

# RELAXO

27<sup>th</sup> September, 2019

BSE Ltd. Corporate Relationship Department 1st Floor New Trading Rotunda Building, P J Towers Dalal Street Fort, Mumbai – 400001 Scrip Code – 530517	National Stock Exchange of India Ltd Listing Department, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051 Scrip Code – RELAXO
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**Sub: Disclosure of voting results of the 35<sup>th</sup> Annual General Meeting (AGM) of the Company.**

Dear Sir,

The 35th AGM of the Company was held on Thursday, 26<sup>th</sup> September, 2019 at 10:30 a.m. at Sri Sathya Sai International Centre, Lodhi Road, Institutional Area, Pragati Vihar, New Delhi- 110003, to transact the business as stated in the Notice dated 10<sup>th</sup> May, 2019 and addendum to the notice dated 26<sup>th</sup> August, 2019, convening the said AGM.

In this regard, please find enclosed the following:


1. Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. Report of the Scrutinizer dated 27th September, 2019, pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the Companies (Management and Administration) Amendment Rules, 2015

The Voting Results along with the Scrutinizer's Report is also available on the Company's web site at [www.relaxofootwear.com](http://www.relaxofootwear.com).

The same is for your information and record.

Thanking You,

For Relaxo Footweares Limited

  
Vikas Kumar Tak  
Company Secretary and Compliance Officer  
Membership No.: FCS 6618

Encl. as above

## RELAXO FOOTWEARES 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: [rfl@relaxofootwear.com](mailto:rfl@relaxofootwear.com)  
CIN L74899DL1984PLC019097



Date of the AGM/EGM	26-09-2019
Total number of shareholders on record date	26101
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	9
Public:	128
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider, approve and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019, which includes Balance Sheet as at 31st March, 2019 and the statement of Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	176194906	17,61,94,906	100.0000	17,61,94,906	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Total	176194906	176194906	100.0000	176194906	0	100.0000	0.0000
Public- Institutions	E-Voting	2,39,30,848	1,74,17,970	72.7846	1,74,17,970	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Total	23930848	17417970	72.7846	17417970	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4,79,75,992	2,96,96,711	61.8991	2,96,96,706	5	100.0000	0.0000
	Poll		62,134	0.1295	62,134	0	100.0000	0.0000
	Total	47975992	29758845	62.0286	29758840	5	100.0000	0.0000
	Total	248101746	223371721	90.0323	223371716	5	100.0000	0.0000
Whether resolution is Pass or Not.								Yes

12 members with 31,45,501 shares abstained from voting of the resolution no. 1



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CIN L74899DL1984PLC019097



Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare final dividend @ 180% equivalent to Rs. 1.80- per equity share of the Face Value of Re. 1- each for the Financial Year 2018-19. If the proposed bonus issue in the ratio of 1:1 is approved by the members, dividend will be accordingly adjusted i.e. @ 90% equivalent to Re. 0.90- per equity share of face value of Re. 1 each.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	176194906	17,61,94,906	100.0000	17,61,94,906	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	<b>Total</b>	<b>176194906</b>	<b>176194906</b>	<b>100.0000</b>	<b>176194906</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	2,39,30,848	2,04,25,950	85.3541	2,04,25,950	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	<b>Total</b>	<b>23930848</b>	<b>20425950</b>	<b>85.3541</b>	<b>20425950</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	4,79,75,992	2,98,33,931	62.1851	2,98,33,931	0	100.0000	0.0000
	Poll		62,134	0.1295	62,134	0	100.0000	0.0000
	<b>Total</b>	<b>47975992</b>	<b>29896065</b>	<b>62.3146</b>	<b>29896065</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>	<b>Total</b>	<b>248101746</b>	<b>226516921</b>	<b>91.3000</b>	<b>226516921</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Whether resolution is Pass or Not.								Yes

1 member with 301 shares abstained from voting of the resolution no. 2

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To re-appoint Mr. Nikhil Dua DIN - 00157919 who retires by rotation and being eligible offers himself for reappointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	176194906	8,80,97,454	50.0000	8,80,97,454	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	<b>Total</b>	<b>176194906</b>	<b>88097454</b>	<b>50.0000</b>	<b>88097454</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	2,39,30,848	2,04,25,950	85.3541	1,64,86,126	39,39,824	80.7117	19.2883
	Poll		0	0.0000	0	0	0	0
	<b>Total</b>	<b>23930848</b>	<b>20425950</b>	<b>85.3541</b>	<b>16486126</b>	<b>3939824</b>	<b>80.7117</b>	<b>19.2883</b>
Public- Non Institutions	E-Voting	4,79,75,992	2,98,33,931	62.1851	2,96,96,704	1,37,227	99.5400	0.4600
	Poll		62,134	0.1295	62,134	0	100.0000	0.0000
	<b>Total</b>	<b>47975992</b>	<b>29896065</b>	<b>62.3146</b>	<b>29758838</b>	<b>137227</b>	<b>99.5410</b>	<b>0.4590</b>
<b>Total</b>	<b>Total</b>	<b>248101746</b>	<b>138419469</b>	<b>55.7914</b>	<b>134342418</b>	<b>4077051</b>	<b>97.0546</b>	<b>2.9454</b>
Whether resolution is Pass or Not.								Yes

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	88097452
Public Institutions	
Public - Non Institutions	

1 member with 301 shares abstained from voting of the resolution no. 3. Votes of Mr Nikhil Dua and his relatives being interested in the resolution have not been considered.

