was appointed with effect from January 1, 2021.

¥Including Bata India Limited.

[@]Excludes memberships of the managing committee of various chambers/bodies, directorships in private limited companies, foreign companies, companies existing/registered under section 8 of the Act.

*Only membership/chairpersonship of the Audit Committee and Stakeholders Relationship Committee of Indian public limited companies have been considered.

[&]Ceased to be a Director with effect from the end of business hours on March 31, 2021. Accordingly certain data pertaining to Ms. Bansal was obtained from MCA / Stock Exchanges website.

[$]Mr. R. K. Gupta attended the Board Meeting held on 30th November, 2020 through Audio conference and hence not counted for the purpose of Quorum / Attendance.

^Appointed with effect from January 1, 2021.

None of the directors on the Board of the Company is a member of more than 10 committees and / or Chairperson of more than 5 committees, reckoned in terms of Regulation 26 of the Listing Regulations. The Directors of the Company are in compliance with the requirements of the Listing Regulations and the Act with regard to the maximum number of directorships.

The Independent Directors of the Company have declared that they meet the criteria for “independence” and / or “eligibility” as prescribed under Regulation 16(1)(b) of the Listing Regulations and Section 149 of the Companies Act, 2013 (as amended) (the “Act”) and have given necessary confirmations in terms of Regulation 25(8) of the Listing Regulations. Based on the said declarations and confirmations received from the Independent Directors, the Board of Directors confirms the same.

None of the Directors of the Company are related to each other. The Company is in compliance with the provisions regarding Board, its composition and committees under the Act and the Listing Regulations including Regulation 17(1) thereof.

As required under Para C(2) of Schedule V to the Listing Regulations, based on the latest disclosures received by the Company, as on March 31, 2021 following are the names of the other listed entities where the Directors of the Company are also a Director and the category of their directorships therein:

Name of the Directors	Directorships and its category in other listed entities	
Mr. Ashwani Windlass	1. Vodafone Idea Limited	3. Hindustan Media Ventures Limited
	2. Jubilant Foodworks Limited	
Mr. Akshay Chudasama	1. Apollo Tyres Limited	
Ms. Anjali Bansal	1. Siemens Limited	4. Voltas Limited
	2. Apollo Tyres Limited	5. Piramal Enterprises Limited
	3. The Tata Power Company Limited	
Mr. Ashok Kumar Barat	1. Cholamandalam Financial Holdings Limited	4. Cholamandalam Investment and Finance Company Limited
	2. DCB Bank Limited	5. Birlasoft Limited
	3. Huhtamaki India Limited (Previously Huhtamaki PPL Limited)	
Mr. Ravindra Dhariwal	1. Sheela Foam Limited	2. Future Retail Limited

The above positions are being held as an Independent Director in the said other listed entities by the respective directors of the Company. None of the other directors of the Company hold any directorship in any other listed entity.

Ms. Anjali Bansal has resigned from the directorship of the Company, w.e.f. end of business hours of March 31, 2021, owing to other preoccupations and has further confirmed that there is no other reason, material or otherwise than this. Accordingly, the directorship and committee positions held by Ms. Anjali Bansal in the Company, upto March 31, 2021 has been considered in this report, wherever applicable.

The Board has devised proper system to ensure compliance with the provisions of all applicable laws and periodically reviewed the compliance reports of all laws applicable to the Company and necessary steps were taken to ensure the compliance in letter and spirit.

The Board of Directors of the Company met 6 (six) times during the financial year ended March 31, 2021. Atleast one meeting of the Board was held in every quarter and the time gap between any two consecutive board meetings did not exceed 120 days during the financial year ended March 31, 2021. The details are as follows:

Meeting Number	Date of Board Meetings	Board Strength (No. of Directors)	No. of Directors Present	No. of Independent Directors Present
1st of 2020-21	May 6, 2020	9	9	5
2nd of 2020-21	May 25, 2020	9	9	5
3rd of 2020-21	August 7, 2020	9	7	3
4th of 2020-21	November 10, 2020	9	8	4
5th of 2020-21	November 30, 2020	9	9[$]	5
6th of 2020-21	February 10, 2021	10	10	5

[$]Mr. R. K. Gupta attended through Audio conference and hence not counted for the purpose of Quorum / Attendance.

The Directors have access to the complete agenda for meetings along with all relevant annexures and other information on their respective devices through a software platform that allows secured log in and access to data on the device in online and offline modes as well as functionality to make private notes and comments ahead of the meetings and many other advanced features.

In pursuance of Para C(2), Schedule V to the Listing Regulations, the Board at its meeting held on May 24, 2019 has identified the core skills/expertise/competencies that are desirable for the Company to function effectively in the context of the business of the Company and its sector. These core skills/expertise/competencies are actually available with the Board in the following manner:

Areas	Core skills / expertise / competencies in specific functional area	Name of the Directors
Marketing and Branding	Experience of accomplishing sales, understanding of market & consumers, contemporary marketing strategy, experience of international fashion trends, branding strategies, merchandising strategies and business promotion programmes.	Mr. Ashwani Windlass Mr. Alberto Toni Mr. Ravindra Dhariwal Mr. Rajeev Gopalakrishnan Mr. Sandeep Kataria
Finance and Accounts	Leadership experience in handling financial management and risk management of large organisations. Experience in manufacturing sector accounting and foreign exchange management.	Mr. Ashwani Windlass Mr. Alberto Toni Ms. Anjali Bansal Mr. Ashok Kumar Barat Mr. Ravindra Dhariwal Mr. Rajeev Gopalakrishnan Mr. Ram Kumar Gupta Mr. Shaibal Sinha
Merger and Acquisition	Experience in merger and acquisition strategies, negotiation of cross - border deals, ability to analyse future business opportunities and decide business combinations.	Mr. Ashwani Windlass Mr. Akshay Chudasama Mr. Alberto Toni Ms. Anjali Bansal Mr. Ashok Kumar Barat Mr. Ravindra Dhariwal Mr. Sandeep Kataria Mr. Shaibal Sinha
Diversified Leadership	Experience in leading well-governed large organisations, with an understanding of complex business and regulatory environment, accountability, strategic planning with future vision, having decision making capabilities and ability for innovation.	Mr. Ashwani Windlass Mr. Alberto Toni Ms. Anjali Bansal Mr. Ashok Kumar Barat Mr. Ravindra Dhariwal Mr. Rajeev Gopalakrishnan Mr. Sandeep Kataria Mr. Ram Kumar Gupta

Areas	Core skills / expertise / competencies in specific functional area	Name of the Directors
Product Knowledge, Business Strategies and Planning	Knowledge of product, understanding of diverse business environment, changing socio-economic conditions and regulatory framework. Experience in developing long-term strategies considering the product lifecycle, to develop business consistently, profitably, competitively and in a sustainable manner.	Mr. Ashwani Windlass Mr. Alberto Toni Ms. Anjali Bansal Mr. Rajeev Gopalakrishnan Mr. Sandeep Kataria Mr. Shaibal Sinha
Regulatory Compliance, Governance and Stakeholders Management	Experience in developing governance practices, protecting and managing all stakeholders' interests in the Company, maintaining management accountability and building long-term effective stakeholder relationships.	Mr. Ashwani Windlass Mr. Akshay Chudasama Mr. Alberto Toni Ms. Anjali Bansal Mr. Ashok Kumar Barat Mr. Ram Kumar Gupta Mr. Shaibal Sinha

Familiarization Programme for Independent Directors

In order to encourage active participation from the Independent Directors and also to enable them to understand the business environment of the Company, a Familiarization Programme for the Independent Directors has been adopted and implemented.

Once appointed, the Independent Directors undergo the Familiarization Programme of the Company wherein the necessary information and relevant documents in respect of footwear industry, the regulatory environment in which the Company operates and the Annual Reports of past financial years are provided to them.

The Independent Directors visit the Corporate Office of the Company, manufacturing units, regional offices and also visit the Company’s Retail outlets and hold one-on-one discussions with Key Functional Heads of the Company to understand various functions which are critical to the business performance of the Company. They are also provided with financial results, internal audit findings, risk inventories and other specific documents as sought for, from time to time. The Independent Directors are also made aware of the Corporate Policies including the Code of Conduct and the Business Ethics.

Details of the Familiarization Programmes imparted during the year under review, has been uploaded on the website of the Company at *www.bata.in* and is available at the link https://www.bata.in/0/pdf/Familiarization-Programme_2020-21.pdf

Independent Directors’ Separate Meeting

Schedule IV to the Act and the Listing Regulations mandate the Independent Directors to hold atleast one meeting in every financial year, without the attendance of non-independent directors and members of the management. During the financial year ended March 31, 2021, all the Independent Directors met on March 19, 2021, *inter alia*, to review performance of Non-Independent Directors & the Board as a whole, to review performance of the Chairman of the Company and to assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board.

Code of Conduct

The Board of Directors of the Company has adopted a Code of Conduct for the Directors, Key Managerial Personnel, Senior Management Personnel and Functional Heads of the Company. The said Code of Conduct of the Company has been uploaded on the website of the Company at *www.bata.in* and is available at the link https://bata.in/0/pdf/BIL-CodeofConductforDirectors&SMPs.pdf

Board Committees

The Board of Directors of the Company has promulgated various committees and has delegated specific responsibilities to them. The Committees review items in great detail before they are placed at the Board meetings for consideration. The Committees follow the defined guidelines and established framework for their operations. The terms of reference of the committees are in compliance with the Act and the Listing Regulations. The Committees were reconstituted during the financial year ended March 31, 2021.

Audit Committee

The Board of Directors of the Company has constituted a qualified and independent Audit Committee that acts as a link between the management, the Statutory and Internal Auditors and the Board.

Terms of Reference

The terms of reference of the Audit Committee are in conformity with the requirements of Regulation 18 of the Listing Regulations and Section 177 of the Act. Terms of reference of the Audit Committee include overseeing the financial reporting process, review of financial statements, review of internal audit reports, recommending appointment and remuneration of auditors to the Board of Directors, review and monitor the auditors' independence, performance and effectiveness of audit process, review of adequacy of internal control systems and internal audit function, review of functioning of the whistle blower mechanism, review of related party transactions, review of utilization of loans, advances and investments made by the Company in its subsidiary companies above certain threshold and other matters specified under the Listing Regulations and the Act. The Audit Committee also reviews information as per the requirement of Part C of Schedule II to the Listing Regulations.

Composition, Meetings and Attendance

The composition of the Audit Committee is in accordance with the provisions of the Act and Regulation 18 of the Listing Regulations.

As on March 31, 2021, the Audit Committee comprised of 3 (three) Non-Executive Directors, 2 (two) of whom are Independent Directors. All the members of the Audit Committee are financially literate with majority having accounting or related financial management expertise. The Chairman of the Committee is an Independent (Non-Executive) Director, nominated by the Board. The Statutory Auditors and the Chief Internal Auditor are amongst the permanent invitees to the Audit Committee meetings. The Company Secretary acts as the Secretary to the Committee. The minutes of the Audit Committee meetings were circulated to the Board, discussed and taken note of. All recommendations made by the Audit Committee during the year were accepted by the Board.

Atleast one meeting of the Audit Committee was held in every quarter of the financial year ended March 31, 2021 and the time gap between any two consecutive meetings of the Audit Committee did not exceed 120 days. During the financial year ended March 31, 2021, 6 (six) Audit Committee meetings were held on May 25, 2020, July 17, 2020, August 7, 2020, November 10, 2020, February 10, 2021 and March 19, 2021. The composition and attendance of the members of the Audit Committee are as follows:

Sl. No.	Name of the Directors	Position	No. of meetings attended
1.	Mr. Ashok Kumar Barat	Chairman	6 out of 6
2.	Mr. Alberto Toni	Member	6 out of 6
3.	Mr. Ravindra Dhariwal	Member	6 out of 6
4.	Ms. Anjali Bansal#	Member	2 out of 4
5.	Mr. Akshay Chudasama$	Member	N.A.

#Ceased to be a member with effect from November 11, 2020.
$Ceased to be a member with effect from May 6, 2020.

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company to answer the queries related to accounts to the satisfaction of the shareholders.

Nomination and Remuneration Committee

The Board of Directors of the Company constituted a Nomination and Remuneration Committee in terms of the requirements of Section 178 of the Act and Rules framed thereunder read with Regulation 19 of the Listing Regulations.

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee covers all the areas mentioned under Section 178 of the Act and Regulation 19 of the Listing Regulations. The broad terms of reference of the Committee include:

(i) To formulate the criteria for determining qualifications, positive attributes and independence of a Director;

(ii) To recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees of the Company;

(iii) To identify persons who are qualified to become directors and who may be appointed in the senior management;

(iv) To specify the manner for effective evaluation of performance of the Board, its committees and individual directors and to review its implementation and compliance;

(v) To recommend on extension or continuation of term of appointment of the Independent Directors.

(vi) To recommend to the Board, all remuneration, in whatever form, payable to the senior management.

Composition, Meetings and Attendance

As on March 31, 2021, the Nomination and Remuneration Committee comprised of 4 (four) Non-Executive Directors, 2 (two) of whom are Independent Directors. The Company Secretary acts as the Secretary to the Committee.

The details of the composition, meetings and attendance of the members of the Nomination and Remuneration Committee are as follows:

Sl. No.	Name of the Directors	Position	No. of meetings attended	Date of meetings
1.	Mr. Ravindra Dhariwal^	Chairman	5 out of 5	May 25, 2020 August 7, 2020 November 10, 2020 February 10, 2021 March 19, 2021
2.	Mr. Akshay Chudasama	Member	5 out of 5	
3.	Mr. Alberto Toni	Member	5 out of 5	
4.	Mr. Shaibal Sinha$	Member	2 out of 2	
5.	Ms. Anjali Bansal#	Past Chairperson	N.A.	

^Chairman with effect from May 6, 2020.

$Appointed as a member with effect from January 1, 2021.

#Ceased to be a member with effect from May 6, 2020.

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company to answer the queries of the shareholders. The Managing Director and the Head – HR are amongst the permanent invitees to the meetings of the Nomination and Remuneration Committee.

The Board along with the Committee periodically reviews the succession plans for appointment to the Board and Senior Management Personnel of the Company.

Nomination and Remuneration Policy

In compliance with the requirements of Section 178 of the Act including Rules framed thereunder and pursuant to the provisions of Regulation 19(4) of the Listing Regulations, the Board of Directors of the Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMPs), Functional Heads and other employees of the Company. The Policy provides for Board diversity criteria and qualifications for appointment of Directors, KMPs and SMPs, remuneration paid / payable to them, etc. The said policy was amended during the year under review to give effect to recent amendments in the Act and in the Listing Regulations and is available at the link https://www.bata.in/0/pdf/Nomination-and-Remuneration-Policy-Revised-2021.pdf on the website of the Company *(www.bata.in).*

Non-Executive Directors

The Board of Directors decides on the remuneration of the Non-Executive Directors in accordance with the provisions of the Articles of Association of the Company and with the approval of the Members of the Company. Such remuneration are also in line with the Nomination and Remuneration Policy of the Company and in terms of the specific requirements under the Act and the Listing Regulations.

Non-Executive Non-Independent Directors do not accept sitting fees and / or Commission on Net Profits of the Company. The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors during the year under review. As on March 31, 2021, none of the Non-Executive Directors of the Company held any equity shares or any convertible instruments of the Company.

Remuneration by way of sitting fees for attending Board and Committee Meetings are paid to the Independent Directors. They are also entitled to a Commission on Net Profits not exceeding 1% in aggregate of the Net Profits computed in the manner referred to in Section 198 of the Act and Rules framed thereunder, which is distributed among them after the AGM every year, in such proportion as determined by the Board on the recommendation of the Nomination and Remuneration Committee. Further, in terms of the revised Nomination and Remuneration Policy, read together with the MCA Notifications dated March 18, 2021 and the Companies (Amendment) Act, 2020, if, in any financial year, the Company has no profits or its profits are inadequate, the Company shall be entitled to pay remuneration exclusive of any Sitting Fee, to any of its Non-Executive Director, including an Independent Director in accordance with the provisions of Schedule V of the Act.

Sitting fees paid to Non-Executive Independent Directors are within the limits prescribed by the Act. The details of sitting fees and Commission on Net Profits paid to the Independent Directors during the financial year ended March 31, 2021 are as follows:

(Rs. in Million)

Name of the Directors	Sitting Fees paid	Commission paid# for the financial year ended March 31, 2020
Mr. Ashwani Windlass^	0.50	1.01
Mr. Akshay Chudasama	1.02	1.32
Ms. Anjali Bansal	0.70	1.32
Mr. Ashok Kumar Barat	1.23	1.32
Mr. Ravindra Dhariwal	1.35	1.32

^Appointed as the Chairman & Independent Director with effect from November 13, 2019.

#Mr. Uday Khanna who ceased to be a director with effect from August 4, 2019 was paid, during the financial year 2020-21, a commission of Rs. 0.91 Million for the financial year 2019-20.

Letters of appointment are issued by the Company to the Independent Directors at the time of appointment / re-appointment, stating their roles, duties, responsibilities, etc., which have been accepted by them.

Terms and conditions of appointment of the Independent Directors have been disclosed on the website of the Company at the following web-link: https://www.bata.in/bataindia/a-88_s-181_c-42/investor-relations.html

Executive Directors

The details of remuneration and perquisites paid to the Executive Directors during the financial year under review are as under:

(Rs. in Million)

Name of the Directors	Salary	Performance Linked Incentive	Perquisites
Mr. Rajeev Gopalakrishnan *Managing Director*	37.57	6.67	7.41
Mr. Sandeep Kataria *Whole-time Director and Chief Executive Officer*	54.71	13.34*	3.18
Mr. Ram Kumar Gupta *Director Finance and Chief Financial Officer*	23.62	6.43	2.54

*Includes payment of Long Term Incentive Plan (LTIP), paid during the financial year under review, that is, after 3 years of his appointment, in terms of Shareholders' Approval.

Performance Linked Incentive is determined by the Nomination and Remuneration Committee based on the overall business performance of the Company. As the liabilities for Gratuity and Leave Encashment are provided on actuarial basis by the Company as a whole, the amounts pertaining to the Directors are not included above. Remuneration and perquisites of the Executive Directors as given above also include retirement benefits and items which do not form part of their remuneration and perquisites under Section 197 and 198 of the Act and Rules framed thereunder.

The Agreements with the Executive Director(s) are contractual in nature. During the financial year 2020-21, amendment agreements were entered with the Executive Directors for payment of remuneration in case of inadequacy of profits or no profits. These Agreements may be terminated at any time by either party giving six months' notice in writing without any cause. In the event the notice is delivered by the Executive Director(s), the Company shall have the option of determining the services of the Executive Director(s) forthwith without any further liabilities whatsoever. In such event, the concerned Executive Director(s) shall be entitled to be paid his full salary for a period of six months as per the Agreement as well as incentive which he would have earned during the same period.

The Company does not have any Stock Options Scheme for its Directors or employees.

Performance Evaluation of the Board, Committees and Directors

The Board of Directors understands the requirements of an effective Board Evaluation process and accordingly conducts the Performance Evaluation every year in respect of the following:

i. Board of Directors as a whole.
ii. Committees of the Board of Directors.
iii. Individual Directors including the Chairman of the Board of Directors.

In compliance with the requirements of the provisions of Section 178 of the Act, the Listing Regulations and the Guidance Note on Board Evaluation issued by SEBI in January 2017, a Performance Evaluation was carried out internally for the Board, Committees of the Board, Individual Directors including the Chairman of the Board of Directors for the financial year ended

March 31, 2021. During the year under review, the Company has complied with all the criteria of evaluation as envisaged in the SEBI Circular on 'Guidance Note on Board Evaluation' such as preparation, participation, conduct and effectiveness.

The key objectives of conducting the Board Evaluation process were to ensure that the Board and various Committees of the Board have appropriate composition and they have been functioning collectively to achieve common business goals of the Company. Similarly, the key objectives of conducting performance evaluation of the Directors through individual assessment and peer assessment were to ascertain if the Directors actively participate in the Board / Committee Meetings and contribute to achieve the common business goals of the Company.

The Directors carry out the aforesaid Performance Evaluation in a confidential manner and provide their feedback on a rating scale of 1 - 5. Duly completed formats were sent to the Chairman of the Board and the Chairman / Chairperson of the respective Committees of the Board for their consideration. The Performance Evaluation feedback of the Chairman was sent to the Chairperson of the Nomination and Remuneration Committee.

The outcome of such Performance Evaluation exercise was discussed during the year at a separate Meeting of the Independent Directors held on March 19, 2021 and subsequently at the Nomination and Remuneration Committee Meeting held on June 9, 2021. The Nomination and Remuneration Committee forwarded their recommendation based on such Performance Evaluation Process to the Board of Directors.

After completion of internal evaluation process, the Board at its meeting held on June 9, 2021, also discussed the Performance Evaluation of the Board, its committees and individual directors. The Performance Evaluation of the Independent Directors of the Company was done by the entire Board of Directors, excluding the Independent Directors being evaluated. The Board expressed its satisfaction with the evaluation process and results thereof.

Corporate Social Responsibility (CSR) Committee

Pursuant to the applicable provisions of the Act, the CSR Committee is required to recommend the amount of expenditure to be incurred for undertaking CSR activities by the Company in terms of the Corporate Social Responsibility Policy. It also monitors the CSR Policy of the Company from time to time. During the financial year ended March 31, 2021, 2 (two) CSR Committee meetings were held on May 25, 2020 and February 10, 2021. The composition of the CSR Committee as on March 31, 2021 and attendance of its members are as follows:

Sl. No.	Name of the Directors	Position	Category	No. of Meetings attended
1.	Ms. Anjali Bansal*	Chairperson	Independent, Non-Executive Director	2 out of 2
2.	Mr. Ashok Kumar Barat@	Member	Independent, Non-Executive Director	2 out of 2
3.	Mr. Sandeep Kataria@	Member	Executive Director	2 out of 2
4.	Mr. Ram Kumar Gupta	Member	Executive Director	2 out of 2
5.	Mr. Akshay Chudasama^	Past Chairman	Independent, Non-Executive Director	N.A.
6.	Mr. Rajeev Gopalakrishnan^	Member	Executive Director	N.A.
7.	Mr. Ravindra Dhariwal^	Member	Independent, Non-Executive Director	N.A.

*Inducted as a member and also appointed as the Chairperson with effect from May 6, 2020.

@Appointed as a member with effect from May 6, 2020.

^Ceased to be a member with effect from May 6, 2020.

The Company Secretary acts as the Secretary to the Committee.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee (SRC) of the Board considers and resolves grievances of the security holders of the Company. The Committee also reviews the measures taken for effective exercise of voting rights by shareholders, adherence to the service standards adopted by the Company in relation to various services rendered by the Registrar & Share Transfer Agent, etc. During the financial year ended March 31, 2021, 2 (two) SRC meetings were held on May 25, 2020 and February 10, 2021. The composition of the SRC Committee and attendance of its members are as follows:

Sl. No.	Name of the Directors	Position	Category	No. of Meetings attended
1.	Mr. Alberto Toni^	Chairman	Non-Executive Director	2 out of 2
2.	Mr. Akshay Chudasama#	Member	Independent, Non-Executive Director	2 out of 2
3.	Mr. Ravindra Dhariwal	Past Chairman	Independent, Non-Executive Director	2 out of 2
4.	Mr. Rajeev Gopalakrishnan	Member	Executive Director	2 out of 2
5.	Mr. Ram Kumar Gupta	Member	Executive Director	2 out of 2
6.	Mr. Sandeep Kataria#	Member	Executive Director	2 out of 2

^Inducted as a member and also appointed as the Chairman with effect from May 6, 2020.

#Appointed as a member with effect from May 6, 2020.

The Chairman of the Committee was present at the last Annual General Meeting of the Company to answer the relevant queries of the shareholders.

The Company Secretary acts as the Secretary to the Committee.

Compliance Officer

Mr. Arunito Ganguly ceased to be the Compliance Officer, w.e.f. close of business hours on March 31, 2020. Mr. Nitin Bagaria, Company Secretary was appointed as the Compliance Officer with effect from May 25, 2020 and acts as such as on March 31, 2021. Md. Jamshed Alam, a qualified company secretary, acted as the Compliance Officer in the interim period.

Details of Shareholders' complaints

In compliance with the requirements of SEBI Circular No. CIR/OIAE/2/2011 dated June 3, 2011, the Company has obtained exclusive User Id and Password for processing the investor complaints in a centralized web based SEBI Complaints Redress System - 'SCORES'. This enables the investors to view online the actions taken by the Company on their complaints and current status thereof, by logging on to the SEBI's website *www.sebi.gov.in*

No shareholder complaints were lying unresolved as on March 31, 2021 under 'SCORES'.

It is confirmed that there was no request for registration of share transfers / transmissions lying pending as on March 31, 2021 and that all requests for issue of new certificates, sub-division or consolidation of shareholdings, etc., received upto March 31, 2021 have since been processed. The Company has an efficient system in place to record and process all requests for dematerialization and re-materialization of shares of the Company through National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL).

Nature of complaints received and resolved during the financial year ended March 31, 2021:

Sl. No.	Subject matter	Complaints pending as on April 1, 2020	Complaints received	Complaints redressed	Complaints pending as on March 31, 2021
			During the financial year ended March 31, 2021		
1.	Non-receipt of Dividend	1	1	2	0
2.	Transfer / Transmission of Shares	0	1	1	0
3.	Dematerialization / Re - materialization of Shares	0	0	0	0
4.	Others	0	2	1	1
	TOTAL	**1**	**4**	**4**	**1***

*The complaint lying pending as on March 31, 2021 as indicated above has since been resolved.

Risk & Compliance Management Committee (RCMC)

The Board of Directors has constituted a Risk Management Committee with majority of its members being Directors including one Independent Director in terms of Regulation 21 of the Listing Regulations and the same was renamed as "Risk & Compliance Management Committee" at the Board Meeting held on May 06, 2020. The Chairman of Audit Committee is also a member of RCMC.

Based on the recommendation of the Audit Committee, the Board of Directors has adopted a Risk Management Policy. In terms of the said Policy, Risk Inventory Reports prepared by the Management Committee about the risk assessment and risk mitigation processes. RCMC makes assessment of the potential risks and concerns for the Company as well as suggests the best course of action to mitigate and avoid such risks.

The Committee met thrice during the financial year ended March 31, 2021, i.e., on May 25, 2020, July 17, 2020 and March 19, 2021.

The composition of the RCMC and attendance of its members (Directors and non-Directors) are as follows:

Sl. No.	Name of the Members	Category	No. of Meetings attended
1.	Mr. Akshay Chudasama, Chairman^	Independent Director	3 out of 3
2.	Ms. Anjali Bansal#	Independent Director	2 out of 3
3.	Mr. Ashok Kumar Barat#	Independent Director	3 out of 3
4.	Mr. Sandeep Kataria, Past Chairman	Executive Director	3 out of 3

Sl. No.	Name of the Members	Category	No. of Meetings attended
5.	Mr. Rajeev Gopalakrishnan[#]	Executive Director	1 out of 3
6.	Mr. Ram Kumar Gupta	Executive Director	3 out of 3
7.	Mr. Shaibal Sinha*	Non-Executive Director	1 out of 1
8.	Mr. Manoj Goswani[#]	Senior Vice President - Legal	3 out of 3
9.	Mr. Sanjay Kanth	Senior Vice President - Manufacturing & Sourcing	3 out of 3
10.	Mr. Sanjeev R Koshe*	Chief Internal Auditor	1 out of 1
11.	Mr. Vinod Kumar Mangla[$]	Global Audit Head	2 out of 2
12.	Mr. Alberto Toni[@]	Non-Executive Director	N.A.
13.	Mr. Ravindra Dhariwal[@]	Independent Director	N.A

^Inducted as a member and also appointed as the Chairman with effect from May 6, 2020.
[#]Appointed as a member with effect from May 6, 2020.
*Appointed as a member with effect from January 1, 2021.
[$]Ceased to be a member with effect from January 1, 2021.
[@]Ceased to be a member with effect from May 6, 2020.

The Company Secretary acts as the Secretary to the Committee.

General Body Meetings

Details of the last three Annual General Meetings and Special Resolutions passed thereat are given below:

Accounting Year	Day, Date & Time	Venue	Special Resolution passed
2019-20	Thursday, August 6, 2020 at 1:30 P.M.	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")	➢ None
2018-19	Friday, August 2, 2019 at 10:00 A.M.	'Kalamandir', 48, Shakespeare Sarani, Kolkata - 700017	➢ Re-appointment of Mr. Akshaykumar Narendrasinhji Chudasama as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing with effect from August 4, 2019 upto August 3, 2024.
			➢ Re-appointment of Ms. Anjali Bansal as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing with effect from August 4, 2019 upto August 3, 2024.
2017-18	Friday, July 20, 2018 at 10:00 A.M.		Appointment including payment of remuneration to Mr. Sandeep Kataria as the Whole-time Director and Chief Executive Officer of the Company.

No Extraordinary General Meeting (EGM) was held by the Company during the financial year ended March 31, 2021.

Details of Resolutions passed through Postal Ballot

During the financial year ended March 31, 2021, 4 (four) Special Resolutions and 1 (one) Ordinary Resolution were passed for:

R1- Payment of remuneration to Mr. Rajeev Gopalakrishnan, Managing Director, in case of inadequacy of profits or no profits.
R2- Payment of remuneration to Mr. Sandeep Kataria, Whole-time Director and CEO, in case of inadequacy of profits or no profits.
R3- Payment of remuneration to Mr. Ram Kumar Gupta, Director Finance and Chief Financial Officer, in case of inadequacy of profits or no profits.
R4- Re-appointment of Mr. Rajeev Gopalakrishnan as the Managing Director of the Company, w.e.f. February 23, 2021 for a further period upto September 30, 2021, not liable to retire by rotation and fixing his remuneration.
R5- Appointment of Mr. Shaibal Sinha as a Non-Executive Director of the Company, liable to retire by rotation. (Ordinary Resolution)

through Postal Ballot (remote e-Voting) conducted in accordance with Sections 108 and 110 of the Act and Rules framed thereunder, General Circulars, issued by the Ministry of Corporate Affairs (the "MCA"), bearing No. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020 and No. 39/2020 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 respectively (collectively the "MCA Circulars"), revised Secretarial Standard 2 and the rules, circulars, clarifications and notifications thereunder and the Listing Regulations.

The above Special Business as set out in the Postal Ballot Notice dated February 10, 2021 were deemed to be passed on March 24, 2021 (being the last date for remote e-Voting) with requisite majority, the results of which were declared on March 25, 2021. Mr. Shounak Mitra, Principal Associate [BA LLB (Hons.) (NUJS)] and Mr. Trivikram Khaitan, Counsel [B.Com (Hons.), LLB], both of M/s. Khaitan & Co LLP, Advocates, were appointed for the purpose of scrutinizing the process of Postal Ballot (including e-Voting) in a fair and transparent manner. The details of voting results are as follows:

Particulars	Resolution No.	Remote e-voting		Postal Ballot		Total		Percentage (%)
		No.	Votes	No.	Votes	No.	Votes	
Assent	R1	1006	100182751	N.A.	N.A.	1006	100182751	99.35
	R2	1004	100182634	N.A.	N.A.	1004	100182634	99.35
	R3	994	100181791	N.A.	N.A.	994	100181791	99.35
	R4	1033	99217417	N.A.	N.A.	1033	99217417	99.35
	R5	1030	99355443	N.A.	N.A.	1030	99355443	99.48
Dissent	R1	138	651296	N.A.	N.A.	138	651296	0.65
	R2	131	651045	N.A.	N.A.	131	651045	0.65
	R3	135	651128	N.A.	N.A.	135	651128	0.65
	R4	94	648634	N.A.	N.A.	94	648634	0.65
	R5	98	510690	N.A.	N.A.	98	510690	0.52
Total Valid Votes Cast	R1	1144	100834047	N.A.	N.A.	1144	100834047	100.00
	R2	1135	100833679	N.A.	N.A.	1135	100833679	100.00
	R3	1129	100832919	N.A.	N.A.	1129	100832919	100.00
	R4	1127	99866051	N.A.	N.A.	1127	99866051	100.00
	R5	1128	99866133	N.A.	N.A.	1128	99866133	100.00

Mr. Sandeep Kataria, Whole-time Director and CEO, Mr. Ram Kumar Gupta, Chief Financial Officer and Director Finance and Mr. Nitin Bagaria, Company Secretary & Compliance Officer of the Company, were authorised by the Board and were responsible for conducting the entire process of Postal Ballot and e-Voting under the provisions of the Act read together with the Rules made thereunder and the Listing Regulations.

The Company had availed the services of National Securities Depository Limited (NSDL) to provide e-Voting facility to its Members. The voting rights of the Members were reckoned on the cut-off date, i.e., Friday, February 12, 2021. The Company completed the transmission of the Postal Ballot Notice in terms of the MCA Circulars only by e-mail on Monday, February 22, 2021. The Postal Ballot Notice was also placed on the website of the Company, i.e., *www.bata.in* and also on the e-Voting website of NSDL, i.e., www.evoting.nsdl.com. The e-Voting period commenced on Tuesday, February 23, 2021 (9:00 A.M. IST) and ended on Wednesday, March 24, 2021 (5:00 P.M. IST). The Members were requested to cast their votes through the remote e-voting not later than 5:00 P.M. IST on Wednesday, March 24, 2021 to be eligible for being considered.

Post the closure of voting at 5:00 P.M. on Wednesday, March 24, 2021, the Scrutinizer prepared the Scrutinizer's Report dated March 25, 2021 and submitted the same on March 25, 2021 to Mr. Ashwani Windlass, Chairman of the Board of Directors of the Company who countersigned the same.

The Results of voting by Postal Ballot (e-voting) were declared on March 25, 2021.

The Company does not propose to conduct any Special Resolution through Postal Ballot under Section 110 of the Act and Rules framed thereunder on or before the forthcoming AGM.

Means of Communication

Financial Results: Prior intimation of the Board Meetings to consider and approve Unaudited / Audited Financial Results of the Company are given to the Stock Exchanges and also disseminated on the website of the Company at *www.bata.in*. After the aforesaid financial results are approved at the Board Meetings, the same are immediately intimated to the Stock Exchanges. The Annual Audited Financial Statements of the Company were sent to the Members of the Company in the prescribed manner in terms of the Act, the Listing Regulations and the Rules made thereunder, read together with the circulars issued thereunder including MCA General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020. In terms of Regulation 10 of the Listing Regulations, the Company complies with the online filing requirements on electronic platforms of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) *viz.,* BSE Listing Centre and NSE Electronic Application Processing System (NEAPS), respectively and the Company also sends the intimation to the Calcutta Stock Exchange Limited for disseminating the same on their website.

Newspapers: The Financial Results of the Company are published (except as exempted) in widely circulated daily newspapers, such as, “Business Standard” (English) and “Ei Samay” (Bengali).

Website: The Website of the Company (*www.bata.in*) is regularly updated to provide further ease of access to the requisite information prescribed under various provisions of the Act and the Listing Regulations including Regulation 46(2) thereof. The “Investor Relations” section contains details / information, including Financial Results, Shareholding Pattern and Press Releases, Company Policies relevant for various stakeholders. The Members / Investors can view the details of electronic filings done by the Company on the websites of BSE and NSE i.e., www.bseindia.com and www.nseindia.com respectively.

Press / News Releases: Official Press Releases including Press Release on Financial Results of the Company are sent to the Stock Exchanges and the same are simultaneously hosted on the website of the Company.

Presentations made to institutional investors / analysts: All price sensitive information are promptly intimated to the Stock Exchanges before being released to the media, other stakeholders and uploaded on the Company’s website, *www.bata.in*

General Shareholders’ Information

Annual General Meeting (AGM), Book Closure Period and Dividend Payment Date: The details of AGM, Book Closure period and Dividend payment date have been disclosed in the Notice convening the 88th AGM and forming part of the Annual Report.

Financial Year

The Financial Year of the Company is from 1st April to 31st March.

Financial Calendar [Current Financial Year 2021-22]	**Tentative Dates**
First Quarter Financial Results (June 30, 2021)	By mid-August 2021
Second Quarter Financial Results (September 30, 2021)	By mid-November 2021
Third Quarter Financial Results (December 31, 2021)	By mid-February 2022
Fourth Quarter & Annual Audited Financial Results of the current Financial Year (March 31, 2022)	By mid-May 2022

Listing of Equity Shares on the Stock Exchanges with Stock Code: The Equity Shares of the Company are listed on the following Stock Exchanges:

i) **BSE Limited (BSE)**
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001
[BSE Security Code: 500043]

ii) **National Stock Exchange of India Limited (NSE)**
Exchange Plaza, Plot No. C-1, Block G,
Bandra Kurla Complex, Bandra (E), Mumbai - 400051
[NSE Symbol: BATAINDIA]

iii) **The Calcutta Stock Exchange Limited (CSE)**
7, Lyons Range, Kolkata - 700001
[CSE Scrip Code: 10000003]

The annual listing fees for the financial years 2020-21 and 2021-22 have been paid to the above Stock Exchanges within the respective due date(s).

