



## RELAXO FOOTWEARS LIMITED

Corporate Identity No. L74899DL1984PLC019097

Registered Office : Aggarwal City Square Plot No. 10 Manglam Place, District Centre, Sector-3, Rohini, Delhi -110085, India  
Tel. No.: +91-11-46800600, Fax No.: 91-11-46800692, E-mail: rfi@relaxofootwear.com, Website: www.relaxofootwear.com

### NOTICE

NOTICE is hereby given that the 36th Annual General Meeting (AGM) of the members of Relaxo Footwears Limited to be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') on Thursday, the 24th day of September, 2020 at 10.30 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, which includes Balance Sheet as at March 31, 2020 and the statement of Profit and Loss Account for the year ended on that date including Statement of cash flows for the year ended as at March 31, 2020, together with the Reports of Board of Directors and Auditors thereon.
2. To ratify payment of interim dividend of ₹ 1.25/- per equity share for the financial year 2019-20.
3. To consider appointment of a Director in place of Mr. Deval Ganguly (DIN - 00152585) who retires by rotation and being eligible offers himself for reappointment.

### SPECIAL BUSINESS

#### 4. RE-APPOINTMENT OF MR. NIKHIL DUA (DIN - 00157919) AS A 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, 152, 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 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the consent of members of the Company be and is hereby accorded to the re-appointment of Mr. Nikhil Dua (DIN - 00157919), as a Whole time Director of the Company (liable to retire by rotation), for a period of 3 (three) years

with effect from October 1, 2020 till September 30, 2023 at a monthly remuneration of ₹ 8,00,000/- in the pay scale of (₹ 8,00,000 - ₹ 50,000 - ₹ 9,00,000) and such other allowances, perquisites, benefits and amenities as applicable to the Company's Executives in the similar grade and performance bonus / variable payout i.e. 0.01% of turnover of the Company as defined under the Companies Act, 2013, subject to maximum of ₹ 40.00 Lacs in a Financial Year and 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/or remuneration subject to the same not exceeding the limits specified under Schedule V to 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 of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper, expedient to give effect to this resolution.

#### 5. RE-APPOINTMENT OF MR. RITESH DUA (RELATIVE OF DIRECTORS) AS AN EXECUTIVE VICE PRESIDENT (FINANCE) OF THE COMPANY

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

**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the consent of members of the Company be and is hereby accorded to the re-appointment of Mr. Ritesh Dua (relative of Mr. Mukand Lal Dua & Mr. Nikhil Dua, Whole Time Directors) to hold and continue to hold office or place of profit in the Company as an Executive Vice President (Finance) of the Company for a period of 3 (three) years with effect from October 1, 2020 till September 30, 2023 at a monthly remuneration of ₹ 8,00,000/- in the pay scale of (₹ 8,00,000 – ₹ 50,000 – ₹ 9,00,000) and such other allowances, perquisites, benefits and amenities as applicable to the Company's Executives in the similar grade and performance bonus / variable payout i.e. 0.01% of turnover of the Company as defined under the Companies Act, 2013, subject to maximum of ₹ 40.00 Lacs in a Financial Year and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper, expedient to give effect to this resolution.

**6. RE-APPOINTMENT OF MR. GAURAV DUA (RELATIVE OF DIRECTOR) AS AN EXECUTIVE VICE PRESIDENT (MARKETING) OF THE COMPANY**

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

**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the consent of members of the Company be and is hereby accorded to the re-appointment of Mr. Gaurav Dua (relative of Mr. Ramesh Kumar Dua, Managing Director) to hold and continue to hold office or place of profit in the Company as an Executive Vice President (Marketing) of the Company for a period of 3 (three) years with effect from October 1, 2020 till September 30, 2023 at a monthly remuneration of ₹ 8,00,000/- in the pay scale of (₹ 8,00,000 – ₹ 50,000 – ₹ 9,00,000)

and such other allowances, perquisites, benefits and amenities as applicable to the Company's Executives in the similar grade and performance bonus / variable payout i.e. 0.01% of turnover of the Company as defined under the Companies Act, 2013, subject to maximum of ₹ 40.00 Lacs in a Financial Year and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper, expedient to give effect to this resolution.