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**CIN L74899DL1984PLC019097**



Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Ms. Deepa Verma DIN 06944281, as Non-Executive and Independent Director of the company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	176194906	17,61,94,906	100.0000	17,61,94,906	0	100.0000	0.0000
			0	0.0000	0	0	0	0
	Total	176194906	176194906	100.0000	176194906	0	100.0000	0.0000
Public-Institutions	E-Voting Poll	2,39,30,848	2,04,25,950	85.3541	2,04,25,950	0	100.0000	0.0000
			0	0.0000	0	0	0	0
	Total	23930848	20425950	85.3541	20425950	0	100.0000	0.0000
Public-Non Institutions	E-Voting Poll	4,79,75,992	2,98,33,931	62.1851	2,98,33,924	7	100.0000	0.0000
			62,134	0.1295	62,134	0	100.0000	0.0000
	Total	47975992	29896065	62.3146	29896058	7	100.0000	0.0000
Total		248101746	226516921	91.3000	226516914	7	100.0000	0.0000
Whether resolution is Pass or Not.								Yes

1 member with 301 shares abstained from voting of the resolution no. 4

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Rajeev Rupendra Bhadauria DIN - 00376562 as Non-Executive Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	176194906	17,61,94,906	100.0000	17,61,94,906	0	100.0000	0.0000
			0	0.0000	0	0	0	0
	Total	176194906	176194906	100.0000	176194906	0	100.0000	0.0000
Public-Institutions	E-Voting Poll	2,39,30,848	2,04,25,950	85.3541	2,04,25,950	0	100.0000	0.0000
			0	0.0000	0	0	0	0
	Total	23930848	20425950	85.3541	20425950	0	100.0000	0.0000
Public-Non Institutions	E-Voting Poll	4,79,75,992	2,98,33,931	62.1851	2,98,33,924	7	100.0000	0.0000
			62,134	0.1295	62,134	0	100.0000	0.0000
	Total	47975992	29896065	62.3146	29896058	7	100.0000	0.0000
Total		248101746	226516921	91.3000	226516914	7	100.0000	0.0000
Whether resolution is Pass or Not.								Yes

1 member with 301 shares abstained from voting of the resolution no. 5

For Relaxo Footweares Limited



Vikas Kumar Tak  
Company Secretary and Compliance Officer  
Membership No.: FCS 6618

## RELAXO FOOTWEARES LIMITED

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CIN L74899DL1984PLC019097





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

**(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the  
Companies (Management and Administration) Amendment Rules, 2015**

To,

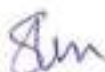
The Chairman,  
35<sup>th</sup> Annual General Meeting of  
Relaxo Footwears Limited  
(CIN: L74899DL1984PLC019097)  
Aggarwal City Square, Plot No. 10,  
Manglam Place, District Centre,  
Sector – 3, Rohini,  
Delhi – 110 085

**Subject : Passing of Resolution(s) through electronic voting and poll conducted at the  
35<sup>th</sup> Annual General Meeting of Relaxo Footwears Limited ("The Company") held on  
September 26, 2019 at 10.30 A. M. at Sri Sathya Sai International Centre, Lodhi Road  
Institutional Area, Pragati Vihar, New Delhi - 110 003.**

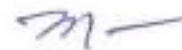
1. I, CS Baldev Singh Kashtwal, Practicing Company Secretary (Holding Membership No. FCS 3616 and Certificate of Practice No. 3169) having office at 106, (1<sup>st</sup> Floor), Madhuban Tower, A-1, V. S. Block, Shakarpur Crossing, Delhi-110092 was appointed as the Scrutinizer for the process of scrutinizing 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 10, 2019 on the resolutions mentioned in the Notice dated 10<sup>th</sup> May, 2019 and addendum to the notice dated 26<sup>th</sup> August, 2019 for 35<sup>th</sup> Annual General Meeting of the Members of the Company held on September 26, 2019 at 10:30 A.M. at Sri Sathya Sai International Centre, Lodhi Road Institutional Area, Pragati Vihar, New Delhi -110003.
2. The Company engaged M/s Karvy Fintech Private Limited, 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 five items mentioned in the notice dated 10<sup>th</sup> May, 2019 and addendum to the notice dated 26<sup>th</sup> August, 2019. The Company had also uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their votes through e-voting. The Remote e-Voting facility was kept open from 23<sup>rd</sup> September, 2019 (09:00 A. M.) to 25<sup>th</sup> September, 2019 (05:00 P. M.)



