

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of Relaxo Footwears Limited will be held at Sri Sathya Sai Internatioanl Centre, Lodhi Road Institutional Area, Pragati Vihar, New Delhi -110 003 on Thursday, the 15th day of September, 2016 at 10.30 a.m to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss Account for the year ended on that date along with the Reports of the Auditors and the Directors thereon.
2. To declare dividend @ 60% equivalent to ₹ 0.60 on each equity share of Face Value of ₹ 1/- each for the Financial Year, 2015-16.
3. To appoint a Director in place of Mr. Nikhil Dua (DIN—00157919) who retires by rotation and being eligible offers himself for reappointment.
4. To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of Audit Committee and the Board of Directors, M/s. Gupta & Dua, Chartered Accountants, New Delhi be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of Thirty Third Annual General Meeting and that the Board of Directors be and are hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS

5. REAPPOINTMENT OF MR. NIKHIL DUA, AS WHOLE TIME DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 188, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other relevant rules & provisions (including any statutory modification(s) or re-enactment thereof for the time being in force) thereof, consent of Shareholders be and is hereby accorded to the re-appointment of Mr. Nikhil Dua (DIN—00157919), as Whole time Director, for a period of one year with effect from 1st day of October, 2016 and liable to retire by rotation on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits under the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT in the absence or inadequacy of the profits in any year, Mr. Nikhil Dua, shall be entitled to receive and be paid as minimum remuneration in that year by way of salary, allowances, perquisites and other benefits as stated in the Explanatory Statement hereto, subject to the ceiling as specified under Schedule V and any other provisions of Companies Act, 2013 (including any statutory modifications and re-enactments thereof).”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to sign and execute such documents/writings or other papers as may be necessary and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable, expedient or incidental for the purpose and to settle any question, difficulty or doubt that may arise in giving effect to this resolution.”

By Order of the Board

For Relaxo Footwears Limited

Vikas Kumar Tak

Company Secretary

Delhi, 14th May, 2016

NOTES:-

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to special business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF IN THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS PROVIDED THAT A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The proxy, in order to be effective, must be deposited at the Registered Office of the Company, Aggarwal City Square, Plot No. 10, Manglam Place, District Centre, Sector-3, Rohini, Delhi -110085 or its Registrar and Share Transfer Agent M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 not less than forty eight hours before the commencement of the meeting.

6. The Register of Members and Share Transfer Books of the Company will remain closed from 9th September, 2016 to 14th September, 2016 (both days inclusive) in connection with the AGM and for the purpose of Dividend.
7. Dividend 60% i.e. ₹ 0.60 per equity share for the year ended 31st March, 2016 as recommended by the Board if declared at AGM will be payable to those members whose name appears on the Company's Register of Members at the close of business hours on 8th September, 2016.
8. Members holding shares in physical form are advised to notify to the Registrar and Share Transfer Agent of the Company of any change in their addresses immediately.
9. Members holding shares in De-mat form are advised to notify to their respective Depository Participant of any changes in their addresses and particulars of their bank accounts immediately.
10. Members who are yet to register their email addresses with the Company or with the Depository are once again requested to register the same. The form for registration of email addresses with Company can be downloaded from the Company's website www.relaxofootwear.com.
11. Members/Proxies are requested to produce the attendance slip, duly completed and signed, for admission to the meeting hall.
12. Pursuant to the provisions of Section 124 of the Companies Act, 2013, any dividend, which remains unpaid or unclaimed for a period of seven years shall be transferred to Investor Education and Protection Fund.
Members who have not encashed their dividend warrants are requested to send back their warrants for revalidation or lodge their claims to our Registrar and Share Transfer Agent. Members are advised that once the unclaimed dividend is transferred to the above fund, no claim shall lie from the company in respect thereof.
13. The annual report of the Company circulated to the Members of the Company, will be made available on the Company's website www.relaxofootwear.com.
14. Pursuant to the requirements of SEBI (LODR), Regulations 2015 & Secretarial Standard-2 on General Meetings, the information about the Directors proposed to be appointed / re-appointed are furnished and forms a part of this Notice.
15. In terms of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of M/s Karvy Computershare Private Limited to provide the facility of electronic voting (e-voting) in respect of the Resolutions proposed at this AGM. The Board of Directors of the Company has appointed M/s Baldev Singh Kashtwal Company Secretary as the Scrutinizer for this purpose.

16. E-Voting Instructions :

The detailed procedure and instructions for remote e-voting are as under:

A. In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company / Depository Participant(s) unless he / she has requested for a hard copy of documents]:

- (i) Launch internet browser by typing the URL: <http://evoting.karvy.com>.
- (ii) Enter the login credentials (i.e. User ID and initial password) as provided in the e-mail forwarding the Notice of AGM along with Annual Report of the Company. The E-voting Event Number, Your Folio No./DP ID along with Client ID (For NSDL) / 16 digits beneficiary ID (For CDSL), will be your User ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1800 3454 001 for your existing password.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach the password change menu, wherein you are required to mandatorily change your initial password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the EVSN (Electronic Voting Sequence Number) for Relaxo Footwears Limited, as mentioned in the email forwarding the Notice of AGM along with Annual Report of the Company, in case of members receiving the documents in electronic form and in the enclosed "Electronic Voting Particulars", in case of a member receiving the documents in physical form.
- (vii) On the voting page, you will see resolutions description and against the same the option 'FOR/AGAINST' for voting. Enter the number of shares (which represents the number of votes) as held by member as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date.
- (viii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (ix) You may then cast your vote by selecting an appropriate

option and click on "SUBMIT".

