

RELAXO

22nd September, 2017

BSE Ltd. Corporate Relationship Department 1st Floor New Trading Rotunda Building, P J Towers Dalal Street Fort, Mumbai – 400001	National Stock Exchange of India Ltd Listing Department, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051
Scrip Code – 530517	Scrip Code – RELAXO

Sub: Proceeding and details of the Voting Results of the 33rd Annual General Meeting pursuant to Regulation 30 & 44(3) of SEBI (LODR) Regulations, 2015.

Dear Sir,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, we wish to inform you that the 33rd Annual General Meeting was held on 21st September, 2017 at 10:30 a.m. at Sri Sathya Sai International Centre, Lodhi Road, Institutional Area, Pragati Vihar, New Delhi- 110003.

Total 136 members (including Proxies) attended the meeting as per the attendance records prepared by Registrar and Transfer Agent (**Karvy Computershare Pvt Ltd**).

Mr. Ramesh Kumar Dua, Managing Director of the Company was appointed as Chairman of the Meeting. After confirming the quorum was present the Chairman called the meeting in order.

Mr. Ramesh Kumar Dua, Managing Director Chaired the meeting.

The Chairman informed that the Notice convening the 33rd Annual General Meeting along with the Balance Sheet as on 31st March 2017, Profit and Loss Account, Cash Flow Statement, Auditors Report and Directors' Report for the year ended 31st March, 2017 have already been dispatched to the members and with the permission of the members the same were taken as read.

The Chairman delivered his speech and briefly reported the working and performance of the Company during the year under review.

Chairman informed the shareholders that Company had provided E- Voting facility to the shareholders and the shareholders might have cast their vote through remote e-voting facility which was available from 18th September, 2017 to 20th September, 2017 and those shareholders who did not participate in e- voting, can cast their vote by Poll provided by the Company at the Annual General Meeting.



RELAXO FOOTWEARS LIMITED

Registered Office: Aggarwal City Square, Plot No. 10, Manglam Place,
District Centre, Sector-3, Rohini, Delhi-110085. Phones: 46800 600, 46800 700
Fax: 46800 692 E-mail: rfi@relaxofootwear.com
CIN L74899DL1984PLC019097



RELAXO

Chairman informed that Mr. Baldev Singh Kashtwal, Practicing Company Secretary was duly appointed by the Board of Directors to act as a Scrutinizer for e- voting process & for the poll at the AGM.

Queries of the members were replied by the Mr. Ramesh Kumar Dua, Chairman of the Meeting and Mr. Sushil Batra, CFO of the Company.

The meeting concluded with vote of thanks to the chair.

We are submitting herewith result of business transactions conducted as per the Notice of AGM. Further, pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we are also submitting herewith the details regarding the Voting Results of the business transacted at the AGM in the prescribed format.

We are also enclosing the Reports of the Scrutinizer on E-Voting and Voting through Ballot Paper at the AGM.

The above are also being uploaded on the Company's Website.

This is for your information and record.

Thanking you,

For **Relaxo Footwears Limited**

Vikas Kumar Tak
Company Secretary



Enclosed :

1. Results of AGM
2. Report under Regulation 44(3) of SEBI (LODR) Regulations, 2015
3. Scrutinizer's Report

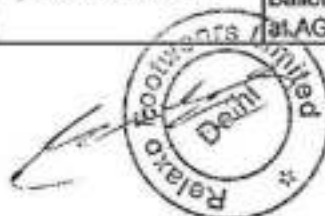
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Annexure A

