

NOTICE

NOTICE is hereby given that 34th Annual General Meeting of the members of Relaxo Footwears Limited will be held at Sri Sathya Sai International Centre, Lodhi Road Institutional Area, Pragati Vihar, New Delhi -110003 on Thursday, the 27th day of September, 2018 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 year ended 31.03.2018, which includes Balance Sheet as at 31st March, 2018 and the Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To declare dividend @ 150% equivalent to ₹1.50/- on each equity share of Face Value of ₹1/- each for the Financial Year 2017-18.
3. To appoint a Director in place of Mr. Ramesh Kumar Dua (**DIN - 00157872**) who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. Mukand Lal Dua (**DIN - 00157898**) who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

5. REAPPOINTMENT OF MR. RAMESH KUMAR DUA, AS MANAGING DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149,188,196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other relevant rules & provisions (including any statutory modification(s) or re-enactment thereof for the time being in force) thereof, consent of Shareholders be and is hereby accorded to the re-appointment of Mr. Ramesh Kumar Dua (**DIN - 00157872**) as Managing Director, (liable to retire by rotation), for a period of five years with effect from 1st day of April, 2019 on a Monthly Remuneration of ₹15,00,000/- and such other allowances, perquisites, benefits and amenities as set out in 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. Ramesh Kumar Dua shall be entitled to receive and be paid as minimum remuneration in that year by way of salary, allowances, perquisites and other benefits as stated in the Explanatory Statement hereto, subject to the ceiling as specified under Schedule V and any other provisions of Companies Act, 2013 (including any statutory modifications and re-enactments thereof)."

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

6. REAPPOINTMENT OF MR. MUKAND LAL DUA, AS WHOLE TIME DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149,188,196, 197 and 203 read with Schedule V and other applicable provisions of the

Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other relevant rules & provisions (including any statutory modification(s) or re-enactment thereof for the time being in force) thereof, consent of Shareholders be and is hereby accorded to the re-appointment of Mr. Mukand Lal Dua, (**DIN - 00157898**) as Whole Time Director, (liable to retire by rotation), for a period of five years with effect from 1st day of April, 2019 on a Monthly Remuneration of ₹15,00,000/- and such other allowances, perquisites, benefits and amenities as set out in 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. Mukand Lal Dua shall be entitled to receive and be paid as minimum remuneration in that year by way of salary, allowances, perquisites and other benefits as stated in the Explanatory Statement hereto, subject to the ceiling as specified under Schedule V and any other provisions of Companies Act, 2013 (including any statutory modifications and re-enactments thereof)."

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

7. REAPPOINTMENT OF MR. DEVAL GANGULY, AS WHOLE TIME DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 188, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other relevant rules & provisions (including any statutory modification(s) or re-enactment thereof for the time being in force) thereof, consent of Shareholders be and is hereby accorded to the re-appointment of Mr. Deval Ganguly, (**DIN - 00152585**) as Whole time Director, (liable to retire by rotation), for a period of three years with effect from 5th day of November, 2018 on a Monthly Remuneration and such other allowances, perquisites, benefits and amenities as applicable to the Company's Executives in the similar grade and on the terms and conditions including remuneration as set out in 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. Deval Ganguly, shall be entitled to receive and be paid the same remuneration as minimum remuneration in that year by way of salary, allowances, perquisites and other benefits as stated in the Explanatory Statement hereto, subject to the ceiling as specified under Schedule V and any other provisions of Companies Act, 2013 (including any statutory modifications and re-enactments thereof)."

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

8. REAPPOINTMENT OF MR. VIVEK KUMAR, AS AN INDEPENDENT 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, Mr. Vivek Kumar (**DIN - 00206819**), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years for a term from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation on such terms and conditions as set out in Explanatory Statement annexed to the Notice convening this Meeting."

9. REAPPOINTMENT OF MR. PANKAJ SHRIMALI, AS AN INDEPENDENT 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, Mr. Pankaj Shrimali (**DIN - 00013142**), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years for a term from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation on such terms and conditions as set out in Explanatory Statement annexed to the Notice convening this Meeting."