**7. RE-APPOINTMENT OF MR. NITIN DUA (RELATIVE OF DIRECTORS) AS AN EXECUTIVE VICE PRESIDENT (RETAIL) OF THE COMPANY**

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

**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the consent of members of the Company be and is hereby accorded to the re-appointment of Mr. Nitin Dua (relative of Mr. Mukand Lal Dua & Mr. Nikhil Dua, Whole Time Directors) to hold and continue to hold office or place of profit in the Company as an Executive Vice President (Retail) of the Company for a period of 3 (three) years with effect from October 1, 2020 till September 30, 2023 at a monthly remuneration of ₹ 8,00,000/- in the pay scale of (₹ 8,00,000 – ₹ 50,000 – ₹ 9,00,000) and such other allowances, perquisites, benefits and amenities as applicable to the Company's Executives in the similar grade and performance bonus / variable payout i.e. 0.01% of turnover of the Company as defined under the Companies Act, 2013, subject to maximum of ₹ 40.00 Lacs in a Financial Year and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts and take all such

steps as may be necessary, proper, expedient to give effect to this resolution.

#### **8. RE-APPOINTMENT OF MR. RAHUL DUA (RELATIVE OF DIRECTOR) AS AN ASSISTANT EXECUTIVE VICE PRESIDENT (MANUFACTURING) OF THE COMPANY**

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

**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the consent of members of the Company be and is hereby accorded to the re-appointment of Mr. Rahul Dua (relative of Mr. Ramesh Kumar Dua, Managing Director) to hold office or place of profit in the Company as an Assistant Executive Vice President (Manufacturing) of the Company for a period of 3 (three) years with effect from October 1,

2020 till September 30, 2023 at a monthly remuneration of ₹ 7,00,000/- in the pay scale of (₹ 7,00,000 – ₹ 50,000 – ₹ 8,00,000) and such other allowances, perquisites, benefits and amenities as applicable to the Company's Executives in the similar grade and performance bonus / variable payout i.e. 0.01% of turnover of the Company as defined under the Companies Act, 2013, subject to maximum of ₹ 40.00 Lacs in a Financial Year and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper, expedient to give effect to this resolution.

By Order of the Board  
For **Relaxo Footwears Limited**

**Vikas Kumar Tak**  
Company Secretary

Delhi, June 6, 2020

#### **NOTES:-**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (the Act) with respect to special business set out in the Notice is annexed.
2. Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Secretarial Standards 2 issued by Institute of Company Secretaries of India (ICSI) details of Director retiring by rotation / seeking re-appointment at the ensuing meeting are provided in the "Annexure" to the Notice.
3. In view of the massive outbreak of the COVID – 19 pandemic, social distancing is a norm to be followed and pursuant to Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020, and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 have permitted companies to hold their AGM through VC/OAVM for the calendar year 2020 and prescribed the procedures and manner of conducting the AGM through VC/ OAVM.
4. In compliance with applicable provisions of the Act read with aforesaid MCA circulars, the 36th Annual General Meeting of the Company being conducted through Video Conferencing (VC) herein after called as "e-AGM". Hence, members can attend and participate in the AGM through VC/OAVM only.
5. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
6. Company has appointed KFin Technologies Private Limited, Registrar & Share Transfer Agent (RTA) of the Company, (earlier known as Karvy Fintech Private Limited) ("KFin" or "KFintech") to provide facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and voting through InstaPoll during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No 16 below.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act,

2013 and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 24, 2020. Members seeking to inspect such documents can send an email to [cs@relaxofootwear.com](mailto:cs@relaxofootwear.com). The Register of Members and Share Transfer Books will remain closed from Friday, September 18, 2020 to Wednesday, September 23, 2020 (both days inclusive) in connection with AGM.

8. Pursuant to the circulars issued by MCA on conducting the AGM through VC/OAVM:
  - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue has been dispensed with.
  - b. Appointment of proxy to attend and cast vote on behalf of the member is not available for this e-AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
  - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
9. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served (FIFO) basis.
10. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
11. The attendance of the Members (through members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020 and May 5, 2020 the Company is providing facility of remote e-voting to its Members through M/s KFin Technologies Private Limited.
13. **E-voting system at the e-AGM:** Members who could not vote through remote e-voting may avail the e-voting system at the e-AGM i.e. InstaPoll provided by M/s KFin Technologies Private Limited.
14. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the e-AGM has been uploaded on the website of the Company at [www.relaxofootwear.com](http://www.relaxofootwear.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and is also available on the website of e-voting agency M/s KFin Technologies Private Limited at the website address <https://evoting.karvy.com/>.
15. **Procedure for obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:**

In accordance with the MCA General Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/ HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2020 pursuant to section 136 of the Act and Notice calling the Annual General Meeting pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ KFinTech or the Depository Participant(s). The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFinTech by following due procedure:

  - a) Members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) and in respect of shares held in physical form by clicking at [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) or by writing to the RTA with details of folio number and self-attested copy of PAN card at KFin Technologies Private Limited, Unit: Relaxo Footwears Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India or by sending email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - b) After due verification, the Company/KFin will

forward your login credentials to your registered email address.