3. As on the cut-off date there were 24580 Shareholders of the Company. The Notice was sent through email to 22195 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. The Notice was sent in the physical form to 2385 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 of the Companies (Management and Administration) Amendment Rules, 2015.
5. The cut-off 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 19.09.2019.
6. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published on 06.09.2019 in Financial Express, English Newspaper and in Jansatta, Hindi Newspaper. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h).
7. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.
8. At the 35th Annual General Meeting of the Company held on September 26, 2019, the Chairman of the Meeting announced that the Members present at the AGM and who have not cast their vote by remote e-voting, can exercise their voting rights through ballot at the Annual General Meeting.
9. 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 Share 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.
10. Thereafter, the Remote e-voting results and ballot paper results were unblocked by me on September 26, 2019 after the AGM of the company in the presence of two witnesses Mr. Shiv Paul Singh and Mr. Dushyant Gupta who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(CS Shiv Paul Singh)  
Witness - 1



(CS Dushyant Gupta)  
Witness - 2

## Responsibility of the Management

The Management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means for the resolutions stated in the Notice dated 10<sup>th</sup> May, 2019 and addendum to the notice dated 26<sup>th</sup> August, 2019.

## Responsibility as a Scrutinizer

My responsibility as a scrutinizer for the e-voting process and for the poll at the AGM Venue is restricted to make a Scrutinizer Report of the votes cast "in favour" and "against" the resolutions set out in the Notice dated 10<sup>th</sup> May, 2019 and addendum to the notice dated 26<sup>th</sup> August, 2019 base on the reports generated from the e-voting system provide by Karvy Fintech Private Limited ("Karvy"), the authorized agency engaged by the Company for providing e-voting facilities and of the Ballot Papers polled at the Annual General Meeting.

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 31<sup>ST</sup> MARCH, 2019 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	107	22,64,55,088	-
Total Votes received through physical ballot mode	17	62,134	-
Total Number of Invalid Votes	-	-	-
Total Number of Abstained Votes	12	31,45,501	-
Total Number of Valid Votes	112	22,33,71,721	100.00%
Total Number of Votes against the resolution	1	5	0.000002%
Total Number of Votes in favour of Resolution	111	22,33,71,716	99.999998%

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



**AGENDA ITEM NO. - 2**

**ORDINARY RESOLUTION FOR DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR 2018-19**

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	107	22,64,55,088	-
Total Votes received through physical ballot mode	17	62,134	-
Total Number of Invalid Votes	-	-	-
Total Number of Abstained Votes	1	301	-
Total Number of Valid Votes	123	22,65,16,921	100.00%
Total Number of Votes against the resolution	-	-	-
Total Number of Votes in favour of Resolution	123	22,65,16,921	100.00%

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

**AGENDA ITEM NO. 3**

**ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. NIKHIL DUA (DIN: 00157919) 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	107	22,64,55,088	-
Total Votes received through physical ballot mode	17	62,134	-
Total Number of Invalid Votes	6*	8,80,97,452*	-
Total Number of Abstained Votes	1	301	-
Total Number of Valid Votes	117	13,84,19,469	100.00%
Total Number of Votes against the resolution	26	40,77,051	2.95%
Total Number of Votes in favour of Resolution	91	13,43,42,418	97.05%

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

*\*Votes of Mr. Nikhil Dua and his relatives being interested in the resolution have not been considered.*





**AGENDA ITEM NO. 4****SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MS. DEEPA VERMA (DIN: 06944281) AS NON- EXECUTIVE INDEPENDENT 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	107	22,64,55,088	-
Total Votes received through physical ballot mode	17	62,134	-
Total Number of Invalid Votes	-	-	-
Total Number of Abstained Votes	1	301	-
Total Number of Valid Votes	123	22,65,16,921	100.00%
Total Number of Votes against the resolution	2	7	0.000003%
Total Number of Votes in favour of Resolution	121	22,65,16,914	99.999997%

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

**AGENDA ITEM NO. 5****SPECIAL RESOLUTION FOR APPOINTMENT OF MR. RAJEEV RUPENDRA BHADARIA (DIN: 00376562) AS NON- EXECUTIVE INDEPENDENT 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	107	22,64,55,088	-
Total Votes received through physical ballot mode	17	62,134	-
Total Number of Invalid Votes	-	-	-
Total Number of Abstained Votes	1	301	-
Total Number of Valid Votes	123	22,65,16,921	100.00%
Total Number of Votes against the resolution	2	7	0.000003%
Total Number of Votes in favour of Resolution	121	22,65,16,914	99.999997%

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



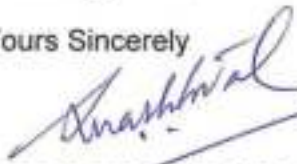
All the Resolutions stand passed under e-voting and poll with the requisite majority.

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 : 27.09.2019

Place : New Delhi



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