S.No	Agenda	Resolution Required (Ordinary / Special)	Mode of Voting	Remarks
1	To adopt the Audited Financial Statements, Directors & Auditors Reports for the Financial Year ended 31st March, 2017..	Ordinary Resolution	E-Voting & Ballot Paper at AGM	Passed with requisite majority
2	To declare dividend @ 100% i.e. ₹ 1.00 per Equity Share of Face value of ₹ 1/- each for the Financial Year 2016-17.	Ordinary Resolution	E-Voting & Ballot Paper at AGM	Passed with requisite majority
3	Appointment of Director in place of Mr. Deval Ganguly (DIN—00152685) who retires by rotation and being eligible offers himself for reappointment.	Ordinary Resolution	E-Voting & Ballot Paper at AGM	Passed with requisite majority
4	To appoint M/s. B.R. Maheswari & Co. LLP, Chartered Accountants (Firm Registration No.) as Statutory Auditors of the Company and to fix their remuneration	Ordinary Resolution	E-Voting & Ballot Paper at AGM	Passed with requisite majority
5	Reappointment of Mr. Nikhil Dua (DIN—00157919) as Whole Time Director of the Company for a period of three years.	Special Resolution	E-Voting & Ballot Paper at AGM	Passed with requisite majority
6	Reappointment of Mr. Ritesh Dua, Relative of Director as Executive Vice President (Finance) of the Company for a period of three years.	Special Resolution	E-Voting & Ballot Paper at AGM	Passed with requisite majority
7	Reappointment of Mr. Gaurav Dua, Relative of Director as Executive Vice President (Marketing) of the Company for a period of three years.	Special Resolution	E-Voting & Ballot Paper at AGM	Passed with requisite majority
8	Reappointment of Mr. Nitin Dua, Relative of Director as Executive Vice President (Retail) of the Company for a period of three years.	Special Resolution	E-Voting & Ballot Paper at AGM	Passed with requisite majority
9	Reappointment of Mr. Nitin Dua, Relative of Director as Assistant Executive Vice President (Manufacturing) of the Company for a period of three years.	Special Resolution	E-Voting & Ballot Paper at AGM	Passed with requisite majority



RELAXO FOOTWEARS LIMITED

Date of the AGM/EGM	21-09-2017
Total number of shareholders on record date	11251
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	11
Public:	125
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1	ORDINARY - Adoption of the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2017 together with the reports of the board of Directors and Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100			
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)	90009000	89999000	99.9889	89999000	0	100.0000	0.0000			
	Total		89999000	99.9889	89999000	0	100.0000	0.0000			
	E-Voting		6144458	81.1100	6144458	0	100.0000	0.0000			
Public- Institutions	Postal Ballot (if applicable)	7575464	0	0.0000	0	0	0.0000	0.0000			
	Total		6144458	81.11	6144458	0	100.0000	0.0000			
	E-Voting		14463345	54.1510	14463345	0	100.0000	0.0000			
	Postal Ballot (if applicable)	22545786	4322	0.0192	4322	0	100.0000	0.0000			
Public- Non Institutions	Total		14463345	54.1702	14463345	0	100.0000	0.0000			
	Total		14463345	54.1702	14463345	0	100.0000	0.0000			

Resolution No.	2	ORDINARY - Declare Final Dividend Rs 1 @ 100% for the Financial Year 2016-17 on Equity Shares									
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Whether promoter/ promoter group are interested in the agenda/resolution?	No										
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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll	90009000	89999000	99.9889	89999000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		89999000	99.9889	89999000	0	100.0000	0.0000
Public- Institutions	E-Voting		6365223	84.0242	6365223	0	100.0000	0.0000
	Poll	7575464	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6365223	84.0242	6365223	0	100.0000	0.0000
Public- Non Institutions	E-Voting		14463945	64.1510	14463945	0	100.0000	0.0000
	Poll	22545786	4322	0.0192	4322	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		14467667	64.1702	14467667	0	100.0000	0.0000

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Deval Ganguly (Din: 00152585) as Director of the company, who retires by rotation							
Whether promoter/ promoter group and interested in the agenda/resolutions?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll	90009000	89999000	99.9889	89999000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		89999000	99.9889	89999000	0	100.0000	0.0000
Public- Institutions	E-Voting		6365223	84.0242	6365223	0	100.0000	0.0000
	Poll	7575464	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6365223	84.0242	6365223	0	100.0000	0.0000