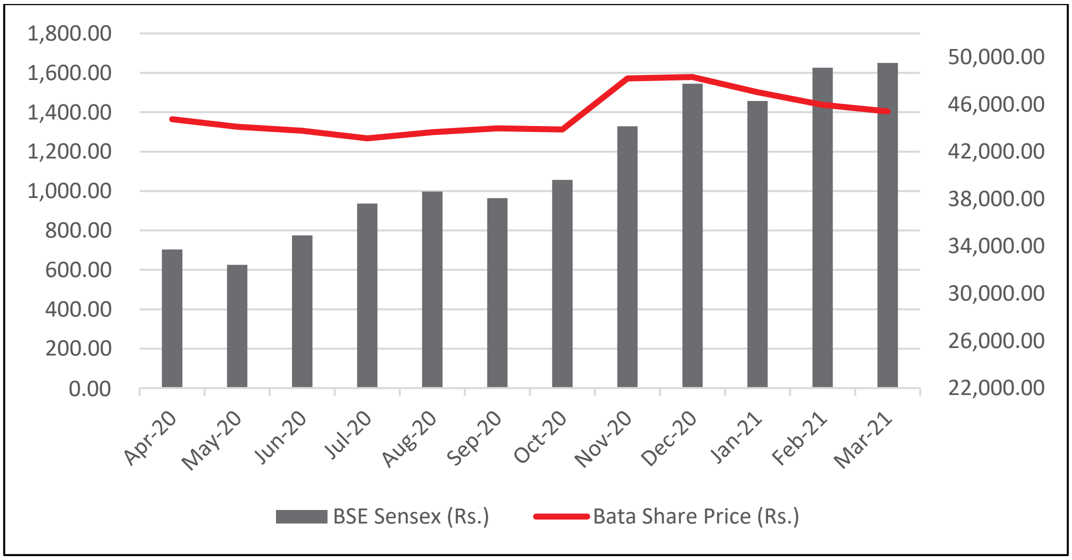
Market Price Data

Month & Year	BSE			NSE		
	High (Rs.)	Low (Rs.)	Volume (Nos.)	High (Rs.)	Low (Rs.)	Volume (Nos.)
April 2020	1380.00	1147.00	911120	1382.00	1146.30	25640832
May 2020	1391.85	1231.00	1358846	1392.00	1230.00	21602378
June 2020	1466.20	1280.00	1533603	1464.40	1275.00	20992325
July 2020	1352.50	1240.00	1864613	1352.70	1239.50	25617966
August 2020	1371.60	1215.00	1793632	1372.00	1213.80	25163468

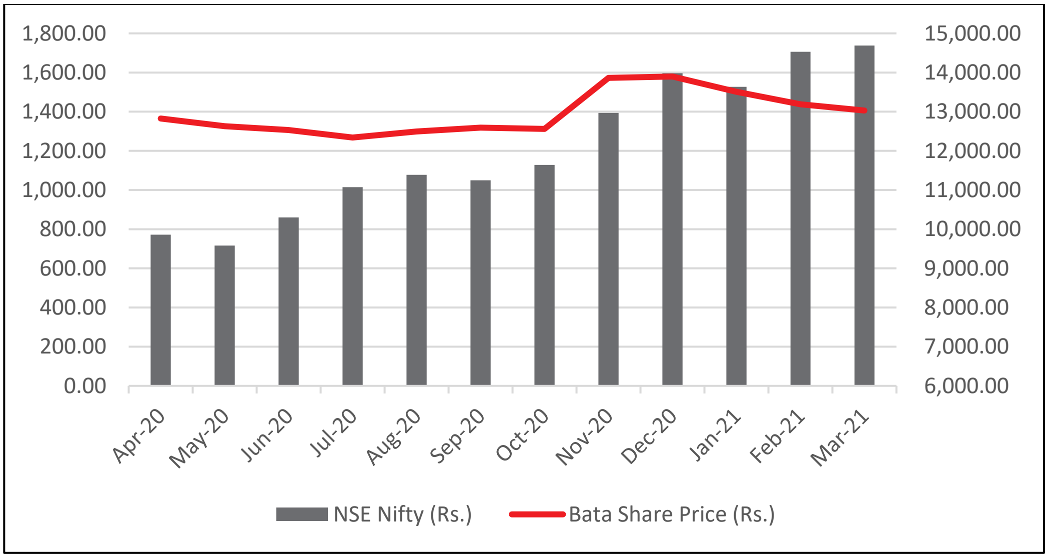
Month & Year	BSE			NSE		
	High (Rs.)	Low (Rs.)	Volume (Nos.)	High (Rs.)	Low (Rs.)	Volume (Nos.)
September 2020	1404.60	1258.20	1127480	1404.45	1257.45	21338204
October 2020	1416.50	1288.70	818486	1416.95	1288.60	14414422
November 2020	1582.30	1295.00	933699	1583.90	1294.80	19844410
December 2020	1645.00	1461.90	785261	1645.00	1462.00	14499190
January 2021	1705.00	1493.00	899804	1681.95	1495.00	15735613
February 2021	1602.90	1405.20	1089336	1602.60	1434.15	16772598
March 2021	1545.20	1397.05	547431	1546.00	1396.50	10558589

Note: During the financial year ended March 31, 2021, there was no trading in the equity shares of the Company at CSE.

Share Price Performance



Bata India Limited Share Price vs BSE Sensex



Bata India Limited Share Price vs NSE Nifty

Registrar and Share Transfer Agent (RTA): The Company has engaged M/s. R & D Infotech Private Limited, 15C, Naresh Mitra Sarani, (formerly, Beltala Road), Ground Floor, Kolkata - 700026, to provide services for processing the transfer, transmission, sub-division, consolidation, splitting of shares, etc. and to process the Members' requests for dematerialization and / or re-materialization of shares.

Share Transfer System: The Board has delegated the powers of share transfer approvals to an internal committee. The committee meets at regular intervals to consider and approve, *inter alia*, the requests for transfer and transmission of shares. There are no pending requests for transfer of shares as on March 31, 2021.

Documents and Share Certificates lodged by the Members / Investors are verified and entered in relevant Registers by the RTA in consultation with the Company.

In compliance with the provisions of Regulation 40(9) of the Listing Regulations, a Practicing Company Secretary conducts Audit of the Share Operations System of the Company maintained at the office of the RTA. The Company endeavours to implement, to the extent possible, the suggestions / recommendations based on the audit outcome.

Members' / Investors' Complaints: The Company and the RTA attend to the Members' / Investors' Complaints within the minimum possible time not exceeding 7 days to 15 days and steps have been taken to resolve the same within the statutory time limit except in disputed matters or cases involving legal issues or due to pandemic related lockdowns, etc.

A Practicing Company Secretary conducts quarterly audit of the records maintained by the Company/ RTA and submits quarterly Audit Reports to the Company. The said audit reports are placed before the Board of Directors of the Company at its meetings.

The Company has received certificates / confirmations from the Stock Exchanges (BSE/ CSE) that there were no pending complaints in the records of the Stock Exchanges as on March 31, 2021. One complaint pending in the records of NSE as on March 31, 2021 has since been resolved.

Dematerialization of Shares and Liquidity: Since the equity shares of the Company are compulsorily traded in dematerialized mode, the Members are advised to hold their shares in dematerialized mode with any Depository Participants (DPs) registered with NSDL and/or CDSL. Requests for dematerialization of shares should be sent directly by the concerned DPs to the RTA for further processing. In case of any delay on the part of the DPs to send the Demat Request Forms (DRF) and relevant Share Certificates beyond 15 days from the date of generation of the Demat Request Number (DRN) by the DPs, the said DRF will be rejected / cancelled. This is being done to ensure that no demat requests remain pending with the RTA beyond a period of 21 days from submission of DRF. This, however, does not include the period of lockdowns imposed due to the pandemic. Members / Investors should, therefore, ensure that their DPs do not delay in sending the DRF and relevant Share Certificates to the RTA immediately after generating the DRN. The International Securities Identification Number (ISIN) assigned to the Equity Shares of the Company under the Depository System is INE176A01028 and the Shares of the Company are frequently traded at the BSE and NSE.

As on March 31, 2021, 99.24% of the total paid-up share capital of the Company represented by 127552464 Equity Shares are held in dematerialized mode. The balance Equity Shares are held in physical mode and these shareholders are requested to dematerialize their shares in their own interests to avail the benefits of holding shares in dematerialized mode. The entire Promoters' shareholding, that is, 52.96% of the total paid-up share capital, is held in dematerialized mode.

Distribution of Shareholding as on March 31, 2021

Range of Shares	No. of Shareholders	Percentage	No. of Shares	Percentage
1 - 5000	223267	99.85	16083035	12.51
5001 - 10000	131	0.06	969924	0.76
10001 - 50000	114	0.05	2550400	1.99
50001 - 100000	32	0.01	2344431	1.82
100001 and Above	64	0.03	106579750	82.92
Total	**223608**	**100.00**	**128527540**	**100.00**

Shareholding Pattern as on March 31, 2021

Category	No. of Shareholders	No. of Shares	% of Paid-up Share Capital
Promoter Shareholding			
Indian Promoters	-	-	-
Foreign Promoters	1	68065514	52.96
Total Promoter Shareholding (A)	1	**68065514**	**52.96**
Public Shareholdings			
Resident Individual	217272	16569272	12.89
Domestic Companies	1009	2533220	1.97
N.R.I.	4832	623246	0.48
Mutual Fund	94	18324037	14.26
Financial Institutions / Banks	24	265974	0.21
Insurance Companies	32	14832528	11.54
F.I.I.	129	6847021	5.33
Clearing Member	189	152065	0.12
Trusts	22	26041	0.02
Director & Director's Relatives	3	656	0.00
IEPF Authority	1	287966	0.22
Total Public Shareholding (B)	**223607**	**60462026**	**47.04**
Total (A+B)	**223608**	**128527540**	**100.00**

Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity: As on March 31, 2021, the Company does not have any outstanding Global Depository Receipts (GDRs) or American Depository Receipts (ADRs) or warrants or any convertible instruments.

Factory Locations: The Company's factories are located at the following places:

- Batanagar, Kolkata, West Bengal.
- Bataganj, Patna, Bihar.
- Peenya Industrial Area, Bengaluru, Karnataka.
- Batashatak, Hosur, Tamil Nadu.

Credit Rating

ICRA Limited (ICRA) has reaffirmed vide its letter dated April 28, 2021 the Credit Rating of '[ICRA] AA+' (pronounced as ICRA double A plus) for the Non-Fund Based Facilities of the Company. The outlook on the Long Term Rating is 'Stable'.

Address for Correspondence

(i) BATA INDIA LIMITED

Registered Office

27B, Camac Street, 1st Floor, Kolkata - 700016, West Bengal

Telephone No. : (033) 2301 4400
Fax No. : (033) 2289 5748
E-mail : share.dept@bata.com

Contact Persons

Mr. Nitin Bagaria : Company Secretary & Compliance Officer
E-mail : nitin.bagaria@bata.com
Mr. Jyotirmoy Banerjee : Investor Relations Manager
E-mail : share.dept@bata.com (E-mail address dedicated for shareholders' grievances)

(ii) REGISTRAR AND SHARE TRANSFER AGENT (RTA)

M/s. R & D Infotech Private Limited

Unit: Bata India Limited

15C, Naresh Mitra Sarani (formerly, Beltala Road), Ground Floor, Kolkata - 700026, West Bengal

Telephone Nos.	:	(033) 2419 2641 / 2642
Fax No.	:	(033) 2467 1657
E-mail	:	bata@rdinfotech.net / info@rdinfotech.net
Contact Person	:	Mr. Ratan Kumar Mishra, Director

Other Disclosures

(a) Related Party Transactions

Prior approval of the Audit Committee is obtained for all Related Party Transactions entered by the Company. During the financial year ended March 31, 2021, the Company did not have any ‘material’ related party transaction that may have potential conflict with the interests of the Company at large.

The Disclosure on Related Party Transactions forms an integral part of the Notes to Financial Statements for the financial year ended March 31, 2021 (both Standalone and Consolidated basis) as included in this Annual Report.

(b) There were no instances of non-compliances related to capital markets during the last three years. No penalty / stricture was imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities on such matters.

(c) The Company has established an effective Vigil Mechanism System and a Vigil Mechanism Committee under the Chairmanship of the Audit Committee Chairman is also in place. The Whistle Blower Policy of the Company is available at the link https://www.bata.in/0/pdf/Whistle-Blower-Policy.pdf

No person has been denied access to the Audit Committee.

(d) All mandatory requirements relating to corporate governance under the Listing Regulations have been appropriately complied with and the status of non-mandatory (discretionary) requirements are given below:

i) The Chairman does not maintain any office at the expense of the Company;

ii) In view of publication of the Financial Results of the Company in newspapers having wide circulation and dissemination of the same on the website of the Company as well as on the website of the Stock Exchanges, the Company does not consider it prudent to circulate the half-yearly results separately to the Shareholders;

iii) The Company’s Financial Statements have been accompanied with unmodified audit opinion - both on quarterly and yearly basis and also both on standalone and consolidated basis;

iv) The Chairman, Managing Director and Chief Executive Officer (CEO) of the Company are three different individuals; and

v) The Chief Internal Auditor of the Company reports directly to the Audit Committee and is a permanent invitee to all the Audit Committee Meetings. In addition, he is also a Member of the Risk & Compliance Management Committee of the Company.

(e) Subsidiary Companies

As on the date of this Report, the Company has two wholly owned subsidiaries viz., Bata Properties Limited and Way Finders Brands Limited. During the year under review, Coastal Commercial & Exim Limited, pursuant to a scheme of amalgamation approved under Section 233 of the Act, has amalgamated into Bata Properties Limited. The Appointed Date of the Scheme is April 1, 2020. None of these subsidiaries are ‘Material Subsidiaries’ within the meaning of Regulations 16(c) and 24 of the Listing Regulations.

The Audit Committee of the Company reviews the financial statements of these unlisted subsidiaries at periodic intervals. The Minutes of the Board Meetings of these subsidiaries are placed at the Board Meeting of the Company on quarterly basis. All significant transactions and arrangements, if any, entered into by the subsidiaries are periodically reported to the Board of Directors of the Company. These subsidiaries have not made any investment during the year under review. The Board of Directors of the Company shall, if required, formulate a policy for determining ‘Material Subsidiary’ as and when considered applicable in the future.

(f) The Board of Directors of the Company has revised the existing Related Party Transactions Policy pursuant to the amendments in Section 188 of the Act and Rules framed thereunder and Regulation 23 of the Listing Regulations. The said revised Policy named as "Policy and SOP for Related Party Transactions" is available at the link https://www.bata.in/0/pdf/Related_Party_Transaction_Policy_Combined.pdf on the website of the Company (www.bata.in).

(g) Commodity price risk or foreign exchange risk and hedging activities:

Information required under clause 9(n) of Part C of Schedule V to the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018 are given hereunder:

The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company manages its commodity price risk by maintaining adequate inventory of raw materials and finished goods considering future price movement.

Since the Company does not have any commodity price risk exposure hedged through commodity derivatives, accordingly, other details as required under SEBI Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2018 / 0000000141 dated November 15, 2018 are not applicable to the Company.

Further details relating to risks and activities including financial risk management have been adequately disclosed in Note No. 37 to the Notes to the Standalone Financial Statements for the financial year ended March 31, 2021.

(h) No funds were raised by the Company through preferential allotment or qualified institutions placement.

(i) A certificate confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority, has been received from Mr. Pawan Kumar Sarawagi of M/s. P. Sarawagi & Associates, Company Secretaries and the same is annexed to this Report.

(j) During the financial year ended March 31, 2021, the Board has accepted all the recommendations of its Committees.

(k) Disclosure in terms of Schedule V(C)(10)(k): A sum of Rs. 9.97 Million being the total fees (excluding taxes and OPE) was paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditors and all entities in the network firm/network entity of which the statutory auditor is a part, for all services paid rendered by them.

(l) In terms of the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (as amended) and Rules framed thereunder, the number of complaints received during the financial year 2020-21 alongwith their status of redressal as on financial year ended March 31, 2021 are as under:

No. of complaints pending redressal as on April 1, 2020	5
No. of complaints filed during the financial year 2020-21	0
No. of complaints disposed of during the financial year 2020-21	5
No. of complaints pending redressal as on March 31, 2021	0

(m) Disclosure with respect to demat suspense account/unclaimed suspense account: **Not applicable.**

Other items which are not applicable to the Company have not been separately commented upon.

ANNUAL DECLARATION BY THE CHIEF EXECUTIVE OFFICER (CEO) PURSUANT TO SCHEDULE V(D) OF THE LISTING REGULATIONS

I do hereby declare that pursuant to Regulation 26(3) of the Listing Regulations, all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2021.

Sandeep Kataria
Chief Executive Officer (CEO)
DIN: 05183714

CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

The following certificate was placed at the Board Meeting held on June 9, 2021.

We, Sandeep Kataria, Whole-time Director and Chief Executive Officer (CEO), Ram Kumar Gupta, Director Finance and Chief Financial Officer (CFO) and Ms. Vidhya Srinivasan, Director Finance and Chief Financial Officer (CFO) to the best of our knowledge and belief certify that:

A. We have reviewed the financial statements for the financial year ended March 31, 2021 and to the best of our knowledge and belief, we state that:

   (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;

   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the Indian Accounting Standards, applicable laws and regulations.

B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the financial year ended March 31, 2021, which are fraudulent, illegal or violative of the Company's Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify those deficiencies.

D. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee that:

   (i) there has been no significant change in internal control over financial reporting during the financial year ended March 31, 2021;

   (ii) there has been no significant change in accounting policies during the financial year ended March 31, 2021, except to the extent, if any, disclosed in the notes to the financial statements; and

   (iii) there has been no instance of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having significant role in the Company's internal control systems over financial reporting.

Sandeep Kataria
Whole-time Director and CEO
DIN: 05183714

Ram Kumar Gupta
Director Finance and CFO
DIN: 01125065

Vidhya Srinivasan
Director Finance and CFO
DIN: 06900413

Place : Gurugram
Date : June 9, 2021

CORPORATE GOVERNANCE COMPLIANCE

The Company has duly complied with the requirements laid down in the provisions of the Listing Regulations (including Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46) for the purpose of ensuring Corporate Governance. A certificate to this effect obtained from M/s. B S R & Co. LLP, Chartered Accountants, the Auditors of the Company, has been attached to this Annual Report.

For and on behalf of the Board of Directors

Place : Gurugram
Date : June 9, 2021

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-time Director and CEO
DIN: 05183714

CERTIFICATE CONFIRMING NON-DISQUALIFICATION OF DIRECTORS

For the Financial Year ended March 31, 2021

[Pursuant to Regulation 34(3) and Clause 10(i) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
BATA INDIA LIMITED
27B, Camac Street, 1st Floor,
Kolkata - 700 016

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **BATA INDIA LIMITED** (hereinafter referred to as 'the Company') having CIN: L19201WB1931PLC007261 and having its Registered Office at 27B Camac Street, 1st Floor, Kolkata - 700 016, produced before us by the Company, for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Clause 10(i) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verification as considered necessary (including Directors' Identification Number (DIN) status at the portal www.mca.gov.in) and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company, as stated below, for the financial year ended March 31, 2021, have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Designation	Date of Appointment
1.	Mr. Ashwani Windlass	00042686	Chairman & Independent Director	13/11/2019
2.	Mr. Ravindra Dhariwal	00003922	Independent Director	27/05/2015
3.	Mr. Akshaykumar Narendrasinhji Chudasama	00010630	Independent Director	28/04/2011
4.	Ms. Anjali Bansal*	00207746	Independent Director	21/05/2014
5.	Mr. Ashok Kumar Barat	00492930	Independent Director	17/12/2018
6.	Mr. Alberto Michele Maria Toni	08358691	Non-executive Director	12/02/2019
7.	Mr. Shaibal Sinha	00082504	Non-executive Director	01/01/2021
8.	Mr. Rajeev Gopalakrishnan	03438046	Managing Director	23/02/2011
9.	Mr. Ram Kumar Gupta	01125065	Director Finance & CFO	19/08/2015
10.	Mr. Sandeep Kataria	05183714	Whole-time Director & CEO	14/11/2017

**Resigned with effect from close of business hours on March 31 2021.*

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the same, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For P. SARAWAGI & ASSOCIATES
Company Secretaries

P. K. Sarawagi
Proprietor
Membership No. FCS-3381
Certificate of Practice No. 4882
Peer Review Certificate No. 1128/2021
ICSI UDIN : F003381C000435373

Place : Kolkata
Date : June 9, 2021

INDEPENDENT AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

TO THE MEMBERS OF BATA INDIA LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter dated 02 April 2019 and addendum to the engagement letter dated 05 June 2021.
2. We have examined the compliance of conditions of Corporate Governance by Bata India Limited ("the Company"), for the year ended 31 March 2021, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2021.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 101248W/W-100022

Rajiv Goyal
Partner
Membership No.: 094549
ICAI UDIN : 21094549AAAADA4670

Place : Gurugram
Date : 9 June 2021

Annexure IV

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 (as amended) forming part of the Board's Report for the financial year ended March 31, 2021

(A) CONSERVATION OF ENERGY

i. The steps taken or impact on conservation of energy:

a) Installed a sound-based indication system for immediate changeover from DG to BESCOM power source while DG in operation.

b) Replaced old type of fans by energy efficient fans.

c) Installed energy efficient LED lights by replacing high energy consuming lights.

d) Replaced analog meter by digital for proper monitoring of electrical consumption.

e) Installed energy efficient motor, pump and VFD (Variable Frequency Drive).

f) Installed Motion Sensor drive power control system for light and Fan.

g) Replaced fossil fuel boiler by 100% eco-friendly and energy efficient briquette boiler.

ii. The steps taken by the Company for utilizing alternate sources of energy:

Introduction of "Solar Energy" is under evaluation.

iii. The capital investment on energy conservation equipments:

Financial Year	2020-21	2019-20	2018-19
Amount (Rs. in Million)	NIL	7.28	7.13

(B) TECHNOLOGY ABSORPTION

i. The efforts made towards technology absorption:

a) Material Development

b) Process Development

c) Product Development

d) Footwear Moulds

e) Waste Utilization

f) Energy Savings

g) Enhancing of Safe Work Environment

h) Cater to Export Specification Requirement

ii. The benefits derived like product improvement, cost reduction, product development or import substitution:

1. Developed Penetration resistance Safety Boot and achieved BIS certification as per IS:15298-Part-2:2016
2. **Life Natural Anti-Microbial** Formulation successfully implemented in Eva, Hawaii products & School Shoes.
3. Successfully Implemented **Egg Crate packing** Hawai & Eva Sandal in approx.
4. **400 articles developed** for Shoe line sample including compounds.
5. Developed **Two years Hydrolysis** proof PU Safety Boot, closed shoes & Sandals. Trails completed and production started successfully.
6. Developed autoclave **vulcanizable shoe with Microfiber** synthetic upper combined with Rubber Sole & Foxing.
7. **Developed 5 New Compounds** for Hawaii.

8. **10 New Moulds series** commissioned by associate partners.
9. **Introduced NR EVA in place of Latex foam to reduce the cost of material. / Re-engineering of Products for cost saving and making it production friendly.**
10. New cold moulded insoles moulds developed for new articles.
11. Introduced edge roughening process of Cork Finished PU Insole and improved the bonding strength.
12. Developed fire retardant knitted materials for Industrial Safety Boot.
13. Developed Lycra foam laminated lining and Lycra with sublimation materials for Power soft pro ladies and men articles.
14. Developed PU material locally substituting imports for Sandals and closed shoes.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): NIL

a. the details of technology imported;

b. the year of import;

c. whether the technology been fully absorbed; and

d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof.

iv. Expenditure incurred on Research and Development:

Capital	: Rs. 0.60 Million
Recurring	: Rs. 56.95 Million
Total	: Rs. 57.55 Million

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Activities relating to export	: Rs. 74.40 Million
Total Foreign exchange used	: Rs. 1263.63 Million
Total Foreign exchange earned	: Rs. 114.18 Million

For and on behalf of the Board of Directors

Place : Gurugram
Date : June 9, 2021

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-time Director and CEO
DIN: 05183714

Annexure V

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief outline on CSR Policy of the Company:

The CSR Policy of the Company was revised at the Board Meeting held on February 10, 2021, based on the recommendations of the CSR Committee. The said CSR Policy has been developed in conformity with the provisions of Section 135 of the Companies Act, 2013 (the Act) and in accordance with the CSR Rules (the Rules) notified by the Ministry of Corporate Affairs, Government of India. Further the said Policy has been revised to conform with the amendments in the Act and the Rules.

PHILOSOPHY

CSR is a public spirited cause. Through the CSR there is a formation of a dynamic relationship between a company on one hand and the society and environment on the other. CSR is traditionally driven by a moral obligation and philanthropic spirit. Bata has a heritage to be engaged in charities and philanthropic activities, along with a number of others social activities.

FOCUS AREAS

The main responsibilities of the Company towards society at large are to eradicate hunger, poverty and malnutrition; promote preventive health care and sanitation and making available safe drinking water, promoting gender equality and empowering women.

OUR VISION

1. The Company completely endorses reliability. It is committed to conduct business in a true, fair and ethical manner and takes up the responsibility to create a good impact in the society it belongs.
2. The Company is committed towards improving the quality of lives of people in the communities in which it operates because, the society is an essential stakeholder and the purpose of its existence. The Company believes that giving back to the society through CSR activities is its moral duty.

OBJECTIVE OF THE CSR POLICY • To ensure that the Company is committed to operate its business in an economically, socially and environmentally sustainable manner, while recognizing the interests of all its stakeholders. • To take up programmes that benefit the communities in and around its work centres and over a period of time, results in enhancing the quality of life of the people in the area of its business operations. • To generate a community goodwill for BIL and help reinforce a positive and socially responsible image of BIL as a good corporate citizen of the Country.

Further, the policy also lays down the role of the CSR Committee, responsibilities of the Board, CSR Programmes/ Projects, Implementation process, criteria for identifying executing partners, monitoring and evaluation mechanisms, etc., The complete policy document can be assessed at https://www.bata.in/0/pdf/CSR-Policy-Bata-India-Ltd-2021.pdf

2. Composition of CSR Committee:

The CSR Committee of the Company comprised of the following members as on March 31, 2021:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Ms. Anjali Bansal*	Chairperson Independent Director	2	2
2.	Mr. Ashok Kumar Barat	Member Independent Director	2	2
3.	Mr. Sandeep Kataria	Member Whole-time Director and CEO	2	2
4.	Mr. Ram Kumar Gupta	Member Director Finance and Chief Financial Officer	2	2

*Upto the end of business hours on March 31, 2021.

Mr. Akshay Chudasama (Past Chairman), Mr. Rajeev Gopalakrishnan and Mr. Ravindra Dhariwal ceased to be members of the Committee with effect from May 6, 2020.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

Composition of CSR committee	https://www.bata.in/bataindia/a-88_s-181_c-42/investor-relations.html
CSR Policy	https://www.bata.in/0/pdf/CSR-Policy-Bata-India-Ltd-2021.pdf
CSR projects	https://www.bata.in/0/pdf/CSR-Activities.pdf

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any : Not Applicable

<table>
<tr><th>Sl. No.</th><th>Financial Year</th><th>Amount available for set-off from preceding financial years (in Rs.)</th><th>Amount required to be set-off for the financial year, if any (in Rs.)</th></tr>
<tr><td colspan="4">NOT APPLICABLE</td></tr>
</table>

6. Average net profit of the Company as per section 135(5) : Rs. 4360 Million

7. (a) Two percent of average net profit of the company as per section 135(5) : Rs. 87.20 Million

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : NIL

(c) Amount required to be set off for the financial year, if any : NIL

(d) Total CSR obligation for the financial year (7a+7b-7c) : Rs. 87.20 Million

8. (a) CSR amount spent or unspent for the financial year :

<table>
<tr><th rowspan="3">Total Amount Spent for the Financial Year. (in Rs.)</th><th colspan="5">Amount Unspent (in Rs.)</th></tr>
<tr><th colspan="2">Total Amount transferred to Unspent CSR Account as per section 135(6).</th><th colspan="3">Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).</th></tr>
<tr><th>Amount.</th><th>Date of transfer.</th><th>Name of the Fund</th><th>Amount.</th><th>Date of transfer.</th></tr>
<tr><td>92,222,181</td><td colspan="5">NOT APPLICABLE</td></tr>
</table>

(b) Details of CSR amount spent against ongoing projects for the financial year: **Not Applicable**

<table>
<tr><th>(1)</th><th>(2)</th><th>(3)</th><th>(4)</th><th colspan="2">(5)</th><th>(6)</th><th>(7)</th><th>(8)</th><th>(9)</th><th>(10)</th><th colspan="2">(11)</th></tr>
<tr><th rowspan="2">Sl. No.</th><th rowspan="2">Name of the Project.</th><th rowspan="2">Item from the list of activities in Schedule VII to the Act.</th><th rowspan="2">Local area (Yes/ No).</th><th colspan="2">Location of the project.</th><th rowspan="2">Project duration.</th><th rowspan="2">Amount allocated for the project (in Rs.).</th><th rowspan="2">Amount spent in the current financial Year (in Rs.).</th><th rowspan="2">Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).</th><th rowspan="2">Mode of Implementation - Direct (Yes/No).</th><th colspan="2">Mode of Implementation - Through Implementing Agency</th></tr>
<tr><th>State.</th><th>District.</th><th>Name</th><th>CSR Registration number.</th></tr>
<tr><td colspan="13">NOT APPLICABLE</td></tr>
</table>

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

-1	-2	-3	-4	-5		-6	-7	-8	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of imple-mentation Direct (Yes/No).	Mode of implementation Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1	Promotion of quality education in the schools - Infrastructural upgrade - Celebrating special days and events - Digital literacy sessions - Science sessions - Girl child development - Sports sessions - Library - reading sessions - WASH activities - Support with nutritious meals - Career counselling, extra curricular activities - Other training	Promoting education	Yes	Haryana, West Bengal, Bihar, Tamil Nadu, Kerala	Gurgaon, Kolkata, Patna, Hosur, Chengannur, Mothakkara, East Kandungalloor, Chalakudy	19,524,942	Yes - BOTH	Sugam NGO Katha SEEDS Buddy4Study India Foun-dation Agastya International Foundation NIIT Founda-tion KOOH Sports Foundation Enable Health Society Kanchan Char-itable Trust Rishi Chaitanya Trust (Shakti Vidya Nidhi Kosh)	CSR00000013 CSR00002432 CSR00001691 CSR00000121 CSR00003442 CSR00000621 CSR00003292 CSR00002965
2	Girl child education - project Nanhi Kali	Promoting education, gender equality, women em-powerment	Yes	Uttar Pradesh	Allahabad, Bara-banki	2,700,000	No	KC Mahindra Education Trust	CSR00000511
3	Stride with Pride - Shoe donation drives to the frontline COVID heroes like medical workers & their families, underprivileged children, old age home, etc.	Disaster relief - COVID-19 initiative for frontline workers, Preventive Healthcare	Yes	Uttar Pradesh, Gujarat, Haryana, Bihar, Punjab, Kerala, Maharashtra, West Bengal, North East, Karnataka, Tamil Nadu	Jaipur, Ghaziabad, Surat, Raipur, Chandigarh, Ahmedabad, Patna, Amritsar, Cochin, Kerala, Mumbai, Nagpur, Lucknow, Kolkata, Guwahati, Anand, Gurgaon, Bangalore, Delhi, Pune, Chennai, Hyderabad	63,913,960	Yes - BOTH	SHARP NGO SEEDS Swades Foun-dation World Vision India Earth Saviours Foundation. Ek Tara NGO Sulabh Inter-national Centre for Action Sociology	CSR00002238 CSR00001691 CSR00000440 CSR00004211 CSR00002026 CSR00004075
4	**COVID-19** donation drives such as hygiene kits, immunity booster kits, etc for COVID warriors like Police, communities, etc. Contri-bution to PM Care COVID Relief Fund	Disaster relief - COVID-19 initiative for frontline workers	Yes	Haryana, West Bengal, Bihar, Tamil Nadu	Gurgaon, Patna, Kolkata, Hosur	4,048,690	Yes - BOTH	SHARP NGO	CSR00002238

-1	-2	-3	-4	-5		-6	-7	-8	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of imple-mentation Direct (Yes/No).	Mode of implementation Through implementing agency.	
				State.	District.			Name.	CSR registration number.
5	Treatment of children with Clubfoot	Promoting Healthcare - Treatment & Prevention	Yes	Uttar Pradesh	Lucknow, Kanpur, Varanasi, Allahabad	218,750	No	Miracle Feet Foundation for Eliminating Clubfoot	CSR00002321
6	Promotion of Fitness & Sports amongst the youth from the community	Promoting Sports	Yes	Haryana, West Bengal	Gurgaon, Kolkata	370,000	Yes		
					Total	**90,776,342**			

(d) Amount spent in Administrative Overheads : Rs. 1445,839 (Cost of CSR professional, audit, etc).

(e) Amount spent on Impact Assessment, if applicable : **NIL**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : Rs. 92,222,181

(g) Excess amount for set off, if any :

Sl. No.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	87,199,901
(ii)	Total amount spent for the Financial Year	92,222,181
(iii)	Excess amount spent for the financial year [(ii)-(i)]	5,022,280
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	5,022,280

9. (a) Details of Unspent CSR amount for the preceding three financial years: **NOT APPLICABLE**

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
NOT APPLICABLE							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **NOT APPLICABLE**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project Completed /Ongoing.
NOT APPLICABLE								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details) : **NIL**

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) : **NOT APPLICABLE**

Ram Kumar Gupta **Director Finance & CFO** DIN : 01125065 Date : June 9, 2021 Place : Gurugram	**Sandeep Kataria** (Chairman CSR Committee – for June 9, 2021 Meeting, **Whole-time Director and CEO)** DIN : 05183714 Date : June 9, 2021	**Not Applicable** [Person specified under clause (d) of sub-section (1) of section 380 of the Act] (Wherever applicable)

Annexure VI

CORPORATE SOCIAL RESPONSIBILITY POLICY

BACKGROUND

In compliance with the requirements of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, BATA INDIA LIMITED (‘BIL’ or ‘the Company’) is, *inter alia,* required to:

(i) Constitute a Board Committee to formulate and recommend to the Board a Corporate Social Responsibility (CSR) Policy, recommend the amount of CSR expenditure and monitor the CSR activities of the Company from time to time.

(ii) Ensure that the Company spends, in every financial year, at least two per cent of the average Net Profits before Tax (PBT) of the Company, made during the three immediately preceding financial years, in pursuance of its CSR Policy.

PHILOSOPHY

Corporate Social Responsibility (CSR) is a public spirited cause that has been well introduced by the new Companies Act 2013. Through the CSR there is a formation of a dynamic relationship between a company on one hand and the society and environment on the other. CSR is traditionally driven by a moral obligation and philanthropic spirit. Bata has a heritage to be engaged in charities and philanthropic activities, along with a number of others social activities.

FOCUS AREAS

The main responsibilities of the Company towards society at large are to eradicate hunger, poverty and malnutrition; promote preventive health care and sanitation and making available safe drinking water, promoting gender equality and empowering women.

OUR VISION

1. The Company completely endorses reliability. It is committed to conduct business in a true, fair and ethical manner and takes up the responsibility to create a good impact in the society it belongs.
2. The Company is committed towards improving the quality of lives of people in the communities in which it operates because, the society is an essential stakeholder and the purpose of its existence. The Company believes that giving back to the society through CSR activities is its moral duty.
3. The Company aims to fulfil the requirements laid down under the Companies Act, 2013 and act diligently to comply with all its Rules and Regulations on CSR.

APPLICABILITY OF THE POLICY

1. The Company’s CSR Policy has been developed in conformity with the provisions of Section 135 of the Companies Act, 2013 (referred to as the Act in this Policy) and in accordance with the CSR Rules (hereby referred to as the Rules) notified by the Ministry of Corporate Affairs, Government of India. Further this Policy is revised to conform with the amendments in the Act and the Rules.
2. This Policy shall apply to all CSR initiatives and activities taken up at the various locations in India, preferably in the vicinity where the Company carries out its business operations and for the benefits of different segments of the society, specifically the deprived and under- privileged.