10. REAPPOINTMENT OF MR. KURUVILA KURIAKOSE, AS AN INDEPENDENT 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, Mr. Kuruvila Kuriakose (**DIN - 00881039**), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years for a term from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation on such terms and conditions as set out in Explanatory Statement annexed to the Notice convening this Meeting."

11. APPROVAL FOR PAYMENT OF COMMISSION ON NET PROFITS TO NON EXECUTIVE DIRECTORS OF THE COMPANY.

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

"RESOLVED THAT pursuant to Section 197, 198, and all other applicable provisions of the Companies Act, 2013, provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws (with or without modifications), in addition to the sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof, the

Company be and is hereby authorised to pay to its Non-Executive Directors (other than the Managing Director and Whole-time Directors of the Company) such commission as the Board of Directors may from time to time determine (to be divided amongst them in such proportion as may be determined by the Board of Directors from time to time) so that such commission shall not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013)."

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

**Vikas Kumar Tak
Company Secretary**

Delhi, 11th May, 2018

NOTES:-

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to special business set out in the Notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF IN THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS PROVIDED THAT A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
4. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The proxy, in order to be effective, must be deposited at the Registered Office of the Company, Aggarwal City Square, Plot No.-10, Manglam Place, District Centre, Sector-3 Rohini, Delhi -110085 or its Registrar and Share Transfer Agent M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad, Telangana - 500032, not less than forty eight hours before the commencement of the meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2018 to 26th September, 2018 (both days inclusive) in connection with the AGM and for the purpose of Dividend.
7. Dividend @ 150% i.e ₹ 1.50/- per equity share for the year ended 31st March, 2018 as recommended by the Board, if declared at AGM will be payable to those members whose name appears on the Company's Register of Members at the close of business hours on 20th September, 2018.
8. Members holding shares in physical form are advised to notify the Registrar and Share Transfer Agent of the Company of any change in their addresses immediately.
9. Members holding shares in demat form are advised to notify their respective depository participant of any changes in their addresses and particulars of their bank accounts immediately.
10. Members who are yet to register their email addresses with the Company or with the Depository are once again requested to register the same. The form for registration of email addresses with Company can be downloaded from the Company's website www.relaxofootwear.com.
11. Members/Proxies are requested to produce the attendance slip, duly completed and signed, for admission to the meeting hall.

12. Pursuant to the provisions of Section 124 of the Companies Act, 2013, any dividend, which remains unpaid or unclaimed for a period of seven years shall be transferred to Investor Education and Protection Fund.
Members who have not encashed their dividend warrants are requested to send back their warrants for revalidation or lodge their claims to our Registrar and Share Transfer Agent.
Members are advised that once the unclaimed dividend is transferred to the above fund, no claim shall lie from the company in respect thereof.
13. The annual report of the Company circulated to the Members of the Company, will be made available on the Company's website www.relaxofootwear.com.
14. Pursuant to the requirements of SEBI (LODR) Regulations, 2015 and Secretarial Standards -2 on General Meetings, the information about the Directors proposed to be appointed / re-appointed are furnished and forms a part of this Notice.
15. In terms of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of M/s Karvy Computershare Private Limited to provide the facility of electronic voting (e-voting) in respect of the Resolutions proposed at this AGM. The Board of Directors of the Company has appointed M/s Baldev Singh Kashtwal, Company Secretary as the Scrutinizer for this purpose.

16. E-Voting Instructions :

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

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

- i. Launch internet browser by typing the **URL: <https://evoting.karvy.com>**.
- ii. Enter the login credentials (i.e. User ID and password as mentioned in email). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, 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 of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email 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 "EVENT" for Relaxo Footwears Limited, as mentioned in the email forwarding the Notice of AGM along with Annual Report of the Company, in case of members receiving the documents in electronic form and in the enclosed "Electronic Voting Particulars", in case of a member receiving the documents in physical form.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total

number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item 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 have voted on the resolution(s), 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/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "**RELAXO_Event No.**"

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password as provided on the cover page of notice.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

Other Instructions

- a) 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) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. G Ramesh Desai, (Unit: xyz) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad Telangana - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c) In case any person becomes member of the Company after dispatch of Notice of AGM and holds shares as on the cut-off date for e-voting i.e., 20th September, 2018, he/she may obtain the User ID and Password in the manner as mentioned below :
 - i. If 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 or mobile number 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.
- iv. Member may call Karvy's toll free number 1800-3454-001.
- v. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavor to send User ID and Password to those new Members whose email ids are available.
- d) 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 voting through polling at the Meeting 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 AGM. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

- e) The Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- f) 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 (i.e. the record date), being 20th September, 2018. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- g) The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company and Karvy's website (<https://evoting.karvy.com>).