Resolution No.	4	ORDINARY - For appointment of M/s B R Maheswari & co. LLP, Chartered Accountants (ICA) Firm registration no. 081075) as Statutory Auditors of the Company and to fix their remuneration.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
	E-Voting	90009000	89999000	0.0000	00	0	0.0000	0.0000			
Promoter and Promoter Group	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000			
	E-Voting	89999000	89999000	99.9889	89999000	0	100.0000	0.0000			
Public- Institutions	Postal Ballot (if applicable)	7575464	6365223	84.0242	6365223	0	100.0000	0.0000			
	E-Voting	6365223	6365223	100.0000	6365223	0	100.0000	0.0000			
Public- Non Institutions	Postal Ballot (if applicable)	22545786	4322	0.0192	4322	0	100.0000	0.0000			
	E-Voting	14463345	14463345	100.0000	14463345	0	100.0000	0.0000			
Total	14463345	14463345	14463345	100.0000	14463345	0	100.0000	0.0000			
Total	14463345	14463345	14463345	100.0000	14463345	0	100.0000	0.0000			
Resolution No.	5	SPECIAL - Reappointment of Mr. Nitish Dua as Whole Time Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes										



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll	90009000	44994500	49.9889	44994500	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total		44994500	49.9889	44994500	0	100	0
	E-Voting		6365223	84.0242	6360648	1575	99.9752	0.0247
	Poll	7575464	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6365223	84.0242	6360648	1575	99.9753	0.0247
	E-Voting		14463345	64.1510	14463345	0	100.0000	0.0000
Public- Non Institutions	Poll	22545786	4322	0.0192	4322	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		34467667	64.1702	14467867	0	100	0
			6365223	84.0242	6360648	1575	99.9753	0.0247

Resolution No.	Resolution required: (Ordinary/ Special)	6	SPECIAL - Reappointment of Mr. Ritesh Dua relative of Director of the Company as Executive Vice President (Finance).						
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Category	Mode of Voting		0	0.0000	00	0	0.0000	0.0000	
	E-Voting	50009000	44994500	49.9889	44994500	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
Promoter and Promoter Group	Total		44994500	49.9889	44994500	0	100	0	
	E-Voting		6144458	81.1100	6111736	32722	99.4674	0.5325	
	Poll	7575464	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	



	Total	6344458	81.11	6111736	32722	99.4675	0.5825
	E-Voting	14463345	64.1510	14463345	0	100.0000	0.0000
	Poll	4322	0.0192	4322	0	100.0000	0.0000
	Postal Ballot (if applicable)	22545786	0.0000	00	0	0.0000	0.0000
	Total	14467867	64.1702	14467867	0	100.0000	0.0000
	Poll	4322	0.0192	4322	0	100.0000	0.0000

Resolution No.	7	SPECIAL - Reappointment of Mr. Gaurav Dua relative of Director of the Company as Executive Vice President (Marketing).						
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	90009000	0	0.0000	00	0	0.0000	0.0000
	Poll		45004500	50.0000	45004500	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	45004500	6144458	81.100	6111736	32722	99.4674	0.5325
	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll	7575464	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	5144458	14463345	81.11	6111736	32722	99.4675	0.5325
	E-Voting		14463345	64.1510	14463345	0	100.0000	0.0000
	Poll		4322	0.0192	4322	0	100.0000	0.0000
	Postal Ballot (if applicable)	22545786	0	0.0000	00	0	0.0000	0.0000
	Total	14467867	64.1702	14467867	0	0	100.0000	0.0000
	Poll	4322	0.0192	4322	0	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0.0000	00	0	0.0000	0.0000
	Total	14467867	64.1702	14467867	0	0	100.0000	0.0000

Resolution No.	8	SPECIAL - Reappointment of Mr. Nitin Dua relative of Director of the Company as Executive Vice President (Retail).						
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							