OBJECTIVE OF THE CSR POLICY

- To ensure that the Company is committed to operate its business in an economically, socially and environmentally sustainable manner, while recognizing the interests of all its stakeholders.
- To take up programmes that benefit the communities in and around its work centres and over a period of time, results in enhancing the quality of life of the people in the area of its business operations.
- To generate a community goodwill for BIL and help reinforce a positive and socially responsible image of BIL as a good corporate citizen of the Country.

CORPORATE SOCIAL RESPONIBILITY COMMITTEE

COMPOSITION:

The Corporate Social Responsibility Committee (‘CSR Committee’) shall consist of three or more Directors amongst whom at least one shall be an Independent Director.

The Committee may formulate a CSR Sub-Committee with such other Directors / Executives of the Company from time to time as it may deem necessary and expedient.

The Company Secretary shall act as the Secretary to the Committee.

MEETINGS:

The Committee shall hold meeting as and when required, to discuss various issues on implementation of the CSR Policy of the Company. The members would thrive to hold at least two meetings in a financial year.

The Committee shall periodically review the implementation of the CSR Programmes and issue necessary direction from time to time to ensure orderly and efficient execution of the CSR programmes in accordance with this Policy. It would be the responsibility of the CSR Committee to periodically keep the Board apprised of the status of the implementation of CSR activities.

ROLE OF CSR COMMITTEE:

a. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 (as amended from time to time).

b. To recommend the amount of expenditure to be incurred on the activities in a financial year.

c. To monitor the Corporate Social Responsibility Policy of the company from time to time.

d. Any other matter/thing as may be considered expedient by the Members of the Committee in furtherance of and to comply with the CSR Policy of the Company.

RESPONSIBILITIES OF THE BOARD

The Board shall:

- Form a CSR Committee and disclose the composition of the CSR Committee.
- Approve the CSR Policy after taking into account the recommendations made by the CSR Committee.
- Place the CSR Policy on the Company's website.
- Ensure implementation of the activities under CSR.
- Ensure expenditure of requisite amount on CSR every year as per law.
- Disclose reasons for not spending the amount (if applicable) in the Annual Report to the Shareholders of the Company.
- Ensure that the administrative overheads are not more than 5% of the total CSR Expenditure.
- Ensure that the funds so disbursed have been utilized for the purposes and in the manner as approved by Board / CSR Committee and the Chief Financial Officer shall certify to the effect.
- Approve transfer of unspent CSR Amount in accordance with the law. The Accounts and Finance Team of BIL shall prepare the statement of spent and unspent CSR amounts and shall assist and facilitate for transfer of the same.

CSR PROGRAMMES/PROJECTS

BIL would focus the CSR activities around following thrust areas:

1. Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.
2. Vocational Training programmes to enhance the employability skills of the beneficiaries.
3. Promoting education, including special education and employment, especially among children, women, elderly and the differently-abled and livelihood enhancement projects.
4. Promoting gender equality, empowering women, setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
5. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga.
6. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handcrafts.
7. Measures for the benefit of armed forces veterans, war widows and their dependants.
8. Training to promote rural sports, nationally recognized sports, Para-Olympic sports and Olympic sports.
9. Contribution to the Prime Minister's National Relief Fund.
10. Rural Development Projects.

11. Slum area development.
12. Welfare of Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows.

Illustrative list of PROGRAMMES/PROJECTS that may be undertaken:

1. Promotion of quality education at schools through various projects including under Bata Children's Programme in line with global SDGs through infrastructure development, sports, computers, etc.
2. Promotion of education of the underprivileged children through various projects including supporting remedial education.
3. Preventive healthcare programs amongst the school children or underprivileged sections of society through various means including educating them on foot care.
4. Eradicating poverty & reducing inequalities faced by the socially & economically backwards groups through various means including skilling projects, distribution of essential and other articles & promotion of preventive healthcare through old footwear collection campaign across schools and locations and donation of footwear to the underprivileged children & community at large.
5. Disaster Relief projects including for pandemic(s) through various Initiatives related to support to the frontline workers like medical workers, police, administrative staff, etc through various donation drives.
6. Disaster relief & rehabilitation initiatives – support to communities affected by the same.
7. Donation and Support programs for society or any part thereof.
8. Any other programme as per the requirement as and when deemed fit.

IMPLEMENTATION

IDENTIFICATION / SELECTION OF PROGRAMMES

The programmes would be identified as per the requirement in the community/schools, etc. Professional agencies may be engaged in conducting need based assessment in some programmes, wherever required.

PARTNERSHIPS TO IMPLEMENT THE PROGRAMMES

Collaborative Partnerships may be formed with the Government Agencies, the village Panchayats, NGOs and other like minded stakeholders. This would help widen the Company's reach and leverage upon the collective expertise, wisdom and experience that these partnerships bring to the table.

CRITERIA FOR IDENTIFYING EXECUTING PARTNERS

In case of programme execution by NGOs/Voluntary organizations the following minimum criteria should be required to be ensured:

1. The NGO / Agency must have a permanent office / address in India.
2. The NGO should be a registered public Trust or a Society having a duly executed Trust Deed / Memorandum of Association.
3. It should have registration Certificates under Section 12A, Section 80G, etc. of the Income Tax Act, 1961, registration under FCRA (wherever mandatory) and other applicable registrations.
4. It should have a Permanent Account Number (PAN).
5. Last 3 years audited statement of accounts.
6. Last 3 years income tax return.
7. Last 3 years FC return (applicable to organizations with FCRA registration).
8. The antecedents of the NGO / Agency are verifiable / subject to confirmation.
9. Should have a team of professional expertise and system to maintain Books of Accounts and to generate necessary Reports on the supported programmes.
10. No tie-up with the Competition of BIL.

Provided that in case of any amendment in the Act / the Rules specifying any criteria for implementing agencies, the same shall be applicable in addition to the above criteria (to the extent applicable). Provided also that the CSR Committee may waive one or more of the above criteria on case to case basis.

AGREEMENT BETWEEN BIL AND EXECUTING AGENCY

Once the programmes and the executing agency has been finalised, the concerned work centres would be required to enter into an agreement/MOU with each of the implementing agency as per the Standard Agreement format.

MONITORING AND EVALUATION MECHANISMS

Monitoring and Evaluation Mechanisms include the following, one or more of which shall be implemented based on the size, quantum and tenure of the CSR programmes:

1. To ensure effective implementation of the CSR programmes undertaken at each work centre, a monitoring mechanism will be put in place by the work centre head. The progress of CSR programmes under implementation at work centre will be reported to corporate office on a regular basis.
2. Feedback would also be obtained and documented from the beneficiaries and influential local leaders by the respective work centres about the programmes, as and when required.
3. Field visits would be conducted by the respective CSR teams to ensure the progress of the programmes at their work centres. The visits would be informed and surprised also.
4. Partners would be required to report narrative as well as financial updates on a quarterly/annual basis in the format mutually decided.
5. The Finance and Accounts Team of BIL would conduct audit of the CSR programmes as and when required. The Finance and Accounts would, from time to time, also guide the respective partners and CSR team of BIL on necessary compliances.
6. Impact Assessment would be conducted on a periodic basis, through CSR team of BIL and independent professional third parties if need be, especially on the strategic and high value programmes.

The Board of Directors of BIL shall also monitor the CSR Programmes / Projects in such manner and on such periodicity as may be required by the Act / the Rules.

ENGAGEMENT OF INTERNATIONAL ORGANISATIONS

The Company may engage international organisation(s) for designing, monitoring and evaluation of the CSR projects or programmes as well as for capacity building of its personnel for CSR.

CSR ANNUAL ACTION PLAN (CAAP)

The CSR Committee shall formulate and recommend to the Board of Directors, a CAAP in pursuance of this Policy, which shall include focus areas for the year, the list of projects to be undertaken, manner of execution, fund utilization, monitoring mechanism, etc.

The Board of Directors may approve the CAAP with such further conditions as it deems fit and further alter CAAP at any time during the financial year, as per the recommendation of the CSR Committee, based on the reasonable justification to that effect.

INFORMATION DISSEMINATION

1. Appropriate documentation of the BIL CSR Policy, annual CSR activities, executing partners, and expenditure entailed will be undertaken on a regular basis and the same will be available in the public domain.
2. CSR initiatives of the Company will also be reported in the Annual Report of the Company.

GENERAL

- Words and expressions used but not defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, the CSR Rules made thereunder or in any amendment thereto. This Policy shall also be subject to such clarifications and FAQs as may be issued by MCA from time to time.
- In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference should be made to Corporate CSR Department. In all such matters, the interpretation & decision of the CSR Committee shall be final.
- Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from the Government, from time to time.
- The Company reserves the right to modify, cancel, add, or amend any of these Rules.

Annexure VII

Nomination and Remuneration Policy

The Board of Directors ('the Board') of Bata India Limited ("the Company") approved renaming of its Nomination, Governance & Compensation Committee as "Nomination and Remuneration Committee" at the Board Meeting held on May 01, 2014 with immediate effect.

The Board, upon the recommendation of the Nomination and Remuneration Committee ("the Committee"), approved the Nomination and Remuneration Policy in terms of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("as amended") (the "Listing Regulations") read with Part – D of Schedule II to the said Regulations and Section 178 of the Companies Act, 2013 (the "Act") at its meeting held on February 11, 2015 and revised the same at its meeting held on August 2, 2019. The Policy has been reviewed and revised by the Board at its Meeting held on February 10, 2021 based on recommendation of the Committee.

1. OBJECTIVE

The Nomination and Remuneration Committee shall act in accordance with Section 178 of the Companies Act, 2013 read with the applicable Rules thereto and Regulation 19 of the Listing Regulations. The Key Objectives of the Committee shall be:

1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.

1.3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

1.4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

1.5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

1.6. To devise a policy on Board diversity.

1.7. To develop a succession plan for the Board and for the Senior Management and to regularly review the plan;

1.8. To ensure the policy includes the following guiding principles:

1.8.1. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully,

1.8.2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and

1.8.3. Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

2. REVIEW AND INTERPRETATION

This Policy may be reviewed, amended or substituted by the Board on the recommendation of the Committee as and when required and where there are any statutory changes necessitating any change in the Policy. Any subsequent notifications, circulars, guidelines or amendments under the Act and the Listing Regulations as may be issued from time to time shall be mutatis mutandis applicable without any further modification or amendment in this Policy.

Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neutral gender.

3. ROLE OF THE COMMITTEE

3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee.

The Committee shall:

3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.

3.1.2. Formulate the criteria and specify the manner for effective evaluation of performance of independent directors and the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

3.1.3. Identify persons who are qualified to become directors and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy.

3.1.4. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

3.1.5. Recommend to the Board whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

3.1.6. Recommend to the Board, all remuneration, in whatever form, payable to the Senior Management.

3.2. Policy for appointment and removal of Director, KMP and Senior Management

3.2.1. Appointment criteria and qualifications

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

c) The Company shall not appoint or continue the employment of any person as a Whole-time Director who has attained the age of seventy years.

d) A person shall be considered for appointment as an Independent Director on the Board of the Company, only if he/she discloses in writing his/her independence in terms of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations.

3.2.2. Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act and the Listing Regulations.

3.2.3. Evaluation

The Committee shall advise the process to carry out evaluation of performance of every Director, KMP and Senior Management Personnel and other employees at regular interval (yearly). Evaluation process shall be conducted for the Board as a whole, Board Committees and also for the Directors individually.

Performance evaluation of the KMPs, Senior Management Personnel and other employees shall be carried out by their respective reporting Executives and Functional Heads, based on the Key Results Area (KRA) set at the beginning of the financial year and reviewed at least once during the year to modify such KRAs, if required.

Performance evaluation of the Independent Directors shall be carried out by the entire Board, except the Independent Directors being evaluated.

3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company, subject to compliance of all applicable legislations.

3.3. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

3.3.1 General:

a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company, wherever required.

b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.

c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of a Whole-time Director.

d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration. However, proportionate Insurance Premium paid for Group Mediclaim Policy or Group Personal Accident Policy shall be considered as part of the overall remuneration for the individual director/employee of the Company.

3.3.2 Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F., pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders .

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act.

c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act, he shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless approved by the Company by special resolution within two years from the date the sum becomes refundable.

3.3.3 Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

b) Sitting Fees:

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the prescribed limits per meeting of the Board or Committee or such amount as may be decided by the Board of Directors from time to time.

c) Commission:

Commission on Net Profits of the Company may be paid to the Non-Executive Directors within the monetary limit approved by the Shareholders of the Company as per the Act and Rules framed therein and as approved by the Board of Directors from time to time. The Non - Executive or Independent Chairman of the Company shall receive twice the amount of commission of net profits payable to the other Non-Executive and/or Independent Directors individually.

d) Stock Options:

An Independent Director shall not be entitled to any stock option, if any, of the Company.

e) Maximum Limit:

The annual remuneration payable to a single non-executive director shall not exceed fifty per cent of the total annual remuneration payable to all non-executive directors without the approval of the shareholder by a special resolution.

f) Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration exclusive of any Sitting Fee, to any of its Non-Executive Director, including an Independent Director in accordance with the provisions of Schedule V of the Act.

3.3.4 Remuneration of other employees

The remuneration of other employees is fixed from time to time as per the guiding principles outlined above and considering industry standards and cost of living. In addition to basic salary they are also provided perquisites and retirement benefits as per schemes of the Company and statutory requirements, where applicable. Policy of motivation/ reward/ severance payments is applicable to this category of personnel as in the case of those in the management cadre.

3.3.5. Criteria for determining remuneration

While determining remuneration of the directors, the Committee shall ensure that the level and composition of remuneration are reasonable and sufficient to attract, retain and motivate such directors of the quality required to run the Company successfully; the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and the remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal.

4. MEMBERSHIP

4.1 The composition of the Committee shall be in compliance with the provisions of the Act, and the Listing Regulations.

4.2 The Committee shall comprise of at least three Non-Executive Directors out of which at least fifty percent of the directors shall be Independent Directors.

4.3 Minimum 2 members or one third members, whichever is greater, out of which at least 1 Independent Director shall constitute a quorum for the Committee meeting.

4.4 Membership of the Committee shall be disclosed in the Annual Report.

4.5 Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

5.1 Chairperson of the Committee shall be an Independent Director.

5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

5.4 Chairperson of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required but at least once in a year.

7. COMMITTEE MEMBERS' INTERESTS

7.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

9.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

9.2 In the case of equality of votes, the Chairperson of the meeting will have a casting vote.

10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

10.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;

10.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;

10.3 Identifying and recommending Directors who are to be put forward for retirement by rotation.

10.4 Determining the appropriate size, diversity and composition of the Board;

10.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;

10.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;

10.7 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

10.8 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

10.9 Delegating any of its powers to one or more of its members or the Secretary of the Committee;

10.10 Recommend any necessary changes to the Board; and

10.11 Considering any other matters, as may be requested by the Board.

11. DUTIES OF THE COMMITTEE

The duties of the Committee in relation to remuneration matters include

11.1 To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

11.2 To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

11.3 To delegate any of its powers to one or more of its members or the Secretary of the Committee.

11.4 To consider any other matters as may be requested by the Board.

11.5 Professional indemnity and liability insurance for Directors and senior management.

12. MINUTES OF COMMITTEE MEETINGS

Proceedings of all meetings must be minuted and signed by the Chairperson of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

The Company reserves the right to modify the aforesaid Policy as and when required to adopt the best practices in the Industry and to comply with the requirements of the applicable legislations.

Annexure VIII

Information pursuant to Section 197(12) of the Companies Act, 2013 (as amended) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended)

(i) **The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each director and Key Managerial Personnel (KMP) for the financial year 2020-21:**

Sl. No.	Name of Directors and KMP	Designation	Ratio	Percentage increase in Remuneration (in %)
1.	Mr. Rajeev Gopalakrishnan	Managing Director	59.84	Nil
2.	Mr. Sandeep Kataria*	Whole-time Director and Chief Executive Officer	N.A.	Nil
3.	Mr. Ram Kumar Gupta	Director Finance and Chief Financial Officer	34.42	Nil
4.	Ms. Vidhya Srinivasan**	Chief Financial Officer	N.A.	N.A.
5.	Mr. Nitin Bagaria***	Company Secretary & Compliance Officer	N.A.	N.A.

*Remuneration paid to Mr. Sandeep Kataria during the year includes payment of Long Term Incentive Plan (LTIP), in terms of Shareholders' Approval. Hence, the ratio and percentage increase are not meaningful. However, there was no increase in remuneration payable to him during the year.

**Ms. Vidhya Srinivasan was appointed as CFO, w.e.f. January 28, 2021, hence, ratio and percentage increase are not applicable.

***Mr. Nitin Bagaria was appointed as Company Secretary & Complaince Officer, w.e.f. May 25, 2020, hence, ratio and percentage increase are not applicable.

(ii) The percentage increase in the median remuneration of employees in the financial year 2020-21 was 8.04%

(iii) There were 4454 permanent employees on the rolls of the Company as on March 31, 2021.

(iv) Average percentage increase made in the salaries of employees other than the managerial personnel in the previous financial year was 5.15% whereas there was no increase in the remuneration of the managerial personnel.

Justification: The average increase of remuneration of employees every year is an outcome of the Company's market competitiveness as against similar companies. The remuneration paid to the managerial personnel is in accordance with the Nomination and Remuneration Policy of the Company and is based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board and the Members of the Company. Since the percentage increase in remuneration of the managerial personnel is NIL, no justification is required.

(v) It is hereby affirmed that the remuneration paid to all the Directors, KMP, Senior Managerial Personnel and all other employees of the Company during the financial year ended March 31, 2021, were as per the Nomination and Remuneration Policy of the Company.

Notes:

a) The Independent Directors of the Company are entitled to sitting fee and commission on Net Profits / remuneration as per statutory provisions of the Companies Act, 2013 (as amended) and as per terms approved by the Members of the Company. The criteria of making payments to the Independent Directors and details of remuneration paid to them have been provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for the Independent Directors' Remuneration is, therefore, not considered for the purpose above.

b) Employees for the above purpose does not include employees governed under collective bargaining process.

c) Percentage increase in remuneration is based on the Annualised Remuneration.

For and on behalf of the Board of Directors

Place : Gurugram Date : June 9, 2021	**Rajeev Gopalakrishnan** **Managing Director** DIN: 03438046	**Sandeep Kataria** **Whole-time Director and CEO** DIN: 05183714

Annexure IX

Statement of particulars of Employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) for the financial year ended March 31, 2021

1. Top 10 Employees including those Employed throughout the financial year under review and were in receipt of remuneration aggregating not less than Rs. 1,02,00,000 per annum:

Sl. No.	Name	Designation	Qualification	Age (in years)	Date of Appointment	Experience - No. of years including previous employment	Remuneration (Rs. in Million)	Last Employment -Designation
1.	Mr. Sandeep Kataria	Whole-time Director and Chief Executive Officer	B. Tech. - Chemical Engineering, PG Diploma in Business Management	51	01-Aug-17	30	71.23	Vodafone - Chief Commercial Officer
2.	Mr. Rajeev Gopalakrishnan	Managing Director	B. Tech. - Mechanical Engineering	56	31-Jan-11	30	51.65	Bata Bangladesh Ltd. - Managing Director
3.	Mr. Ram Kumar Gupta	Director Finance and Chief Financial Officer	B. Com. (Hons.), FCA	62	01-Jul-15	41	32.60	Bata Shoe Company (Kenya) Ltd. - Director Finance
4.	Mr. Matteo Lambert	Chief Collection Manager	Bachelor's Degree in literature and Social Studies	49	06-Jun-13	22	25.73	ARTSANA - Purchase Manager
5.	Mr. Sanjay Kanth	Sr. Vice President -Manufacturing & Sourcing	B. A. - Economics, Diploma in Marketing Mgmt, MBA - Operations, MDP	58	02-Jul-12	36	18.36	Adidas Technical Services Pvt. Ltd. - Head of Operations
6.	Mr. Anand Narang	Vice President - Marketing & Customer Services	B. E. - Electronics & Electrical Engineering, PG. Diploma in Mgmt - Marketing & International Business	48	01-Jun-16	27	15.07	Reliance JIO (INDIA) – VP Marketing
7.	Mr. Sumit Chandna	Chief Merchandising Manager	Bachelor of Arts, Post Graduate Diploma Programme in Apparel Marketing & Merchandising	47	02-Sep-19	26	14.74	Aditya Birla Retail Ltd. - Chief Merchandising Officer
8.	Ms. Kanchan Chehal	Head - Human Resources	Bachelor of Arts, Post Graduate Diploma in Management - HR	46	02-Dec-19	26	11.75	Xerox India Ltd. - Director HR (Asia Pacific)
9.	Mr. Amit Kumar Gupta	SVP - Institutional & Distribution Business	B.Sc, Honours Diploma in System Mgmt.	49	03-Sep-18	29	11.29	S.C. Johnson Products Pvt. Ltd. - Head Modern Trade & Institutional Business
10.	Mr. Kumar Sambhav Verma	Head of Omni Channel - Asia	B. Com., PG Diploma in Marketing Management	40	08-Mar-10	21	10.21	Home Shops 18 -Senior Manager - Marketing (Category)

2. Other employee employed throughout the year and in receipt of remuneration aggregating Rs. 1,02,00,000 or more per annum:

Sl. No.	Name	Designation	Qualification	Age (in years)	Date of Appointment	Experience - No. of years including previous employment	Remuneration (Rs. in Million)	Last Employment -Designation
None								

3. Other employees employed for part of the financial year under review and were in receipt of remuneration not less than Rs. 8,50,000 per month:

Sl. No.	Name	Designation	Qualification	Age (in years)	Date of Appointment	Experience - No. of years including previous employment	Remuneration (Rs. in Million)	Last Employment -Designation
1.	Mr. Bishwanath Ganguly	Senior Vice President -Brands	B. Sc., PGDBM - Marketing, PG Diploma Programme in Garment Manufacturing Technology	48	19-Mar-19	21	15.36	Forever New Apparels Pvt. Ltd. - Country Manager
2.	Mr. Rossano Fogarin	Head - Product Development	Diploma Course in Shoes Designing, Diploma Course in Planning - CAD / CAM	60	22-Jan-18	39	14.55	PT. Sepatu Bata Tbk. - Product development & Technical Manager
3.	Mr. Saket Mohta	Vice President - Finance	B. Com, C.A., C.S.	42	14-Jan-14	17	7.38	Adidas Group India Ltd. - Sr. Manager - Finance
4.	Mr. Peeyush Gupta	Vice President - Finance	B. Com, C.A., C.S.	38	21-Aug-15	17	5.48	Sun Pharmaceutical Industries Ltd. - Sr. Manager (Finance)
5.	Ms. Vidhya Srinivasan	Chief Financial Officer	B. Com, MBA - Finance, C.A.	51	28-Jan-21	25	3.27	Puma Sports India Pvt. Ltd.- Executive Director Finance, Legal & IT

Notes:

1. Remuneration as shown above includes, *inter alia*, the Company's contribution to provident funds, Pension funds, Incentive, House rent allowance, Leave travel facility, Medical insurance premium and taxable value of Perquisites but does not include provision for Gratuity.
2. Except for Executive Directors, all appointments are non-contractual and permanent in nature. The nature of employment of Executive Directors has been detailed in the Corporate Governance Report.
3. None of the employees mentioned above is a relative of any Director of the Company.
4. None of the employees are covered under Rule 5(2)(iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended).
5. Mr. Bishwanath Ganguly and Mr. Rossano Fogarin ceased to be employees on March 23, 2021 and February 18, 2021 respectively.
6. Mr. Peeyush Gupta ceased to be an employee on September 30, 2020. Remuneration paid to him during the financial year ended March 31, 2021 includes Gratuity.
7. Mr. Saket Mohta moved to a group entity in South Africa on November 30, 2020. Remuneration paid to him during the financial year ended March 31, 2021 includes Gratuity and Leave encashment.
8. Ms. Vidhya Srinivasan has joined on January 28, 2021.

For and on behalf of the Board of Directors

Place : Gurugram
Date : June 9, 2021

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-time Director and CEO
DIN: 05183714

Annexure - X

BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1.	Corporate Identity Number (CIN) of the Company:	L19201WB1931PLC007261	
2.	Name of the Company:	Bata India Limited	
3.	Registered address:	27B, Camac Street, 1st Floor, Kolkata - 700016, West Bengal	
4.	Website:	www.bata.in	
5.	E-mail id:	share.dept@bata.com	
6.	Financial Year reported:	April 1, 2020 - March 31, 2021	
7.	Sector(s) that the Company is engaged in (industrial activity code-wise):	NIC Code	Description
		47713	Retail sale of footwear
		47714	Retail sale of leather goods and travel accessories of leather and leather substitutes
		46413	Wholesale of footwear
		46499	Wholesale of leather goods & travel accessories
8.	List three key products / services that the Company manufactures / provides (as in balance sheet):	Footwear for Children, Men and Women, Accessories	
9.	Total number of locations where business activity is undertaken by the Company:		
a.	Number of International Locations:	None	
b.	Number of National Locations:	The Company has 4 operational manufacturing units located at (i) Batanagar, Kolkata, West Bengal, (ii) Bataganj - Patna, Bihar, (iii) Peenya Industrial Area, Bengaluru, Karnataka (iv) Batashatak, Hosur, Tamil Nadu. It retails in more than 1500 Bata own and franchisee stores, on bata.in and in thousands of multi-brand footwear dealer stores pan-India.	
10.	Markets served by the Company:	The Company has its retail presence mainly in the Metro cities, A-1 cities, Tier I, Tier II and Tier III cities across India. For non-urban areas, the Company sells its footwear through its network of more than 400 distributors.	

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1.	Paid-up Capital:	Rs. 642.64 Million
2.	Total Turnover:	Rs. 17,072.99 Million
3.	Total profit after taxes:	Rs. (902.80) Million
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):	Rs. 92.22 Million, i.e., 2.12% of profit after tax
5.	List of activities in which CSR expenditures have been incurred:	The details of CSR activities undertaken by the Company and CSR expenditures incurred thereon during the financial year 2020-21 by the Company have been provided in the Board's Report and also in the 'Annual Report on CSR Activities', annexed to the Board's Report marked as **Annexure - V**.

SECTION C: OTHER DETAILS

1.	Does the Company have any Subsidiary Company / Companies?	Yes. The Company had three Wholly Owned Subsidiaries (WOSs) as on March 31, 2021, *viz*., (i) Bata Properties Limited; (ii) Coastal Commercial & Exim Limited; and (iii) Way Finders Brands Limited. However, consequent upon approval of the Scheme of amalgamation under Section 233 of the Companies Act, 2013, vide RD Order received in April, 2021 between Coastal Commercial & Exim Limited (Transferor Company) and Bata Properties Limited (Transferee Company), Coastal Commercial & Exim Limited has ceased to be a subsidiary of Bata Properties Limited and in turn of the Company. The Appointed Date of the said Scheme is April 1, 2020. Hence, as on the date of this Report, the Company has two wholly owned subsidiaries viz., Bata Properties Limited and Way Finders Brands Limited.
2.	Do the Subsidiary Company / Companies participate in the BR Initiatives of the parent Company?	The operations of these WOSs being insignificant, presently there is no direct participation by these WOSs in the BR initiatives of the parent Company.
3.	Do any other entity / entities (suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity / entities? [Less than 30%, 30- 60%, More than 60%]	Yes. The Company actively supports and encourages its suppliers and other stakeholders to participate in the BR initiatives of the Company. The Company ensures prohibition of child labour and forced labour in its workplaces and refrain itself from engaging with such vendors, suppliers and distributors who engage child labour or forced labour in their business operations. At present the Company does not have any established mechanism to ascertain the level of participation of the vendors, suppliers, distributors, etc. in various BR initiatives of the Company. Hence, it is difficult to quantify the percentage of such entities for disclosure purposes.

SECTION D: BR INFORMATION

1.	**Details of Director responsible for BR:**	
(a)	Details of the Director responsible for implementation of the BR policies:	
	1. DIN:	03438046
	2. Name:	Mr. Rajeev Gopalakrishnan
	3. Designation:	Managing Director

(b)	**Details of the BR Head:**	
Sl. No.	**Particulars**	**Details**
1.	DIN:	03438046
2.	Name:	Mr. Rajeev Gopalakrishnan
3.	Designation:	Managing Director
4.	Telephone Number:	(0124) 3990100
5.	E-mail id:	head.brinitiatives@bata.com

2. Principle-wise (as per NVGs) BR policies

(a) Details of compliance (Reply in Y / N)

Sl. No.	Questions	Business Ethics	Product Respon-sibility	Wellbeing of Employ-ees	Stake-holder's Engagement & CSR	Human Rights	Environ-ment	Public Policy	CSR	Customer Relation
		P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1.	Do you have policy/policies for....?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national / international standards? If yes, specify? (50 words)	The policies of the Company generally conform to the principles of the National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business, issued by the Ministry of Corporate Affairs (MCA), Government of India.								
4.	Has the policy being approved by the Board? If yes, has it been signed by MD / owner / CEO / appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the Company have a specified committee of the Board / Director / Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online?	The policies which are mandatorily required to be uploaded on the website of the Company have been uploaded on *www.bata.in* and are available at the link *https://bata.in/bataindia/a-31_s-181_c-42/investor-relations.html* under the "Investor Relations" category.								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the Company have in-house structure to implement the policy/policies?*	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?**	Y	Y	Y	Y	Y	Y	Y	Y	Y

*The Company also takes inputs / support from outside agencies, whenever considered necessary, in preparation and implementation of respective Policies in order to adopt the best industry practices.

**Audit / evaluation of the working of these Policies had been conducted by the Internal Audit Team of the Company.

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why:

Not Applicable.

3. Governance related to BR

a.	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.	The Board assesses the BR performance annually.
b.	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently is it published?	This is the fifth BR Report of the Company for publication. The BR Reports may be viewed on the website of the Company *www.bata.in* and the same is available at the link *https://bata.in/bataindia/a-29_s-181_c-42/investorrelations.html*. The Company is publishing the BR Report annually.

SECTION E: PRINCIPLE-WISE PERFORMANCE

PRINCIPLE 1: BUSINESS SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND ACCOUNTABILITY

1. **Does the policy relating to ethics, bribery and corruption cover only the Company? Yes / No. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?**

   The Company considers Corporate Governance as an integral part which leads to increase in operational efficiencies and sustained long term value creation for all the stakeholders. The Board of Directors of the Company has adopted a Code of Conduct and Business Ethics (along with Anti-Bribery and Anti-Corruption Directives). The Company has introduced a vigil mechanism system across all its functions and establishments through a Whistle Blower Policy as approved by the Board of Directors of the Company and has uploaded the Whistle Blower Policy on the website of the Company i.e., *www.bata.in*. The Code of Conduct is applicable to the Board of Directors and all employees of the Company and its subsidiaries. An annual affirmation on compliance and adherence to the Code of Conduct and Business Ethics is obtained from the Directors and Senior Managerial Personnel including Functional Heads. The Anti-Bribery and Corruption Directives and the Ethical View Reporting Policy also extends to the Company's business partners, e.g., suppliers, vendors, distributors, contractors, etc.

2. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so**.

   In addition to the introduction of Vigil Mechanism/Whistle Blower Mechanism to enable all stakeholders to freely communicate their grievances, the Company has also implemented its Policy under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and uploaded the same on the website of the Company, *www.bata.in*. Further, since no complaints were received during the financial year under review or pending at the year end, hence the disclosure regarding percentage is not applicable. The Company has also created an exclusive e-mail id: share.dept@bata.com to enable the Members / Investors of the Company to communicate their grievances directly.

   The details of investors' complaints received and resolved during the year under review have been provided in the Corporate Governance Report, which forms part of this Annual Report.

PRINCIPLE 2: BUSINESS SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFECYCLE

1. **List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.**

   i. The Company is manufacturing Safety Shoes for the end consumers of various organizations where it is sold.

   ii. The Company has also replaced Natural Rubber & Leather with synthetic EVA (Ethylene Vinyl Acetate) in sole making & PU coated PVC in shoe upper making respectively, thereby contributing towards natural resource conservation.

   iii. The Company has also introduced usages of recycled waste rubber from tyre waste for rubber outsole production which is environment friendly.

   iv. The Company has also replaced Fossil Fuel based boilers at Batanagar with eco-friendly Bio-Mass waste based briquettes.

2. **For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**

(a) **Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain?**

Consumption per unit of Production*	Current Financial Year 2020-21	Previous Financial Year 2019-20
Electrical Energy (Kwh per pair of Shoes)	0.63	0.59
Thermal Energy (Equivalent kwh per pair of shoes)	0.55	0.54
CO_2 Emission (Kg CO_2 per pair of Shoes) [consider : 0.537 kg CO_2 /1 kwh Grid electricity & 0.268 kg CO_2 / kwh fuel oil]	0.49	0.46

*Consumption per unit has marginally increased during the year under review due to ongoing modernisation / renovation work at the factories.

(b) **Reduction during usage by consumers (energy, water) has been achieved since the previous year?**

Although the shoe manufacturing process does not have broad based impact on energy, yet the Company continuously takes appropriate measures to reduce the consumption of thermal, electrical energy and water. The Company has installed modern and efficient machineries across its manufacturing Units and has been able to save energy and water. The Company has initiated installation of LED lights, automatic power sensors, continued usage of recycled treated water from sewage treatment plant for sanitation thus resulting in reduction of water consumption, Turbo Ventilators, Energy efficient Air Compressor, Reduction of contract demand, installation of energy efficient integrated APFC electrical Panel. The Company also continuously encourages its employees to save the natural resources wherever possible.

Under Sustainable initiatives, the Company implemented “Reduce, Recycle & Re-use” program in addition to Zero Discharge, STP, Rain Harvesting, use of upcycle rubber tire waste in sole production.

3. **Does the Company have procedures in place for sustainable sourcing (including transportation)?**

If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Yes. The Company has established an internal mechanism for continual improvement process towards sustainable excellence and has taken adequate steps for safe transportation and optimization of logistics, which in turn is improving the Company’s manufacturing system, creating a safe work place and offering opportunities to our employees to excel and explore their potential and also mitigating the impact on climate. The use of appropriate mode of transportation is a continuous part of effective supply-chain mechanism and the Company’s endeavor to reduce transport related environmental impact is an ongoing process.

Major associates of the Company, who are engaged in supplying of maximum level of raw materials for shoe manufacturing process in all manufacturing Units across India, are located nearby to the respective Units. This helps the Company to minimize its transportation cost and environmental impact.

4. **Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?**

If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Yes. The Company has taken necessary steps to procure goods and services from the local and small producers surrounding its manufacturing units and enhancing their capabilities for a sustainable growth. The Company always prefers to procure goods and services, e.g., Finished Goods Supplies, Security / Housekeeping / loading-unloading operations, etc. from nearby suitable source of supply. The Company has worked out Individual Development Plan of all Units which is being continuously monitored to improve capacity, capability & quality of the products of all local & small producers.

5. **Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

   Yes. The Company has introduced the mechanism to recycle its products to reduce waste. Such initiatives of the Company include, the following:

   - The wastes - EVA packing bags are now recycled during EVA mixing process.
   - Rubber / PVC / EVA/ laminated Textile wastes are recycled during mixing process.
   - Waste water after STP at Company's Bataganj, Batashatak Factory is being used for gardening and road washing purposes.
   - Used / waste oil generated from different machines in manufacturing Units are sold only to the agencies approved by the Central Pollution Control Board for recycling and re-using elsewhere in other allied industries.
   - Different scrap materials, e.g., leather cuttings / waste papers / metallic parts, etc. are being sold to the outside agencies for their uses elsewhere in other industries.

PRINCIPLE 3: BUSINESS SHOULD PROMOTE THE WELL BEING OF ALL EMPLOYEES

1. **Please indicate the Total number of employees.**

(As on March 31, 2021)

Sl. No.	Category of Manpower	No. of employees
1.	Managerial staff	1026
2.	Non-managerial staff in manufacturing	1897
3.	Managers + Permanent employees in stores	1531
4.	Contracted and Third Party employees	3729
Total		**8183**

2. **Please indicate the Total number of employees hired on temporary / contractual / casual basis.**

   Out of the above, 3729 persons were hired on temporary / contractual / casual basis.

3. **Please indicate the Number of permanent women employees.**

   There are 389 permanent women employees.

4. **Please indicate the Number of permanent employees with disabilities.**

   There are 21 permanent employees with disabilities.

5. **Do you have an employee association that is recognized by management?**

   Yes, there are recognized trade unions in the manufacturing units and retail unit of the Company as recognized by its management. These trade unions are affiliated to various central trade union bodies.

6. **What percentage of your permanent employees are members of this recognized employee association?**

   46% of the Company's permanent employees are members of recognized employee associations.