(x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolutions.

(xi) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at e-mail ID: bskashtwal@yahoo.co.in with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "RELAXO_EVSN Number."

(xii) Once you have cast your remote e-vote on resolutions you will not be allowed to modify it subsequently or vote on such resolutions on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.

B. In case of members whose email address is not registered with the Company / Depository Participants, their User Id and initial password/ PIN is provided along with attendance slip sent along with the AGM Notice

Please follow steps from (i) to (xi) as mentioned in A above, to cast your vote.

C. Members holding shares in either physical or dematerialized form as on the Cut-Off Date i.e, 8th September, 2016, may cast their votes electronically. The e-voting period for the Members who hold shares as on the cut-off date commences on 12th September, 2016 (9.00 am) and ends on 14th September, 2016 (5.00 pm). The e-voting module shall be disabled by Karvy for voting thereafter.

D. Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 8th September, 2016, may obtain the login ID and password by sending a request. However, if you are already registered with karvy for e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/ Password" option available on <http://evoting.karvy.com>.

E. A Member can opt for only one mode of voting, i.e. either by e-voting or through Ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the Ballot Form of that Member shall be treated as invalid.

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 <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at 1800 345 4001 (toll free).

17. The details in respect of unclaimed dividend when due for transfer to the said fund are given below:

Financial Year	Date of Declaration	Date of Transfer to Dividend A/C	Last Date of Claim	Due Date of Transfer to IEPF	Amount of Unclaimed Dividend as on 31.03.2016 (₹)
2008-09	25.09.09	31.10.09	30.10.16	29.11.16	47236
2009-10 (Interim)	31.10.09	06.12.09	05.12.16	04.01.17	66284
2009-10	24.09.10	30.10.10	29.10.17	28.11.17	77563
2010-11 (Interim)	03.11.10	09.12.10	08.12.17	07.01-18	40659
2010-11	20.09.11	26.10.11	25.10.18	24.11.18	65755
2011-12	17.09.12	23.10.12	22.10.19	21.11.19	94784*
2012-13	19.09.13	25.10.13	24.10.20	23.11.20	139068
2013-14	18.09.14	24.10.14	23.10.21	22.11.21	165488
2014-15	24.09.15	30.10.15	29.10.22	28.11.22	191563

* The unpaid dividend for the Financial Year 2011-12 represents demand draft issued to the shareholders which are yet to be encashed.

18. Details of Directors seeking reappointment in Annual General Meeting fixed for 15th September, 2016:

Name of Director	Mr. Nikhil Dua
Age	40 years
Expertise in Specific functional areas	Over 21 years of experience in Manufacturing, Product Development in the footwear Industry and Management of the Company.
Qualifications	B.Com., Course from International School of Modern Shoe Making (Czech Republic)
List of other Companies in which Directorships held	Nil
Chairman / Member of committees of the Board of other Companies in which he is a director	Nil
Number of Shares held in the Company	4500450

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 5

Mr. Nikhil Dua was appointed as Whole Time Director w.e.f. 1st October, 2013 for a tenure of 3 years and subsequently remuneration increase was approved by the Shareholders in their meeting held on 18th September, 2014 for the remaining tenure which is going to expire on 30th September 2016.

In view of contribution in the manufacturing and Product Development of the Company and the background and experience of Mr. Nikhil Dua the Board of Directors at its meeting held on May 14th, 2016, based on the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders at the ensuing Annual General Meeting has reappointed Mr. Nikhil Dua as Whole Time Director of the Company for one year on the terms and conditions given below :

1. **Term** : One year commencing from 1st October, 2016 to 30th September, 2017.
2. **Nature of Duties** : Mr. Nikhil Dua shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and/or the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
3. **Gross Salary** : Gross salary per month ₹ 6,00,000/-.
4. **Performance Bonus / Variable Payout** : 0.01% of turnover as defined under the Companies Act, 2013, upto a maximum of ₹ 25 Lacs in a Financial Year.
5. **Other benefits** :
 - a) Other Perquisites also include use of Company's car with driver, Group Personal Accidental coverage and reimbursement of entertainment and all other expenses incurred by him for the business of Company as per the Company Rules, as applicable to all the employees of the Company from time to time which shall not be included in computation of perquisites and allowances.

Explanation :

Perquisites shall be evaluated as per Income Tax Rules whenever applicable and in the absence of any such rule perquisite shall be evaluated at actual cost to the Company.

No Sitting fee for attending the meetings of Board of Directors / Committee thereof shall be paid to Mr. Nikhil Dua till the time he is functioning as a Whole Time Director.

Overall Remuneration

The total remuneration payable to Mr. Nikhil Dua by way of salary perquisites, allowances, benefits and amenities as approved by the Board shall not exceed the limits laid down in Section 197 and other relevant provisions of Companies Act, 2013 or any statutory modifications or re-enactments thereof.

Minimum Remuneration :

The above remuneration shall also be paid as minimum remuneration to Mr. Nikhil Dua in the event of absence or inadequacy of profit in any year during his remaining tenure subject to the ceilings specified under Schedule V of the Companies Act, 2013 having regard to the effective capital of the Company.

Mr. Mukand Lal Dua Whole Time Director of the Company is related to Mr. Nikhil Dua.

The Board recommends the resolution as item no 5 for approval of members.

By Order of the Board

For Relaxo Footwears Limited

Vikas Kumar Tak

Company Secretary

Delhi, 14th May, 2016