Category	Mode of Voting		No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in Favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	Postal Ballot (if applicable)							
Promoter and Promoter Group	E-Voting			0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		90009000	44994500	49.9889	44994500	0	100.0000	0.0000
Public- Institutions	Total			44994500	49.9889	44994500	0	100.0000	0.0000
	E-Voting		7575464	5144458	81.1100	5111736	32722	99.4674	0.5325
Public- Non Institutions	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000
	Total		22545786	14463345	64.1510	14463345	0	100.0000	0.0000
	E-Voting			4322	0.0192	4322	0	100.0000	0.0000
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000
	Total		14467667	14467667	64.1702	14467667	0	100.0000	0.0000
Resolutor No.	9								
Resolution required: (Ordinary/ Special)	SPECIAL - Reappointment of Mr. Rahul Dua relative of Director of the Company as Asst. Executive Vice President (Manufacturing).								
Whether promoter/ promoter group are interested in the agenda/Resolution?	Yes								
Category	Mode of Voting		No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in Favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	Postal Ballot (if applicable)							
Promoter and Promoter Group	E-Voting			0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		90009000	45004500	50.0000	45004500	0	100.0000	0.0000
Public- Institutions	Total			45004500	50.0000	45004500	0	100.0000	0.0000
	E-Voting		7575464	6144458	81.1100	6111736	32722	99.4674	0.5325
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000
	Total		7575464	6144458	81.1100	6111736	32722	99.4674	0.5325



	Total	Shareholders	Directors	Officers	Employees	Others	Public-Non Institutions
Total	6144458	6111736	32722	0	0	0	0.5325
E-Voting	14463345	14463345	0	0	0	0	0.0000
Poll	4322	4322	0	0	0	0	0.0000
Postal Ballot (if applicable)	0	00	0	0	0	0	0.0000
Total	14467667	14467667	641702	0	0	0	0
Total	6144458	6111736	32722	0	0	0	0.5325



 Reliance Footwears Limited

R. Delith
MD



**SCRUTINIZER'S REPORT ON REMOTE E-VOTING
FOR RELAXO FOOTWEARS LIMITED**

The Chairman
Relaxo Footwears Limited
(CIN: L74899DL1984PLC019097)
Aggarwal City Square, Plot No. 10,
Manglam Place, District Centre,
Sector - 3, Rohini,
Delhi - 110 085

33rd Annual General Meeting of The Members Of Relaxo Footwears Limited Held on Thursday, the September 21, 2017 at 10.30 A. M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003.

Subject : Passing of Resolutions through Electronic Voting pursuant to Section 108 Of The Companies Act, 2013 Read With Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Relaxo Footwears Limited. (hereinafter referred to as **(the "Company")**) on 12th May, 2017 I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015.
2. The Company engaged Karvy Computershare Private Limited ("**KARVY**") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 33rd Annual General Meeting ("**AGM**") of the Company, which was held on Thursday, the 21st September, 2017. Karvy Computershare Private Limited ("**KARVY**") had set up e-voting facility on their website, <https://evoting.karvy.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.
3. As on the cutoff date for the despatch of notice of annual general meeting, there were 11134 Shareholders of the Company. The Notice of Annual General Meeting and Circular for e-voting was sent through email to 9157 Shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and in the physical form to 1977 shareholders.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4)(iii)(A) to (C) of the Companies (Management and Administration) Amendment Rules, 2015.



5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 14.09.2017. The e-voting facility was kept open from 18th September, 2017 (9.00 A.M.) to 20th September, 2017 (5.00 P.M.)
6. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published in Financial Express, in English and in Jansatta, Hindi Newspaper both dated 6th September, 2017. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h) of Companies (Management and Administration) Amendment Rules, 2015.
7. At the end of the voting period on September 20, 2017 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On September 21, 2017 after the annual general meeting the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of CS Dushyant Gupta and CS Shiv Paul Singh, who acted as the witnesses, as prescribed in sub Rule (4)(xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
8. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a Scrutinizer the report of the e-voting carried by the shareholders was duly compiled, the detail of which are as follows.

RESOLUTION NO.1 – ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Valid Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	40	20828568	100.00%	17.34%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	37	20607803	100.00%	17.15%

Note : Three (3) Shareholders holding 220765 Equity shares have not voted for this resolution.