7. **Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.**

   During the financial year ended March 31, 2021, no cases were reported. The cases outstanding at the beginning of the year, were dealt satisfactorily under the Policy on Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There are no pending complaints as on March 31, 2021.

   The Company did not receive any complaints relating to child labour, forced labour, involuntary labour.

8. **What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?**

   (a) Permanent Employees: 75%

   (b) Permanent Women Employees: 79.4%

(c) Casual / Temporary / Contractual Employees: 80%

(d) Employees with Disabilities: 14%

PRINCIPLE 4: BUSINESS SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALIZED

1. **Has the Company mapped its internal and external stakeholders?**

   The Company understands the requirements of its various stakeholders. However, the Company is in the process of formal mapping of its key internal and external stakeholders for a better understanding of their concerns and expectations.

2. **Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders**.

   Once the mapping is finalized, the Company will be able to identify its various categories of stakeholders and include them in the business process accordingly.

3. **Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

   The CSR programmes of the Company has been designed in such a manner that it ensures benefits to the poor, needy, underprivileged, deserving and the socio-economic backward communities of the society at large. The Company has been actively associated with the Bata Children's Programme (BCP) initiatives of Bata Shoe Organization (BSO) globally, towards improving the lives of the underprivileged children, especially the girl child.

PRINCIPLE 5: BUSINESS SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

1. **Does the policy of the Company on human rights cover only the Company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?**

   Yes. The Company's Code of Ethics covers the aspects of Human Rights and is made applicable to all stakeholders including its Suppliers and Contractors by making them to sign the Code of Ethics and Code of Conduct.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

   During the year under review, no complaints relating to human rights violation were received by the Company.

PRINCIPLE 6: BUSINESS SHOULD RESPECT, PROTECT AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT

1. **Does the policy related to Principle 6 cover only the Company or extends to the Group / Joint Ventures/ Suppliers / Contractors / NGOs / others.**

   The Company's Environment, Health & Safety (EHS) Policy extends to cover the Company and all its relevant Stakeholders, viz, Suppliers & Contractors near its operational area.

2. **Does the Company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc.? Y / N. If yes, please give hyperlink for webpage etc.**

   The Company has taken necessary steps towards reduction of GHGs emission in its manufacturing process and to reduce the concerns relating to the global warming.

3. **Does the Company identify and assess potential environmental risks? Y/N**

   The Company has identified potential environmental risks in its manufacturing Units across India through monitoring system. Required necessary steps and safeguarding measures have been taken by the Company to reduce its impact on the environment.

4. **Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

   No.

5. **Has the Company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc**.

   The Company is conscious and committed to maintain environmental and ecological balances of this planet and makes its conduct subject to environment audit practices. Across all manufacturing units, sewage treatment plants are working effectively and efficiently. Since Batanagar and Bataganj factories are located on the bank of River Ganga, water discharge in the River Ganga meets the norms of the "Clean Ganga" initiatives of the Central Government. At Bataganj & Bata Shatak Units "Zero Effluent Discharge" vision is implemented by utilizing treated effluent water for gardening & washrooms. All the factories are complying with stack emission qualities and ambient air qualities. Special thrusts are given on waste management, conservation of energy and water and natural resources.

On Water Conservation initiatives, Rain Water Harvesting Plant was established at our Bata Southcan Factory, Peenya Industrial Area, Bengaluru, Karnataka & Bata Shatak factory at Hosur, which is working efficiently and effectively towards utilization of rain water. On Energy Conservation initiatives, at Batanagar factory bio-fuel based eco-friendly Briquette fired boiler is running efficiently replacing fossil fuel oil fired boiler and also introduced various low energy sensitive equipments by replacing high energy consuming devices. Further, in all factories, the Company has moved to Water Based (WB) adhesives from Petroleum Solvent Based (PSB) adhesives. At all our Units, asbestos roof is being replaced by metallic sheets in a phased manner.

These details are also given in the BR Report of the Company that may be viewed on the website of the Company www.bata.in and the same is available at the link https://bata.in/bataindia/a-29_s-181_c-42/investorrelations.html.

6. **Are the Emissions / Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

   Yes, emission / waste generated by the Company are within the permissible limits prescribed by CPCB / SPCB.

7. **Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

   The Company did not receive any show cause / legal notice from CPCB / SPCB during the financial year ended March 31, 2021 and no show cause / legal notice related to CPCB / SPCB are pending with the Company as on the end of the financial year.

PRINCIPLE 7: BUSINESS WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER

1. **Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

   The Company believes that conducting business as a good corporate citizen of the Country enhances brand value and leads to a sustainable growth. The Company is associated with Retailers Association of India (RAI), and Indian Chamber of Commerce.

2. **Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes / No; if yes specify the broad areas (Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

   Yes, the Company has worked in the following areas:

   a. Structural changes in policies to boost growth of the footwear industry. (Economic Reforms)

   b. Elimination of unfair Labour practices including Child labour in the footwear industry. (Others)

PRINCIPLE 8: BUSINESS SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

1. **Does the Company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If yes details thereof.**

   The Company from its very inception has been involved with charities and a host of philanthropic and social activities. Recognizing communities and employees as the key success factors for business prosperity, the Company remains committed to their development. The CSR initiatives of the Company ensures its commitment to operate in an economically, socially and environmentally sustainable manner, in the best interest of all the stakeholders.

   Bata Children's Programme (BCP)

   BCP is a global programme which aims to work for the underprivileged children in and around our areas of operations. Under BCP, we have adopted 7 schools in India and work with more than 4,000 children and school authorities. We align the community development initiatives with UN's Sustainable Development Goals – Gender Equality, Quality Education, Clean Water & Sanitation, Good Health & Well Being and Partnership for Goals.

New partnerships –

We entered into new partnerships and customized our programs to suit the requirements of the school teachers and children.

- **Online Learning Management System**
- **Virtual Sports Programme for the children**

Online Science Programme - Our science programme continued with online sessions and distribution of more than 500 science kits to the children and their parents.

Online Library sessions & Teacher Training - Our library classes also turned virtual, with teachers improving the learning and speaking skills of the children through online reading sessions and various interactive activities, benefiting more than 500 children. Our Hole in the Wall engagement partner NIIT Foundation identified relevant topics and trained the teachers Improving Reading Habits and Values, Communication Skills, ASER testing Tools, New Assessment Tools, Online module for children, which helped more than 100 children.

Ensured continued on-ground support - At some of our schools, more than 1500 children were distributed notebooks and stationery, immunity booster kits, nutritious meals, etc.

Adopted different methodologies to keep virtual studies interesting during lockdown - We had to adopt different approach to keep learning process interesting for the children - multimedia animated short videos were made on various academic topics which assisted more than 500 primary level students to learn difficult topics in a better manner ; other methods like storytelling, worksheets, games, etc. were also adopted.

Infrastructure Upgradation - In terms of the infrastructure upgradation, we also completed renovation of washrooms at Bata Shatak BCP School as part of the yearly school plan. At Bataganj BCP School, washrooms for girls were renovated, new drinking water/hand wash structures were constructed, and a classroom was renovated. External bodies from the government inaugurated it and appreciated the work done at the schools.

Employee engagement - Celebration of all the special days like Diwali, Children's Day, Teacher's Day, Christmas, etc. went virtual, wherein kids demonstrated their skills through engagement sessions and competitions. Important days like World Food Day, Global Hand Washing Day, World Mental Health Day, International Yoga Day, etc. were also celebrated engaging experts from the industry. Our employees also participated whole heartedly in most of the virtual programs and interacted with the children. One of the employees also volunteered to conduct yoga session with the kids on International Yoga Day.

Girl Child Empowerment through Project Nanhi Kali

In partnership with KC Mahindra Education Trust, Bata supports education of underprivileged girl child through project Nanhi Kali. With the closure of schools, the girls faced immense problems to continue education. We already have a skewed child sex ratio of 914 girls to 1,000 boys (Census 2011) and poor female literacy rates of 65% at the national level and 46% in rural India (Annual Economic Survey of India 2018). The school closures caused by the pandemic further widened gender disparities in access to education, having a disproportionately negative impact on girls from disadvantaged families (UNESCO & Plan International 2020).

During the year, we continued to support education of 813 girls in the primary classes and renewed sponsorship for 500 girls for their continued education.

COVID-19 Community Interventions

When the pandemic hit the country, the company decided to reach out to the underprivileged and frontline workers in & around our areas of operations.1,000 hygiene kits consisting of sanitizer, masks, dental hygiene, personal hygiene, etc along with +1.10 lac meals/dry ration packets were distributed to the children at BCP schools and communities at large. We strategically reached out to the frontline workers like police, hospitals, etc. in and around our operations and donated +4,000 hygiene kits & 2,000 immunity booster kits through Ayush Ministry. During the lockdown, our factories made masks and face shields. +35,000 masks and +4,000 face shields were donated to the police, ESI hospitals and other essential departments.

Stride with Pride

With setting in of the pandemic, Bata globally pledged to donate 1 million pair of footwear to the medical workers and their families as a ‘thank you’ gesture for their unflinching support during the difficult times. We started the donation drive in May 2020 and till date donated +1.92 lac pairs of footwear to the medical workers and their families at the government & private hospitals, ASHA & Aaganwadi workers, small clinics, charitable hospitals, police, children, etc. across +30 cities.

We saw excellent employee engagement, with some employees going out of the way to timely deliver the footwear at the hospitals.

We received appreciation letters from renowned government & private hospitals and other institutions for shoe donation drives and engagement with the police and other frontline workers.

Bata Heroes

The pandemic saw tremendous employee volunteering initiatives. Our employees came forward and partnered with us whole heartedly in driving CSR initiatives in our local communities. From sponsoring meals at old age homes, disinfecting and fumigation drives for farmers to providing essential grocery items at the old age home, orphanages, reaching out to daily wage labours and many more. At Batanagar, employees came together and voluntarily provided around 8400 meals to the families of the daily wage labours, small vendors, etc.

Our employees supported initiatives during the natural disasters as well. During the Vizag gas tragedy, Bata Vizag team came forward to help the families who were affected by the gas leak and identified the most vulnerable families. Addressing basic needs were taken up & food preparation and purchase of water bottles, necessary items were planned by the team collectively. The employees reached out to more than 150 people for support.

During Amphan disaster, we donated more than 1,000 pairs of footwear in the affected areas.

Treatment of children with Clubfoot disease

Our support to Miracle Feet Foundation for Eliminating Clubfoot for treatment of 66 children with Clubfoot disease in UP region got completed. Clubfoot is a congenital birth defect wherein one or both the feet are turned inwards, making it a leading cause of disability in children in the developing world. During the pandemic, we saw a drop out of 8 patients who migrated to other cities or were not traceable.

2. **Are the programmes / projects undertaken through in-house team / own foundation / external NGO / government structures / any other organization?**

The Company’s CSR activities are undertaken by an internal dedicated team and also through external NGOs. The names of such NGOs have been disclosed in the **Annexure - V** to the Board’s Report.

Employee volunteers also come forward and participate in the CSR activities. The Company partners with Non-Governmental Organizations (NGOs), Government Institutions and well known Corporate Bodies for design and implementation of selected projects.

3. **Have you done any impact assessment of your initiative?**

The Company conducts periodic assessments for its projects under the CSR programmes. Continuous Monitoring and Evaluation (M & E) of the programmes take place throughout the year, which helps to improve the quality of the project and achieve maximum results to ensure benefits to the stakeholders. This year, since most of the programmes turned virtual, we adopted various methodologies to conduct the assessments as most of them were through virtual mode.

To quote few examples here –

For our online sports programme, we set up KPIs and tracked our progress against those KPIs on regular basis: +500 kids onboarded, +50 weekly videos assigned, weekly active users, retention rate, parent perception survey – taking feedback from parents on the overall fitness levels improvement amongst their children.

Girls supported under project Nanhi Kali underwent assessments from home on their phones and tablets on the subjects Maths & language. Regular attendance of the girls was also tracked. While the girls scored better in language, with an average score of +50 , Maths required more work, with 40+ score.

For science sessions, assessments were created using quiz feature of google form. Quiz links were given to students on WhatsApp messages. After students submitted the quiz, they got immediate feedback for any wrong answer, which helped them in their learning. Children were also distributed science kits to help them conduct science experiments at home for better learning. We were able to reach out to +900 children.

4. **What is your Company's direct contribution to community development projects and the details of the projects undertaken:**

During the financial year ended March 31, 2021, the Company has spent a total amount of **Rs. 92.22 Million*** towards various CSR projects as against the allocated budget of **Rs. 87.20 Million**. The details thereof have been provided in the "Annual Report on CSR Activities" as attached to the Board's Report. A brief summary thereof is as under:

Sl. No.	Focus Area	Amount (Rs. in Million)
1.	Promotion of education in schools	19.52
2.	Nanhi Kali - Girl Child Education	2.70
3.	COVID-19	4.05
4.	Stride with Pride campaign – Footwear donation campaign	63.91
5.	Promotion of Sports amongst the Youth in communities	0.37
6.	Treatment of children with Club Foot disease	0.22
7.	Cost of CSR professional, audit, etc.	1.45
Total		**92.22**

**Excess CSR spend of 5.02 million to be carried forward.*

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

During the year, due to the pandemic, most of the programmes went virtual. Working towards supporting frontline workers like medical fraternity, police, local hospitals, etc. became our priority. The Company believes in participatory approach while planning and implementing the community development initiatives. Before initiating a community development project, a needs assessment is conducted to identify the local needs, stakeholder commitments which also helps in creating a buy-in from the local communities. The Company's CSR projects at several locations are developed in consultation and participation with various stakeholders including the local communities. Each location has an independent programme implementation committee which ensures planning and implementation of projects, periodic reviews and information sharing with necessary stakeholders. The local committees work under the overall guidance and framework defined by the corporate CSR Team of the Company.

PRINCIPLE 9: BUSINESS SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER

1. **What percentage of customer complaints / consumer cases are pending as on the end of financial year.**

During the year under review, the Company has ensured to address and resolve customer complaints / consumer cases amicably and has further strengthened its Customer Care Team and improvised the complaints redressal processes for speedy resolution of customer complaints. The Company has received 1,61,194 customer / consumer complaints during the year under review and have resolved 1,61,183 complaints amicably during the financial year 2020-21. Remaining 11 (~0.01%) complaints lying pending at the end of financial year has since been resolved.

Multiple new initiatives were rolled out – we implemented a new CRM Ticketing tool (FreshWorks) which is integrated with multiple other internal systems to automate Customer Service operations, implementation of refund automation solutions, new Contact Center partner with better technology solutions. During the year under review, the focus was primarily to pivot the Customer Service function keeping in mind the new consumer buying behaviour & the subsequent post sales expectations. This involved defining the end-to-end consumer journeys and identifying the key pillars of change.

2. **Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)**

All mandatory declarations as require under the Legal Metrology Act and the Rules made thereunder are duly displayed on the Principal display Panel (PDP) of the products.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

One of the customers filed a complaint before district forum in Chandīgarh alleging unfair trade practice for charging of carry bag with Bata Logo. The matter was decided in customers favour granting monetary compensation which was upheld by State Forum. We challenged both the orders before National Forum and after hearing the matter on merits, the National forum was pleased to stay the orders of district and State forum and also permitted us to charge for the carry bags. The matter is pending sub-judice.

4. Did your Company carry out any consumer survey / consumer satisfaction trends?

Yes, the Company has introduced a strong Customer Feedback Mechanism to capture feedback from customers on their shopping experience and measuring it as per the global standard tool NPS (Net Promoter Score) intermittently/ periodically. The Company has started an initiative to close loop Detractors (customers who give negative feedback) by calling them and addressing / resolving their queries. There are certain other feedbacks as well which the Company has started taking from customers with regards to product quality, product launches, shopping preferences, company's distribution business, etc.

FINANCIAL HIGHLIGHTS FROM 2011 TO 2020-21

(Amount in INR million)

	2011	2012	2013	Fifteen months ended 31.03.2015
PROFIT & APPROPRIATIONS				
Sales & Other Income	16,959.91	19,017.06	21,297.54	27,808.31
Profit before Depreciation, Tax & Prior Period Items	3,605.04	3,033.39	3,418.21	4,079.01
Depreciation	411.01	513.75	591.97	792.34
Profit before Tax & Prior Period Items	3,194.03	2,519.64	2,826.24	3,286.68
Taxation	935.64	803.61	918.81	974.96
Profit after Tax & Prior Period Items	2,258.39	1,716.03	1,907.43	2,311.72
Prior Period Items	-	-	-	-
Net Profit	2,258.39	1,716.03	1,907.43	2,311.72
Dividend & Dividend Distribution Tax	447.14	448.13	491.68	488.70
Retained Earnings	1,811.25	1,267.90	1,415.75	1,823.02
ASSETS EMPLOYED				
Fixed Assets - Gross	5,084.40	5,793.97	6,252.34	7,436.45
- Net	2,270.66	2,594.66	2,699.42	3,548.56
Investments	48.51	48.51	48.51	49.51
Net Current Assets	3,423.89	3,482.26	4,590.48	4,961.96
Other Non Current Assets (Includes DTA & Long term loans & advances)		1,438.97	1,864.35	2,639.02
	5,743.05	**7,564.40**	**9,202.76**	**11,199.05**
FINANCED BY				
Equity Shares	642.64	642.64	642.64	642.64
Reserves	5,100.42	6,360.66	7,767.37	9,578.81
Shareholder's Funds	5,743.05	7,003.30	8,410.01	10,221.45
Loan Funds	-	-	-	-
Non-current liabilities		561.10	792.75	977.60
	5,743.05	**7,564.40**	**9,202.76**	**11,199.05**

* All figures are as per Ind AS

(Amount in INR million)

2015-16*	2016-17*	2017-18*	2018-19*	2019-20*	2020-21*
24,753.15	25,438.87	26,871.62	29,969.87	31,222.92	18,013.34
3,754.50	2,985.81	4,004.34	5,422.81	7,808.42	1,470.30
788.01	650.05	604.21	640.16	2,957.65	2,647.23
2,966.49	2,335.75	3,400.14	4,782.65	4,850.77	(1,176.93)
790.54	748.28	1,164.36	1,486.05	1,581.62	(274.13)
2,175.95	1,587.48	2,235.78	3,296.60	3,269.15	(902.80)
-	-	-	-	-	-
2,175.95	1,587.48	2,235.78	3,296.60	3,269.15	(902.80)
502.75	541.42	541.42	619.79	514.11	514.11
1,673.20	1,046.06	1,694.36	2,676.81	2,755.04	(1,416.91)
3,987.87	4,338.22	4,997.50	5,844.07	6,598.34	6,767.57
3,211.50	2,957.86	3,065.76	3,318.19	3,545.00	3,218.86
49.51	49.51	49.51	49.51	49.51	49.51
7,424.54	8,562.30	9,873.62	12,078.83	11,990.91	11,445.65
2,564.01	2,722.84	2,857.57	3,043.98	13,758.91	11,501.01
13,249.56	**14,292.53**	**15,846.46**	**18,490.51**	**29,344.33**	**26,215.02**
642.64	642.64	642.64	642.64	642.64	642.64
11,578.21	12,610.17	14,144.50	16,822.69	18,323.15	16,955.09
12,220.85	13,252.81	14,787.14	17,465.33	18,965.79	17,597.73
-	-	-	-	-	-
1,028.71	1,039.71	1,059.32	1,025.17	10,378.54	8,617.29
13,249.56	**14,292.53**	**15,846.46**	**18,490.50**	**29,344.33**	**26,215.02**

SIGNIFICANT RATIOS FROM 2011 TO 2020-21

			2011	2012	2013
MEASURES OF INVESTMENTS					
Return on Equity	Profit after Tax / Shareholders' Funds	(%)	24.74**	24.50	22.68
Earnings per Share****	Net Profit / No. of Shares	(Rs.)	11.06**	13.35	14.84
Dividend Cover		(times)	3.68**	4.45	4.57
Dividend		(%)	60.00	60.00	65.00
Book Value of an Equity Share****	Shareholders' Funds / No. of Shares	(Rs.)	44.69	54.49	65.43
MEASURES OF PERFORMANCE					
Profitability	a) Profit before Tax / Sales	(%)	13.42**	13.46	13.47
	b) Profit after Tax / Sales	(%)	9.08**	9.17	9.09
Capital Turnover	Sales / Total Funds	(times)	2.73	2.67	2.50
Stock Turnover	Sales / Stocks	(times)	4.00	4.05	3.60
Working Capital Turnover	Sales / Net Current Assets	(times)	4.57	5.38	4.57
MEASURES OF FINANCIAL STATUS					
Debt Equity Ratio	Loan Funds / Shareholders' Funds	(times)	-	-	-
Current Ratio	Current Assets / Current Liabilities	(times)	2.00:1	1.93:1	1.99:1
Fixed Assets to Shareholders' Funds	Net Fixed Assets / Shareholders' Funds	(times)	0.40:1	0.37:1	0.32:1

* Without Considering Prior Period Items
** Without considering Gains from Surplus Property Development
***All ratios are calculated as per Ind AS
****Calculated based on Equity Shares of Rs. 5/- each, as sub-divided w.e.f. October 8, 2015.

Fifteen months ended 31.03.2015	2015-16***	2016-17***	2017-18***	2018-19***	2019-20***	2020-21***
19.37**	14.29**	11.98	15.12	18.88	17.24	(5.13)
15.40**	13.59**	12.35	17.40	25.65	25.44	(7.02)
4.74**	3.88**	3.53	4.35	4.10	6.36	(1.76)
65.00	70.00	70.00	80.00	125.00	80.00	80.00
79.53	95.08	103.11	115.05	135.89	147.56	136.92
10.79**	10.36**	9.35	12.90	16.33	15.89	(6.89)
7.23**	7.13**	6.36	8.48	11.26	10.71	(5.29)
2.68	2.00	1.88	1.78	1.68	1.61	0.97
3.88	3.61	3.54	3.46	3.49	3.49	2.81
5.52	3.30	2.92	2.67	2.42	2.55	1.49
-	-	-	-	-	-	-
1.96:1	2.83:1	2.74:1	2.76:1	2.92:1	2.50:1	2.61:1
0.35:1	0.26:1	0.22:1	0.21:1	0.19:1	0.19:1	0.18:1

INDEPENDENT AUDITOR'S REPORT

To the Members of Bata India Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Bata India Limited ("the Company"), which comprises the standalone balance sheet as at 31 March 2021, the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2021, and loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

The key audit matter	How the matter was addressed in our audit
Revenue recognition See Note 2.2(h) and Note 18 to the standalone financial statements Revenue from the sale of goods is recognised when control in goods is transferred to the customer and is measured net of rebates, discounts and returns. A substantial part of Company's revenue relates to retail sales through a large number of company owned outlets and comprises high volume of individually small transactions which increases the risk of revenue being recognised inappropriately and which highlights the criticality of sound internal processes of summarising and recording sales revenue to mitigate error and fraud risk.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: A) Assessed the appropriateness of the accounting policy for revenue recognition as per relevant accounting standard. B) Evaluated the design and implementation of key internal financial controls with respect to the revenue recognition and tested the operating effectiveness of such controls including those related to the reconciliation of sales records to cash / credit card / online receipts, preparation, posting and approval of journal entries on the basis of selected transactions. C) For samples selected using statistical sampling, performed detailed testing of retail sale transactions during the year by examining the underlying documents and agreeing them with the cash / credit card / online receipts and deposit of cash amounts recorded in daily cash reports with bank deposits.

The key audit matter	How the matter was addressed in our audit
Standards on Auditing presume that there is fraud risk with regard to revenue recognition. We focused on this area since there is a risk that revenue may be overstated because of fraud, resulting due to the pressure from Management and Board of Directors who may strive to achieve performance targets. Also, revenue is a key performance indicator for the Company which makes it susceptible to misstatement. In view of the above, we have identified revenue recognition as a key audit matter.	D) Tested on sample basis, the periodic reconciliation of the retail sales recognised during the period with the underlying collections made by the Company and sales as per indirect tax records. E) Performed cash counts, on a test basis, at selected stores and examined whether the cash balances are in agreement with the cash receipts reported in the daily collection report. F) Tested sample journal entries affecting revenue recognised during the year, selected based on specified risk-based criteria, to identify unusual items. G) Involved our IT specialists to assist us in testing of general IT controls and key IT application controls relating to retail revenue recognition. H) We carried out analytical procedures on revenue recognised during the year to identify unusual variances.
Net realisable value (NRV) of Inventories of finished goods See Note 2.2(g) and Note 8 to the standalone financial statements The major part Company's inventory comprises finished goods which are geographically spread across multiple locations such as retail stores, depots and factories. These inventories are counted by the Company on a cyclical basis and determination of NRV is made based on various estimates (including those related to obsolescence of slow and non-moving inventory) by the Company as at end of reporting period. The Company manufactures and sells goods which are subject to changing consumer demands and fashion trends. Significant degree of judgment is thereby required to assess the NRV of the inventories and appropriate write down of items which may be ultimately sold below their cost. Such judgment includes Company's expectations for future sale volumes, inventory liquidation plans and future selling prices less cost to sell. In view of the above, assessment of NRV and its consequential impact, if any on the carrying value of inventories of finished goods has been identified as a key audit matter.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: A) Assessed the appropriateness of the accounting policy for inventories as per relevant accounting standards. B) Evaluated the design and implementation of key internal financial controls with respect to determination of NRV for slow and non-moving inventory as well as inventory with low or negative gross margins and tested the operating effectiveness of such controls on selected transactions. C) On a sample basis, assessed whether items in the inventory ageing report prepared by the Company were classified within the appropriate ageing bracket. D) Assessed the methodology and assumptions adopted by the management including retrospective review of the write down of slow and non-moving inventory by comparing the selling prices of goods sold during the year with opening carrying values. E) Assessed, on a sample basis, the net realisable value of slow-moving and obsolete inventories and inventories with low or negative gross margins as calculated by the Company by comparing the carrying value with their subsequent selling prices and costs to sell subsequent to the year-end. F) We carried out analytical procedures on inventory to identify unusual variances.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Director’s Responsibility for the Standalone Financial Statements

The Company’s Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, we report that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

    c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

    d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.

    e) On the basis of the written representations received from the directors as on 31 March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164(2) of the Act.

    f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

    (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

    i. The Company has disclosed the impact of pending litigations as at 31 March 2021 on its financial position in its standalone financial statements - Refer Note 30 to the standalone financial statements;

    ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

    iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

    iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2021.

(c) With respect to the matter to be included in the Auditor's Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to directors is in excess of the limit laid down under Section 197 of the Act. Accordingly, the Company has obtained shareholder's approval by way of special resolution for such payments. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.- 101248W/W-100022

Rajiv Goyal
Partner
Membership No.: 094549
ICAI UDIN – 21094549AAAACY4777

Place : Gurugram
Date : 9 June 2021

Annexure A referred to in our Independent Auditor’s Report to the Members of Bata India Limited on the standalone financial statements for the year ended 31 March 2021

(i) (a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) According to the information and explanations given to us, the Company has a regular programme of physical verification of its fixed assets, by which all fixed assets are verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the aforesaid programme, a portion of the fixed assets has been physically verified by the management during the year. As informed to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties included in the fixed assets are held in the name of the Company.

In respect of the immovable properties taken on lease and disclosed as right-of-use-assets in the standalone financial statements, the lease agreements are in the name of the Company.

(ii) According to the information and explanations given to us, the inventories (excluding stocks with third parties and goods-in-transit) have been physically verified by the management during the year. For goods in transit in respect of sale and purchase, all goods are substantially delivered or received until the date of issuance of this report or confirmed by third parties in possession of these goods. In respect of other inventories lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable. Further, as informed, the discrepancies noticed on verification between the physical inventory and the book records were not material and have been properly dealt with in the books of account.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships, or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 (“the Act”). Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.

(iv) According to the information and explanations given to us, the Company has not provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013. Further, in respect of the loans given and investments made by the Company, requirements of Section 185 and 186 of the Companies Act, 2013 have been complied with.

(v) According to the information and explanations given to us, the Company has not accepted any deposits covered under Section 73 to 76 of the Act. Accordingly, paragraph 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products of the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales tax, services tax, duty of customs, duty of excise, goods and services tax (‘GST’), value added tax, cess and any other material statutory dues, to the extent applicable, have generally been regularly deposited with the appropriate authorities during the year. As explained to us, the company did not have any dues on account of sales tax, service tax, duty of excise, value added tax and cess.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees’ state insurance, income-tax, GST, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, to the extent applicable, were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, and on the basis of the records of the company examined by us, there are no dues of income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax and GST which have not been deposited with the appropriate authorities on account of any dispute, except as mentioned below:-

Name of the Statue	Nature of dues	Amount of demand (in INR millions) *	Period to which the amount relates	Forum where dispute is pending
Various state sales tax Acts	Revenue recovery against non-payment of demand in assessment	6.70	1994-1995 1998-1999 2000-2001	STAT, Kerala
Central Excise Act,1944	Duty demanded for sale of footwear at domestic tariff area.	3.35	1997-99	CESTAT, Chennai
Central Excise Act,1944	Non-compliance of the condition of the notification for marking MRP on factory seconds cleared on payment of appropriate C.E. duty	21.48	July 2004 to Jan 2008	CESTAT-Kolkata
Finance Act, 1994	Disallowance of service tax input credit on input service availed for outward transportation	4.34	2006-2010	CESTAT-Kolkata
Customs Act,1942	Wrong availment of concessional rate of customs duty etc.	81.20	1998-2003	CESTAT-Kolkata

* Amount as per demand orders including interest and penalty, wherever indicated in the order and is net of amount deposited.

(viii) According to the information and explanations given to us, the Company has neither taken any loans from financial institutions or banks or government nor issued any debentures, therefore, the provision of clause (viii) of the Order is not applicable.

(ix) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instrument) and any term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) According to the information and explanations given to us and based on our examination of the records of the Company, the managerial remuneration has been paid or provided by the Company in accordance with the provisions of Section 197 read with Schedule V to the Act.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to information and explanations given to us and on the basis of our examination of the records of the Company, all transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details have been disclosed in the Ind AS financial statements, as required by the applicable accounting standard.

(xiv) According to information and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.

(xv) According to information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) According to information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.- 101248W/W-100022

Rajiv Goyal
Partner
Membership No.: 094549
ICAI UDIN – 21094549AAAACY4777

Place : Gurugram
Date : 9 June 2021

Annexure B to the Independent Auditor's report on the standalone financial statements of Bata India Limited for the year ended 31 March 2021

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2 (A) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Bata India Limited ("the Company") as of 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.- 101248W/W-100022

Rajiv Goyal
Partner
Membership No.: 094549
ICAI UDIN – 21094549AAAACY4777

Place : Gurugram
Date : 9 June 2021

STANDALONE BALANCE SHEET AS AT 31 March 2021

(Amount in INR million)

	Notes	As at 31 March 2021	As at 31 March 2020
ASSETS			
Non-current assets			
Property, plant and equipment	4a	2,815.32	3,275.99
Capital work-in-progress	4c	336.11	198.62
Intangible assets	4b	67.43	70.39
Right-of-use assets	4d	8,293.51	10,328.90
Financial assets			
Investments	5a	49.51	49.51
Loans	5b	1,163.11	1,229.35
Deferred tax assets (net)	6	1,383.99	1,109.86
Other non-current tax assets	7b	558.99	934.12
Other non-current assets	7a	101.41	156.67
		14,769.38	**17,353.41**
Current assets			
Inventories	8	6,082.80	8,736.81
Financial assets			
Trade receivables	9	793.66	612.31
Cash and cash equivalents	10	544.33	150.14
Bank Balances other than those included in cash and cash equivalents	11	10,391.31	9,473.36
Loans	5b	123.69	71.79
Other financial assets	5c	221.64	477.87
Other current assets	7a	412.91	473.72
		18,570.34	**19,996.00**
Total assets		**33,339.72**	**37,349.41**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	642.64	642.64
Other equity	13	16,955.09	18,323.15
		17,597.73	**18,965.79**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Lease liability	4d	8,596.65	10,353.46
Provisions	17b	20.64	25.07
		8,617.29	**10,378.53**
Current liabilities			
Financial liabilities			
Lease liability	4d	1,726.11	2,137.68
Trade payables			
- Micro, small and medium enterprises	14	288.03	188.92
- Others	14	4,107.66	4,843.40
Other financial liabilities	15	440.50	444.63
Other current liabilities	16	299.87	241.16
Provisions	17b	85.79	82.64
Current tax liabilities (net)	17a	176.74	66.66
		7,124.70	**8,005.09**
Total equity and liabilities		**33,339.72**	**37,349.41**
Significant accounting policies	2&3		
The accompanying notes are an integral part of these standalone financial statements			

As per our report of even date attached

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajiv Goyal
Partner
Membership no.: 094549
Place: Gurugram
Date: 09 June 2021

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole Time Diretor & CEO
DIN: 05183714

Ashok Kumar Barat
Independent Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

	Notes	For the year ended 31 March 2021	For the year ended 31 March 2020
REVENUE			
Revenue from operations	18	17,072.99	30,534.51
Other income	19	940.35	688.41
Total revenue		**18,013.34**	**31,222.92**
EXPENSES			
Cost of raw materials and components consumed	20a	1,099.03	2,569.59
Purchase of stock-in-trade	20b	4,658.65	10,736.15
Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	2,617.29	(342.71)
Employee benefits expense	22	3,398.22	3,764.22
Finance costs	23	1,035.45	1,177.41
Depreciation and amortization expense	24	2,647.23	2,957.65
Other expenses	25	3,688.30	5,509.84
Total expenses		**19,144.17**	**26,372.15**
Profit before income tax		**(1,130.83)**	**4,850.77**
Exceptional Items	26(a)	46.10	-
Profit before tax		**(1,176.93)**	**4,850.77**
Tax expense:			
Current tax	6	-	1,170.15
Deferred tax	6	(274.13)	411.47
Profit for the year		**(902.80)**	**3,269.15**
Other comprehensive income			
Items that will not to be reclassified to profit or loss in subsequent periods:			
Re-measurement (losses)/ gains on defined benefit plans	26(b)	65.28	(27.08)
Income tax effect	26(b)	(16.43)	6.81
Other comprehensive income for the year, net of income tax		**48.85**	**(20.27)**
Total comprehensive income for the year, net of income tax		**(853.95)**	**3,248.88**
Earnings/ (Losses) per equity share (nominal value per share INR 5 (March 31 2020- INR 5))			
(1) Basic (INR)	28	(7.02)	25.44
(2) Diluted (INR)	28	(7.02)	25.44
Significant accounting policies	2&3		
The accompanying notes are an integral part of these standalone financial statements			

As per our report of even date attached

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajiv Goyal
Partner
Membership no.: 094549
Place: Gurugram
Date: 09 June 2021

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole Time Diretor & CEO
DIN: 05183714

Ashok Kumar Barat
Independent Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

(a) Equity share capital

	No. of shares	Amount
Equity shares of INR 5 each issued, subscribed and fully paid		
At 31 March 2019	128,527,540	642.64
Issue of share capital	-	-
At 31 March 2020	128,527,540	642.64
Issue of share capital	-	-
At 31 March 2021	**128,527,540**	**642.64**

(b) Other equity

For the year ended 31 March 2021:

	Attributable to owners of the company			Total Other equity
	Reserves and Surplus			
	Securities premium (Refer Note 13a)	General reserve (Refer Note 13b)	Retained earnings (Refer Note 13c)	
As at 31 March 2020	**501.36**	**1,498.83**	**16,322.96**	**18,323.15**
Profit/ (loss) for the year	-	-	(902.80)	(902.80)
Other comprehensive income, net of tax (Note 26)	-	-	48.85	48.85
Total comprehensive income	**501.36**	**1,498.83**	**15,469.01**	**17,469.20**
Cash dividends (Note 27)	-	-	(514.11)	(514.11)
As at 31 March 2021	**501.36**	**1,498.83**	**14,954.90**	**16,955.09**

For the year ended 31 March 2020:

	Attributable to owners of the company			Total Other equity
	Reserves and Surplus			
	Securities premium (Refer Note 13a)	General reserve (Refer Note 13b)	Retained earnings (Refer Note 13c)	
As at 31 March 2019	**501.36**	**1,498.83**	**14,822.50**	**16,822.69**
Profit for the year	-	-	3,269.15	3,269.15
Other comprehensive income (Note 26)	-	-	(20.27)	(20.27)
Total comprehensive income	**501.36**	**1,498.83**	**18,071.38**	**20,071.57**
Cash Dividends (Note 27)	-	-	(803.32)	(803.32)
Dividend distribution tax (Note 27)	-	-	(165.12)	(165.12)
Transitional impact of INDAS 116, net of taxes	-		(779.98)	(779.98)
As at 31 March 2020	**501.36**	**1,498.83**	**16,322.96**	**18,323.15**

The accompanying notes are an integral part of these standalone financial statements

As per our report of even date attached

For and on behalf of the Board of Directors of Bata India Limited

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole Time Diretor & CEO
DIN: 05183714

Ashok Kumar Barat
Independent Director
DIN: 00492930

Rajiv Goyal
Partner
Membership no.: 094549
Place: Gurugram
Date: 09 June 2021

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

		Notes	For the year ended 31 March 2021	For the year ended 31 March 2020
A	**Cash flow from operating activities**			
1	**Profit/ (Loss) before tax**		(1,176.93)	4,850.77
2	**Adjustments to reconcile profit before tax to net cash flows:**			
	Depreciation of property, plant & equipment and Right of Use Assets	24	2,627.21	2,944.34
	Amortisation of intangible assets	24	20.02	13.31
	Loss on sale/ discard of fixed assets (net)	25	22.01	31.30
	Allowance for doubtful debt, loans, advances	25	31.69	5.01
	Finance cost (including fair value change in financial instruments)	23	1,035.45	1,177.41
	Finance income (including fair value change in financial instruments)	19	(630.00)	(684.19)
	Net unrealised foreign exchange loss/ (gain)		-	8.44
3	**Operating profit before working capital changes (1+2)**		**1,929.45**	**8,346.39**
4	**Movements in Working Capital:**			
	Decrease/(Increase) in trade & other receivables		(220.76)	6.30
	Decrease /(Increase) in inventories		2,654.01	(345.92)
	Increase/(Decrease) in trade and Other Payables		(636.62)	35.55
	Increase/(Decrease) in short term provisions		68.43	(101.11)
	Decrease/(Increase) in other current assets		65.07	(308.20)
	Decrease/(Increase) in other current financial assets		43.03	(25.19)
	Increase/(Decrease) in other current liabilities		58.72	32.16
	Increase/(Decrease) in other financial liabilities		15.27	(12.10)
	Change in Working Capital		**2,047.15**	**(718.51)**
5	**Changes in non current assets and liabilities**			
	Decrease/(Increase) in loans & advances		81.88	(127.93)
	Increase/(Decrease) in provisions		(4.43)	2.21
	Decrease/(Increase) in other non-current assets		58.13	165.21
	Changes in non current assets and liabilities		**135.58**	**39.49**
6	**Cash Generated From Operations (3+4+5)**		**4,112.18**	**7,667.37**
7	Less : Taxes paid		468.78	(1,869.45)
8	**Net cash flow from operating activities (6-7)**		**4,580.96**	**5,797.92**
B	**Cash flow from investing activities:**			
	Purchase of property, plant and equipment		(367.50)	(854.92)
	Proceeds from sale of property, plant and equipment		10.52	(1.92)
	Repayments/(Investments) in bank deposits (having original maturity of more than three months)		(917.96)	(1,668.94)
	Loan received back from subsidiary (net)		29.36	14.47
	Interest received (finance income)		749.76	638.76
	Net cash flow used in Investing Activities:		**(495.82)**	**(1,872.55)**

(Amount in INR million)

		Notes	For the year ended 31 March 2021	For the year ended 31 March 2020
C	**Net cash flow from financing activities:**			
	Dividend paid to equity shareholders	27	(514.89)	(803.89)
	Dividend distribution tax	27	-	(165.12)
	Payment of lease liability (including interest on lease liability)		(3,151.75)	(3,361.34)
	Payment of initial direct cost recognised as Right-of-use asset		(12.88)	(17.87)
	Interest paid		(11.43)	(12.54)
	Net cash used in financing activities:		**(3,690.95)**	**(4,360.76)**
D	**Net change in cash & cash equivalents (A+B+C)**		**394.19**	**(435.39)**
E - 1	Cash & cash equivalents as at end of the year		544.33	150.14
E - 2	Cash & cash equivalents as at the beginning of year		150.14	585.53
	NET CHANGE IN CASH & CASH EQUIVALENTS (E 1- E 2)		**394.19**	**(435.39)**
			As at 31 March 2021	**As at 31 March 2020**
	Components of cash and cash equivalents			
	Cash on hand		0.55	34.49
	With banks			
	- on current accounts		543.78	115.65
	Total cash and cash equivalents		**544.33**	**150.14**
	Significant accounting policies	2&3		

The accompanying notes are an integral part of these standalone financial statements

As per our report of even date attached

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajiv Goyal
Partner
Membership no.: 094549
Place: Gurugram
Date: 09 June 2021

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole Time Diretor & CEO
DIN: 05183714

Ashok Kumar Barat
Independent Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

1. Corporate information

Bata India Limited is primarily engaged in the business of manufacturing and trading of footwear and accessories through its retail and wholesale network.