- c) Members are advised to receive the Notice convening the 36th AGM and Annual Report for FY 2019-20 via e-mail, by updating their email ID by accessing the link [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/). Alternatively, Notice of 36th AGM can be downloaded through <https://evoting.karvy.com/public/Downloads.aspx>.
- d) Shareholders are also requested to visit the website of the company [www.relaxofootwear.com](http://www.relaxofootwear.com) or the website of the Registrar and Transfer Agent [www.kfintech.com](http://www.kfintech.com) for downloading the Annual Report and Notice of the e-AGM.

**16. Instructions for the Members for attending the AGM through Video Conference:**

The Company will provide VC / OAVM facility to its Members for participating at the AGM.

- a) Members will be able to attend the AGM through VC at <https://emeetings.KFintech.com> by using their e-voting login credentials.

**Members are requested to follow the procedure given below:**

- i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.KFintech.com>.
- ii. Enter the login credentials (i.e., User ID and password for e-voting).
- iii. After logging in, click on "Video Conference" option.
- iv. Then click on camera icon appearing against AGM event of Relaxo Footwears Limited, to attend the Meeting.
- b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the e-voting instructions.
- c) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.Kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during September 19, 2020 (09:00 a.m. IST) to September 21, 2020 (5:00 p.m. IST). Only those members who have registered themselves as speaker will be allowed to express their views or ask questions at the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

Members are requested to remember the same and wait for their turn to be called by the Chairman of the Meeting during the Question and Answer Session. Due to inherent limitation of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Question and Answer Session. Hence, Members are encouraged to get themselves registered as speaker during that period to ask questions/queries etc. at the AGM.

- d) Members will be allowed to attend the AGM through VC/OAVM on first come, first served basis.
- e) Facility to join the meeting shall be opened 15 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- f) Members who need assistance before or during the AGM can contact KFin on [evoting@kfintech.com](mailto:evoting@kfintech.com) or call on toll free numbers 040-6716 2222 / 1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
- g) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- h) Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- i) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

**17. Instructions for members for e-Voting during the e-AGM:**

- a) Only those Members/ shareholders, who will be present in the e-AGM through Video Conference facility and have not casted their vote through remote e-Voting are eligible to vote through 'InstaPoll' in the e-AGM.
- b) However, members who have voted through Remote e-Voting will be eligible to attend the e-AGM.
- c) The procedure for Instapoll on the day of the e-AGM is same as the instructions mentioned for Remote e-voting.

**18. Members holding shares in physical mode:**

- a. are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Registrar, if not registered with the Company as mandated by SEBI;
- b. are advised to register the nomination in respect of their shareholding in the Company in Nomination Form (SH-13);

- c. are requested to register / update their e-mail address with the Company / Registrar for receiving all communications from the Company electronically;
- d. are requested to notify the Company / Registrar, of any change in their address or bank mandates immediately.

Members holding shares in physical mode are requested to always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company.

**19. Members holding shares in electronic mode:**

- a. are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts;
- b. are advised to contact their respective DPs for registering the nomination;
- c. are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically;
- d. are requested to notify respective depository participant of any change in their addresses and particulars of their bank accounts immediately.