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

Financial Year	Date of Declaration	Date of Transfer to Dividend A/C	Last date fo Claim	Due date of transfer to IEPF	Amount of Unclaimed Dividend as on 31.03.2018 (₹)
2010-11	20.09.11	26.10.11	25.10.18	24.11.18	64947.00
2011-12	17.09.12	23.10.12	22.10.19	21.11.19	94778.00*
2012-13	19.09.13	25.10.13	24.10.20	23.11.20	138262.00
2013-14	18.09.14	24.10.14	23.10.21	22.11.21	164314.00
2014-15	24.09.15	30.10.15	29.10.22	28.11.22	185188.00
2015-16	15.09.16	21.10.16	20.10.23	19.11.23	239965.80
2016-17	21.09.17	27.10.17	26.10.24	25.11.24	392448.00

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

18. Information pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards:

Name of Director	Mr. Ramesh Kumar Dua (Item No-3 & 5)	Mr. Mukand Lal Dua (Item No-4 & 6)	Mr. Deval Ganguly (Item No.-7)	Mr. Vivek Kumar (Item No.-8)	Mr. Pankaj Shrimali (Item No.-9)	Mr. Kuruvila Kuriakose (Item No.-10)
Brief Resume of the Director & Qualifications	He has over 42 years of experience in sales and marketing, production and new product development in Footwear Industry. Additionally, he is a director in Marvel Polymers Private Limited, Relaxo Rubber Private Limited and Confederation of Indian Footwear Industries. He is a Commerce Graduate & Rubber Technologist (LPRI, London).	He has over 45 years of experience in new product development and quality control in Footwear Industry. Additionally, he is a director at Marvel Polymers Private Limited and Relaxo Rubber Private Limited. He is a Science Graduate.	He has Over 37 years of experience in areas of manufacturing, project and plant management in various reputed organisations. He had joined Company in 2011 as President, Manufacturing and was elevated to Board w.e.f 05.11.2012. He is B.Tech from IIT Kanpur.	He has over 21 years of experience as Operational Head in leading Indian Companies and is also a Management Consultant to many Corporates in the areas of quality, productivity, environment and safety. He is MBA from Faculty of Management Studies, Delhi University and Electrical Engineer from the University of Roorkee (now IIT Roorkee)	He has over 34 years of experience in areas of Finance, Accounts, Secretarial, Corporate Management, legal and corporate consultancy services, strategic management and investment banking. He is Fellow member of ICAI, ICSI, and Institute of Cost Accountants of India.	He has over 32 years of experience in area of Finance in Footwear Industry. He is B.Sc (Special) in Maths from Kerela University and member of the Institute of Chartered Accountants of India.
Age	64 years	69 years	59 years	62 years	55 years	67 years
Nature of his Expertise in Specific functional areas	Experience in Manufacturing, Product Development in the footwear Industry and Management of the Company.	Experience in New Product development and quality control in Footwear Industry.	Experience in the field of Manufacturing, Project and Plant Management.	Experience in areas of quality, productivity, environment and safety standards.	Experience in areas of Finance, Secretarial, accounts functions Corporate Management, legal and corporate consultancy services, strategic management and investment banking.	Experience in area of Finance in Footwear Industry.
Disclosure of relationship between Directors inter-se	Related to Mr. Mukand Lal Dua, Whole Time Director	Related to Mr. Ramesh Kumar Dua, Managing Director & Mr. Nikhil Dua, Whole Time Director	None	None	None	None