Bata India Limited is a public company domiciled in India. Its shares are listed on three stock exchanges in India. The registered office of the company is located at 27B, Camac Street, Ist floor, Kolkata - 700016.

2. Significant Accounting Policies

2.1 Basis of Preparation

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act 2013 (the Act and other relevant provisions of the Act).

The financial statements are authorised for issue by Company's Board of Directors on June 09, 2021.

The financial statements have been prepared on a historical cost or at amortised cost except for the following assets and liabilities

Items	Measurement Basis
Net defined benefit (asset)/liability	Fair Value of plan assets less present value of defined benefit obligations
Derivatives	Fair Value

The financial statements are presented in INR and all values are rounded to the nearest Million (INR 000,000).

2.2 Summary of significant accounting policies

a. Current Vs Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has identified twelve months as its operating cycle.

b. Cash dividend

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

c. Fair Value Measurements

The Company measures financial instruments, such as forward contracts at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market is accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

d. Property, plant & equipment

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property plant and equipment recognised as at April 1, 2015, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property plant and equipment

Property, plant & equipment and capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment.

The present value of the expected cost for decommissioning of an asset after its use is included in the cost of the respective asset, if the recognition criteria for a provision are met.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of Property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of Property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

e. Depreciation on Property, plant & equipment

i. Lease hold improvements (LHI) & furniture & fixtures at stores are amortised on straight line basis over the period of lease or useful life (not exceeding 9 years), whichever is lower.

ii. Depreciation on other Property, plant & equipment is provided on written down value method at the rates based on the estimated useful life of the assets as described below:

Category of Property, plant & equipment	Useful Lives
Buildings - Factory Buildings - Other than Factory Buildings - Fences, Wells, Tube wells	 30 years 10 years - 60 Years 5 years
Plant & equipments - Moulds - Data processing equipment - Servers - Other Plant and Machinery	 8 years 3 Years 6 Years 5 Years - 15 Years
Furniture & Fittings - Others	 10 years
Vehicles	8 years
Office equipment	10 Years

The Company, based on management estimates, depreciates certain items of building, plant and equipment over estimated useful lives which are lower than the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

iii. Depreciation on Property, plant & equipment added/disposed off during the year is provided on pro-rata basis with respect to date of acquisition/ disposal.

f. Intangible Assets

Intangible assets acquired separately are recorded at cost at the time of initial recognition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets (Computer Software) with finite lives are amortised over the useful economic life (not exceeding five years) and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the statement of profit and loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

g. Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

► Raw materials: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

► Finished goods and work in progress: Cost includes cost of direct materials and labour and a proportion of fixed manufacturing overheads based on the normal operating capacity. Cost is determined on a weighted average basis.

- ► Traded goods: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- ► Stores and spares: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

During the year, an amount of INR 286.10 million (previous year INR 97.58 million (net of reversals)) was charged to the statement of profit and loss on account of obsolete, damaged and slow moving inventories.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

h. Revenue Recognition

Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

Ind AS 115 five step model is used to determine whether revenue should be recognised at a point in time or over time, and at what amount is as below:

• Step 1: Identify the contract with the customer

• Step 2: Identify the performance obligations in the contract

• Step 3: Determine the transaction price

• Step 4: Allocate the transaction price to the performance obligations

• Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognised upon transfer of control of promised goods or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- Revenue from sales of goods is recognised on output basis measured by units delivered, number of transactions etc.
- Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which coincides with the performance obligation under the contract with the customer.
- Revenue from services is recognized in accordance with the terms of contract when the services are rendered and the related costs are incurred

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue from related party is recognised based on transaction price which is at arm's length.

Use of significant judgments in revenue recognition :-

- The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgments to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgment is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

The Company provides normal warranty expense provisions for manufacturing defects for 3 months on all its products sold, in line with the industry practice. The Company does not provide any extended warranties to its customers.

The Company operates a loyalty points programme which allows customers to accumulate points when they purchase products in the Company's retail stores. The points can be redeemed against consideration payable for subsequent purchases. Hence, consideration is allocated between the products sold and the points issued. For the allocation of consideration to points issues, fair value of the points issued is determined by applying a statistical analysis (based on data available) of points redemption history of the customers. The fair value of the points issued is deferred based on actuarial valuation and recognised as revenue when the points are redeemed.

Interest Income is recognised on time proportion basis taking into account the amount outstanding and the applicable interest rates and is disclosed in "other income".

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue (“contract liability”) is recognised when there is billings in excess of revenues.

i. Foreign Currency Transactions

The Company's financial statements are presented in INR, which is also the Company’s functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of the following:

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

j. Government grants:

Export benefits in the form of Duty Drawback, Duty Entitlement Pass Book (DEPB) and other schemes are recognized in the Statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

k. Retirement and Other Employee Benefits

i) Retirement benefit in the form of pension costs is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the pension fund. The Company recognizes contribution payable to the pension fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

ii) The Provident Fund (administered by a Trust) is a defined benefit scheme where by the Company deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vests upon commencement of employment. The interest credited to the accounts of the employees is adjusted on an annual basis to confirm to the interest rate declared by the government for the Employees Provident Fund. The Company has adopted actuary valuation based on project unit credit method to arrive at provident fund liability as at year end.

iii) The Company operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method

Remeasurements, comprising of actuarial gains and losses, the effect of asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

iv) Compensated absences are provided for based on actuarial valuation on projected unit credit method carried by an actuary, at each year end.

Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

v) Expenses incurred towards voluntary retirement scheme are charged to the statement of profit and loss in the year such scheme is accepted by the employees/workers.

I. Leases

Company is lessee

The Company's lease asset classes primarily consist of leases for buildings taken for Warehouses, offices and retail stores. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. For operating leases, rental income is recognized on a straight -line basis over the term of the relevant lease.

m. Taxation

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

n. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal or its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount Impairment losses, are recognised in the statement of profit and loss

Intangible assets with indefinite useful lives are tested for impairment annually, as appropriate and when circumstances indicate that the carrying value may be impaired.

o. Provisions

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the statement of profit or loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as part of finance costs

Warranty provisions

Provisions for warranty-related costs are recognised when the product is sold or service provided to the customer. Initial recognition is based on actuarial valuation. The initial estimate of warranty-related costs is revised annually.

p. Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a Contingent liability but discloses its existence in the financial statements.

q. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash, short-term deposits and unpaid dividend account, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

r. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one Company and a financial liability or equity instrument of another Company

Financial assets

Recognition and initial measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in five categories:

► Debt Instrument at amortised cost
► Debt instruments at fair value through other comprehensive income (FVTOCI)

► Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

► Equity instruments measured at fair value through other comprehensive income (FVTOCI)

► Investments in equities of subsidiaries at cost

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables, Security deposits & other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L. The Company has not designated any debt instrument as at FVTPL.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income, subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Investments in equities of subsidiaries

Investments in equities of subsidiaries are carried at cost in separate financial statements.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are carried at amortised cost or at Fair value through OCI except equity investment which is carried at fair value through OCI. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The application of simplified approach does not require the Company to track changes in credit risk. Based on the past history and track records the company has assessed the risk of default by the customer and expects the credit loss to be insignificant. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L).

The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost. ECL is presented as an allowance, i.e., as an integral part of measurement of those assets in the balance sheet. The allowance reduces the net carrying amount until the asset meets write-off criteria.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as:

- financial liabilities at fair value through profit or loss,
- financial liabilities measured at amortised cost,
- loans and borrowings and payables,
- derivatives designated as hedging instruments in an effective hedge relationship.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include:

- financial liabilities held for trading
- financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, if and only if, the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Financial liabilities measured at amortised cost

Other financial liabilities are subsequently measured at amortised cost using the effective interest rate. Interest expense is recognised in statement of profit and loss.

Derecognition of financial liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest. The Company has not reclassified any financial asset during the current year or previous year.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet when and only when there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is unfavourable.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment.
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging / economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the Company will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

(i) Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss. When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit and loss.

(ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The Company uses forward currency contracts as hedges of its exposure to foreign currency risk in highly probable forecast transactions and firm commitments, the ineffective portion relating to foreign currency contracts is recognised in finance costs.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

Recent accounting pronouncements

On March 24 2021, the ministry of corporate affaires (" MCA") through a notification, amended schedule III of the companies act 2013 revising Division I,II and III and are applicable from April 1,2021. This amendment preliminary related to:

a) Change in existing presentation requirement for certain items in Balance sheet for e.g. lease liability security deposit, current maturities of long-term borrowing, effect of prior period error on equity share capital;

b) Additional discloser requirements in specified format, for e.g. aging of trade receivable trade payable capital work in progress, intangible assets shareholding of promoters, etc;

c) Discloser if fund have been used other than the specified purpose for which it was borrowed from bank and financial institutions;

d) Additional regulatory information for e.g. compliance with layers of companies, title deed of immoveable property financial ratios, loans and advances for key managerial personal etc;

e) Discloser related to Corporate Social Responsibility (CSR) undisclosed income and crypto or victual currency;

The amendments are extensive and the company is evaluating the same.

3. Significant accounting judgments, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the accounting policies and the reported amounts of income, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a. Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

(i) Contingent liabilities

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

(ii) Revenue recognition

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

b. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

b.1 Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment defined benefits are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The underlying bonds are further reviewed for quality.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 30.

b.2 Revenue recognition – Loyalty programme

The Company estimates the fair value of points awarded under the Loyalty programme by applying statistical techniques. Inputs to the model include making assumptions about expected redemption rates, the mix of products that will be available for redemption in the future and customer preferences. As points issued under the programme expire on expiry of specified period in accordance with the programme, such estimates are subject to significant uncertainty. For details on warranty valuation refer note 2.4 (h).

4a Property, plant and equipment

(Amount in INR million)

	Freehold land	Buildings	Lease Hold improvements	Plant and equipment*	Furniture and fixtures	Vehicles	Office equipments	Total
Cost or deemed cost (gross carrying amount)								
As at 31 March 2019	**240.85**	**1,373.41**	**1,145.01**	**923.45**	**1,838.40**	**31.68**	**63.18**	**5,615.98**
Additions	-	119.79	298.38	137.93	262.50	8.67	-	827.27
Disposals/ Adjustments	-	-	(29.08)	(31.86)	(84.01)	-	(0.01)	(144.96)
As at 31 March 2020	**240.85**	**1,493.20**	**1,414.31**	**1,029.52**	**2,016.89**	**40.35**	**63.17**	**6,298.29**
Additions	-	25.79	47.54	96.03	15.40	3.87	-	188.63
Disposals/ Adjustments	-	-	16.38	(36.73)	(149.99)	(3.28)	(0.33)	(173.95)
As at 31 March 2021	**240.85**	**1,518.99**	**1,478.23**	**1,088.82**	**1,882.30**	**40.94**	**62.84**	**6,312.97**
Accumulated depreciation								
As at 31 March 2019	**-**	**301.85**	**541.61**	**531.05**	**1,090.65**	**20.46**	**22.53**	**2,508.15**
Depreciation charge for the year	-	61.83	203.88	138.04	210.00	5.36	10.61	629.72
Disposals/ Adjustments	-	-	(21.16)	(23.94)	(70.47)	-	-	(115.57)
As at 31 March 2020	**-**	**363.68**	**724.33**	**645.15**	**1,230.18**	**25.82**	**33.14**	**3,022.30**
Depreciation charge for the year	-	85.29	198.77	129.04	183.03	4.68	7.46	608.27
Disposals/ Adjustments	-	-	(35.60)	(28.77)	(66.22)	(2.14)	(0.19)	(132.92)
As at 31 March 2021	**-**	**448.97**	**887.50**	**745.42**	**1,346.99**	**28.36**	**40.41**	**3,497.65**
Net Book Value								
As at 31 March 2021	**240.85**	**1,070.03**	**590.73**	**343.39**	**535.31**	**12.58**	**22.43**	**2,815.32**
As at 31 March 2020	240.85	1,129.52	689.98	384.38	786.71	14.53	30.03	3,275.99

4b Intangible assets

	Computer Software
Cost or deemed cost (gross carrying amount)	
As at 31 March 2019	**55.58**
Addition	45.85
As at 31 March 2020	**101.43**
Addition	17.06
As at 31 March 2021	**118.49**
Accumulated amortisation	
As at 31 March 2019	**17.73**
Amortisation charge for the year	13.31
As at 31 March 2020	**31.04**
Amortisation charge for the year	20.02
As at 31 March 2021	**51.06**
Net book Value	
As at 31 March 2021	**67.43**
As at 31 March 2020	70.39

(Amount in INR million)

4c Capital work in progress

	As at 31 March 2021	As at 31 March 2020
As at April 1	**198.62**	**232.23**
Addition	280.76	149.19
Capitalized	(143.27)	(182.80)
As at 31 March	**336.11**	**198.62**

* Additions includes INR 0.60 million (31 March 2020 INR 2.41 million) towards assets located at research and development facilities.

** For capital commitment refer note 30

4d Right-of-use assets and Lease liability :

Information about leases for which the Company is a lessee is presented below :

Right-of-use assets (ROU Assets)	31 March 2021	31 March 2020
	Building	Building
Balance as on 1 April	10,328.90	10,754.65
Addition for the new leases*	889.56	1,950.13
Depreciation charge for the year **	(2,185.59)	(2,326.81)
Deletions for terminated leases	(739.36)	(49.07)
Balance as on 31 March	**8,293.51**	**10,328.90**

* Includes initial direct cost.

** The aggregate depreciation expense on ROU assets includes gain on remeasurement amounting to INR 166.65 million (31 March 2020- INR 12.19 million) and disclosed under depreciation and amortization expense in the statement of Profit and Loss.

The following is the movement in lease liabilities during the year ended 31 March 2021:

Lease Liability	31 March 2021	31 March 2020
Balance as on 1 April	12,491.14	12,926.28
Addition for new leases	876.68	1,833.51
Accretion of Interest	1,012.70	1,153.95
Payment of lease liability	(3,151.75)	(3,361.34)
Deletions for terminated leases	(906.01)	(61.26)
Balance as on 31 March 2021	**10,322.76**	**12,491.14**

As at balance sheet date, the Company is not exposed to future cashflows for extension / termination options, residual value guarantees and leases not commenced to which lessee is committed.

The total amount of cashflow on account of leases for the year has been disclosed in the standalone cashflow statement.

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

	31 March 2021	31 March 2020
Maturity analysis – contractual undiscounted cash flows		
Less than one year	2,838.76	3,170.21
After one year but not longer than five years	8,264.51	9,740.44
More than five years	2,431.28	3,701.77
Total	**13,534.55**	**16,612.42**

Lease liabilities included in the statement of financial position is as follows:

	31 March 2021	31 March 2020
Current	1,726.11	2,137.68
Non- current	8,596.65	10,353.46
Total	**10,322.76**	**12,491.14**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Total rental expenses and variable payments were recorded for INR 650.37 million and INR 62.50 million respectively, before adjusting rent concession of INR 709.87 million. For rent concession, refer below:

The Company has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated 24th July 2020 on IND-AS 116 for rent concessions which are granted due to COVID-19 pandemic. According to the notification, the company has accounted for total rent concessions of Rs. 1010.29 million for the year ended 31st March 2021. Out of this, Rs. 709.87 million has been accounted under head rent expenses and balance of Rs. 300.42 million is reported under head other Income.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

5. Financial assets

	Non- Current		Current	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
a. Investments				
Investment in equity instruments of subsidiaries (cost)				
Unquoted:				
4,851,000 (31 March 2020 : 4,851,000) equity shares of INR 10 each fully paid-up in Bata Properties Limited	48.51	48.51	-	-
100,000 (31 March 2020 :100,000) equity shares of INR 10 each fully paid-up in Way Finders Brands Limited	1.00	1.00	-	-
Total Investment in subsidiaries (a)	49.51	49.51	-	-
Investments in Cooperative Societies (Fair value through profit and loss)				
Unquoted:				
250 (31 March 2020 :250) equity shares of INR 10 each fully paid-up in Bata Employees' Co-operative Consumers' Stores Limited, Hathidah*	0.00	0.00	-	-
5 (31 March 2020 :5) equity shares of INR 10 each fully paid-up in Bhadrakali Market Co-operative Society Limited, Nasik*	0.00	0.00	-	-
Total Investment in Cooperative Societies (b)	0.00	0.00	-	-
TOTAL (a+b)	**49.51**	**49.51**	**-**	**-**
* Rounded off to INR Nil.				
Aggregate value of unquoted investments	**49.51**	**49.51**	**-**	**-**
b. Loans				
Unsecured, considered good unless otherwise stated				
Loans				
To related parties	-	54.72	33.84	15.81
Security deposits	1,163.11	1,174.63	89.85	55.98
TOTAL	**1,163.11**	**1,229.35**	**123.69**	**71.79**
c. Other Financial assets				
(Unsecured, considered good unless otherwise stated)				
Interest accrued on deposits	-	-	167.39	357.59
Other receivable	-	-	53.51	118.65
Other receivable (considered doubtful)	-	-	81.53	58.54
Less: loss allowance	-	-	(81.53)	(58.54)
Insurance claim receivable	-	-	0.74	1.63
TOTAL	**-**	**-**	**221.64**	**477.87**

(Amount in INR million)

6. Deferred tax assets (net)

	As at 31 March 2021	As at 31 March 2020
Deferred tax assets (net)		
Property plant, equipments and intangible assets: Impact of difference between tax depreciation and depreciation/amortization charged in the financial statement	448.92	428.07
Impact of expenditure charged to the financial statement in the current/earlier years but allowable for tax purposes on payment basis	610.91	653.84
Impact of losses carried forward	288.50	-
Provision for doubtful debts and advances	28.90	20.94
Effect of measuring financial instruments at fair value	6.76	7.01
	1,383.99	**1,109.86**

	For the year ended 31 March 2021	For the year ended 31 March 2020
Current income tax recognised in statement of profit and loss:		
Current income tax charge	-	1,170.15
Tax for earlier years	-	-
Deferred tax :		
Relating to origination and reversal of temporary difference	(274.13)	411.47
	(274.13)	**1,581.62**

Reconciliation of average effective tax rate	For the year ended 31 March 2021	For the year ended 31 March 2020
Profit before tax	(1,176.93)	4,850.77
Tax using the Company's domestic tax rate @ 25.17%	(296.21)	1,220.84
Effect of non deductible expenses	22.08	19.11
Effect of change in Income tax rate	-	339.42
Tax for earlier years	-	2.25
Total	**(274.13)**	**1,581.62**
Tax as per statement of profit and loss	**(274.13)**	**1,581.62**

Component wise deferred tax recognised in statement of profit and loss	For the year ended 31 March 2021	For the year ended 31 March 2020
Property, plant, equipments and intangible assets: Impact of difference between tax depreciation and depreciation/ amortization charged in the financial statements	20.85	(23.18)
Impact of expenditure charged in the financial statement in the current/earlier years but allowable for tax purposes on payment basis	(42.93)	(21.42)
Impact of change in tax rate from 34.94% to 25.17% on opening asset and transitional impact of Ind-AS 116	-	444.21
Impact of losses carried forward	288.50	-
Provision for doubtful debts and advances	7.96	(1.26)
Effect of measuring financial instruments at fair value	(0.25)	13.12
	274.13	**411.47**

Income tax recognised in Other Comprehensive Income	For the year ended 31 March 2021	For the year ended 31 March 2020
Re-measurement of defined benefit plans	(16.43)	6.81
	(16.43)	**6.81**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

7. Other Assets

	Non- current		Current	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
a. Other Assets				
Unsecured and considered good				
Capital advances	40.88	38.00	-	-
Supplier advances	-	-	41.46	52.33
Recoverable from statutory authorities	53.05	86.03	281.75	317.37
Prepaid expenses	7.48	32.64	75.79	104.02
Net surplus on defined benefit obligation	-	-	13.91	-
	101.41	**156.67**	**412.91**	**473.72**
Unsecured, considered doubtful				
Recoverable from statutory authorities	12.90	17.16	-	-
Less: loss allowance	(12.90)	(17.16)	-	-
	-	**-**	**-**	**-**
Total	**101.41**	**156.67**	**412.91**	**473.72**
b. Other non-current tax assets				
Advance income tax (net of provision)	558.99	934.12	-	-
	558.99	**934.12**	-	-

8. Inventories

	As at 31 March 2021	As at 31 March 2020
Raw materials and components (including goods in transit INR 27.65 million (31 March 2020: INR NIL))	153.45	184.86
Work-in-progress	66.43	87.10
Finished goods * (including goods in transit INR 257.53 million (31 March 2020: INR 814.30 million))	5,856.19	8,452.81
Stores and spares	6.73	12.04
Total inventories at the lower of cost and net realisable value	**6,082.80**	**8,736.81**

*Finished goods include Stock in trade, as both are stocked together.

9. Trade receivables

	As at 31 March 2021	As at 31 March 2020
Trade receivables (Unsecured, considered good)	778.16	600.21
Trade receivables which have significant increase in credit risk	20.39	7.52
Less : loss allowance for trade receivable	(20.39)	(7.52)
Trade receivables from related parties - unsecured, considered good (Refer note 35)	15.50	12.10
	793.66	**612.31**

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person, nor from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing and are generally on terms of 30 to 120 days. For explanations on the Company's credit risk management processes, refer to Note 37.

(Amount in INR million)

10. Cash and cash equivalents

	As at 31 March 2021	As at 31 March 2020
Balances with banks:		
- On current account	543.78	115.65
Cash on hand	0.55	34.49
	544.33	**150.14**

11. Bank Balances other than those included in cash and cash equivalents

	As at 31 March 2021	As at 31 March 2020
Unpaid dividend accounts	15.71	16.49
Deposits with original maturity for more than 3 months but upto 12 months*	10,375.60	9,456.87
	10,391.31	**9,473.36**

*Includes deposit pledged with banks for bank guarantee of INR 15.10 million (31 March 2020 INR 14.57 million).

12. Equity share capital

	As at 31 March 2021	As at 31 March 2020
Authorised share capital		
Equity share capital		
140,000,000 (31 March 2020 : 140,000,000) equity shares of INR 5 each	700.00	700.00
Issued share capital*		
Equity share capital		
128,570,000 (31 March 2020 : 128,570,000) equity shares of INR 5 each	642.85	642.85
Subscribed and fully paid up share capital		
Equity share capital		
128,527,540 (31 March 2020 : 128,527,540) equity shares of INR 5 each	642.64	642.64
TOTAL	**642.64**	**642.64**

***Shares held in abeyance**

42,460 (31 March 2020 : 42,460) equity shares of INR 5 each were held in abeyance on account of pending adjudication of the shareholders right to receive those shares/inability of depository to establish ownership rights.

A. Reconciliation of the shares outstanding at the beginning and at the end of the year

	As at 31 March 2021		As at 31 March 2020	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	128,527,540	642.64	128,527,540	642.64
Issued during the year	-	-	-	-
Outstanding at the end of the year	**128,527,540**	**642.64**	**128,527,540**	**642.64**

B. Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of INR 5 per share (previous year INR 5 per share). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

C. Shares held by holding company	As at 31 March 2021	As at 31 March 2020
Out of equity shares issued by the Company, shares held by its holding Company is as follows :		
Bata (BN) B.V., Amsterdam, The Netherlands, the holding company		
68,065,514 (31 March 2020: 68,065,514) equity shares of INR 5/- each	340.33	340.33
	340.33	**340.33**

D. Details of shareholders holdings more than 5% shares in Company

Name of shareholder	As at 31 March 2021		As at 31 March 2020	
	Number of shares held	% of holding in class	Number of shares held	% of holding in class
Equity shares of INR 5 each fully paid				
Bata (BN) B.V., Amsterdam, The Netherlands, the holding Company	68,065,514	52.96%	68,065,514	52.96%
Life Insurance Corporation of India	10,879,080	8.46%	5,589,641	4.35%

13. Other equity

	As at 31 March 2021	As at 31 March 2020
Reserves and Surplus		
(a) Securities Premium*		
Opening Balance	501.36	501.36
Add/(less) : Movement during the year	-	-
Closing balance	**501.36**	**501.36**
(b) General reserve**		
Opening Balance	1,498.83	1,498.83
Add: Amount transferred from surplus balance in the statement of profit and loss	-	-
Closing balance	**1,498.83**	**1,498.83**
(c) Retained earnings		
Opening Balance	16,322.96	14,822.50
Add: Net profit/ (loss) after tax transferred from statement of profit and loss	(902.80)	3,269.15
Add: Re-measurement gains/(losses) on defined benefit plans (net of tax)	48.85	(20.27)
Less: Transitional impact of Ind AS 116, net of tax	-	(779.98)
Final dividend for 31 March 2020: INR 4 per share (31 March 2019: INR 6.25 per share)	(514.11)	(803.32)
Dividend Distribution Tax on final dividend	-	(165.12)
Closing balance	**14,954.90**	**16,322.96**
Total (a+b+c)	**16,955.09**	**18,323.15**

* Securities premium is used to record the premium received on issue of shares. It is to be utilised in accordance with the provisions of the Companies Act, 2013.

** In previous years, the Company appropriated a portion of profits to general reserve as per the provisions of the Act. The said reserve is available for payment of dividend to the shareholders as per provisions of the Companies Act, 2013.

(Amount in INR million)

14. Trade payables

	Non- current		Current	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Trade payables to micro, small and medium enterprises (note 36)	-	-	288.03	188.92
	-	**-**	**288.03**	**188.92**
Trade payable to related parties (refer note 35)	-	-	58.66	156.35
Trade payable to others*	-	-	4,049.00	4,687.05
TOTAL	**-**	**-**	**4,107.66**	**4,843.40**

*Includes asset retirement obligation INR 13.93 million (31 March 2020 INR 13.65 million).

15. Other financial liabilities

	Non current		Current	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Payable for capital goods	-	-	118.37	148.31
Deposit from agents and franchisees	-	-	306.42	279.83
Unpaid dividend*	-	-	15.71	16.49
TOTAL	**-**	**-**	**440.50**	**444.63**

* no amount is due to be transferred to Investor Education and Protection Fund

16. Other liabilities

	Non current		Current	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Advance from customers	-	-	82.85	54.29
Statutory dues payable	-	-	163.78	127.40
Unearned revenue	-	-	53.24	59.47
TOTAL	**-**	**-**	**299.87**	**241.16**

17. Provisions

	Non- current		Current	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
a) Current tax liabilities				
Provision for income tax (net)	-	-	176.74	66.66
	-	**-**	**176.74**	**66.66**
b) Provisions				
Provision for employee benefits				
Provision for gratuity (refer note 29)	-	-	-	2.00
Provision for compensated absences	20.64	25.07	24.79	19.38
Others				
Provision for warranties*	-	-	27.75	26.79
Provision for litigation**	-	-	33.25	34.47
	20.64	**25.07**	**85.79**	**82.64**

***Provision for warranties**

The warranty claim provision covers the expenses relating to the cost of products sold. Provision in respect of warranties is made on the basis of valuation carried out by an independent actuary as at period end. It is expected that cost will be incurred over the warranty period as per the warranty terms.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

	As at 31 March 2021	As at 31 March 2020
Opening balance	26.79	25.74
Arising during the year	64.81	118.61
Utilized during the year	(63.85)	(117.56)
Closing balance	**27.75**	**26.79**

****Provision for litigation**

	As at 31 March 2021	As at 31 March 2020
Opening balance	34.47	34.47
Utilized during the year	(1.22)	-
Closing balance	**33.25**	**34.47**

The Company sets up and maintains provision for trade related and other litigations or disputes when a reasonable estimate can be made. The amount of provisions are based upon estimates provided by the Company's legal department, which are revisited on a timely basis. The exact timing of the settlement of the litigations and consequently, the outflow is uncertain.

18. Revenue from operations

	For the year ended 31 March 2021	For the year ended 31 March 2020
Sale of products		
Sale of goods	17,066.18	30,516.21
Total sale of products	**17,066.18**	**30,516.21**
Other operating revenue		
Others (including export incentives, scrap sales etc.)	6.81	18.30
Total	**17,072.99**	**30,534.51**

*For Ind AS 115 disclosure refer note 2 and disclosure relating to disaggregation of revenue by geography refer note 38.

Movement of unearned revenue	For the year ended 31 March 2021	For the year ended 31 March 2020
Balance at the beginning of the year	**59.47**	**60.51**
Revenue recognised during the year	(59.47)	(60.51)
Accrual of unearned revenue (net) against issuance of points / gift vouchers	53.24	59.47
Balance at the end of the year	**53.24**	**59.47**

19. Other income

	For the year ended 31 March 2021	For the year ended 31 March 2020
Finance Income		
- Unwinding of financial instruments at amortised cost	70.44	29.68
- Deposits with bank	474.06	582.72
- Others	85.50	71.79
	630.00	684.19
Foreign exchange fluctuation (net)	2.11	-
Rent concessions (refer note 4 (d))	300.42	-
Insurance claim received	7.82	4.22
	940.35	**688.41**

(Amount in INR million)

20. Cost of raw material and components consumed

	For the year ended 31 March 2021	For the year ended 31 March 2020
a. Raw material and components consumed		
Inventory at the beginning of the year	184.86	182.84
Add: Purchases	1,067.62	2,571.61
	1,252.48	**2,754.45**
Less: inventory at the end of the year	(153.45)	(184.86)
Cost of raw material and components consumed	**1,099.03**	**2,569.59**
b. Purchase of stock-in-trade		
Purchases during the year	4,658.65	10,736.15
	4,658.65	**10,736.15**

21.Changes in Inventories of finished goods, work in progress and stock-in-trade

	For the year ended 31 March 2021	For the year ended 31 March 2020
Inventories at the end of the year		
Finished goods*	5,856.19	8,452.81
Work-in-progress	66.43	87.10
	5,922.62	8,539.91
Inventories at the beginning of the year		
Finished goods*	8,452.81	8,113.88
Work-in-progress	87.10	83.32
	8,539.91	8,197.20
(Increase)/decrease in inventories	**2,617.29**	**(342.71)**

* Finished goods includes stock in trade, as both are stock together.

22. Employee benefits expense

	For the year ended 31 March 2021	For the year ended 31 March 2020
Salaries, wages and bonus	3,096.68	3,461.99
Contribution to provident and other funds	167.04	186.62
Gratuity expense (refer note 29)	49.37	45.07
Staff welfare expenses	85.13	70.54
	3,398.22	**3,764.22**

23. Finance costs

	For the year ended 31 March 2021	For the year ended 31 March 2020
Interest expense		
- Unwinding of financial instruments at amortised cost	11.32	10.91
- Interest on lease liabilities (refer note 4d)	1,012.70	1,153.95
- Others	11.43	12.55
	1,035.45	**1,177.41**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

24. Depreciation and amortisation expense

	For the year ended 31 March 2021	For the year ended 31 March 2020
Depreciation of property, plant and equipment	608.27	629.72
Amortisation of intangible assets	20.02	13.31
Depreciation of Right-of-use asset (refer note 4d)*	2,018.94	2,314.62
	2,647.23	**2,957.65**

* includes gain on remeasurement of leases

25. Other expenses

	For the year ended 31 March 2021	For the year ended 31 March 2020
Consumption of stores and spares	13.55	28.24
Power and fuel	388.33	602.24
Loss on Foreign Exchange Fluctuations (net)	-	16.25
Rent expense and common area maintenance charges	248.17	504.17
Bank charges	45.77	109.71
Insurance	75.83	70.93
Repairs and maintenance		
Plant and machinery	42.31	68.89
Buildings	45.39	71.65
Others	40.29	47.31
CSR expenses (Refer note 34)	87.20	75.93
Sales commission	408.73	530.97
Royalty expense	338.03	524.92
Legal and professional fees	171.65	185.21
Payment to auditor (Refer details below)	7.88	9.39
Freight expense	596.31	661.63
Rates and taxes	34.77	36.75
Advertising and sales promotion	339.31	768.93
Technical collaboration fee	135.08	322.62
Allowance for doubtful debt, loans and advances	31.69	5.01
Loss on sale/ discard of property, plant and equipment (net)	22.01	31.30
Miscellaneous expenses	616.00	837.79
	3,688.30	**5,509.84**
Payment to auditors		
As auditor:		
Audit fee	3.55	4.75
Tax audit fee	0.50	0.50
Limited review	1.95	1.65
In other capacity:		
Certification & others	1.22	1.24
Reimbursement of expenses	0.66	1.25
	7.88	**9.39**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

26(a). Exceptional Item

	For the year ended 31 March 2021	For the year ended 31 March 2020
Exceptional item	46.10	-
	46.10	**-**

Exceptional item of Rs. 46.10 million for the year ended 31st March 2021 represents one time expense for Voluntary Retirement Scheme [VRS] offered at manufacturing facilities and Company's retail stores.