**20. Non-Resident Indian members are requested to inform Registrar/ respective DPs, immediately of:**

- a. change in their residential status on return to India for permanent settlement;
- b. particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

**21. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules, 2019 notified by the Ministry of Corporate Affairs,**

the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the members for seven consecutive years or more in the name of Investor Education and Protection Fund (IEPF) demat Account. Adhering to various requirements set out in the Rules, the Company has taken appropriate action for transferring the shares to the Demat Account opened by the IEPF Authority. The Company has also uploaded details of such members whose shares are transferred to IEPF demat Account on its website at [www.relaxofootwear.com](http://www.relaxofootwear.com). The shares transferred to IEPF demat Account including all benefits accruing on such shares, if any, can be claimed by the members from IEPF Authority, after following the procedure prescribed under the Rules. Pursuant to the provisions of Sections 124 and 125 of the Act, dividends which remain unclaimed for a period of seven years from the date of transfer to the unpaid dividend account are required to be transferred to IEPF established by the Central Government. The details of unpaid dividend are placed on the website of the Company at [www.relaxofootwear.com](http://www.relaxofootwear.com). During FY20, the Company transferred unclaimed dividend amounts of ₹ 89,068.00 from the Final Dividend for the financial year 2011 – 2012 to the IEPF. Members who have not encashed their dividend warrants towards the Final Dividend for the financial year 2012-2013 or thereafter are requested to write to the Company's Registrars and Share Transfer Agent.

Please note that no claim shall lie against the Company in respect of the shares so transferred to such IEPF Demat Account and dividend transferred to IEPF Account.

Members are requested to note that the unclaimed dividends will be transferred to IEPF after the below mentioned due dates:

Financial Year	Date of Declaration	Date of Transfer to Unpaid Dividend A/C	Last date of Claim	Due date of transfer to IEPF	Amount of Unclaimed Dividend as on March 31, 2020 (₹)
2012-13	19.09.13	25.10.13	24.10.20	23.11.20	1,35,062.00
2013-14	18.09.14	24.10.14	23.10.21	22.11.21	1,60,305.00
2014-15	24.09.15	30.10.15	29.10.22	28.11.22	1,86,926.00
2015-16	15.09.16	21.10.16	20.10.23	19.11.23	2,35,153.80
2016-17	21.09.17	27.10.17	26.10.24	25.11.24	3,75,398.00
2017-18	27.09.18	02.11.18	01.11.25	01.12.25	5,16,175.50
2018-19	26.09.19	01.11.19	31.10.26	30.11.26	3,51,433.80
2019-20	27.02.20	03.04.20	02.04.27	01.05.27	11,27,008.75



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.

22. Pursuant to Regulation 39 and Schedule V and VI of the Listing Regulations the details of unclaimed shares in its Unclaimed Suspense Account are given in Directors Report.

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

23. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Company or Registrar for doing the needful.
24. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members who still hold share certificates in physical form are advised to dematerialise their shareholding.

## **25. GENERAL INFORMATION AND INSTRUCTIONS FOR REMOTE E- VOTING:**

- a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by M/s Kfin Technologies Private Limited, on all the resolutions set forth in this Notice.
- b) Further, the facility for voting through electronic voting system will also be made available at the AGM ("InstaPoll") and members attending the Meeting who have not casted their vote(s) by remote e-voting, will be able to vote at the Meeting through InstaPoll. The Company has engaged the services of KFin as the agency to provide e-voting facility at the AGM
- c) E-voting is optional. The members of the Company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cut-off date, may cast their vote electronically either through remote e-voting or at the meeting through InstaPoll. The cut-off date for eligibility for remote e-voting is September 17, 2020.

A person who is not a member as on cut-off date should treat this notice for information purpose only. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting through VC/OAVM but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.

- d) The e-voting facility will be available during the following period:
  - Commencement of e-voting : 09:00 Hours (IST) on Monday, September 21, 2020
  - End of e-voting : 17:00 Hours (IST) on Wednesday, September 23, 2020
- e) The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Registrar upon expiry of aforesaid period.
- f) The Board of Directors has appointed Mr. Baldev Singh Kashtwal, Practicing Company Secretaries, (C.P. No. 3169) as the Scrutinizer to scrutinize the remote e-voting and InstaPoll process in a fair and transparent manner.
- g) The detailed procedure and instruction for remote e-voting is as under:
  - A. **In case of members receiving an e-mail from Kfin** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
    - i) Launch an internet browser by typing the URL: <https://evoting.karvy.com>.
    - ii) Enter the login credentials (i.e. User ID and initial password) as provided in the e-mail, forwarding the Notice along with Annual Report. Your Folio No. or 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 Kfin for 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 040-67162222 / 1800 3454 001 (from 9:00 a.m. to 6:00 p.m.) for re-setting the password.
    - iii) After entering the above details, click on "Login".

- iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will also 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 e-voting Event Number for Relaxo Footwears Limited.
- 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.
- viii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- ix) Voting must be done for each items of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- x) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- xi) 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 Resolution(s).
- xii) Corporate / Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also

required to send scanned certified true copy (PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: bskashtwal@gmail.com with a copy marked to evoting@Kfintech.com. It is also required to upload the same in the e-voting module in their login. The scanned image of the abovementioned documents should be in the naming format "Corporate Name\_EVENT NO."

- B. In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of e-mail address as mentioned in para 15 of the "Notes".
- C Any member who holds shares as on cut-off date i.e September 17, 2020, may obtain User id and password in the manner as mentioned below:
  - i) If the mobile number of the member is registered against shares held in demat form, the member may send SMS: MYEPWD<space> DP ID Client ID to 9212993399  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
Example for CDSL:  
MYEPWD <SPACE> 1402345612345678
  - ii) If the mobile number of the member is registered against shares held in physical form the member may send SMS: MYEPWD<space> Event no. + Folio no. to 9212993399.  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
  - iii) If e-mail address of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

For member whose mobile number and email address is not registered, may call Kfin toll free number 040-6176 2222 / 1800-3454-001 (from 9:00 a.m. to 6:00 p.m.) or may send an e-mail request at evoting@kfin.com

**Information and instructions for InstaPoll:**  
Facility to cast vote through InstaPoll will be



made available on Video Conferencing screen and will be activated once the InstaPoll is announced at the AGM.

- h) Once the vote on a resolution is cast by a member, the member shall not be allowed to modify it subsequently. The Company shall also provide facility for InstaPoll system at the e-AGM and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the e-AGM through InstaPoll. A member can opt for only single mode of voting i.e. through Remote e-voting or InstaPoll at the e-AGM. If a member casts votes by both modes then voting done through Remote e-voting shall prevail and vote through InstaPoll shall be treated as invalid.
- i) The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting through VC/OAVM but shall not be entitled to cast their vote again.
- j) The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being September 17, 2020. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- k) The results shall be declared on or after the e-AGM. The results along with the Scrutinizer's Report shall be displayed for at least 3 (three) days on the Notice Board of the company at its Registered Office i.e. Relaxo Footwears Limited, Aggarwal City Square, Plot No.10, Manglam Place, District Centre, Sector-3, Rohini, Delhi- 110085. The same shall also be placed on the website of the Company and Kfin's website (<https://www.kfintech.com/>).
- l) In case of any query and/or grievance, in respect of voting by electronic means, members may refer

to the Help & Frequently Asked Questions (FAQs) for shareholders' and 'e-voting user manual for shareholders', available at the download section of <https://evoting.karvy.com> and/or contact Mr. Raj Kumar Kale, Manager- Corporate Registry, Unit: Relaxo Footwears Limited of Kfin Technologies Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@kfin.com](mailto:evoting@kfin.com) or contact no. 040 - 6716 2222 or call Kfin's toll free No. 1800-3454-001 for any further clarifications. The members of the Company can also contact Mr. Vikas Kumar Tak, Company Secretary, Relaxo Footwears Limited, Aggarwal City Square, Plot No.10, Manglam Place, District Centre, Sector-3, Rohini, Delhi- 110085, Contact No: 011 - 46800600 and may write an e-mail to [cs@relaxofootwear.com](mailto:cs@relaxofootwear.com)

- m) The Scrutinizer shall after the conclusion of e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer's decision on the validity of the vote shall be final and binding. The Scrutinizer shall submit his / her report, to the Managing Director or any other person authorised by Board, on the voting in favour or against, if any, within a period of forty- eight hours from the date of conclusion of the meeting. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company [www.relaxofootwear.com](http://www.relaxofootwear.com). The results shall simultaneously be communicated to the Stock Exchanges.
26. Since the AGM will be held through VC / OAVM, the Route Map, proxy form and attendance slip are not annexed in this Notice.