Name of Director	Mr. Ramesh Kumar Dua (Item No-3 & 5)	Mr. Mukand Lal Dua (Item No-4 & 6)	Mr. Deval Ganguly (Item No.-7)	Mr. Vivek Kumar (Item No.-8)	Mr. Pankaj Shrimali (Item No.-9)	Mr. Kuruvila Kuriakose (Item No.-10)
Date of First Appointment on the Board	13.09.1984	13.09.1984	05.11.2012	30.01.2007	29.05.2010	05.11.2012
Name of entities in which persons hold Directorship of the Board	Marvel Polymers Pvt. Ltd. Relaxo Rubber Pvt. Ltd. Confederation of Indian Footwear Industries	Marvel Polymers Pvt. Ltd. Relaxo Rubber Pvt. Ltd.	Nil	Sagar Quality Management Service Pvt. Ltd.	Network India Ltd	Neo Land Project Pvt. Ltd. Microfin Securities Pvt. Ltd. Milliard Logistics Pvt. Ltd. Naamah Retreats Pvt. Ltd. Stellar Recreations Pvt. Ltd. Four Seasons Buildcon Pvt. Ltd. Stellar Hotels Pvt. Ltd.
Shareholding of Directors	31148150	26445700	9360	Nil	22000	Nil
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	Details given in explanatory statement for item no 5 (last salary drawn ₹ 1209.80 Lacs per annum in FY18)	Details given in explanatory statement for item no 6 (last salary drawn ₹ 1209.80 Lacs per annum in FY18)	Details given in explanatory statement for item no 7 (Last salary drawn ₹ 185.94 Lacs per annum in FY18)	Reappointment as Independent Directors of the Company (not liable to retire by rotation)	Reappointment as Independent Directors of the Company (not liable to retire by rotation)	Reappointment as Independent Directors of the Company (not liable to retire by rotation)
Number of Meeting of the Board attended during the Year (01.04.2017 to 31.03.2018)	5	5	5	5	5	4
Chairman / Members in committees of Board of Directors of Indian Companies	NIL	NIL	NIL	NIL	NIL	NIL
Committee details in Relaxo Footwears Limited	Chairman in CSR Committee and Member in Stakeholder Relationship Committee.	Members in CSR and Stakeholder Relationship Committee.	None	Chairman in Stakeholder Relationship Committee and Member in Audit and Nomination & Remuneration Committee.	Chairman in Audit and Nomination & Remuneration Committee. Member in CSR Committee.	Member in Audit Committee

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

Item No. 5 & 6

Mr. Ramesh Kumar Dua was re-appointed as Managing Director and Mr. Mukand Lal Dua was re-appointed as Whole Time Director w.e.f. 1st April, 2014 in the Annual General Meeting held on 19th day of September, 2013. The term of appointment shall expire on 31st day of March, 2019.

In view of large contribution in the growth of the Company and the background and experience of Mr. Ramesh Kumar Dua & Mr. Mukand Lal Dua, the Board of Directors at its meeting held on May 11, 2018, based on the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders at the ensuing Annual General Meeting has re-appointed Mr. Ramesh Kumar Dua as Managing Director and Mr. Mukand Lal as Whole Time Director of the Company for five years on the terms and conditions given below :-

1. PERIOD: Five years commencing from 1st day of April 2019.

2. REMUNERATION:

I. SALARY

Name and Designation	Salary per month effective from 1st day of April, 2019
Mr. Ramesh Kumar Dua	₹ 15,00,000/-
Mr. Mukand Lal Dua	₹ 15,00,000/-

II. COMMISSION

In addition to the salary, Mr. Ramesh Kumar Dua and Mr. Mukand Lal Dua, shall be entitled to receive Commission on the net profits as decided by the Board of Directors each year subject to the provisions of Section 198 and other relevant sections and rules of the Companies Act, 2013, so that the total remuneration by way of salary, dearness allowance, perquisites, commission and other allowances shall not exceed 5% of its net profits for such single managerial person, the total remuneration paid to all such managerial persons shall not exceed 10% of the net profits.

In addition to the above remuneration, Mr. Ramesh Kumar Dua and Mr. Mukand Lal Dua shall be entitled for following perquisites :-

- Contribution to Provident fund, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- Other Perquisites also 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.