26 (b). Components of other comprehensive income (OCI) (net of tax)
The disaggregation of changes to OCI (net of tax) in equity is shown below:

During the year ended 31 March 2021

	Retained earnings	Total
Re- measurement losses on defined benefit plans	48.85	48.85
	48.85	48.85

During the year ended 31 March 2020

	Retained earnings	Total
Re- measurement gains on defined benefit plans	(20.27)	(20.27)
	(20.27)	(20.27)

27. Distribution made and proposed

	As at 31 March 2021	As at 31 March 2020
Cash dividends on equity shares declared and paid:		
Final dividend for the year ended on 31 March 2020: INR 4.00 per share (31 March 2019: INR 6.25 per share)	514.11	803.32
Dividend distribution tax on final dividend	-	165.12
	514.11	**968.44**
Proposed dividends on equity shares* :		
Final cash dividend for the year ended on 31 March 2021: INR 4.00 per share (31 March 2020: INR 4.00 per share)	514.11	514.11
	514.11	**514.11**

*Proposed dividends on equity shares are subject to approval at the annual general meetings and are not recognised as a liability (including DDT as applicable) as at year end

28. Earnings/ (Losses) Per Share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.
Diluted EPS are calculated by dividing the profit for the year attributable to the equity holders of the Company by weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the profit/ (loss) and weighted average number of equity shares data used in the basic EPS and diluted EPS computations:

	For the year ended 31 March 2021	For the year ended 31 March 2020
Profit/ (losses) attributable to equity holders	(902.80)	3,269.15
	(902.80)	**3,269.15**
	No. of shares	**No. of shares**
Weighted average number of equity shares in calculating basic EPS and diluted EPS	128,527,540	128,527,540
Earnings/ (losses) per equity share in INR		
Basic (INR)	(7.02)	25.44
Diluted (INR)	(7.02)	25.44

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

29. Employee benefit plans

a) Gratuity and other post-employment benefit plans:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at the rate of 15 days salary (last drawn salary) for each completed year of service. The scheme is funded through the Company's own trust.

The Company has also provided long term compensated absences which are unfunded.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

Reconciliation of fair value of plan assets and defined benefit obligation:

	As at 31 March 2021	As at 31 March 2020
Fair value of plan assets	714.27	787.86
Defined benefit obligation	700.36	789.86
Net Defined benefit (liability)	**13.91**	**(2.00)**

Amount recognised in Statement of Profit and Loss:

	For the year ended 31 March 2021	For the year ended 31 March 2020
Current service cost	52.27	44.92
Net interest expense	(2.90)	0.15
Amount recognised in Statement of Profit and Loss	**49.37**	**45.07**

Amount recognised in Other Comprehensive Income:

	For the year ended 31 March 2021	For the year ended 31 March 2020
Actuarial changes arising from changes in financial assumptions	16.79	21.62
Return on plan assets (greater)/less than the discount rate	(38.00)	4.70
Experience adjustments	(44.07)	0.76
Amount recognised in Other Comprehensive Income	**(65.28)**	**27.08**

Changes in the present value of the defined benefit obligation are as follows:

	As at 31 March 2021	As at 31 March 2020
Defined benefit obligation at the beginning of the year	789.86	738.35
Current service cost	52.10	44.92
Interest expense	43.87	50.08
Curtailment credit/ (cost)	0.18	-
Benefits paid	(158.37)	(65.87)
Actuarial (gain)/ loss on obligations - experience	(44.07)	0.76
Actuarial (gain)/ loss on obligations - demographic assumptions	-	-
Actuarial (gain)/ loss on obligations - financial assumptions	16.79	21.62
Defined benefit obligation at the end of the year	**700.36**	**789.86**

(Amount in INR million)

Changes in the fair value of plan assets are, as follows:

	As at 31 March 2021	As at 31 March 2020
Fair value of plan assets at the beginning of the year	787.86	664.01
Contribution by employer	-	144.50
Benefits paid	(158.37)	(65.87)
Interest Income on plan assets	46.78	49.92
Return on plan assets greater/(lesser) than discount rate - OCI	38.00	(4.70)
Fair value of plan assets at the end of the year	**714.27**	**787.86**

The major categories of plan assets of the fair value of the total plan assets are as follows:

Gratuity	As at 31 March 2021	As at 31 March 2020
Investment details	**Funded %**	**Funded %**
	100%	100%
- Insurer	98.37	98.44
- Government securities and bonds	0.00	0.00
- Bank balances	1.63	1.56
- Special deposit scheme	0.00	0.00
- cash	0.00	0.00

The principal assumptions used in determining gratuity liability for the Company's plans are shown below:

	As at 31 March 2021	As at 31 March 2020
	%	%
Discount rate	6.2	6.6
Salary increase		
- Management	7.0	7.0
- Non management	7.0	7.0
Employee turnover		
- Non Management		
20-25	7.0	7.0
25-30 and 55-60	7.0	7.0
30-35 and 50-55	7.0	7.0
35-49	7.0	7.0
- Management		
20-25	7.0	7.0
25-35	7.0	7.0
36-60	7.0	7.0

The estimates of future salary increases have been considered in actuarial valuation based on inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(Amount in INR million)

A quantitative sensitivity analysis for significant assumption as at 31 March 2021 is as shown below:

Gratuity Plan	Sensitivity level		Impact on DBO	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Assumptions				
Discount rate	1.00%	1.00%	(40.59)	(42.12)
	-1.00%	-1.00%	45.56	46.94
Future salary increases	1.00%	1.00%	43.82	45.19
	-1.00%	-1.00%	(40.81)	(41.56)

The sensitivity analyses above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The table below shows the expected undiscounted cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:-

	As at 31 March 2021	As at 31 March 2020
Within the next 12 months (next annual reporting period)	69.88	77.68
Between 2 and 5 years	352.45	439.58
Between 5 and 10 years	480.18	529.33
Total expected payments	**902.51**	**1,046.59**

The average duration of the defined benefit plan obligation at the end of the reporting period is 6.5 years (31 March 2020: 6 years).

Expected employer contribution for the period ending 31 March 2022 is INR 70 million.

b) Contribution to defined contribution plans:

	For the year ended 31 March 2021	For the year ended 31 March 2020
Pension fund	7.57	8.23

c) Provident fund:

The Provident Fund (where administered by a Trust) is a defined benefit scheme where by the Company deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vests upon commencement of employment. The interest credited to the accounts of the employees is adjusted on an annual basis to confirm to the interest rate declared by the government for the Employees Provident Fund. As per the Actuarial Society of India guidance note (GN21) for measurement of provident fund liabilities, the actuary has accordingly provided a valuation based on the below provided assumptions, there is no shortfall as at 31 March 2021.

	As at 31 March 2021	As at 31 March 2020
Discount Rate	6.60%	6.48%
Expected Return on Exempt Fund	8.52%	8.33%
Rate of Return on EPFO managed PF	8.50%	8.50%
Mortality Rate	Indian Assured Lives Mortality (2012-14) ultimate	Indian Assured Lives Mortality (2012-14) ultimate

(Amount in INR million)

	For the year ended 31 March 2021	For the year ended 31 March 2020
Contribution to provident and other funds*	139.12	154.69

*Included under employee benefit expense in the head contribution to provident fund and other funds.

The detail of fund and plan asset position as at 31 March 2021 is given below:

	As at 31 March 2021	As at 31 March 2020
Plan assets at fair value	4,444.28	4,779.13
Present value of the defined benefit obligation	3,857.83	4,180.98
Asset recognized in the balance sheet	NIL	NIL

Information relating to reconciliation from opening balance to closing balance for plan assets and present value of defined benefit obligation, classes of plan assets help, sensitivity analysis for actuarial assumptions, other than disclosed above, including the methods and assumptions used in preparing the analysis, expected contribution for the next year and maturity profile of the defined benefit obligation as required by Ind AS - 19 'Employee benefits' is not available with the Company.

30. Contingent liabilities and commitments

A. Contingent liabilities

a) Claims against Company not acknowledged as debts includes:

Nature	As at 31 March 2021	As at 31 March 2020
Excise, customs and service tax cases	116.61	116.61
Sales tax cases	15.80	15.80
Others*	279.24	279.95
Total	**411.65**	**412.36**

*Others include individually small cases pertaining to rent, labour etc.

*Includes Rs. 83.76 million for a demand raised by Directorate of Revenue Intelligence, Custom Kolkata for availment of benefit of customs exemption notification on import of Moulds in the year 1998 -99. The Company filed an appeal before Appellate authority, who has set aside the matter and referred back to Commissioner of Custom for adjudication.

On the basis of current status of individual cases and as per legal advice obtained by the Company wherever applicable, the Company is confident that no provision is required in respect of these cases at this point in time.

B. Commitments

Estimated amount of contracts remaining to be executed for capital expenditure and not provided for amounted to INR 135.48 million (31 March 2020 INR 252.48 million).

C. Leases

a) The Company has taken various residential, office, warehouse and shop premises under lease agreements.

b) The aggregate lease rentals payable are disclosed in Note 4d and 25. For future minimum rentals payable under non-cancellable leases refer note 4d

(Amount in INR million)

31. Financial instruments fair values classification

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments.

	Carrying value		Fair value	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Financial assets				
Measured at cost				
Investments in subsidiaries	49.51	49.51	-	-
Amortised cost				
Loans	1,286.80	1,301.14	1,286.80	1,301.14
Other Financial assets	221.64	477.87	-	-
Trade Receivable	793.66	612.31	-	-
Cash and Cash equivalents	544.33	150.14	-	-
Other bank balances	10,391.31	9,473.36	-	-
Total	**13,287.25**	**12,064.33**	**1,286.80**	**1,301.14**
Financial liabilities				
Amortised cost				
Lease Liability	10,322.76	12,491.14	-	-
Trade payables	4,395.69	5,032.32	-	-
Other financial liabilities	440.50	444.63	-	-
Total	**15,158.95**	**17,968.09**	**-**	**-**

Note

a) The management has not disclosed the fair values for financial instruments because their carrying values approximate their fair value largely due to the short-term maturities of these instruments.

b) Fair valuation of non-current financial instruments has been disclosed to be same as carrying value as there is no significant difference between carrying value and fair value as the carrying value is based on effective interest rates.

32. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

The Company is having nil borrowings as on 31 March 2021 (31 March 2020 INR Nil). Hence gearing ratio is not disclosed.

33. Derivative instruments and Unhedged foreign currency exposure

Derivative Instruments and Unhedged Foreign Currency Exposure, which are not intended for trading or speculation purpose.

(Amount in INR million)

Particulars of unhedged foreign currency exposures are as follows-

Particulars of Unhedged foreign currency exposure	Currency	Amount in Foreign Currency		Amount in Indian Currency	
		As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Trade payables	USD	1,587,300.00	3,471,141.00	116.20	263.20
	CAD	224,570.00	171,621.00	13.09	9.18
Advance for Import purchases	USD	2,994.00	-	0.22	-
	EURO	8,862.04	-	0.76	-
Trade / Other receivables	USD	215,577.00	162,853.00	15.78	12.24
	EURO	23,588.00	23,588.00	2.02	1.90
	CHF	55,517.00	84,071.00	4.31	6.41

34. Details of corporate social responsibility expenditure

As per Section 135 of Companies Act, 2013, a Company needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities. A CSR Committee has been formed by the Company as per act. The CSR Committee and Board had approved the projects with specific outlay on the activities as specified in Schedule VII of the act, in pursuant of the CSR policy.

	For the year ended 31 March 2021	For the year ended 31 March 2020
Gross amount required to be spent by the Company during the year:-	87.20	71.84
(i) Construction/ Acquisition of asset	0.75	-
(ii) For purpose other than (i) above	86.45	75.93
	87.20	**75.93**

35. Related party disclosures

Names of related parties and related party relationship

I. Related parties where control exists

a. Ultimate Holding company	Compass Limited
b. Immediate Holding company	BATA (BN) B.V. The Netherlands
c. Subsidiaries	Bata Properties Limited Coastal Commercial & Exim Limited (a step down subsidiary) (merged with Bata Properties Limited w.e.f. 1.4.2020) Way Finders Brands Limited
d. Other Related Parties*	Bata India Limited Gratuity Fund Bata India Limited Pension Fund

*Refer notes 29 for information on transactions with post employment benefit plans mentioned above enterprises controlled by the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

II. Related parties with whom transactions have taken place

a. Key management personnel	Rajeev Gopalakrishnan – Managing Director Ram Kumar Gupta – Director Finance & CFO Sandeep Kataria - Whole time Director & CEO Vidhya Srinivasan (w.e.f. 28.01.2021) - CFO Uday Khanna (Chairman & Independent Director till 03.08.2019) Ashwani Windlass (Chairman & Independent Director w.e.f. 13.11.2019) Ravi Dhariwal (Independent Director) Akshay Chudasama (Independent Director) Anjali Bansal (Independent Director) Ashok Kumar Barat (Independent Director)
b. Enterprises in which director is interested	Shardul Amarchand Mangaldas & Co. Delhivery Private Limited
c. Fellow Subsidiaries with whom transactions have taken place during the year and previous period	Bata Shoe (Singapore) Pte. Ltd Global Footwear Services Pte Ltd Bata Malaysia SDN. BHD. The Zimbabwe Bata Shoe Co. Bata Shoe Co. of Ceylon Ltd. Bata Nederland BV Bata Shoe Co. (Bangladesh) Ltd. International Footwear Investment B.V. Bata Brands S.A. Empresas Commercial S.A. Power Athletics Ltd. Bata (Thailand) Limited PT. Sepatu BATA Tbk. Bata Shoe Co. Uganda

III. Additional related parties as per the Companies Act 2013 with whom transactions have taken place during the year:

Company Secretary	Mr. Nitin Bagaria (w.e.f. 25.05.2020) Mr. Arunito Ganguly (till 31.03.2020)

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Nature of the Transactions	Related Party	For the year ended 31 March 2021	For the year ended 31 March 2020
i. Sale of goods	Empresas Commercial S.A.	0.30	0.64
	Bata Shoe Co. (Bangladesh) Ltd	-	49.63
	Bata Shoe Co. of Ceylon Ltd.	11.77	21.64
	Bata Malaysia SDN. BHD.	-	2.06
	PT. Sepatu BATA Tbk.	-	1.21
	Bata Shoe Co. Uganda	0.49	-
	Total	**12.56**	**75.18**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

Nature of the Transactions	Related Party		For the year ended 31 March 2021	For the year ended 31 March 2020
ii Reimbursement of Expenses to	Bata Brands S.A.		0.14	8.66
	Bata (Thailand) Limited		-	3.25
	PT. Sepatu BATA Tbk.		-	0.13
	Bata Shoe (Singapore) Pte Ltd.		1.41	1.07
		Total	**1.55**	**13.11**
iii. Reimbursement of Expenses from	International Footwear Investment B.V.		5.81	9.96
	Bata Shoe Co. (Bangladesh) Ltd		0.04	4.64
	Bata Brands S.A.		26.77	18.84
	PT. Sepatu BATA Tbk.		-	-
		Total	**32.62**	**33.44**
iv. Technical Collaboration fees	Global Footwear Services Pte Ltd.		135.08	322.62
		Total	**135.08**	**322.62**
v. Royalty	Bata Brands S.A.		46.91	98.97
		Total	**46.91**	**98.97**
vi. Service Fees	Power Athletics Ltd.		33.66	44.98
	Bata Nederland BV		10.08	10.82
		Total	**43.74**	**55.80**
vii. Legal and professional fees	Shardul Amarchand Mangaldas & Co.		-	0.35
		Total	**-**	**0.35**
viii. Freight charges	Delhivery Private Limited		63.37	27.26
		Total	**63.37**	**27.26**
ix. Transaction with Subsidiaries				
a. Reimbursement of expenses / advance recoverable from	Bata Properties Limited		1.83	0.35
	Coastal Commercial & Exim Limited		-	0.70
	Way Finders Brands Limited		1.26	3.12
		Total	**3.09**	**4.17**
b. Rent expenses	Bata Properties Limited		1.55	0.71
	Coastal Commercial & Exim Limited		-	0.84
		Total	**1.55**	**1.55**
c. Loan to subsidiary and interest thereon	Way Finders Brands Limited - Loan given		-	0.23
	Way Finders Brands Limited - Loan repaid		29.36	18.38
	Way Finders Brands Limited - interest paid		1.83	4.29
		Total	**31.19**	**22.90**
x. Transaction with Holding Company				
Dividend paid	BATA (BN) B.V. The Netherlands, Amsterdam		272.26	425.41
		Total	**272.26**	**425.41**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

xi. Remuneration to Directors and other key managerial personnel *

Name of the Director/ Other Key Managerial Personnel	For the year ended 31 March 2021	For the year ended 31 March 2020
Rajeev Gopalakrishnan	46.59	52.81
Ram Kumar Gupta	30.86	28.73
Sandeep Kataria	69.56	43.41
Vidhya Srinivasan (w.e.f. 28.01.2021)	3.10	-
Nitin Bagaria	3.86	-
Arunito Ganguly	-	2.83
Uday Khanna (Independent Director till 03.08.2019)**	-	3.18
Ashwani Windlass (Independent Director)**	0.58	0.21
Ravi Dhariwal (Independent Director)**	2.67	2.69
Akshay Chudasama (Independent Director)**	1.02	2.45
Anjali Bansal (Independent Director)**	0.70	2.27
Ashok Kumar Barat (Independent Director)**	1.23	1.09
Total	**160.17**	**139.67**

* As the liabilities for provident fund, gratuity and compensated absences are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the directors are not included above.

**As per the section 149(6) of the Companies Act, 2013, Independent Directors are not considered as "Key Managerial Person", however to comply with the disclosure requirements of Ind AS-24 on "Related party transactions" they have been disclosed as "Key Managerial Person".

Balances outstanding as at the end of the year:

Nature of the Balance	Related Party	As at 31 March 2021	As at 31 March 2020
i. Trade receivables	Bata Shoe Co. of Ceylon Ltd.	15.50	12.09
	Delhivery Private Limited	-	0.01
	Total	**15.50**	**12.10**
ii Trade payables - Reimbursement of Expenses to	Bata (Thailand) Limited	-	2.91
	Bata Brands S.A.	0.14	3.04
	Total	**0.14**	**5.95**
iii. Other Financial assets	Bata Shoe Co. of Ceylon Ltd.	0.14	0.15
	Bata Shoe Co. (Bangladesh) Ltd	-	4.64
	International Footwear Investment B.V.	1.98	2.71
	Bata Brands S.A.	6.36	8.31
	Total	**8.48**	**15.81**
iv. Trade payables - Technical Collaboration Fees	Global Footwear Services Pte Ltd.	16.36	51.93
	Total	**16.36**	**51.93**
v. Trade payables - Royalty	Bata Brands S.A.	14.09	82.94
	Total	**14.09**	**82.94**
vi. Trade payables - Service fees	Power Athletics Ltd.	25.02	9.18
	Bata Nederland BV	3.00	6.35
	Total	**28.02**	**15.53**
vii. Advance Receivable in cash and kind	Coastal Commercial & Exim Limited	0.02	0.01
	Bata Properties Limited	-	0.01
	Total	**0.02**	**0.02**
viii. Trade payables - Freight	Delhivery Private Limited	0.06	-
	Total	**0.06**	**-**
ix. Loans - related party	Way Finders Brands Limited	25.36	54.72
	Total	**25.36**	**54.72**

(Amount in INR million)

36. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars	As at 31 March 2021	As at 31 March 2020
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of year reported in Current Trade Payables		
Principal Amount Unpaid	288.03	188.92
Interest Due	-	-
The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year		
Payment made beyond the Appointed Date	1,041.14	433.80
Interest Paid beyond the Appointed Date	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of the year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

37. Financial risk management objectives and policies

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The primary market risk to the Company is foreign exchange risk. Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) primarily with respect to USD and Euro.

The Company uses forward contracts to mitigate foreign exchange related risk exposures. When a forward contract is entered into for the purpose of being a hedge, the Company negotiates the terms of those contracts to match the terms of the hedged exposure. The Company's exposure to unhedged foreign currency risk as at 31 March, 2021 and 31 March, 2020 has been disclosed in note 33.

For the year ended 31 March 2021, every 5 percentage point depreciation/appreciation in the exchange rate between the Indian rupee and U.S. dollar, would have affected the Company's profit before tax by (5.01) million/ 5.01 million respectively and Pre tax equity by (5.01) million/ 5.01 million respectively.

For the year ended 31 March 2020, every 5 percentage point depreciation/appreciation in the exchange rate between the Indian rupee and U.S. dollar, would have affected the Company's profit before tax by (12.55) million/ 12.55 million respectively and Pre tax equity by (12.55) million/ 12.55 million respectively.

B) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and deposits to landlords) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Company generally doesn't have collateral.

(Amount in INR million)

a) **Trade receivables**

Customer and vendor credit risk is managed by business through the Company's established policy, procedures and control relating to credit risk management. Credit quality of each customer is assessed and credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed for all major customers at each reporting date on an individual basis. In addition, a large number of minor receivables are grouped into homogenous group and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in note 9. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several industries and operate in largely independent markets.

b) Loans and other financial assets

With regards to all the financial assets with contractual cashflows other than trade receivables, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from which these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible. The maximum exposure to credit risk at the reporting date in each class of financial assets is disclosed in note 5, 10 and 11.

C) Liquidity risk

The Company's principal source of liquidity is cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding bank borrowings. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

As of 31 March 2021, the Company had a working capital of INR 11,445.65 Million including cash and cash equivalents of INR 544.33 Million . As of 31 March 2020, the Company had a working capital of INR 11,990.91 Million including cash and cash equivalents of INR 150.14 Million .

D) Commodity price risk

The Company is exposed to the risk of price fluctuation of raw material as well as finished goods. The Company manages its commodity price risk by maintaining adequate inventory of raw materials and finished goods considering future price movement. To counter raw material risk, the Company works with variety of leather, PVC and rubber with the objective to moderate raw material cost, enhance application flexibility and increased product functionality and also invests in product development and innovation. To counter finished goods risk, the Company deals with wide range of vendors and manages these risks through inventory management and proactive vendor development practices.

Inventory sensitivity analysis (raw material, work in progress and finished goods)

A reasonably possible change of 5% in prices of inventory at the reporting date, would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit or loss		Equity, net of tax	
	5% increase	5% decrease	5% increase	5% decrease
31 March 2021				
Inventory (raw material, work in progress, stock in trade and finished goods)	(186.68)	186.68	(141.56)	141.56
31 March 2020				
Inventory (raw material, work in progress, stock in trade and finished goods)	(267.18)	267.18	(202.61)	202.61

38. Company has unavailed working capital borrowing limits of Rs. 1000 million as on March 31, 2021 which has been surrendered during May 2021.

(Amount in INR million)

39. Segment Reporting

Segment information is presented in respect of the company's key operating segments. The operating segments are based on the company's management and internal reporting structure.

Operating Segments

The Company's Managing Director and CEO have been identified as the Chief Operating Decision Maker ('CODM'), since they are responsible for all major decision w.r.t. the preparation and execution of business plan, preparation of budget and other key decisions.

The Managing Director and CEO review the operating results at the Company level to make decisions about the Company's performance. Accordingly, management has identified the business as single operating segment i.e. Footwear & Accessories. Accordingly, there is only one Reportable Segment for the Company which is "Footwear and Accessories", hence no specific disclosures have been made.

Other disclosures are as follows:

a) Revenue and Trade receivables as per Geographical Markets

Particulars	Revenue		Trade Receivables	
	For the year ended 31 March 2021	For the year ended 31 March 2020	As at 31 March 2021	As at 31 March 2020
India	16,996.57	30,364.85	774.64	600.05
Outside India	76.42	169.66	19.02	12.26
Total	**17,072.99**	**30,534.51**	**793.66**	**612.31**

b) The non-current assets of the Company are located in the country of domicile i.e. India. Hence no specific disclosures have been made.

c) There are no major customer having revenue greater than 10% of the Company

40. The current financial year has been a challenging year for our business. The year began amidst a strict lockdown post the emergence of the Coronavirus (COVID-19) towards the end of the last financial year. The economy gradually opened post June 2020 and the second half of the year was progressing towards recovery. However, a much stronger second wave of Covid-19 infections hit the country towards the end of year and has once again resulted in significant disruption to our business as several state governments have announced partial/ complete restrictions. As a result, the Company has made detailed assessment of the recoverability and carrying values of its assets comprising property, plant and equipment, inventories, receivables, other current assets, deferred tax assets, etc. as at the period end and on the basis of evaluation, has concluded that no material adjustments are required in the financial results. Given the uncertainties associated with nature, condition and duration of COVID-19, the impact assessment on the Company's financial statements will be continuously made and provided for as required.

41. Note 22 includes R&D expenses of INR 47.96 million (31 March 2020 INR 54.69 million) and Note 25 includes R&D expenses of INR 8.99 million (31 March 2020 INR 13.56 million).

42. The disclosure regarding details of specified bank notes held and transaction during 8 November 2016 to 30 December 2016 have not been made since the requirement does not pertain to financial year ended 31 March 2021.

As per our report of even date attached

For and on behalf of the Board of Directors of Bata India Limited

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole Time Diretor & CEO
DIN: 05183714

Ashok Kumar Barat
Independent Director
DIN: 00492930

Rajiv Goyal
Partner
Membership no.: 094549
Place: Gurugram
Date: 09 June 2021

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A: Subsidiaries

(Rs. In Million)

Sl. No.	Particulars	Name of the Subsidiaries		
		Bata Properties Limited	Coastal Commercial & Exim Limited*	Way Finders Brands Limited
1.	The date since when subsidiary was acquired	14/08/1987	11/10/1991	26/12/2014
2.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	-	-	-
3.	Share capital Authorised: Issued & Subscribed:	 101.00 48.51	 - -	 1.00 1.00
4.	Reserves and surplus	10.01	-	(26.81)
5.	Total assets	58.63	-	1.07
6.	Total Liabilities	58.63	-	1.07
7.	Investments	-	-	-
8.	Turnover	3.86	-	11.82
9.	Profit before taxation	2.57	-	7.94
10.	Provision for taxation	0.87	-	-
11.	Profit after taxation	1.70	-	7.94
12.	Proposed Dividend	-	-	-
13.	Extent of shareholding (in percentage)	100	-	100

Notes: 1. Names of subsidiaries which are yet to commence operations: None

2. Names of subsidiaries which have been liquidated or sold during the year: None

*merged with Bata Properties Ltd. w.e.f. April 1, 2020 (Appointed Date)

Part B: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sl. No.	Name of Associates or Joint Ventures	
1.	**Latest audited Balance Sheet Date**	Not Applicable
2.	**Date on which the Associate or Joint Venture was associated or acquired**	
3.	**Shares of Associate or Joint Ventures held by the Company on the year end**	
	No.	
	Amount of Investment in Associates or Joint Venture	
	Extent of Holding (in percentage)	
4.	**Description of how there is significant influence**	
5.	**Reason why the associate/joint venture is not consolidated**	
6.	**Net worth attributable to shareholding as per latest audited Balance Sheet**	
7.	**Profit or Loss for the year**	
	i. Considered in Consolidation	
	ii. Not Considered in Consolidation	

Notes: 1. Names of associates or joint ventures which are yet to commence operations: None

2. Names of associates or joint ventures which have been liquidated or sold during the year: None

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole-Time Director & CEO
DIN: 05183714

Ashok Kumar Barat
Independent Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no.: ACS 20228

Place : Gurugram
Date : June 9, 2021

INDEPENDENT AUDITOR'S REPORT

To the Members of Bata India Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Bata India Limited (hereinafter referred to as the 'Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprises the consolidated balance sheet as at 31 March 2021, the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditor on separate financial statements of such subsidiaries as were audited by the other auditor, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31 March 2021, of its consolidated loss and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditor referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

The key audit matter	How the matter was addressed in our audit
Revenue recognition See Note 2.2(h) and Note 18 to the consolidated financial statements Revenue from the sale of goods is recognised when control in goods is transferred to the customer and is measured net of rebates, discounts and returns. A substantial part of Group's revenue relates to retail sales through a large number of Group owned outlets and comprises high volume of individually small transactions which increases the risk of revenue being recognised inappropriately and which highlights the criticality of sound internal processes of summarising and recording sales revenue to mitigate error and fraud risk.	In view of the significance of the matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: A) Assessed the appropriateness of the accounting policy for revenue recognition as per relevant accounting standard. B) Evaluated the design and implementation of key internal financial controls with respect to the revenue recognition and tested the operating effectiveness of such controls including those related to the reconciliation of sales records to cash / credit card / online receipts, preparation, posting and approval of journal entries on the basis of selected transactions. C) For samples selected using statistical sampling, performed detailed testing of retail sale transactions during the year by examining the underlying documents and agreeing them with the cash / credit card / online receipts and deposit of cash amounts recorded in daily cash reports with bank deposits.

The key audit matter	How the matter was addressed in our audit
Standards on Auditing presume that there is fraud risk with regard to revenue recognition. We focused on this area since there is a risk that revenue may be overstated because of fraud, resulting due to the pressure from Management and Board of Directors who may strive to achieve performance targets. Also, revenue is a key performance indicator for the Group which makes it susceptible to misstatement. In view of the above, we have identified revenue recognition as a key audit matter.	D) Tested on sample basis, the periodic reconciliation of the retail sales recognised during the period with the underlying collections made by the Group and sales as per indirect tax records. E) Performed cash counts, on a test basis, at selected stores and examined whether the cash balances are in agreement with the cash receipts reported in the daily collection report. F) Tested sample journal entries affecting revenue recognised during the year, selected based on specified risk-based criteria, to identify unusual items. G) Involved our IT specialists to assist us in testing of general IT controls and key IT application controls relating to retail revenue recognition. H) We carried out analytical procedures on revenue recognised during the year to identify unusual variances.
Net realisable value (NRV) of Inventories of finished goods See Note 2.2(g) and Note 8 to the consolidated financial statements The major part Group's inventory comprises finished goods which are geographically spread across multiple locations such as retail stores, depots and factories. These inventories are counted by the Group on a cyclical basis and determination of NRV is made based on various estimates (including those related to obsolescence of slow and non-moving inventory) by the Group as at end of reporting period. The Group manufactures and sells goods which are subject to changing consumer demands and fashion trends. Significant degree of judgment is thereby required to assess the NRV of the inventories and appropriate write down of items which may be ultimately sold below their cost. Such judgment includes Group's expectations for future sale volumes, inventory liquidation plans and future selling prices less cost to sell. In view of the above, assessment of NRV and its consequential impact, if any on the carrying value of inventories of finished goods has been identified as a key audit matter.	In view of the significance of the matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: A) Assessed the appropriateness of the accounting policy for inventories as per relevant accounting standards. B) Evaluated the design and implementation of key internal financial controls with respect to determination of NRV for slow and non-moving inventory as well as inventory with low or negative gross margins and tested the operating effectiveness of such controls on selected transactions. C) On a sample basis, assessed whether items in the inventory ageing report prepared by the Group were classified within the appropriate ageing bracket. D) Assessed the methodology and assumptions adopted by the management including retrospective review of the write down of slow and non-moving inventory by comparing the selling prices of goods sold during the year with opening carrying values. E) Assessed, on a sample basis, the net realisable value of slow-moving and obsolete inventories and inventories with low or negative gross margins as calculated by the Group by comparing the carrying value with their subsequent selling prices and costs to sell subsequent to the year-end. F) We carried out analytical procedures on inventory to identify unusual variances.

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit reports of other auditor, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibility for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

  We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditor referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of Rs. 59.70 Million (before consolidation adjustments) as at 31 March 2021, total revenues of Rs. 15.68 Million (before consolidation adjustments) and net cash outflows amounting to Rs. 1.40 Million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the audit reports of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

Report on Other Legal and Regulatory Requirements

A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditor on separate financial statements of such subsidiaries as were audited by other auditor, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditor.

   c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.

   e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2021 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditor of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditor on separate financial statements of the subsidiaries, as noted in the ‘Other Matters’ paragraph:

i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2021 on the consolidated financial position of the Group. Refer Note 30 to the consolidated financial statements.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2021.

iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2021.

iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2021.

C. With respect to the matter to be included in the Auditor’s report under section 197(16):

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditor of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to the directors by the Holding Company is in excess of the limit laid down under Section 197 of the Act. Accordingly, the Company has obtained shareholder’s approval by way of special resolution for such payments. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.- 101248W/W-100022

Rajiv Goyal
Partner
Membership No.: 094549
ICAI UDIN – 21094549AAAACZ5543

Place : Gurugram
Date : 9 June 2021

Annexure A to the Independent Auditor's report on the consolidated financial statements of Bata India Limited for the year ended 31 March 2021

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph A (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2021, we have audited the internal financial controls with reference to consolidated financial statements of Bata India Limited (hereinafter referred to as "the Holding Company") and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to two subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditor of such companies incorporated in India.

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.- 101248W/W-100022

Rajiv Goyal
Partner
Membership No.: 094549
ICAI UDIN – 21094549AAAACZ5543

Place : Gurugram
Date : 9 June 2021

Bata

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2021

(Amount in INR million)

	Notes	As at 31 March 2021	As at 31 March 2020
ASSETS			
Non-current assets			
Property, plant and equipment	4a	2,834.12	3,295.06
Capital work-in-progress	4c	336.11	198.62
Intangible assets	4b	67.42	70.38
Right of Use Assets	4d	8,293.51	10,328.90
Financial assets			
Loans	5b	1,163.27	1,174.79
Other financial assets	5c	7.37	23.51
Deferred tax assets (net)	6	1,383.99	1,109.86
Other non-current tax assets	7b	559.60	934.53
Other non-current assets	7a	101.41	156.67
		14,746.80	**17,292.32**
Current assets			
Inventories	8	6,082.80	8,736.81
Financial assets			
Trade receivables	9	793.66	632.71
Cash and cash equivalents	10	544.90	152.11
Bank Balances other than those included in cash and cash equivalents	11	10,423.31	9,487.13
Loans	5b	98.33	71.79
Other financial assets	5c	221.64	477.88
Other current assets	7a	413.10	473.84
		18,577.74	**20,032.27**
Total assets		**33,324.54**	**37,324.59**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	642.64	642.64
Other equity	13	16,938.27	18,296.64
		17,580.91	**18,939.28**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Lease Liability	4d	8,596.65	10,353.46
Provisions	17b	20.64	25.07
		8,617.29	**10,378.53**
Current liabilities			
Financial liabilities			
Lease Liability	4d	1,726.11	2,137.68
Trade payables			
- Micro, small and medium enterprises	14	288.03	188.92
- Others	14	4,109.25	4,844.99
Other financial liabilities	15	440.50	444.63
Other current liabilities	16	299.92	241.26
Provisions	17b	85.79	82.64
Current tax liabilities (net)	17a	176.74	66.66
		7,126.34	**8,006.78**
Total equity and liabilities		**33,324.54**	**37,324.59**
Significant accounting policies	2&3		
The accompanying notes are an integral part of these financial statements			

As per our report of even date attached

For and on behalf of the Board of Directors of Bata India Limited

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole Time Diretor & CEO
DIN: 05183714

Ashok Kumar Barat
Independent Director
DIN: 00492930

Rajiv Goyal
Partner
Membership no.: 094549
Place: Gurugram
Date: 09 June 2021

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

	Notes	For the year ended 31 March 2021	For the year ended 31 March 2020
REVENUE			
Revenue from operations	18	17,084.80	30,561.14
Other income	19	940.85	686.77
Total revenue		**18,025.65**	**31,247.91**
EXPENSES			
Cost of raw materials and components consumed	20a	1,099.01	2,569.59
Purchase of stock-in-trade	20b	4,658.65	10,736.15
Changes in inventories of finished goods, work-in-progress and stock-in-trade	21	2,617.29	(339.93)
Employee benefits expense	22	3,398.22	3,764.22
Finance costs	23	1,035.45	1,177.41
Depreciation and amortization expense	24	2,647.50	2,957.97
Other expenses	25	3,689.80	5,510.14
Total expenses		**19,145.92**	**26,375.55**
Profit before income tax		**(1,120.27)**	**4,872.36**
Exceptional Items	26 (a)	46.10	-
Profit before tax		**(1,166.37)**	**4,872.36**
Tax expense:			
Current tax	6	0.87	1,171.36
Deferred tax (credit)	6	(274.13)	411.47
Profit for the year		**(893.11)**	**3,289.53**
Other comprehensive income			
Items that will not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gains/(losses) on defined benefit plans	26 (b)	65.28	(27.08)
Income tax effect	6	(16.43)	6.81
Other comprehensive income for the year, net of income tax		**48.85**	**(20.27)**
Total comprehensive income for the year, net of income tax		**(844.26)**	**3,269.26**
Earnings per equity share (nominal value per share INR 5 (Previous year INR 5))			
(1) Basic (INR)	28	(6.95)	25.59
(2) Diluted (INR)	28	(6.95)	25.59
Significant accounting policies	2&3		
The accompanying notes are an integral part of these financial statements			

As per our report of even date attached

For and on behalf of the Board of Directors of Bata India Limited

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajeev Gopalakrishnan
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Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

(a) Equity share capital

	No. of shares	Amount
Equity shares of INR 5 each issued, subscribed and fully paid		
At 31 March 2019	128,527,540	642.64
Issue of share capital	-	-
At 31 March 2020	**128,527,540**	**642.64**
Issue of share capital	-	-
At 31 March 2021	**128,527,540**	**642.64**

(b) Other equity

For the year ended 31 March 2021:

	Attributable to owners of the company				Total Other equity
	Reserves and Surplus				
	Securities premium (Note 13a)	General reserve (Note 13b)	Capital Reserve* (Note 13d)	Retained earnings (Note 13c)	
As At 31 March 2020	**501.36**	**1,498.84**	**0.00**	**16,296.44**	**18,296.64**
Loss for the year	-	-	-	(893.11)	(893.11)
Other comprehensive income, net of tax (Note 26)	-	-	-	48.85	48.85
Total comprehensive income	**501.36**	**1,498.84**	**0.00**	**15,452.18**	**17,452.38**
Cash dividends (Note 27)	-	-	-	(514.11)	(514.11)
As At 31 March 2021	**501.36**	**1,498.84**	**0.00**	**14,938.07**	**16,938.27**

For the year ended 31 March 2020:

	Attributable to owners of the company				Total Other equity
	Reserves and Surplus				
	Securities premium (Note 13a)	General reserve (Note 13b)	Capital Reserve* (Note 13d)	Retained earnings (Note 13c)	
As at 31 March 2019	**501.36**	**1,498.84**	**0.00**	**14,775.60**	**16,775.80**
Profit for the year	-	-	-	3,289.53	3,289.53
Other comprehensive income/ (loss) (Note 26)	-	-	-	(20.27)	(20.27)
Total comprehensive income	**501.36**	**1,498.84**	**0.00**	**18,044.86**	**20,045.06**
Cash Dividends (Note 27)	-	-	-	(803.32)	(803.32)
Dividend distribution tax (Note 27)	-	-	-	(165.12)	(165.12)
Transitional impact of INDAS 116, net of tax	-	-	-	(779.98)	(779.98)
As at 31 March 2020	**501.36**	**1,498.84**	**-**	**16,296.44**	**18,296.64**

*Rounded off to INR Nil.