## “Annexure” to the Notice

Information pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards 2 issued by Institute of Company Secretaries of India (ICSI)

Name of Director(s)	Mr. Deval Ganguly (DIN – 00152585) (Item No-3)	Mr. Nikhil Dua (DIN - 00157919) (Item No-4)
<b>Qualifications</b>	Mr. Deval Ganguly is B.Tech from IIT Kanpur.	Mr. Nikhil Dua is a Commerce graduate and has studied from International School of Modern Shoe-making, Czech Republic.
<b>Age</b>	61 years	44 years
<b>Experience and nature of his Expertise in Specific functional areas</b>	Over 39 years of experience in areas of manufacturing, project and plant management in various reputed organisations.	Over 24 years of experience in production and new product development and has rich knowledge of product mix in Footwear Industry
<b>Disclosure of relationship between Directors inter-se/ relationship with other Directors, Manager and other key managerial personnel of the company</b>	None	Related to Mr. Mukand Lal Dua, Whole Time Director of the company
<b>Date of First Appointment on the Board</b>	November 5, 2012	February 22, 1997
<b>Name of entities in which persons hold Directorship of the Board</b>	Nil	Nil
<b>Shareholding in the company</b>	3,000 equity shares	93,43,674 equity shares
<b>Terms and conditions of re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</b>	Re-appointment pursuant to Section 152 of the Companies Act, 2013.  Please refer Corporate Governance Report section for past remuneration.	Re-appointment pursuant to Section 149, 152, 196, 197 and 203 read with Schedule V of the Companies Act, 2013.  Please refer to explanatory statement for remuneration sought and Corporate Governance Report section for past remuneration.
<b>Number of meetings of the Board attended during the Year (01.04.2019 to 31.03.2020)</b>	Please refer Corporate Governance Report Section of the Annual Report	Please refer Corporate Governance Report Section of the Annual Report
<b>Chairman / member of Committees of other Boards</b>	Nil	Nil
<b>Chairman / member of Committee of Relaxo Footwears Limited</b>	Member in Risk Management Committee	Member in Audit Committee.

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

### Item No. 4

Mr. Nikhil Dua was re-appointed as Whole Time Director of the Company by way of a special resolution passed by the members at the 33rd Annual General Meeting of the Company held on September 21, 2017 for a period of three years from October 1, 2017 to September 30, 2020.

Mr. Nikhil Dua has spent 23 years with the Company and has been instrumental in the growth of the Company in last decade. His contribution has been mainly in the Strategy & planning, manufacturing and Product Development of the Company which have grown substantially in the last decade. Considering the background and experience of Mr. Nikhil Dua the Board of Directors at its meeting held on June 6, 2020, based on the recommendation of Nomination and Remuneration Committee and subject to the approval of members at the ensuing Annual General Meeting has reappointed Mr. Nikhil Dua as Whole Time Director of the Company liable to retire by rotation for three years i.e., from October 1, 2020 to September 30, 2023, on the terms and conditions given below:-

1. Term: Three years commencing from October 1, 2020 to September 30, 2023.
2. Nature of Duties : Mr. Nikhil Dua shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole and in the best interests of the Company, its employees, the shareholders and the community. He 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. He shall also exercise his duties with due and reasonable care, skill and diligence and independent judgment.
3. Gross Salary : Gross salary per month ₹ 8,00,000/- in the pay scale of (₹ 8,00,000 - ₹ 50,000 - ₹ 9,00,000).
4. Performance Bonus / Variable Payout :  
0.01% of turnover of the Company as defined under the Companies Act, 2013, upto a maximum of ₹ 40.00 Lacs in a Financial Year.
5. Other benefits :  
In addition to the above remuneration Mr. Nikhil Dua shall be entitled for following perquisites :-

- a) Contribution to Retirement funds, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Perquisites include use of Company's Car with driver, Club Membership Fee subject to maximum two clubs, Medical Insurance, Group Personal Accidental coverage as applicable to all employees of the Company from time to time and reimbursement of entertainment and all other expenses incurred by him for business of Company as per the Company Rules.

### Explanation :-

Perquisites shall be evaluated as per the Income Tax Rules where ever 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 Sections 197, 198 and other relevant provisions of Companies Act, 2013 or any statutory modifications or re-enactments thereof and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Minimum Remuneration:

In the absence of or inadequacy of 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 in that year subject to the ceiling specified under Schedule V of the Companies Act, 2013 (including any statutory modifications and re-enactment thereof).

Mr. Mukand Lal Dua, Whole Time Director of the Company is related to Mr. Nikhil Dua. None of the other Directors and Key Managerial Personnel of the Company or their respective relative is concerned or interested financially or otherwise in the Resolution set out at Item No. 4 of the accompanying Notice. The relatives of Mr. Nikhil Dua, may be deemed to be interested in the respective resolution to the extent of their and Mr. Nikhil Dua's shareholding, if any, in the Company.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the members as special resolution.