Overall Remuneration

The total remuneration payable to Mr. Ramesh Kumar Dua and Mr. Mukand Lal Dua by way of salary perquisites, allowances, benefits and amenities as approved by the Board shall not exceed the limits laid down in Section 197, 198 and other relevant provisions of Companies Act, 2013 or any statutory modifications or re-enactments thereof.

Minimum Remuneration :

In the absence of or inadequacy of profits in any year, Mr. Ramesh Kumar Dua and Mr. Mukand Lal 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. Ramesh Kumar Dua and Mr. Mukand Lal Dua shall not be paid any sitting fees for attending meetings of the Board of Directors and Committees from the date of their re-appointment.

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

Mr. Ramesh Kumar Dua and Mr. Mukand Lal Dua are interested in resolution no. 5. Mr. Mukand Lal Dua, Mr. Ramesh Kumar Dua and Mr. Nikhil Dua, Directors are interested in resolution no. 6.

None of the other Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the resolutions no. 5 & 6.

Mr. Ramesh Kumar Dua holds experience of 42 years in Management, sales and marketing, production and new product development in Footwear Industry. He is a Commerce Graduate & Rubber Technologist (LPRI, London). He is one of the Promoters of the Company. He along with Mr. Mukand Lal Dua is instrumental in making Relaxo, a largest manufacturing company in India. Under his stern leadership the Company is achieving new heights every year. He is one of the key member who has created leadership team, helped Relaxo to become one of the best corporate governance and professional Company.

Mr. Mukand Lal Dua has 45 years of experience in management, new product development and quality control in footwear industry. Mr. Mukand Lal Dua is a Science Graduate and one of the Promoters of the Company. Mr. Mukand Lal Dua is going to attain age of 70 years during the proposed tenure, however considering his experience and fitness it is considered that he will be able to steer the Company to new heights and will be a guiding force to the senior management team.

During the last 5 years under the leadership of Mr. Ramesh Kumar Dua and Mr. Mukand Lal Dua the Company has grown exponentially as per following details :

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
Net Earning (₹ in Crores)	161.07	119.95	120.28	103.05	65.64
Cash Earning (₹ in Crores)	215.41	171.41	167.40	142.95	96.80
EPS-Basic (in ₹)	13.40	9.99	10.02	17.17	10.94
Dividend (including Interim Dividend per share) (in ₹)	1.50	1.00	0.60	1.00*	0.50
Dividend Pay out (%)	11.19	10.01	5.99	5.82	4.57
Book Value Per Share (in ₹)	63.25	50.48	39.99	61.30	46.09
Face value Per Share (in ₹)	1.00	1.00	1.00	1.00	1.00
Market cap (₹ in Crores)	7727.91	5992.10	4369.45	3876.39	1768.38

The Board recommends the resolutions as item no 5 & 6 for approval of members as special resolution.

Item No. 7

Mr. Deval Ganguly was re-appointed as Whole Time Director w.e.f. 5th November, 2015 for a tenure of 3 years and subsequently remuneration increase was approved by the Shareholders in their meeting held on 24th September, 2015 for the remaining tenure which is going to expire on 4th November, 2018.

In view of contribution in the manufacturing, project and plant management of the Company and the background & experience of Mr. Deval Ganguly the Board of Directors at its meeting held on May 11, 2018, based on the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders at the ensuing Annual General Meeting has re-appointed Mr. Deval Ganguly as Whole Time Director of the Company for three years on the terms and conditions given below :-

- 1. Term :** Three years commencing from 5th November, 2018 to 4th November, 2021.
- 2. Nature of Duties :** Mr. Deval Ganguly shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and/or the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- 3. Basic Salary :** In the range of ₹ 3.00 lacs to ₹ 4.50 lacs per month (with such annual/special increments within the aforesaid

range as may be decided by the Board or any Committee thereof, in the absolute discretion from time to time).