RESOLUTION NO.2 – ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Valid Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	40	20828568	100.00%	17.34%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	40	20828568	100.00%	17.34%

RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. DEVALGANGULY (DIN: 00152585) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Valid Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	40	20828568	100.00%	17.34%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	40	20828568	100.00%	17.34%



RESOLUTION NO. 4 – ORDINARY RESOLUTION FOR APPOINTMENT OF M/S B R MAHESWARI & CO. LLP, CHARTERED ACCOUNTANTS (ICAI FIRM REGISTRATION NO. 081075), AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Valid Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	40	20828568	100.00%	17.34%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	40	20828568	100.00%	17.34%

RESOLUTION NO. 5 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. NIKHIL DUA (DIN : 00157919) AS WHOLE-TIME DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Valid Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	40	20828568	100.00%	17.34%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	1	1575	0	0
Total Number of Votes in favour of Resolution	39	20826993	100.00%	17.34%



RESOLUTION NO. 6 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. RITESH DUA RELATIVE OF A DIRECTOR OF THE COMPANY AS EXECUTIVE VICE PRESIDENT (FINANCE) OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Valid Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	40	20828568	100.00%	17.34%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	1	32722	0.16%	0
Total Number of Votes in favour of Resolution	36	20575081	99.84%	17.34%

Note : Three (3) Shareholders holding 220765 Equity shares have not voted for this resolution.

RESOLUTION NO. 7 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. GAURAV DUA RELATIVE OF A DIRECTOR OF THE COMPANY AS EXECUTIVE VICE PRESIDENT (MARKETING) OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	40	20828568	100.00%	17.34%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	1	32722	0.16%	0
Total Number of Votes in favour of Resolution	36	20575081	99.84%	17.34%

Note : Three (3) Shareholders holding 220765 Equity shares have not voted for this resolution.



RESOLUTION NO. 8 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. NITIN DUA RELATIVE OF A DIRECTOR OF THE COMPANY AS EXECUTIVE VICE PRESIDENT (RETAIL) OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	40	20828568	100.00%	17.34%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	1	32722	0.16%	0
Total Number of Votes in favour of Resolution	36	20575081	99.84%	17.34%

Note : Three (3) Shareholders holding 220765 Equity shares have not voted for this resolution.

RESOLUTION NO. 9 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. RAHUL DUA RELATIVE OF A DIRECTOR OF THE COMPANY AS ASSISTANT EXECUTIVE VICE PRESIDENT (MANUFACTURING) OF THE COMPANY.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	40	20828568	100.00%	17.34%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	1	32722	0.16%	0
Total Number of Votes in favour of Resolution	36	20575081	99.84%	17.34%

Note : Three (3) Shareholders holding 220765 Equity shares have not voted for this resolution.

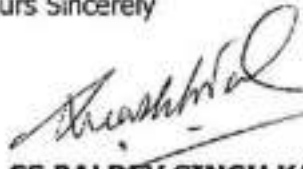


All the resolutions contained in the notice dated 12th May, 2017 calling 33rd annual general meeting of the Company stand passed under e-voting process with requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. The Register and all other papers relating to voting by electronic means shall remain in the safe custody of the scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the Company

Thanking you,

Yours Sincerely

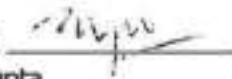



CS BALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY
SCRUTINIZER
C. P. NO. 3169

Place : New Delhi

Dated : September 22, 2017

WITNESS :-

1. CS Dushyant Gupta : 
S/o Shri Moti Ram Gupta
D-95, (2nd Floor), Gali No. 4,
Laxmi Nagar, Delhi-110092

2. CS Shiv Paul Singh : 
E-51, Gali No. 2,
East Vinod Nagar,
Mayur Vihar Phase-II,
Delhi-110 091



FORM No. MGT-13

Report of Scrutinizer(s)

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)
of the Companies (Management and Administration) Rules, 2014]*

To,

**The Chairman
Relaxo Footwears Limited
(CIN: L74899DL1984PLC019097)
Aggarwal City Square, Plot No. 10,
Manglam Place, District Centre,
Sector – 3, Rohini,
Delhi – 110 085**

**33rd ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF RELAXO
FOOTWEARS LIMITED HELD ON 21st SEPTEMBER, 2017 AT 10.30 A. M. AT SRI
SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA,
LODHI ROAD, NEW DELHI - 110 003.**