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajiv Goyal
Partner
Membership no.: 094549
Place: Gurugram
Date: 09 June 2021

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
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Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

		Notes	As at 31 March 2021	As at 31 March 2020
A	**Cash flow from operating activities**			
1	**Profit before tax**		(1,166.37)	4,872.36
	Profit before tax from continuing operations			
2	**Adjustments to reconcile profit before tax to net cash flows:**			
	Depreciation of property, plant & equipment and righ to use assets	24	2,627.48	2,944.61
	Amortisation of intangible assets	24	20.02	13.35
	Loss on sale of fixed assets (net)	25	22.01	31.30
	Allowance for doubtful debt, loans, advances	25	32.79	5.01
	Finance expense (including fair value change in financial instruments)	23	1,035.45	1,177.41
	Finance income (including fair value change in financial instruments)	19	(630.49)	(682.55)
	Unrealised foreign exchange loss/ (gain)		-	8.40
3	**Operating profit before working capital changes (1+2)**		**1,940.89**	**8,369.89**
4	**Movements in Working Capital:**			
	Decrease/(Increase) in trade & other receivables		(201.53)	(3.62)
	Decrease /(Increase) in inventories		2,654.01	(343.14)
	Increase/(Decreae) in trade and Other Payables		(636.65)	35.85
	Increase/(Decrease) in short term provisions		68.43	(101.11)
	Decrease/(Increase) in other current assets		65.07	(303.34)
	Decrease/(Increase) in other current financial assets		43.03	(25.18)
	Increase/(Decrease) in other current liabilities		58.72	32.16
	Increase/(Decrease) in other financial liabilities		15.27	(12.10)
	Change in Working Capital		**2,066.35**	**(720.48)**
5	**Changes in non current assets and liabilities**			
	Decrease/(Increase) in loans		81.88	(127.75)
	Increase/(Decrease) in provisions		(4.43)	2.21
	Decrease/(Increase) in other non-current assets		58.13	165.23
	Decrease/(Increase) in financial assets		-	(1.69)
	Changes in non current assets and liabilities		**135.58**	**38.00**
6	**Cash Generated From Operations (3+4+5)**		**4,142.82**	**7,687.41**
7	**Less : Taxes paid**		467.72	(1,870.28)
8	**Net cash flow from operating activities (6-7)**		**4,610.54**	**5,817.13**
B	**Cash flow from investing activities:**			
	Purchase of property, plant and equipment		(367.50)	(855.49)
	Proceeds from sale of property, plant and equipment		10.52	(1.91)
	Repayments/(Investments) in bank deposits (having original maturity of more than three months)		(920.05)	(1,669.77)
	Interest received (finance income)		750.23	637.12
	Net cash flow used in Investing Activities:		**(526.80)**	**(1,890.05)**

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

		Notes	As at 31 March 2021	As at 31 March 2020
C	**Net cash flow from financing activities:**			
	Dividend paid to equity shareholders	27	(514.89)	(803.89)
	Dividend distribution tax	27	-	(165.12)
	Payment of lease liability (including interest on lease liability)		(3,151.75)	(3,361.34)
	Payment of initial direct cost recognised as Right-of-use asset		(12.88)	(17.87)
	Interest paid		(11.43)	(12.54)
	Net cash used in financing activities:		**(3,690.95)**	**(4,360.76)**
D	**Net change in cash & cash equivalents (A+B+C)**		**392.79**	**(433.68)**
E - 1	Cash & cash equivalents as at end of the year		544.90	152.11
E - 2	Cash & cash equivalents as at the beginning of year		152.11	585.79
	NET CHANGE IN CASH & CASH EQUIVALENTS (E 1- E 2)		**392.79**	**(433.68)**

	As at 31 March 2021	As at 31 March 2020
Components of cash and cash equivalents		
Cash on hand	0.55	34.49
With banks		
- on current accounts	544.35	117.62
Total cash and cash equivalents	**544.90**	**152.11**

Significant accounting policies 2&3

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajiv Goyal
Partner
Membership no.: 094549
Place: Gurugram
Date: 09 June 2021

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole Time Diretor & CEO
DIN: 05183714

Ashok Kumar Barat
Independent Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

1. Corporate information

The consolidated financial statements comprise of financial statements of Bata India Limited (the Company) and its subsidiaries (collectively, "the Group") for the year ended 31 March 2021. Group is primarily engaged in the business of manufacturing and trading of footwear and accessories through its retail and wholesale network.

Bata India Limited is a public company domiciled in India. Its shares are listed on three stock exchanges in India. The registered office of the company is located at 27B Camac Street, 1st Floor, Kolkata - 700 016

The particulars of subsidiary companies, which are included in consolidation and the parent company's holding therein :-

Name	Country of Incorporation	Percentage of holding as at 31 March 2021	Percentage of holding as at 31 March 2020
Bata Properties Limited	India	100%	100%
Coastal Commercial & Exim Limited*	India		100%
Way Finders Brands Limited	India	100%	100%

* merged with Bata Properties Limited

2. Significant Accounting policies

2.1 Basis of Preparation

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, notified under Section 133 of the Companies Act 2013 ('the Act') and other provisions of the Act.

The financial statements are authorised for issue by Company's Board of Directors on June 09, 2021.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March 2021. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

► Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)

► Exposure, or rights, to variable returns from its involvement with the investee, and

► The ability to use its power over the investee to affect its returns

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March.

Consolidation procedure

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

2.3 Basis of Measurements

The financial statements have been prepared on a historical cost or at amortised cost except for the following assets and liabilities

Items	Measurement Basis
Net defined benefit (asset)/liability	Fair Value of plan assets less present value of defined benefit obligations
Derivatives	Fair Value

The financial statements are presented in INR and all values are rounded to the nearest Million (INR 000,000).

2.4 Summary of significant accounting policies

a. Current vs Non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has identified twelve months as its operating cycle.

b. Cash dividend

The Group recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Interim dividends, if any are recorded as a liability on the date of declaration by the Group's Board of Directors.

c. Fair Value Measurements

The Group measures financial instruments, such as forward contracts at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

► In the principal market for the asset or liability, or

► In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market is accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

► Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

► Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

► Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes to the consolidated financial statements.

d. Property, plant & equipment

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property plant and equipment recognised as at April 1, 2015, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property plant and equipment.

Property, plant & equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

The Group identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of Property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

e. Depreciation on Property, plant & equipment

i. Lease hold improvements (LHI) and furniture & fittings at stores are amortised on straight line basis over the period of lease or useful life (not exceeding 9 years), whichever is lower.

ii. Depreciation on other Property, plant & equipment is provided on written down value method at the rates based on the estimated useful life of the assets as described below:

Category of Property, plant & equipments	Useful Lives
Buildings	
- Factory Buildings	30 years
- Other than Factory Buildings	10 years - 60 Years
- Fences, Wells, Tube wells	5 years
Plant and equipments	
- Moulds	8 years
- Data processing equipments	3 Years
- Servers	6 Years
- Other Plant and Machinery	5 Years - 15 Years
Furniture & fixtures	
- Others	10 years
Vehicles	8 years
Office equipment	10 Years

The Group, based on management estimates, depreciates certain items of building, plant and equipment over estimated useful lives which are lower than the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

iii. Depreciation on Property, plant & equipment added/disposed-off during the year is provided on pro-rata basis with respect to date of acquisition/ disposal.

f. Intangible assets

Intangible assets acquired separately are recorded at cost at the time of initial recognition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Computer Software with finite lives are amortised over the useful economic life (not exceeding five years) and assessed for impairment whenever there is an indication that the computer software may be impaired. The amortisation period and the amortisation method are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on computer software is recognised in the consolidated statement of profit and loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

g. Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

► Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

► Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of fixed manufacturing overheads based on the normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on a weighted average basis.

- ► Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- ► Stores and spares: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realizable value in case of finished goods, stock in trade and work in progress is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

During the year, an amount of INR 286.10 million (previous year INR 97.58 million (net of reversals)) was charged to the statement of profit and loss on account of obsolete, damaged and slow moving inventories.

h. Revenue Recognition

Group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

Ind AS 115 five step model is used to determine whether revenue should be recognised at a point in time or over time, and at what amount is as below:

- Step 1: Identify the contract with the customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognised upon transfer of control of promised goods or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services.

- Revenue from sales of goods is recognised on output basis measured by units delivered, number of transactions etc.
- Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which coincides with the performance obligation under the contract with the customer.
- Revenue from services is recognized in accordance with the terms of contract when the services are rendered and the related costs are incurred.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue from related party is recognised based on transaction price which is at arm’s length.

Use of significant judgments in revenue recognition :-

- The Group’s contracts with customers could include promises to transfer multiple products and services to a customer. The Group assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgments to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgment is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

The Group provides normal warranty expense provisions for manufacturing defects for 3 months on all its products sold, in line with the industry practice. The Group does not provide any extended warranties to its customers.

The Group operates a loyalty points programme which allows customers to accumulate points when they purchase products in the Group's retail stores. The points can be redeemed against consideration payable for subsequent purchases. Hence, consideration is allocated between the products sold and the points issued. For the allocation of consideration to points issues, fair value of the points issued is determined by applying a statistical analysis (based on data available) of points redemption history of the customers. The fair value of the points issued is deferred based on actuarial valuation and recognised as revenue when the points are redeemed.

Interest Income is recognised on time proportion basis taking into account the amount outstanding and the applicable interest rates and is disclosed in "other income".

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue (“contract liability”) is recognised when there is billings in excess of revenues.

i. Foreign Currency Transactions

The Group's financial statements are presented in INR, which is also the Group’s functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

j. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that Group incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

k. Government grants

An unconditional government grant related to an asset that is measured at fair value less cost to sell is recognised in statement of profit and loss as other income when the grant becomes receivable. Other government grants are recognised initially as deferred income at fair value when there is reasonable assurance that they will be received and the Group will comply with the conditions associated with the grant, they are then recognised in statement of profit and loss as other operating revenue on a systematic basis.

l. Retirement and Other Employee Benefits

i) Retirement benefit in the form of pension costs is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the pension fund. The Group recognizes contribution payable to the pension fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

ii) The Provident Fund (administered by a Trust) is a defined benefit scheme where by the Group deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vests upon commencement of employment. The interest credited to the accounts of the employees is adjusted on an annual basis to confirm to the interest rate declared by the government for the Employees Provident Fund. The Group has adopted actuary valuation based on project unit credit method to arrive at provident fund liability as at year end.

iii) The Group operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising actuarial gains and losses, the effect of asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the retained earnings with a corresponding debit or credit to OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods

Past service costs are recognised in profit or loss on the earlier of:

► The date of the plan amendment or curtailment, and

► The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

► Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

► Net interest expense or income

iv) Compensated absences are provided for based on actuarial valuation on projected unit credit method carried by an actuary, at each year end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Group presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

v) Expenses incurred towards voluntary retirement scheme are charged to the statement of profit and loss in the year such scheme is accepted by the employees/workers.

m. Leases

Company is lessee

The Company's lease asset classes primarily consist of leases for buildings taken for Warehouses, offices and retail stores. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. For operating leases, rental income is recognized on a straight -line basis over the term of the relevant lease.

n. **Taxation**

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is provided on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences except for the following:

- Tax payable on the future remittance of the past earnings of subsidiaries where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except

- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

o. **Impairment of non-financial assets**

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal or its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses, are recognised in the consolidated statement of profit and loss.

p. **Provisions**

General

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the statement of profit or loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as part of finance costs.

Warranty provisions

Provisions for warranty-related costs are recognised when the product is sold or service provided to the customer. Initial recognition is based on actuarial valuation. The initial estimate of warranty-related costs is revised annually.

q. Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability in such cases and discloses the same under contingent liability in the financial statements.

r. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash, short-term deposits and unpaid dividend accounts, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

s. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one Company and a financial liability or equity instrument of another Company.

Financial assets

Recognition and initial measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in five categories:

► Debt Instrument at amortised cost

► Debt instruments at fair value through other comprehensive income (FVTOCI)

► Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

► Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to non- current trade receivables, non-current Security deposits and non-current other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset’s contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as ‘accounting mismatch’).

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L. The Group has not designated any debt instrument as at FVTPL.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income, subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass- through’ arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Impairment of financial assets

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are carried at amortised cost or at Fair value through OCI except equity investment which is carried at fair value through OCI. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The application of simplified approach does not require the Group to track changes in credit risk. Based on the past history and track records the Group has assessed the risk of default by the customer and expects the credit loss to be insignificant. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L).

The balance sheet presentation for various financial instruments is described below:

► Financial assets measured as at amortised cost. ECL is presented as an allowance, i.e., as an integral part of measurement of those assets in the balance sheet. The allowance reduces the net carrying amount until the asset meets write-off criteria.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as:

- financial liabilities at fair value through profit or loss,
- financial liabilities measured at amortised cost,
- loans and borrowings and payables,
- derivatives designated as hedging instruments in an effective hedge relationship.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include:

- financial liabilities held for trading
- financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, if and only if, the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Financial liabilities measured at amortised cost

Other financial liabilities are subsequently measured at amortised cost using the effective interest rate. Interest expense and is recognised in statement of profit and loss.

Derecognition of financial liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest. The Group has not reclassified any financial asset during the current year or previous year.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet when and only when there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is unfavourable.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

► Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment.

► Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Group's risk management objective and strategy for undertaking hedge, the hedging/economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the Group will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the criteria for hedge accounting are accounted for, as described below:

(i) Fair value hedges

The change in the fair value of a hedging instrument is recognised in the consolidated statement of profit and loss. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the consolidated statement of profit and loss.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss. When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in consolidated statement of profit and loss.

(ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The Group uses forward currency contracts as hedges of its exposure to foreign currency risk in highly probable forecast transactions and firm commitments, the ineffective portion relating to foreign currency contracts is recognised in finance costs.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

Recent accounting pronouncements

On March 24 2021, the ministry of corporate affaires (“ MCA”) through a notification, amended schedule III of the companies act 2013 revising Division I,II and III and are applicable from April 1,2021. This amendment preliminary related to:

- Change in existing presentation requirement for certain items in Balance sheet for e.g. lease liability security deposit, current maturities of long-term borrowing, effect of prior period error on equity share capital;
- Additional discloser requirements in specified format, for e.g. aging of trade receivable trade payable capital work in progress, intangible assets shareholding of promoters, etc;
- Discloser if fund have been used other than the specified purpose for which it was borrowed from bank and financial institutions;
- Additional regulatory information for e.g. compliance with layers of companies, title deed of immoveable property financial ratios, loans and advances for key managerial personal etc;
- Discloser related to corporate social Responsibility (CSR) undisclosed income and crypto or victual currency;

The amendments are extensive and the Group is evaluating the same.

3. Significant accounting judgments, estimates and assumptions

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the accounting policies and the reported amounts of income, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a. Judgements

In the process of applying the Group’s accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

(i) Contingent liabilities

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Group, including legal and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

(ii) Revenue recognition

The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

b. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

b.1 Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment defined benefits are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds. The underlying bonds are further reviewed for quality.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 29.

b.2 Revenue recognition – Loyalty programme

The Group estimates the fair value of points awarded under the Loyalty programme by applying statistical techniques. Inputs to the model include making assumptions about expected redemption rates, the mix of products that will be available for redemption in the future and customer preferences. As points issued under the programme expire on expiry of specified period in accordance with the programme, such estimates are subject to significant uncertainty.

For details on warranty valuation refer note 2.4 (h).

4a Property, plant and equipment, intangible assets and capital work in progress

Property, plant and equipment	Freehold land	Buildings	Lease Hold improvements	Plant and equipment**	Furniture and fixtures	Vehicles	Office equipments	Total
Cost or deemed cost (gross carrying amount)								
As at 31 March 2019	**252.33**	**1,381.84**	**1,145.01**	**923.45**	**1,838.83**	**31.68**	**63.18**	**5,636.32**
Additions	-	119.79	298.38	137.93	262.50	8.67	-	827.27
Disposals	-	-	(29.08)	(31.86)	(84.01)	-	(0.01)	(144.96)
As at 31 March 2020	**252.33**	**1,501.63**	**1,414.31**	**1,029.52**	**2,017.32**	**40.35**	**63.17**	**6,318.63**
Additions	-	25.79	47.54	96.03	15.40	3.87	-	188.63
Disposals/ adjustments	-	-	16.38	(36.73)	(149.99)	(3.28)	(0.33)	(173.95)
As at 31 March 2021	**252.33**	**1,527.42**	**1,478.23**	**1,088.82**	**1,882.73**	**40.94**	**62.84**	**6,333.31**
Accumulated depreciation								
As at 31 March 2019	-	**302.57**	**541.62**	**531.05**	**1,090.92**	**20.46**	**22.53**	**2,509.15**
Depreciation charge for the year	-	62.01	203.88	138.04	210.09	5.36	10.61	629.99
Disposals	-	-	(21.16)	(23.94)	(70.47)	-	-	(115.57)
As at 31 March 2020	-	**364.58**	**724.34**	**645.15**	**1,230.54**	**25.82**	**33.14**	**3,023.57**
Depreciation charge for the year	-	85.47	198.77	129.04	183.12	4.68	7.46	608.54
Disposals/ adjustments	-	-	(35.60)	(28.77)	(66.22)	**(2.14)**	(0.19)	(132.92)
As at 31 March 2021	-	**450.05**	**887.51**	**745.42**	**1,347.44**	**28.36**	**40.41**	**3,499.19**
Net Book Value								
As at 31 March 2021	**252.33**	**1,077.37**	**590.72**	**343.40**	**535.29**	**12.58**	**22.43**	**2,834.12**
As at 31 March 2020	252.33	1,137.05	689.97	384.37	786.78	14.53	30.03	3,295.06

4b

Intangible assets	Computer Software
	(INR million)
Cost or deemed cost (gross carrying amount)	
As at 31 March 2019	55.77
Addition	45.85
As at 31 March 2020	**101.62**
Addition	17.06
As at 31 March 2021	**118.68**
Accumulated amortisation	
As at 31 March 2019	17.89
Amortisation	13.35
As at 31 March 2020	**31.24**
Amortisation	20.02
As at 31 March 2021	**51.26**
Net book Value	
As at 31 March 2021	**67.42**
As at 31 March 2020	70.38

(Amount in INR million)

4c	Capital work in progress and Intangible assets under development	As at 31 March 2021	As at 31 March 2020
	As at April 1	**198.62**	**232.23**
	Addition	280.76	149.19
	Capitalized	(143.27)	(182.80)
	As at 31 March	**336.11**	**198.62**

* Additions includes INR 0.60 million (31 March 2020 INR 2.41 million) towards assets located at research and development facilities.

** For capital commitment refer note 30

4d Right-of-use assets and Lease liability :

Information about leases for which the Company is a lessee is presented below :

Right-of-use assets (ROU Assets)	31 March 2021 Building	31 March 2020 Building
Balance as on 1 April	10,328.90	10,754.65
Addition for the new leases*	889.56	1,950.13
Depreciation charge for the year **	(2,185.59)	(2,326.81)
Deletions for terminated leases	(739.36)	(49.07)
Balance as on 31 March	**8,293.51**	**10,328.90**

*Includes initial direct cost.

**The aggregate depreciation expense on ROU assets includes gain on remeasurement amounting to INR 166.65 million (31 March 2020- INR 12.19 million) and disclosed under depreciation and amortization expense in the statement of Profit and Loss.

The following is the movement in lease liabilities during the year ended 31 March 2021:

Lease Liability	31 March 2021	31 March 2020
Balance as on 1 April	12,491.14	12,926.28
Addition for new leases	876.68	1,833.51
Accredition of Interest	1,012.70	1,153.95
Payment of lease liability	(3,151.75)	(3,361.34)
Deletions for terminated leases	(906.01)	(61.26)
Balance as on 31 March 2021	**10,322.76**	**12,491.14**

As at balance sheet date, the Company is not exposed to future cashflows for extension / termination options, residual value guarantees and leases not commenced to which lessee is committed.

The total amount of cashflow on account of leases for the year has been disclosed in the standalone cashflow statement.

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Maturity analysis – contractual undiscounted cash flows	31 March 2021	31 March 2020
Less than one year	2,838.76	3,170.21
After one year but not longer than five years	8,264.51	9,740.44
More than five years	2,431.28	3,701.77
Total	**13,534.55**	**16,612.42**

Lease liabilities included in the statement of financial position is as follows:

	31 March 2021	31 March 2020
Current	1,726.11	2,137.68
Non- current	8,596.65	10,353.46
Total	**10,322.76**	**12,491.14**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Total rental expenses and variable payments were recorded for INR 650.37 million and INR 62.50 million respectively, before adjusting rent concession of INR 709.87 million. For rent concession, refer below:

The Company has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated 24th July 2020 on IND- AS 116 for rent concessions which are granted due to COVID-19 pandemic. According to the notification, the company has accounted for total rent concessions of Rs. 1010.29 million for the year ended 31st March 2021. Out of this, Rs. 709.87 million has been accounted under head rent expenses and balance of Rs. 300.42 million is reported under head other Income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

5. Financial assets

	Non Current		Current	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Investments in Cooperative Societies (Fair value through profit and loss)				
Unquoted:				
250 (31 March 2020 :250) equity shares of INR 10 each fully paid-up in Bata Employees' Co-operative Consumers' Stores Limited, Hathidah*	-	-	-	-
5 (31 March 2020 :5) equity shares of INR 10 each fully paid-up in Bhadrakali Market Co-operative Society Limited, Nasik*	-	-	-	-
Total Investment in Cooperative Societies (b)	-	-	-	-
TOTAL (a+b)	**-**	**-**	**-**	**-**
* Rounded off to INR Nil.				
Aggregate value of unquoted investments	**-**	**-**	**-**	**-**
b. Loans				
Unsecured, Considered Good				
Loans				
To related parties	-	-	8.48	15.81
Security deposits	1,163.27	1,174.79	89.85	55.98
TOTAL	**1,163.27**	**1,174.79**	**98.33**	**71.79**
c. Other Financial assets				
Non-current bank balances (Refer Note 11)	5.88	21.75	-	-
Interest accrued on loans and advances and deposits	1.49	1.76	167.39	357.60
Other receivable (unsecured, considered good)	-	-	53.51	118.65
Other receivable (unsecured, considered doubtful)	-	-	81.53	58.54
Less: loss allowance	-	-	(81.53)	(58.54)
Insurance claim receivable	-	-	0.74	1.63
TOTAL	**7.37**	**23.51**	**221.64**	**477.88**

6. Deferred tax assets (net)

	For the year ended 31 March 2021	For the year ended 31 March 2020
Current income tax recognised in statement of profit and loss:		
Current income tax charge	0.87	1,171.36
Deferred tax :		
Relating to origination and reversal of temporary difference	(274.13)	411.47
Tax for earlier years	**-**	-
	(273.26)	**1,582.83**

	For the year ended 31 March 2021	For the year ended 31 March 2020
Deferred tax assets (net)		
Property plant, equipments and intangible assets: Impact of difference between tax depreciation and depreciation/amortization charged in the financial statement	448.92	428.07
Impact of expenditure charged to the statement of profit and loss in the current/earlier years but allowable for tax purposes on payment basis	610.91	653.84
Impact of losses carried forward	288.50	-
Provision for doubtful debts and advances	28.90	20.94
Effect of measuring financial instruments at fair value	6.76	7.01
	1,383.99	**1,109.86**

(Amount in INR million)

Reconciliation of average effective tax rate

	For the year ended 31 March 2021	For the year ended 31 March 2020
Profit before tax	(1,166.37)	4,872.36
Tax using the Company's domestic tax rate @ 25.17%	(293.55)	1,226.28
Effect of non deductible expenses	19.42	19.11
Effect of change in Income tax rate	-	333.96
Tax charge / (reversal) for earlier years	-	2.16
Tax for subsidiaries	0.87	1.32
Total	**(273.26)**	**1,582.83**
Tax as per statement of profit and loss	**(273.26)**	**1,582.83**

Component wise deferred tax recognised in statement of profit and loss	For the year ended 31 March 2021	For the year ended 31 March 2020
Property, plant, equipments and intangible assets: Impact of difference between tax depreciation and depreciation/ amortization charged in the financial statements	20.85	(23.18)
Impact of expenditure charged to the statement of profit and loss in the current/earlier years but allowable for tax purposes on payment basis	(42.93)	(21.42)
Impact of change in tax rate from 34.94% to 25.17% on opening asset and transitional impact of Ind-AS 116	-	444.21
Impact of losses carried forward	288.50	-
Provision for doubtful debts and advances	7.96	(1.26)
Effect of measuring financial instruments at fair value	(0.25)	13.12
	274.13	**411.47**

Income tax recognised in Other Comprehensive Income	For the year ended 31 March 2021	For the year ended 31 March 2020
Re-measurement of defined benefit plans	(16.43)	6.81
	(16.43)	**6.81**

7. Other Assets

	Non current		Current	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Other non-current assets				
Unsecured and considered good				
Capital advances	40.88	38.00	-	-
Supplier advances	-	-	41.47	52.34
Recoverable from statutory authorities	53.05	86.03	281.93	317.48
Prepaid expenses	7.48	32.64	75.79	104.02
Net surplus on defined benefit obligation	-	-	13.91	-
	101.41	**156.67**	**413.10**	**473.84**
Unsecured, considered doubtful				
Recoverable from statutory authorities	12.90	17.16	-	-
Less: loss allowance	(12.90)	(17.16)	-	-
	-	-	-	-
Total	**101.41**	**156.67**	**413.10**	**473.84**
Other non-current assets tax assets				
Advance income tax (net of provision)	559.60	934.53	-	-
	559.60	**934.53**	-	-

(Amount in INR million)

8.Inventories

	As at 31 March 2021	As at 31 March 2020
Raw materials and components (including goods in transit INR 27.65 million (31 March 2020: INR NIL)	153.45	184.86
Work-in-progress	66.43	87.10
Finished goods * (including goods in transit INR 257.53 million (31 March 2020: INR 814.30 million)	5,856.19	8,452.81
Stores and spares	6.73	12.04
Total inventories at the lower of cost and net realisable value	**6,082.80**	**8,736.81**

*Finished goods include Stock in trade, as both are stocked together.

9. Trade receivables

	As at 31 March 2021	As at 31 March 2020
Trade receivables (Unsecured , considered good)	778.16	620.61
Trade Receivables credit impaired	18.08	11.47
Less : loss allowance for trade receivable	(18.08)	(11.47)
Trade receivables from related parties - unsecured, considered good (Refer note 35)	15.50	12.10
	793.66	**632.71**

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person, nor from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing and are generally on terms of 30 to 120 days. For explanations on the Company's credit risk management processes, refer to Note 38.

10. Cash and cash equivalents

	As at 31 March 2021	As at 31 March 2020
Balances with banks:		
- On current account	544.35	117.62
Cash on hand	0.55	34.49
	544.90	**152.11**

Short term deposits are made for varying periods between one day and three months, depending upon immediate cash requirements of the Company, and the Company earns interest at the respective short term deposit rates.

11. Bank Balances other than those included in cash and cash equivalents

	Non - current		Current	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Unpaid dividend accounts	-	-	15.71	16.49
Deposits with original maturity for more than 3 months but upto 12 months*	-	-	10,407.60	9,470.64
Deposits with original maturity for more than 12 months (Refer Note 5c)	5.88	21.75	-	-
Less: amount disclosed under other non-current assets	(5.88)	(21.75)	-	-
	-	**-**	**10,423.31**	**9,487.13**

*Includes deposit pledged with banks for bank guarantee of INR 15.10 millions (31 March 2020 INR 14.57 millions).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

12. Equity share capital

	As at 31 March 2021	As at 31 March 2020
Authorised share capital		
Equity share capital		
140,000,000 (March 31, 2020: 140,000,000) equity shares of INR 5 each	700.00	700.00
Issued share capital*		
Equity share capital		
128,570,000 (March 31, 2020: 128,570,000) equity shares of INR 5 each	642.85	642.85
Subscribed and fully paid up share capital		
Equity share capital		
128,527,540 (March 31, 2020: 128,527,540) equity shares of INR 5 each	642.64	642.64
TOTAL	**642.64**	**642.64**

***Shares held in abeyance**

42,460 (31 March, 2020: 42,460) equity shares of INR 5 each were held in abeyance on account of pending adjudication of the shareholders right to receive those shares/inability of depository to establish ownership rights.

A. Reconciliation of the shares outstanding at the beginning and at the end of the year

	As at 31 March 2021		As at 31 March 2020	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	128,527,540	642.64	128,527,540	642.64
Issued during the year	-	-	-	-
Outstanding at the end of the year	**128,527,540**	**642.64**	**128,527,540**	**642.64**

B. Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of INR 5 per share (previous year INR 5 per share). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

C. Shares held by holding company	As at 31 March 2021	As at 31 March 2020
Out of equity shares issued by the Company, shares held by its holding Company is as follows:		
Bata (BN) B.V., Amsterdam, The Netherlands, the holding company		
68,065,514 (March 31, 2020: 68,065,514) equity shares of INR 5/- each	340.33	340.33
	340.33	**340.33**

D. Details of shareholders holdings more than 5% shares in Company

Name of shareholder	As at 31 March 2021		As at 31 March 2020	
	Number of shares held	% of holding in class	Number of shares held	% of holding in class
Equity shares of INR 5 each fully paid				
Bata (BN) B.V., Amsterdam, The Netherlands, the holding Company	68,065,514	52.96%	68,065,514	52.96%
Life Insurance Corporation of India	10,879,080	8.46%	5,589,641	4.35%

(Amount in INR million)

13. Other equity

	As at 31 March 2021	As at 31 March 2020
Reserves and Surplus		
a) Securities Premium*		
Opening Balance	501.36	501.36
Add/(less) : Movement during the year	-	-
Closing balance	**501.36**	**501.36**
(b) General reserve**		
Opening Balance	1,498.84	1,498.84
Add: Amount transferred from surplus balance in the statement of profit and loss	-	-
Closing balance	**1,498.84**	**1,498.84**
(c) Retained earnings		
Opening Balance	16,296.44	14,775.60
Add: Net profit/loss after tax transferred from statement of profit and loss	(893.11)	3,289.53
Add:- Re-measurement gains/(losses) on defined benefit plans (net of tax)	48.85	(20.27)
Less: Transitional impact of INDAS 116, net of tax	-	(779.98)
Less: Appropriations:		
Final dividend for 31 March 2020: INR 4 per share(31 March 2019: INR 6.25 per share)	(514.11)	(803.32)
Dividend Distribution Tax on final dividend	-	(165.12)
Closing balance	**14,938.07**	**16,296.44**
d) Capital Reserve	0.00	0.00
Total (a+b+c+d)	**16,938.27**	**18,296.64**

*Securities premium is used to record the premium received on issue of shares. It is to be utilised in accordance with the provision of the Companies Act, 2013.
** In previous years, the Company appropriated a portion of profits to general reserve as per the provions of the Act. The said reserve is available for payment of dividend to the shareholders as per provisions of the Companies Act, 2013.

14. Trade payables

	Non current		Current	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Trade payables to micro, small and medium enterprises		-	288.03	188.92
	-	**-**	**288.03**	**188.92**
Trade payables to related parties (refer note 35)		-	58.66	156.35
Trade payables to others*	-	-	4,050.59	4,688.64
TOTAL	**-**	**-**	**4,109.25**	**4,844.99**

*Includes asset retirement obligation INR 13.93 million (31 March 2020 INR 13.65 million).

15. Other financial liabilities

	Non current		Current	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Payable for capital goods	-	-	118.37	148.31
Deposit from agents and franchisees	-	-	306.42	279.83
Unpaid dividend*	-	-	15.71	16.49
TOTAL	**-**	**-**	**440.50**	**444.63**

* no amount is due to be transferred to Investor Education and Protection Fund

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

16. Other liabilities

	Non current		Current	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Advance from customers	-	-	82.90	54.34
Statutory dues payable	-	-	163.78	127.45
Unearned revenue	-	-	53.24	59.47
TOTAL	**-**	**-**	**299.92**	**241.26**

17. Provisions

	Non current		Current	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
a) Current tax liabilities				
Provision for income tax (net)	-	-	176.74	66.66
	-	**-**	**176.74**	**66.66**
b) Provisions				
Provision for employee benefits				
Provision for gratuity (refer note 31)	-	-	-	2.00
Provision for compensated absences	20.64	25.07	24.79	19.38
Others				
Provision for warranties*	-	-	27.75	26.79
Provision for litigation**	-	-	33.25	34.47
	20.64	**25.07**	**85.79**	**82.64**

***Provision for warranties**

The warranty claim provision covers the expenses relating to the cost of products sold. Provision in respect of warranties is made on the basis of valuation carried out by an independent actuary as at period end. It is expected that cost will be incurred over the warranty period as per the warranty terms.

	As at 31 March 2021	As at 31 March 2020
Opening balance	26.79	25.74
Arising during the year	64.81	118.61
Utilized during the year	(63.85)	(117.56)
Closing balance	**27.75**	**26.79**

**Provision for litigation

	As at 31 March 2021	As at 31 March 2020
Opening balance	34.47	34.47
Utilized during the year	(1.22)	-
Closing balance	**33.25**	**34.47**

The Company sets up and maintains provision for trade related and other litigations or disputes when a reasonable estimate can be made. The amount of provisions are based upon estimates provided by the Company's legal department, which are revisited on a timely basis. The exact timing of the settlement of the litigations and consequently, the outflow is uncertain.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

18. Revenue from operations

	For the year ended 31 March 2021	For the year ended 31 March 2020
Sale of products		
Sale of goods	17,077.99	30,542.82
Total sale of products	**17,077.99**	**30,542.82**
Other operating revenue		
Others (including export incentives, scrap sales etc.)	6.81	18.32
Total	**17,084.80**	**30,561.14**

*For Ind AS 115 disclosure refer note 2 and disclosure relating to disaggregation of revenue by geography refer note 40.