- Mr. Nitin Dua - Executive Vice President (Retail)
- Mr. Rahul Dua - Assistant Executive Vice President (Manufacturing)

#### Item No. 5-8

In accordance with the provisions of Section 188 of the Companies Act 2013, the members in the 33rd Annual General Meeting held on September 21, 2017 had approved the appointment of following executives of the Company in the place of profit for a period of three years with effect from October 1, 2017 to September 30, 2020:-

- Mr. Ritesh Dua - Executive Vice President (Finance)
- Mr. Gaurav Dua - Executive Vice President (Marketing)

The Board and Audit Committee at their respective meetings held on June 6, 2020, based on the recommendation of Nomination and Remuneration Committee, had accorded their approval for re-appointment of Mr. Ritesh Dua as an Executive Vice President (Finance), Mr. Gaurav Dua as an Executive Vice President (Marketing), Mr. Nitin Dua as an Executive Vice President (Retail) and re-appointment of Mr. Rahul Dua as an Assistant Executive Vice President (Manufacturing) of the Company on the following terms and remuneration:-

Particulars	Item No. 5 – 7	Item No. 8
Term	Three years commencing from October 1, 2020 to September 30, 2023.	
Gross Salary	Gross salary per month ₹ 8,00,000/- in the pay scale of (₹8,00,000 -₹ 50,000 -₹ 9,00,000)	Gross salary per month ₹ 7,00,000/- in the pay scale of (₹ 7,00,000 – ₹ 50,000 – ₹ 8,00,000)
Performance Bonus / Variable Payout	0.01% of turnover of the Company as defined under the Companies Act, 2013, upto a maximum of ₹ 40.00 Lacs in a Financial year.	
Other benefits	Contribution to Retirement funds, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.  Perquisites include use of Company's Car with driver, Club Membership Fee subject to maximum two clubs, Medical Insurance, Group Personal Accidental coverage as applicable to all employees of the Company from time to time and reimbursement of entertainment and all other expenses incurred by him for business of Company as per the Company Rules.	

#### 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.

Mr. Mukand Lal Dua & Mr. Nikhil Dua, Whole Time Directors of the Company are related to Mr. Ritesh Dua & Mr. Nitin Dua are considered interested in the resolution no 5 & 7 of the accompanying Notice.

Mr. Ramesh Kumar Dua, Managing Director of the Company is related to Mr. Gaurav Dua & Mr. Rahul Dua is considered interested in the resolution no. 6 & 8 of the accompanying Notice.

None of the other Directors and Key Managerial Personnel of the Company or their respective relative are concerned or interested financially or otherwise in the Resolution set out at Item No. 5-8 of the accompanying Notice

The relatives of Mr. Ritesh Dua, Mr. Gaurav Dua, Mr. Nitin Dua and Mr. Rahul Dua, may be deemed to be interested in the respective resolution to the extent of their shareholdings, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 5 to 8 of the Notice for approval by the members.

Information required to be given under Rule 15 of the Companies (Meeting of Board and its powers) Rule 2014:

S. No.	Particulars	Description			
		Item No -5	Item No -6	Item No -7	Item No -8
1	Name of Related Party	Mr. Ritesh Dua	Mr. Gaurav Dua	Mr. Nitin Dua	Mr. Rahul Dua
2	Name of Director or Key Management Personnel who is related, if any	Mr. Mukand Lal Dua & Mr. Nikhil Dua	Mr. Ramesh Kumar Dua	Mr. Mukand Lal Dua & Mr. Nikhil Dua	Mr. Ramesh Kumar Dua
3	Nature of Relationship	Son of Mr. Mukand Lal Dua & Brother of Mr. Nikhil Dua	Son of Mr. Ramesh Kumar Dua	Son of Mr. Mukand Lal Dua & Brother of Mr. Nikhil Dua	Son of Mr. Ramesh Kumar Dua
4	Nature, material terms, monetary value and particulars of the Contract	Reappointment as Executive Vice President (Finance) on terms & conditions as mentioned above	Reappointment as Executive Vice President (Marketing) on terms & conditions as mentioned above	Reappointment as Executive Vice President (Retail) on terms & conditions as mentioned above	Reappointment as Assistant Executive Vice President (Manufacturing) on terms & conditions as mentioned above

By Order of the Board  
For **Relaxo Footwears Limited**

**Vikas Kumar Tak**  
Company Secretary

Delhi, June 6, 2020