Dear Sir,

I, CS Baldev Singh Kashtwal, Practising Company Secretary, holding Membership Number FCS 3616 and Certificate of Practice Number 3169, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 33rd Annual General Meeting of the Equity Shareholders of **Relaxo Footwears Limited** held on 21st September, 2017 at 10.30 A. M., at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. I did not find any Poll Papers as invalid.
4. The result of the Poll is as under:



AGENDA ITEM NO.	1
SUBJECT	ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017 AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS OF THE COMPANY THEREON.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
16	90003322	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

AGENDA ITEM NO.	2
SUBJECT	DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
16	90003322	100.00%



(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

AGENDA ITEM NO.	3
SUBJECT	RE-APPOINTMENT OF MR. DEVAL GANGULY (DIN: 00152585) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
16	90003322	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0



AGENDA ITEM NO.	4
SUBJECT	APPOINTMENT OF M/S B R MAHESWARI & CO. LLP, CHARTERED ACCOUNTANTS (ICAI FIRM REGISTRATION NO. 081075), AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
16	90003322	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

AGENDA ITEM NO.	5
SUBJECT	RE-APPOINTMENT OF MR. NIKHIL DUA (DIN : 00157919) AS WHOLE-TIME DIRECTOR OF THE COMPANY.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
10	44998822	100.00%



(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

*** Mr. Nikhil Dua and his relatives as defined under the Companies Act, 2013 have not voted for this resolution.**

AGENDA ITEM NO.	6
SUBJECT	RE-APPOINTMENT OF MR. RITESH DUA RELATIVE OF A DIRECTOR OF THE COMPANY AS EXECUTIVE VICE PRESIDENT (FINANCE) OF THE COMPANY.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
10	4998822	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

*** Mr. Ritesh Dua and his relatives as defined under the Companies Act, 2013 have not voted for this resolution.**



AGENDA ITEM NO.	7
SUBJECT	RE-APPOINTMENT OF MR. GAURAV DUA RELATIVE OF A DIRECTOR OF THE COMPANY AS EXECUTIVE VICE PRESIDENT (MARKETING) OF THE COMPANY.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
11	45008822	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

** Mr. Gaurav Dua and his relatives as defined under the Companies Act, 2013 have not voted for this resolution.*

AGENDA ITEM NO.	8
SUBJECT	RE-APPOINTMENT OF MR. NITIN DUA RELATIVE OF A DIRECTOR OF THE COMPANY AS EXECUTIVE VICE PRESIDENT (RETAIL) OF THE COMPANY.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
10	44998822	100.00%



(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

*** Mr. Nitin Dua and his relatives as defined under the Companies Act, 2013 have not voted for this resolution.**

AGENDA ITEM NO.	9
SUBJECT	RE-APPOINTMENT OF MR. RAHUL DUA RELATIVE OF A DIRECTOR OF THE COMPANY AS ASSISTANT EXECUTIVE VICE PRESIDENT (MANUFACTURING) OF THE COMPANY.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
11	45008822	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
0	0

*** Mr. Rahul Dua and his relatives as defined under the Companies Act, 2013 have not voted for this resolution.**



5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.


Thanking you,


Yours Sincerely



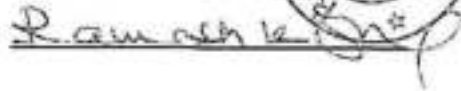
(CS BALDEV SINGH KASHTWAL)
PRACTISING COMPANY SECRETARY
SCRUTINIZER
C. P. No. 3169

Place : New Delhi
Dated : September 22, 2017

1. CS Dushyant Gupta : 
S/o Shri Moti Ram Gupta
D-95, (2nd Floor), Gali No. 4,
Laxmi Nagar, Delhi-110092

2. CS Shiv Paul Singh : 
E-51, Gali No. 2,
East Vinod Nagar,
Mayur Vihar Phase-II,
Delhi-110 091

Counter Signed by Chairman

: 





**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL
FOR RELAXO FOOTWEARS LIMITED**

**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the
Companies (Management and Administration) Amendment Rules, 2015**

To,

**The Chairman,
33rd Annual General Meeting of
Relaxo Footwears Limited
(CIN: L74899DL1984PLC019097)
Aggarwal City Square, Plot No. 10,
Manglam Place, District Centre,
Sector – 3, Rohini,
Delhi – 110 085**