Movement of unearned revenue	For the year ended 31 March 2021	For the year ended 31 March 2020
Balance at the beginning of the year	**59.47**	**60.51**
Revenue recognised during the year	(59.47)	(60.51)
Accrual of unearned revenue (net) against issuance of points / gift vouchers	53.24	59.47
Balance at the end of the year	**53.24**	**59.47**

19. Other income

	For the year ended 31 March 2021	For the year ended 31 March 2020
Finance Income		
- Unwinding of financial instruments at amortised cost	70.44	29.68
- Deposits with bank	476.38	585.26
- Others	83.67	67.61
	630.49	682.55
Foreign exchange fluctuation (net)	2.12	-
Rent Concessions (refer note 4 (d))	300.42	-
Insurance claim received	7.82	4.22
	940.85	**686.77**

20. Cost of raw material and components consumed

	For the year ended 31 March 2021	For the year ended 31 March 2020
a. Raw material and components consumed		
Inventory at the beginning of the year	184.86	182.84
Add: Purchases	1,067.60	2,571.61
	1,252.46	**2,754.45**
Less: inventory at the end of the year	(153.45)	(184.86)
Cost of raw material and components consumed	**1,099.01**	**2,569.59**
b. Purchase of stock-in-trade		
Purchases during the year	4,658.65	10,736.15
	4,658.65	**10,736.15**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

21.Changes in Inventories of finished goods, work in progress and stock-in-trade

	For the year ended 31 March 2021	For the year ended 31 March 2020
Inventories at the end of the year		
Finished goods*	5,856.19	8,452.81
Work-in-progress	66.43	87.10
	5,922.62	8,539.91
Inventories at the beginning of the year		
Finished goods*	8,452.81	8,116.66
Work-in-progress	87.10	83.32
	8,539.91	8,199.98
(Increase)/decrease in inventories	**2,617.29**	**(339.93)**

* Finished goods includes stock in trade, as both are stock together.

22. Employee benefits expense

	For the year ended 31 March 2021	For the year ended 31 March 2020
Salaries, wages and bonus	3,096.68	3,461.99
Contribution to provident and other funds	167.04	186.62
Gratuity expense (refer note 29)	49.37	45.07
Staff welfare expenses	85.13	70.54
	3,398.22	**3,764.22**

23. Finance costs

	For the year ended 31 March 2021	For the year ended 31 March 2020
Interest expense		
- Unwinding of financial instruments at amortised cost	11.32	10.91
- Interest on lease liabilities	1,012.70	1,153.95
- Others	11.43	12.55
	1,035.45	**1,177.41**

24. Depreciation and amortisation expense

	For the year ended 31 March 2021	For the year ended 31 March 2020
Depreciation of property, plant and equipment	608.54	630.00
Amortisation of intangible assets	20.02	13.35
Depreciation of Right-of-use asset (refer note 4d)*	2,018.94	2,314.62
	2,647.50	**2,957.97**

*includes remeasurement gain on leases

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

25. Other expenses

	For the year ended 31 March 2021	For the year ended 31 March 2020
Consumption of stores and spares	13.55	28.24
Power and fuel	388.33	602.24
Loss on Foreign Exchange Fluctuations (net)	-	16.25
Rent expense and common area maintenance charges	247.67	503.96
Bank charges	45.77	109.71
Insurance	75.83	70.93
Repairs and maintenance		
Plant and machinery	42.31	68.89
Buildings	45.39	71.65
Others	40.29	47.31
CSR expenses (Refer note 34)	87.20	75.93
Sales commission	408.73	530.97
Royalty	338.03	524.92
Legal and professional fees	171.69	185.37
Payment to auditor (Refer details below)	8.10	9.59
Freight	596.31	661.65
Rates and taxes	34.83	36.79
Advertising and sales promotion	339.31	768.93
Technical collaboration fee	135.08	322.62
Allowance for doubtful debt, loans, advances	32.79	5.01
Loss on sale of property, plant and equipment (net)	22.01	31.30
Miscellaneous expenses	616.58	837.88
	3,689.80	**5,510.14**

Payment to auditors		
As auditor:		
Audit fee	3.77	4.93
Tax audit fee	0.50	0.50
Limited review	1.95	1.65
In other capacity:		
Certification & others	1.22	1.24
Reimbursement of expenses	0.66	1.27
	8.10	**9.59**

26(a). Exceptional Item

	For the year ended 31 March 2021	For the year ended 31 March 2020
Exceptional item	46.10	-
	46.10	**-**

Exceptional item of Rs. 46.10 million for the year ended 31st March 2021 represents one time expense for Voluntary Retirement Scheme [VRS] offered at manufacturing facilities and Company's retail stores.

26 (b). Components of other comprehensive income (OCI)

The disaggregration of changes in OCI in equity is shown below:

During the year ended 31 March 2021

	Retained earnings	Total
Re- measurement gains/ (losses) on defined benefit plans	48.85	48.85
	48.85	48.85

During the year ended 31 March 2020

	Retained earnings	Total
Re- measurement gains/ (losses) on defined benefit plans	(20.27)	(20.27)
	(20.27)	(20.27)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

27. Distribution made and proposed

	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash dividends on equity shares declared and paid:		
Final dividend for the year ended on 31 March 2020: INR 4.00 per share (31 March 2019: INR 6.25 per share)	514.11	803.32
Dividend distribution tax on final dividend	-	165.12
	514.11	**968.44**
Proposed dividends on equity shares*:		
Final cash dividend for the year ended on 31 March 2021: INR 4 per share (31 March 2020: INR 4.00 per share)	514.11	514.11
	514.11	514.11

*Proposed dividends on equity shares are subject to approval at the annual general meetings and are not recognised as a liability (including DDT thereon) as at yer end

28. Earnings/ (Losses) Per Share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS are calculated by dividing the profit for the year attributable to the equity holders of the Company by weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the profit/ (loss) and weighted average number of equity shares data used in the basic EPS and diluted EPS computations:

	For the year ended 31 March 2021	For the year ended 31 March 2020
Profit/ (Loss) attributable to equity holders	(893.11)	3,289.53
	(893.11)	**3,289.53**

	No. of shares	No. of shares
Weighted average number of equity shares in calculating basic EPS and diluted EPS	128,527,540	128,527,540
Earnings/ (Loss) per equity share in INR		
Basic (INR)	(6.95)	25.59
Diluted (INR)	(6.95)	25.59

29. Employee benefit plans

a) Gratuity and other post-employment benefit plans:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at the rate of 15 days salary (last drawn salary) for each completed year of service. The scheme is funded through the Company's own trust.

The Company has also provided long term compensated absences which are unfunded.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

Reconciliation of fair value of plan assets and defined benefit obligation:

	As at 31 March 2021	As at 31 March 2020
Fair value of plan assets	714.27	787.86
Defined benefit obligation	700.36	789.86
Net Defined benefit (liability)	**13.91**	**(2.00)**

(Amount in INR million)

Amount recognised in Statement of Profit and Loss:

	For the year ended 31 March 2021	For the year ended 31 March 2020
Current service cost	52.27	44.92
Net interest expense	(2.90)	0.15
Amount recognised in Statement of Profit and Loss	**49.37**	**45.07**

Amount recognised in Other Comprehensive Income:

	For the year ended 31 March 2021	For the year ended 31 March 2020
Actuarial changes arising from changes in financial assumptions	16.79	21.62
Return on plan assets (greater)/less than the discount rate	(38.00)	4.70
Experience adjustments	(44.07)	0.76
Amount recognised in Other Comprehensive Income	**(65.28)**	**27.08**

Changes in the present value of the defined benefit obligation are as follows:

	As at 31 March 2021	As at 31 March 2020
Defined benefit obligation at the beginning of the year	789.86	738.35
Current service cost	52.10	44.92
Interest expense	43.87	50.08
Curtailment credit/ (cost)	0.18	-
Benefits paid	(158.37)	(65.87)
Actuarial (gain)/ loss on obligations - experience	(44.07)	0.76
Actuarial (gain)/ loss on obligations - demographic assumptions	-	-
Actuarial (gain)/ loss on obligations - financial assumptions	16.79	21.62
Defined benefit obligation at the end of the year	**700.36**	**789.86**

Changes in the fair value of plan assets are, as follows:

	As at 31 March 2021	As at 31 March 2020
Fair value of plan assets at the beginning of the year	787.86	664.01
Contribution by employer	-	144.50
Benefits paid	(158.37)	(65.87)
Interest Income on plan assets	46.78	49.92
Return on plan assets greater/(lesser) than discount rate - OCI	38.00	(4.70)
Fair value of plan assets at the end of the year	**714.27**	**787.86**

The major categories of plan assets of the fair value of the total plan assets are as follows:

Gratuity	As at 31 March 2021	As at 31 March 2020
Investment details	**Funded %**	**Funded %**
	100%	100%
- Insurer	98.44	98.44
- Government securities and bonds	0.00	0.00
- Bank balances	1.63	1.56
- Special deposit scheme	0.00	0.00
- cash	0.00	0.00

(Amount in INR million)

The principal assumptions used in determining gratuity liability for the Company's plans are shown below:

	As at 31 March 2021	As at 31 March 2020
	%	%
Discount rate	6.2	6.6
Salary increase		
- Management	7.0	7.0
- Non management	7.0	7.0
Employee turnover		
- Non Management		
20-25	7.0	7.0
25-30 and 55-60	7.0	7.0
30-35 and 50-55	7.0	7.0
35-49	7.0	7.0
- Management		
20-25	7.0	7.0
25-35	7.0	7.0
36-60	7.0	7.0

The estimates of future salary increases have been considered in actuarial valuation based on inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

A quantitative sensitivity analysis for significant assumption is as shown below:

Gratuity Plan	Sensitivity level		Impact on DBO	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Assumptions				
Discount rate	1.00%	1.00%	(40.59)	(42.12)
	-1.00%	-1.00%	45.56	46.94
Future salary increases	1.00%	1.00%	43.82	45.19
	-1.00%	-1.00%	(40.81)	(41.56)

The sensitivity analyses above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The table below shows the expected undiscounted cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:-

	As at 31 March 2021	As at 31 March 2020
Within the next 12 months (next annual reporting period)	69.88	77.68
Between 2 and 5 years	352.45	439.58
Between 5 and 10 years	480.18	529.33
Total expected payments	**902.51**	**1,046.59**

The average duration of the defined benefit plan obligation at the end of the reporting period is 6.5 years (31 March 2020: 6 years).

Expected employer contribution for the period ending 31 March 2022 is INR 70 million.

(Amount in INR million)

b) Contribution to defined contribution plans:

	For the year ended 31 March 2021	For the year ended 31 March 2020
Pension fund	7.57	8.23

c) Provident fund:

The Provident Fund (where administered by a Trust) is a defined benefit scheme where by the Company deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vests upon commencement of employment. The interest credited to the accounts of the employees is adjusted on an annual basis to confirm to the interest rate declared by the government for the Employees Provident Fund. As per the Actuarial Society of India guidance note (GN21) for measurement of provident fund liabilities, the actuary has accordingly provided a valuation based on the below provided assumptions, there is no shortfall as at 31 March 2021.

	As at 31 March 2021	As at 31 March 2020
Discount Rate	6.60%	6.48%
Expected Return on Exempt Fund	8.52%	8.33%
Rate of Return on EPFO managed PF	8.50%	8.50%
Mortality Rate	Indian Assured Lives Mortality (2012-14) ultimate	Indian Assured Lives Mortality (2006-08) ultimate

	For the year ended 31 March 2021	For the year ended 31 March 2020
Contribution to provident and other funds*	139.12	154.69

*Included under employee benefit expense in the head contribution to provident fund and other funds.

The detail of fund and plan asset position as at 31 March, 2020 is given below:

	As at 31 March 2021	As at 31 March 2020
Plan assets at fair value	4,444.28	4,779.13
Present value of the defined benefit obligation	3,857.83	4,180.98
Asset recognized in the balance sheet	NIL	NIL

Information relating to reconciliation from opening balance to closing balance for plan assets and present value of defined benefit obligation, classes of plan assets help, sensitivity analysis for actuarial assumptions, other than disclosed above, including the methods and assumptions used in preparing the analysis, expected contribution for the next year and maturity profile of the defined benefit obligation as required by INDAS - 19 'Employee benefits' is not available with the Company.

30. Contingent liabilities and commitments

A. Contingent liabilities

a) Claims against Company not acknowledged as debts includes:

Nature	As at 31 March 2021	As at 31 March 2020
Excise, customs and service tax cases	116.61	116.61
Sales tax cases	15.80	15.80
Others*	279.24	279.95
Total	**411.65**	**412.36**

*Others include individually small cases pertaining to rent, labour etc.

(Amount in INR million)

*Includes Rs. 83.76 million for a demand raised by Directorate of Revenue Intelligence, Custom Kolkata for availment of benefit of customs exemption notification on import of Moulds in the year 1998 -99. The Company filed an appeal before Appellate authority, who has set aside the matter and referred back to Commissioner of Custom for adjudication.
On the basis of current status of individual cases and as per legal advice obtained by the Company wherever applicable, the Company is confident that no provision is required in respect of these cases at this point in time.

B. Commitments

Estimated amount of contracts remaining to be executed for capital expenditure and not provided for amounted to INR 135.48 million (Previous year: INR 252.48 million).

C. Leases

a) The Company has taken various residential, office, warehouse and shop premises under lease agreements.

b) The aggregate lease rentals payable are disclosed in Note 4d and 25. For future minimum rentals payable under non-cancellable leases refer note 4d

31. Financial instruments fair values classification

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments.

	Carrying value		Fair value	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Financial assets				
Amortised cost				
Loans				
- Loans and Advances to related parties	8.48	15.81	8.48	15.81
- Security deposits	1,253.12	1,230.77	1,253.12	1,230.77
Financial asset not measured at fair value				
Other Financial assets				
- Interest accrued on deposits	168.88	359.36	-	-
- Insurance claim receivable	0.74	1.63	-	-
- Other receivables	53.51	118.65	-	-
Trade Receivable	793.66	632.71	-	-
Cash and Cash equivalents	544.90	152.11	-	-
Other bank balances	10,429.19	9,508.88	-	-
Total	**13,252.48**	**12,019.92**	**1,261.60**	**1,246.57**
Financial liabilities				
Amortised cost				
Lease liability	10,322.76	12,491.14	12,491.14	12,491.14
Financial liabilities not measured at fair value				
Trade payables	4,397.28	5,033.91	-	-
Other financial liabilities				
- Payable for capital goods	118.37	148.31	-	-
- Deposit from agents and franchisees	306.42	279.83	-	-
- Unpaid dividend	15.71	16.49	-	-
Total	**15,160.54**	**17,969.68**	**12,491.14**	**12,491.14**

a) The management has not disclosed the fair values for financial instruments because their carrying values approximate their fair value largely due to the short-term maturities of these instruments.

b) Fair valuation of non-current financial instruments has been disclosed to be same as carrying value as there is no significant difference between carrying value and fair value as the carrying value is based on effective interest rates.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

(Amount in INR million)

There are no transfers between Level 1, Level 2 and Level 3 during the year ended 31 March 2020 and 31 March 2021.
The fair value of unquoted instruments, is estimated according to Fixed Income Market Valuation Procedure (FIMMDA) by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The valuation requires management to use unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

Valuation technique	**Significant unobservable inputs**	**Range (weighted average)**	**Sensitivity of the input to fair value**
Fixed Income Market Valuation Procedure (FIMMDA)	Credit Spread	31 March 2021: 0.5% - 1%	31 March 2021: 10% increase (decrease) in the credit spread would result in increase (decrease) in fair value by INR NIL.
		31 March 2020: 0.5% - 1%	31 March 2020: 10% increase (decrease) in the credit spread would result in increase (decrease) in fair value by INR NIL.

32. Capital Management

For the purpose of the Group capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximize the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

The Group is having Nil borrowings as on 31 March 2021 (31 March 2020 INR Nil).

33. Derivative instruments and Unhedged foreign currency exposure

Derivative Instruments and Unhedged Foreign Currency Exposure, which are not intended for trading or speculation purpose.

Particulars of unhedged foreign currency exposures are as follows-

Particulars of Unhedged foreign currency exposure	**Currency**	**Amount in Foreign Currency**		**Amount in Indian Currency**	
		As at 31 March 2021	**As at 31 March 2020**	**As at 31 March 2021**	**As at 31 March 2020**
Trade payables	USD	1,587,300.00	3,471,141.00	116.20	263.20
	CAD	224,570.00	171,621.00	13.09	9.18
Advance for Import purchases	USD	2,994.00	-	0.22	-
	EURO	8,862.04	-	0.76	-
Trade / Other receivables	USD	215,577.00	162,853.00	15.78	12.24
	EURO	23,588.00	23,588.00	2.02	1.90
	CHF	55,517.00	84,071.00	4.31	6.41

34. Details of corporate social responsibility expenditure

As per Section 135 of Companies Act,2013, a Company needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities. A CSR Committee has been formed by the Company as per act. The CSR Committee and Board had approved the projects with specific outlay on the activities as specified in Schedule VII of the act, in pursuant of the CSR policy.

(Amount in INR million)

	For the year ended 31 March 2021	For the year ended 31 March 2020
Gross amount required to be spent by the Company during the year:-	87.20	71.84
(i) Construction/ Acquisition of asset	0.75	-
(ii) For purpose other than (i) above	86.45	75.93
	87.20	**75.93**

35. Related party disclosures

Names of related parties and related party relationship

I. Related parties where control exists

a. Ultimate Holding company	Compass Limited
b. Immediate Holding company	BATA (BN) B.V. The Netherlands
c. Other Related Parties*	Bata India Limited Gratuity Fund Bata India Limited Pension Fund

*Refer notes 29 for information on transactions with post employment benefit plans mentioned above enterprises controlled by the Company.

II. Related parties with whom transactions have taken place

a. Key management personnel	Rajeev Gopalakrishnan – Managing Director Ram Kumar Gupta – Director Finance & CFO Sandeep Kataria - Whole time Director & CEO Vidhya Srinivasan (w.e.f. 28.01.2021) - CFO Uday Khanna (Chairman & Independent Director till 03.08.2019) Ashwani Windlass (Chairman & Independent Director w.e.f. 13.11.2019) Ravi Dhariwal (Independent Director) Akshay Chudasama (Independent Director) Anjali Bansal (Independent Director) Ashok Kumar Barat (Independent Director)
b. Enterprises in which director is interested	Shardul Amarchand Mangaldas & Co. Delhivery Private Limited
c. Fellow Subsidiaries with whom transactions have taken place during the year and previous period	Bata Shoe (Singapore) Pte. Ltd Global Footwear Services Pte Ltd Bata Malaysia SDN. BHD. The Zimbabwe Bata Shoe Co. Bata Shoe Co. of Ceylon Ltd. Bata Nederland BV Bata Shoe Co. (Bangladesh) Ltd. International Footwear Investment B.V. Bata Brands S.A. Empresas Commercial S.A. Power Athletics Ltd. Bata (Thailand) Limited PT. Sepatu BATA Tbk. Bata Shoe Co. Uganda

III. Additional related parties as per the Companies Act 2013 with whom transactions have taken place during the year:

Company Secretary	Mr. Nitin Bagaria (w.e.f. 25.05.2020) Mr. Arunito Ganguly (till 31.03.2020)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Nature of the Transactions	Related Party		For the year ended 31 March 2021	For the year ended 31 March 2020
i. **Sale of goods**	Empresas Commercial S.A.		0.30	0.64
	Bata Shoe Co. (Bangladesh) Ltd		-	49.63
	Bata Shoe Co. of Ceylon Ltd.		11.77	21.64
	Bata Malaysia SDN. BHD.		-	2.06
	PT. Sepatu BATA Tbk.		-	1.21
	Bata Shoe Co. Uganda		0.49	-
		Total	**12.56**	**75.18**
ii. **Reimbursement of Expenses to**	Bata Brands S.A.		0.14	8.66
	Bata (Thailand) Limited		-	3.25
	PT. Sepatu BATA Tbk.		-	0.13
	Bata Shoe (Singapore) Pte Ltd.		1.41	1.07
		Total	**1.55**	**13.11**
iii. **Reimbursement of Expenses from**	International Footwear Investment B.V.		5.81	9.96
	Bata Shoe Co. (Bangladesh) Ltd		0.04	4.64
	Bata Brands S.A.		26.77	18.84
		Total	**32.62**	**33.44**
iv. **Technical Collaboration fees**	Global Footwear Services Pte Ltd.		135.08	322.62
		Total	**135.08**	**322.62**
v. **Royalty**	Bata Brands S.A.		46.91	98.97
		Total	**46.91**	**98.97**
vi. **Service Fees**	Power Athletics Ltd.		33.66	44.98
	Bata Nederland BV		10.08	10.82
		Total	**43.74**	**55.80**
vii. **Legal and professional fees**	Shardul Amarchand Mangaldas & Co.		-	0.35
		Total	**-**	**0.35**
viii. **Freight charges**	Delhivery Private Limited		63.37	27.26
		Total	**63.37**	**27.26**
viii. **Transaction with Holding Company**				
Dividend paid	BATA (BN) B.V. The Netherlands, Amsterdam		272.26	425.41
		Total	**272.26**	**425.41**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

ix. Remuneration to Directors and other key managerial personnel *

Name of the Director/ Other Key Managerial Personnel	For the year ended 31 March 2021	For the year ended 31 March 2020
Rajeev Gopalakrishnan	46.59	52.81
Ram Kumar Gupta	30.86	28.73
Sandeep Kataria	69.56	43.41
Vidhya Srinivasan (w.e.f. 28.01.2021)	3.10	-
Nitin Bagaria	3.86	-
Arunito Ganguly	-	2.83
Uday Khanna (Independent Director till 03.08.2019)**	-	3.18
Ashwani Windlass (Independent Director)**	0.58	0.21
Ravi Dhariwal (Independent Director)**	2.67	2.69
Akshay Chudasama (Independent Director)**	1.02	2.45
Anjali Bansal (Independent Director)**	0.70	2.27
Ashok Kumar Barat (Independent Director)**	1.23	1.09
Total	**160.17**	**139.67**

* As the liabilities for provident fund, gratuity and compensated absences are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the directors are not included above.

**As per the section 149(6) of the Companies Act, 2013, Independent Directors are not considered as "Key Managerial Person", however to comply with the disclosure requirements of Ind AS-24 on "Related party transactions" they have been disclosed as "Key Managerial Person".

Balances outstanding as at the end of the year:

Nature of the Balance	Related Party	As at 31 March 2021	As at 31 March 2020
i. Trade receivables	Bata Shoe Co. of Ceylon Ltd.	15.50	12.09
	Empresas Commercial S.A.	-	-
	Delhivery Private Limited	-	0.01
	Total	**15.50**	**12.10**
ii. Trade payables - Reimbursement of Expenses to	Bata (Thailand) Limited	-	2.91
	Bata Brands S.A.	0.14	3.04
	Total	**0.14**	**5.95**
iii. Other Financial assets	Bata Shoe Co. of Ceylon Ltd.	0.14	0.15
	Bata Shoe Co. (Bangladesh) Ltd	-	4.64
	International Footwear Investment B.V.	1.98	2.71
	Bata Brands S.A.	6.36	8.31
	Total	**8.48**	**15.81**
iv. Trade payables - Technical Collaboration Fees	Global Footwear Services Pte Ltd.	16.36	51.93
	Total	**16.36**	**51.93**
v. Trade payables - Royalty	Bata Brands S.A.	14.09	82.94
	Total	**14.09**	**82.94**
vi. Trade payables - Service fees	Power Athletics Ltd.	25.02	9.18
	Bata Nederland BV	3.00	6.35
	Total	**28.02**	**15.53**
vii. Trade payables - Freight	Delhivery Private Limited	0.06	-
	Total	**0.06**	**-**

(Amount in INR million)

Group information

Information about subsidiaries

The consolidated financial statements of the Group includes subsidiaries listed in the table below:

Name	Principal Activities	Country of Incorporation	%ge of Equity Interest As at 31 March 2021	%ge of Equity Interest As at 31 March 2020
Bata Properties Limited	Letting of Properties	India	100%	100%
Coastal Commercial & Exim Limited*	Letting of Properties	India	-	100%
Way Finders Brands Limited	Trading of Apparels/footwear under Brand of CAT	India	100%	100%

* merged with Bata Properties Limited w.e.f. 01.04.2020. Refer note 43

36. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars	As at 31 March 2021	As at 31 March 2020
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of year reported in Current Trade Payables		
Principal Amount Unpaid	288.03	188.92
Interest Due	-	-
The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year		
Payment made beyond the Appointed Date	1,041.14	433.80
Interest Paid beyond the Appointed Date	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of the year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

37. Mutation of names in respect of the shop premises in favour of subsidiaries- Bata Properties Limited and Coastal & Commercial Exim Limited is pending.

38. Financial risk management objectives and policies

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The primary market risk to the Company is foreign exchange risk. Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) primarily with respect to USD and Euro.

The Company uses forward contracts to mitigate foreign exchange related risk exposures. When a forward contract is entered into for the purpose of being a hedge, the Company negotiates the terms of those contracts to match the terms of the hedged exposure. The Company's exposure to unhedged foreign currency risk as at 31 March, 2021 and 31 March, 2020 has been disclosed in note 33.

(Amount in INR million)

For the year ended 31 March 2021, every 5 percentage point depreciation/appreciation in the exchange rate between the Indian rupee and U.S. dollar, would have affected the Company's profit before tax by (5.01) million/ 5.01 million respectively and Pre tax equity by (5.01) million/ 5.01 million respectively.

For the year ended 31 March 2020, every 5 percentage point depreciation/appreciation in the exchange rate between the Indian rupee and U.S. dollar, would have affected the Company's profit before tax by (12.55) million/ 12.55 million respectively and Pre tax equity by (12.55) million/ 12.55 million respectively.

B) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and deposits to landlords) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Company generally doesn't have collateral.

a) Trade receivables

Customer and vendor credit risk is managed by business through the Company's established policy, procedures and control relating to credit risk management. Credit quality of each customer is assessed and credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed for all major customers at each reporting date on an individual basis. In addition, a large number of minor receivables are grouped into homogenous group and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in note 9. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several industries and operate in largely independent markets.

b) Loans and other financial assets

With regards to all the financial assets with contractual cashflows other than trade receivables, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from which these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible. The maximum exposure to credit risk at the reporting date in each class of financial assets is disclosed in note 5, 10 and 11.

C) Liquidity risk

The Company's principal source of liquidity is cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding bank borrowings. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

As of 31 March 2021, the Company had a working capital of INR 11451.39 Million including cash and cash equivalents of INR 544.90 Million . As of 31 March 2020, the Company had a working capital of INR 12025.50 Million including cash and cash equivalents of INR 152.11 Million.

D) Commodity price risk

The Company is exposed to the risk of price fluctuation of raw material as well as finished goods. The Company manages its commodity price risk by maintaining adequate inventory of raw materials and finished goods considering future price movement. To counter raw material risk, the Company works with variety of leather, PVC and rubber with the objective to moderate raw material cost, enhance application flexibility and increased product functionality and also invests in product development and innovation. To counter finished goods risk, the Company deals with wide range of vendors and manages these risks through inventory management and proactive vendor development practices.

Inventory sensitivity analysis (raw material, work in progress and finished goods)

A reasonably possible change of 5% in prices of inventory at the reporting date, would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit or loss		Equity, net of tax	
	5% increase	5% decrease	5% increase	5% decrease
31 March 2021				
Inventory (raw material, work in progress, stock in trade and finished goods)	(186.68)	186.68	(141.56)	123.31
31 March 2020				
Inventory (raw material, work in progress, stock in trade and finished goods)	(267.18)	267.18	(176.49)	(176.49)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

39. Additional information under general instructions for the preparation of consolidated financial statements of Schedule III to the Companies Act, 2013

S.No.	Name of the Entity	Net Assets, i.e. total assets minus liabilities as at				Share in profit or loss for the year ended			
		As at 31 March 2021		As at 31 March 2020		As at 31 March 2021		As at 31 March 2020	
		As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount	As % of Consolidated profit & loss	Amount	As % of Consolidated profit & loss	Amount
Parent	Bata India Limited	100.10%	17,597.71	99.88%	18,915.71	101.08%	(902.75)	99.34%	3,267.91
Subsidiaries									
1	Bata Properties Limited	0.05%	10.01	0.29%	55.51	-0.19%	1.70	0.09%	2.94
2	Coastal Commercial & Exim Limited*	0.00%	-	0.01%	1.81	0.00%	-	0.01%	0.27
3	Way Finders Brands Limited	-0.15%	(26.81)	-0.18%	(33.75)	-0.89%	7.94	0.56%	18.41
Total			**17,580.91**		**18,939.28**		**(893.11)**		**3,289.53**

* merged with Bata Properties Limited w.e.f. 01.04.2020. Refer note 43

40. Group has unavailed working capital borrowing limits of Rs. 1000 million as on March 31, 2021 which has been surrendered during May 2021.

41. Segment Reporting

Segment information is presented in respect of the company's key operating segments. The operating segments are based on the company's management and internal reporting structure.

Operating Segments

The Company's Managing Director/CEO has been identified as the Chief Operating Decision Maker ('CODM'), since Managing Director and CEO are responsible for all major decision w.r.t. the preparation and execution of business plan, preparation of budget and other key decisions.

Managing director/CEO reviews the operating results at the Company level to make decisions about the Company's performance. Accordingly, management has identified the business as single operating segment i.e. Footwear & Accessories. Accordingly, there is only one Reportable Segment for the Company which is "Footwear and Accessories", hence no specific disclosures have been made.

Other disclosures are as follows:

a) Revenue and Trade receivables as per Geographical Markets

Particulars	Revenue		Trade Receivables	
	For the year ended 31 March 2021	For the year ended 31 March 2020	As at 31 March 2021	As at 31 March 2020
India	17,008.38	30,391.48	774.64	620.45
Outside India	76.42	169.66	19.02	12.26
Total	17,084.80	30,561.14	793.66	632.71

b) The non-current assets of the Company are located in the country of domicile i.e. India. Hence no specific disclosures have been made.

There are no major customer having revenue greater than 10% of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in INR million)

42. The current financial year has been a challenging year for our business. The year began amidst a strict lockdown post the emergence of the Coronavirus (COVID-19) towards the end of the last financial year. The economy gradually opened post June 2020 and the second half of the year was progressing towards recovery. However, a much stronger second wave of Covid-19 infections hit the country towards the end of year and has once again resulted in significant disruption to our business as several state governments have announced partial/ complete restrictions. As a result, the Company has made detailed assessment of the recoverability and carrying values of its assets comprising property, plant and equipment, inventories, receivables, other current assets, deferred tax assets, etc. as at the period end and on the basis of evaluation, has concluded that no material adjustments are required in the financial results. Given the uncertainties associated with nature, condition and duration of COVID-19, the impact assessment on the Company's financial statements will be continuously made and provided for as required.

43. During the year the wholly owned subsidiary, Coastal Commercial & Exim Limited (CCEL) has amalgamated with another wholly owned subsidiary company - Bata Properties Limited pursuant to scheme of merger, approved vide order no RD/T/32916/S-233/20/176 dated 9.4.2021 by Regional Director(ER) with Appointed day as 1 April 2020. Consequent upon the merger and in accordance with the applicable Accounting standard Ind AS 103 Business Combination, entire business comprising of all assets and liabilities including immovable properties, have vested in the subsidiary company.

44. Note 22 includes R&D expenses of INR 47.96 million (31 March 2020 INR 54.69 million) and Note 25 includes R&D expenses of INR 8.99 million (31 March 2020 INR 13.56 million).

45. The disclosure regarding details of specified bank notes held and transaction during 8 November 2016 to 30 December 2016 have not been made since the requirement does not pertain to financial year ended 31 March 2021.

As per our report of even date attached

For **B S R & Co. LLP**
ICAI Firm Registration number: 101248W/W-100022
Chartered Accountants

Rajiv Goyal
Partner
Membership no.: 094549
Place: Gurugram
Date: 09 June 2021

For and on behalf of the Board of Directors of Bata India Limited

Rajeev Gopalakrishnan
Managing Director
DIN: 03438046

Sandeep Kataria
Whole Time Diretor & CEO
DIN: 05183714

Ashok Kumar Barat
Independent Director
DIN: 00492930

Ram Kumar Gupta
Director Finance & CFO
DIN: 01125065

Vidhya Srinivasan
Director Finance & CFO
DIN: 06900413

Nitin Bagaria
Company Secretary
Membership no. ACS 20228

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NOTES

NOTES

BRANDS

Hush Puppies®

Bata | RED LABEL

Bubble gummers®

NORTH STAR

marie claire®

Scholl®

Bata COMFIT

NATURALIZER

ambassador by Bata

power®

THINK OUTDOORS WEINBRENNER® • SINCE 1892 •

Bata®

Bata Express Avenue Chennai

BATA INDIA LIMITED

(CIN: L19201WB1931PLC007261)

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Telephone: (0124) 3990100 | Fax: (0124) 3990116/118 | E-mail: in-customer.service@bata.com

Registered Office: 27B, Camac Street, 1st Floor, Kolkata – 700016, West Bengal
Telephone: (033) 23014400 | E-mail: share.dept@bata.com | Website: www.bata.in

THE FOLLOWING INSTRUCTIONS SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF 88TH ANNUAL GENERAL MEETING OF BATA INDIA LIMITED DATED JUNE 9, 2021:

VOTING THROUGH ELECTRONIC MEANS

I. In compliance with Section 108 of the Companies Act, 2013 (the "Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations") read with the General Circulars issued by the Ministry of Corporate Affairs (the "MCA") bearing Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively and General Circular No. 02/2021 dated January 13, 2021 (hereinafter, collectively referred as the "MCA Circulars") and the SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively (hereinafter, collectively referred as the "SEBI Circulars"), the Company is pleased to facilitate its Members, to transact businesses as mentioned in the Notice convening the 88th Annual General Meeting (the "AGM" or the "88th AGM" or the "Meeting"), by voting through electronic means (e-Voting). In this regard, the Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide remote e-Voting facility and e-Voting at the AGM.

II. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, August 9, 2021 at 9:00 A.M. IST and ends on Wednesday, August 11, 2021 at 5:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Thursday, August 5, 2021, may cast their vote electronically. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, August 5, 2021.

To vote electronically using NSDL e-Voting system:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS"** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

To Log-in to NSDL e-Voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if Folio Number is 001*** and EVEN is 116385 then user ID is 116385001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing Password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'Initial Password' which was communicated to you. Once you retrieve your 'Initial Password', you need to enter the 'Initial Password' and the system will force you to change your password.

b) To retrieve your 'Initial Password'

(i) If your email ID is registered in your demat account or with the company, your 'Initial Password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL Account or Folio Number for shares held in Physical form. The .pdf file contains your 'User ID' and your 'Initial Password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your Password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the Password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/Folio Number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, Tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

To cast your vote electronically and join General Meeting on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pawan@sarawagi.in with a copy marked to evoting@nsdl.co.in

2. It is strongly recommended not to share your Password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Mr. Amit Vishal, AVP/ Ms. Pallavi Mhatre, Manager of NSDL) or at evoting@nsdl.co.in or may also contact Mr. Jyotirmoy Banerjee, Investor Relations Manager of the Company at telephone no. (033) 22895796 or at e-mail ID share.dept@bata.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to share.dept@bata.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhar Card) to share.dept@bata.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC OR OAVM ARE AS UNDER:

1. The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e-Voting.

2. Only those Members, who will be present in the AGM through VC or OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of AGM shall be the same person mentioned for remote e-Voting.

5. Member will be provided with a facility to attend the AGM through VC or OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under Shareholder / Member

login by using the remote e-Voting credentials. The link for VC or OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed.

6. Members can join the AGM through the VC or OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the stated procedure.

7. Members who do not have the User Id and Password for e-Voting or have forgotten the User Id and Password may retrieve the same by following the remote e-Voting instructions mentioned above to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.

8. Members are encouraged to join the Meeting through Laptops and allow camera for better experience. Members connecting through Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation/bandwidth issues in their respective networks. It is, therefore, recommended to use a good speed internet connection, preferably stable Wi-Fi or LAN Connection, to mitigate any kind of aforesaid glitches and to avoid any disturbance(s) during the AGM.

9. Members who need any assistance before or during the AGM, may contact on the helpline number or other contact details provided above.

10. Members under the category of Institutional Investors are encouraged to attend the AGM and also vote through remote e-Voting or e-Voting during the AGM.