

Date: January 14, 2016

BSE Limited  
Corporate Relationship Department  
1st Floor, New Trading Wing,  
Rotunda Building,  
P J Towers, Dalal Street, Fort,  
Mumbai - 400 001

Dear Sirs,

**Subject: Compliance Report on Corporate Governance  
for the quarter ended December 31, 2015**

In compliance with Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Compliance Report on Corporate Governance for the quarter ended December 31, 2015.

Please take the same on record and acknowledge receipt.

Thanking you.

Yours faithfully,  
For **BATA INDIA LIMITED**



**MALOY KUMAR GUPTA**  
Company Secretary

Encl: As above

- Copy to:
- (1) The Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,  
Bandra - Kurla Complex, Bandra (E),  
Mumbai - 400 051
  - (2) The Secretary  
The Calcutta Stock Exchange Limited  
7, Lyons Range,  
Kolkata - 700 001

**Compliance Report on Corporate Governance  
for the quarter ended December 31, 2015**

1. Name of Listed Entity: **BATA INDIA LIMITED** [BSE Scrip Code: 500043; NSE Scrip Code: BATAINDIA; CSE Scrip Code: 10000003]  
2. Quarter ending: **December 31, 2015**

**I. Composition of Board of Directors**

Title (Mr./Ms.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>6</sup>	Date of Appointment in the current term/ cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Uday Chander Khanna	PAN: AFEPK7061E DIN: 00079129	Independent - Chairman	DoA: August 4, 2014	August 4, 2014 – December 31, 2015	6	2	4
Mr.	Ravindra Dhariwal	PAN: ADPPD1049Q DIN: 00003922	Independent	DoA: May 27, 2015	May 27, 2015 – December 31, 2015	1	0	1
Mr.	Akshaykumar Narendrasinhji Chudasama	PAN: AAAPCS207F DIN: 00010630	Independent	DoA: August 4, 2014	August 4, 2014 – December 31, 2015	2	2	0
Ms.	Anjali Bansal	PAN: AJMPB0292J DIN: 00207746	Independent	DoA: August 4, 2014	August 4, 2014 – December 31, 2015	3	1	0
Mr.	George Nigel John Clemons	PAN: N.A. DIN: 02640369	Non-Executive	DoA: April 23, 2009	N.A.	1	1	0
Mr.	Shaibal Sinha	PAN: AATPS6681E DIN: 00082504	Non-Executive	DoA: May 27, 2015	N.A.	1	1	0
Mr.	Rajeev Gopalakrishnan	PAN: AGPGG7833H DIN: 03438046	Executive	DoA: February 23, 2011	N.A.	1	1	0
Mr.	Ram Kumar Gupta	PAN: AAHPG1906G DIN: 01125065	Executive	DoA: August 19, 2015	N.A.	1	1	0
Mr.	Kumar Nitesh	PAN: ADVPN9011C DIN: 06876230	Executive	Date of cessation: November 4, 2015  (DoA: May 21, 2014)	N.A.	1	0	0

<sup>5</sup>PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>6</sup>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

\*To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &
1. Audit Committee	1. Mr. Ravindra Dhariwal 2. Mr. Uday Chander Khanna 3. Mr. Akshaykumar Narendrasinhji Chudasama 4. Ms. Anjali Bansal 5. Mr. George Nigel John Clemons 6. Mr. Shaibal Sinha	Independent - Chairman Independent  Independent Independent Non-Executive Non-Executive
2. Nomination & Remuneration Committee	1. Ms. Anjali Bansal 2. Mr. Uday Chander Khanna 3. Mr. Ravindra Dhariwal 4. Mr. Akshaykumar Narendrasinhji Chudasama 5. Mr. George Nigel John Clemons 6. Mr. Shaibal Sinha	Independent - Chairperson Independent Independent Independent  Non-Executive Non-Executive
3. Risk Management Committee  (Not applicable to the Company during the quarter. The Board constituted this Committee voluntarily)	1. Mr. Rajeev Gopalakrishnan 2. Mr. Ravindra Dhariwal 3. Mr. Ram Kumar Gupta 4. Mr. Kumar Nitesh (Ceased to be a member w. e. f. November 4, 2015) 5. Mr. Sanjay Kanth  6. Mr. Vikas Baijal  7. Mr. Vinod Kumar Mangla	Executive - Chairman Independent Executive Executive  Senior Vice President - Manufacturing & Sourcing Senior Vice President - Human Resource Chief Internal Auditor
4. Stakeholders Relationship Committee	1. Mr. Uday Chander Khanna 2. Mr. Rajeev Gopalakrishnan 3. Mr. Ram Kumar Gupta	Independent - Chairman Executive Executive

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.


III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings in number of days
August 5, 2015; August 19, 2015	November 4, 2015	76 days

IV. Meeting of Committees			
Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
November 4, 2015	Yes; Other than Mr. Akshaykumar Narendrasinhji Chudasama and Mr. George Nigel John Clemons, all the Members of the Committee were physically present at the Meeting.	August 4, 2015; August 19, 2015	76 days
Nomination & Remuneration Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
November 4, 2015	Yes; Other than Mr. Akshaykumar Narendrasinhji Chudasama and Mr. George Nigel John Clemons, all the Members of the Committee were physically present at the Meeting.	August 19, 2015	76 days



Risk Management Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
No meeting was held in the quarter ended December 31, 2015	N.A.	No meeting was held in the quarter ended September 30, 2015	N.A.
Stakeholders Relationship Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
November 4, 2015	Yes; All the Members of the Committee were physically present at the Meeting.	August 5, 2015; September 8, 2015	56 days

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
<b>Note</b> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here.	

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee (constituted voluntarily) 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors: <b>N.A.</b>
<p><b>BATA INDIA LIMITED</b></p>  <p><b>(MALOY KUMAR GUPTA)</b> COMPANY SECRETARY</p>