**Subject : Passing of Resolution(s) through electronic voting and poll
conducted at the 33rd Annual General Meeting of Relaxo Footwears
Limited ("The Company") held on September 21, 2017 at 10.30 A. M. at Sri
Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi
Road, New Delhi - 110 003.**

I, CS Baldev Singh Kashtwal, Practising Company Secretary (Holding Membership No. FCS 3616 and Certificate of Practice No. 3169) having office at 106, (1st Floor), Madhuban Tower, A-1, V. S. Block, Shakarpur Crossing, Delhi-110092 was appointed as the Scrutinizer for the process of scrutinizing Annual General Meeting ("**AGM**") voting process i.e. Remote e-Voting and Poll at the venue of Annual General Meeting, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 by the Board of Directors of the Relaxo Footwears Limited at their meeting held on May 12, 2017 on the resolutions mentioned in the Notice dated 12th May, 2017 for 33rd Annual General Meeting of the Members of the Company held on 21st September, 2017 at 10:30 A. M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003. The Remote e-Voting facility was kept open from 18th September, 2017 (9:00 A.M.) to 20th September, 2017 (5:00 P.M.)

At the 33rd Annual General Meeting of the Company held on September 21, 2017, the Chairman of the Company had ordered for poll to facilitate the members present in the meeting who could not participate in the Remote e-voting to record their votes through the poll process.

After completion of Poll at the AGM at 11:30 A. M. votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorisations / Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in Poll at Annual General Meeting.

Thereafter, the Remote e-voting results were unblocked by me on September 21, 2017 after the AGM of the company in the presence of two witnesses CS Shiv Paul Singh and CS Dushyant Gupta who are not in the employment of the Company. The result of the E- voting together with that of the poll is as under:



AGENDA ITEM NO. 1**ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017 AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS OF THE COMPANY THEREON.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	40	20828568	---
Total Votes received through physical ballot mode	16	90003322	---
Total Number of Invalid Votes	0	0	---
Total Number of Abstained Votes	3	220765	---
Total Number of Valid Votes	53	110611125	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	53	110611125	100.00%

Therefore, the Resolution No. 1 has been approved with requisite majority.

AGENDA ITEM NO. 2**ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	40	20828568	---
Total Votes received through physical ballot mode	16	90003322	---
Total Number of Invalid Votes	0	0	---
Total Number of Abstained Votes	0	0	---
Total Number of Valid Votes	56	110831890	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	56	110831890	100.00%

Therefore, the Resolution No. 2 has been approved with requisite majority.



AGENDA ITEM NO. 3**ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. DEVAL GANGULY (DIN: 00152585) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	40	20828568	---
Total Votes received through physical ballot mode	16	90003322	---
Total Number of Invalid Votes	0	0	---
Total Number of Abstained Votes	0	0	---
Total Number of Valid Votes	56	110831890	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	56	110831890	100.00%

Therefore, the Resolution No. 3 has been approved with requisite majority.

AGENDA ITEM NO. 4**ORDINARY RESOLUTION FOR APPOINTMENT OF M/S B R MAHESWARI & CO. LLP, CHARTERED ACCOUNTANTS (ICAI FIRM REGISTRATION NO. 081075) AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	40	20828568	---
Total Votes received through physical ballot mode	16	90003322	---
Total Number of Invalid Votes	0	0	---
Total Number of Abstained Votes	0	0	---
Total Number of Valid Votes	56	110831890	100.00%
Total Number of Votes against the resolution	0	0	0.00
Total Number of Votes in favour of Resolution	56	110831890	100.00%

Therefore, the Resolution No. 4 has been approved with requisite majority.



AGENDA ITEM NO. 5**SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. NIKHIL DUA (DIN : 00157919) AS WHOLE-TIME DIRECTOR OF THE COMPANY.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	40	20828568	---
Total Votes received through physical ballot mode	10	44998822	---
Total Number of Invalid Votes	0	0	---
Total Number of Abstained Votes	0	0	---
Total Number of Valid Votes	50	65827390	100.00%
Total Number of Votes against the resolution	1	1575	0.00
Total Number of Votes in favour of Resolution	49	65825815	100.00%

Note : Mr. Nikhil Dua and his relatives as defined under the Companies Act, 2013 have not voted for this resolution.

Therefore, the Resolution No. 5 has been approved with requisite majority.

AGENDA ITEM NO. 6**SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. RITESH DUA, A RELATIVE OF DIRECTOR OF THE COMPANY AS EXECUTIVE VICE PRESIDENT (FINANCE) OF THE COMPANY.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	40	20828568	---
Total Votes received through physical ballot mode	10	44998822	---
Total Number of Invalid Votes	0	0	---
Total Number of Abstained Votes	3	220765	---
Total Number of Valid Votes	47	65606625	100.00%
Total Number of Votes against the resolution	1	32722	0.05
Total Number of Votes in favour of Resolution	46	65573903	99.95%

Note : Mr. Ritesh Dua and his relatives as defined under the Companies Act, 2013 have not voted for this resolution.

Therefore, the Resolution No. 6 has been approved with requisite majority.



AGENDA ITEM NO. 7**SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. GAURAV DUA, A RELATIVE OF A DIRECTOR AS EXECUTIVE VICE PRESIDENT (MARKETING) OF THE COMPANY.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	40	20828568	---
Total Votes received through physical ballot mode	11	45008822	---
Total Number of Invalid Votes	0	0	---
Total Number of Abstained Votes	3	220765	---
Total Number of Valid Votes	48	65616625	100.00%
Total Number of Votes against the resolution	1	32722	0.05
Total Number of Votes in favour of Resolution	47	65583903	99.95%

Note : Mr. Gaurav Dua and his relatives as defined under the Companies Act, 2013 have not voted for this resolution.

Therefore, the Resolution No. 7 has been approved with requisite majority.

AGENDA ITEM NO. 8**SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. NITIN DUA, A RELATIVE OF A DIRECTOR AS EXECUTIVE VICE PRESIDENT (RETAIL) OF THE COMPANY.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	40	20828568	---
Total Votes received through physical ballot mode	10	44998822	---
Total Number of Invalid Votes	0	0	---
Total Number of Abstained Votes	3	220765	---
Total Number of Valid Votes	47	65606625	100.00%
Total Number of Votes against the resolution	1	32722	0.05
Total Number of Votes in favour of Resolution	46	65573903	99.95%

Note : Mr. Nitin Dua and his relatives as defined under the Companies Act, 2013 have not voted for this resolution.

Therefore, the Resolution No. 8 has been approved with requisite majority.



AGENDA ITEM NO. 9**SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. RAHUL DUA, A RELATIVE OF A DIRECTOR AS ASISTANT EXECUTIVE VICE PRESIDENT (MANUFACTURING) OF THE COMPANY.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	40	20828568	---
Total Votes received through physical ballot mode	11	45008822	---
Total Number of Invalid Votes	0	0	---
Total Number of Abstained Votes	3	220765	---
Total Number of Valid Votes	48	65616625	100.00%
Total Number of Votes against the resolution	1	32722	0.05%
Total Number of Votes in favour of Resolution	47	65583903	99.95%

Note : Mr. Rahul Dua and his relatives as defined under the Companies Act, 2013 have not voted for this resolution.

Therefore, the Resolution No. 9 has been approved with requisite majority.

All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e- voting and poll by the shareholders of the Company.

The Register and all other papers relating to voting by electronic means shall remain in the safe custody of the scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the Company.

Thanking you


Yours Sincerely,


CS BALDEV-SINGH KASHTWAL
PRACTISING COMPANY SECRETARY
SCRUTINIZER
C. P. NO. 3169

Date : 22.09.2017
Place : New Delhi

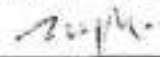


Witness -1 :


CS Shiv Paul Singh

E-51, Gali No. 2, East Vinod Nagar
Mayur Vihar Phase-II. Delhi-110091

Witness-2 :


CS Dushyant Gupta

D-95, (2nd Floor), Gali No. 4
Laxmi Nagar, Delhi-110092




COUNTER SIGNED BY SHRI R. K. DUA CHAIRMAN OF THE MEETING