- 4. House rent Allowance :** 50% of Basic Salary.
- 5. Performance Incentive :** As may be determined by the Nomination and Remuneration Committee from time to time.
- 6. Special Allowance :** In the range of ₹ 2.00 lacs to ₹ 4.00 lacs per month (as may be determined by the Board or Nomination and Remuneration Committee thereof in each year).
- 7. Transport Allowance :** ₹ 1,600 per month
- 8. Education Allowance :** ₹ 200 per month
- 9. Medical Allowance :** ₹ 1,250 per month
- 10. Other benefits :**

Leave Travel Concession & ESOP in accordance with the Rules of the Company.

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.

In addition to the remuneration as detailed herein above Mr. Deval Ganguly shall also be eligible for the following perquisites:

- Contribution to provident fund, superannuation fund, annuity fund or pension fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half month's salary for

- each completed year of service, and
- c) Encashment of leave as per Rules of the Company.
- d) Other Perquisites also include use of Company's Car with driver, 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.

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

Overall Remuneration

The total remuneration payable to Mr. Deval Ganguly by way of salary perquisites, allowances, benefits and amenities as approved by the Board shall not exceed the limits laid down in Section 197, 198 and other relevant provisions of Companies Act, 2013 or any statutory modifications or re-enactments thereof.

Minimum Remuneration :

In the absence of or inadequacy of profits in any year, Mr. Deval Ganguly shall be entitled to receive and be paid the above remuneration as minimum remuneration in that year by way of salary, allowances, perquisites and other benefits in that year, subject however to the ceiling specified under Schedule V of the Companies Act, 2013 (including any statutory modifications and re-enactment thereof).

Mr. Deval Ganguly, a B. Tech from IIT Kanpur, holds 37 years of experience in areas of manufacturing, project and plant management in various reputed organisations. He joined the Company in 2011 as President, Manufacturing and was elevated to Board w.e.f. 05.11.2012. He has been instrumental for various initiatives in the manufacturing plants which has not only increased the efficiency but also been able to rationalize the cost of manufacturing.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. Deval Ganguly is in any way, concerned or interested in the resolution no 7.

The Board recommends the resolution as item no 7 for approval of members as special resolution

Item No. 8-10

The Shareholders of the Company approved appointment of Mr. Vivek Kumar, Mr. Pankaj Shrimali and Mr. Kuruvila Kuriakose as Independent Directors whose term is going to expire on 31st March, 2019.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Vivek Kumar, Mr. Pankaj Shrimali and Mr. Kuruvila Kuriakose being eligible, have offered themselves for reappointment as Independent Directors of the Company.

Mr. Pankaj Shrimali holds 22000 equity shares of the Company whereas Mr. Vivek Kumar and Mr. Kuruvila Kuriakose does not hold any equity shares of the Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance and evaluation of all the three Independent Directors Mr. Vivek Kumar, Mr. Pankaj Shrimali and Mr. Kuruvila Kuriakose, it is proposed to re-appoint them for the second term as an independent Director on the Board of the Company for a period of five years upto 31st March, 2024 on following terms :

1. **Term :** Five years commencing from 1st April, 2019 to 31st March, 2024.
2. **Nature of Duties :** Mr. Vivek Kumar, Mr. Pankaj Shrimali and Mr. Kuruvila Kuriakose, shall act as Independent Directors of the Company and will comply with all the duties and responsibilities

assigned to Independent Directors as per the relevant provisions & Schedule IV of Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

3. **Remuneration :** Mr. Vivek Kumar, Mr. Pankaj Shrimali and Mr. Kuruvila Kuriakose, shall be entitled to receive Sitting Fees for the Board and Committee Meetings attended during the tenure as decided by the Board of Directors of the Company.
4. **Commission :** In addition to the sitting fee Mr. Vivek Kumar, Mr. Pankaj Shrimali and Mr. Kuruvila Kuriakose, shall be entitled to receive Commission on the net profits as may be decided by the Board of Directors of the Company from time to time, subject to the overall limit of 1% of net profits prescribed by the provisions of Section 197 and 198 and other relevant rules and provision of Companies Act, 2013.

In the opinion of the Board, Mr. Vivek Kumar, Mr. Pankaj Shrimali and Mr. Kuruvila Kuriakose fulfills the conditions specified in the Act. Except for the above mentioned shareholding held by Mr. Pankaj Shrimali, all the three directors are independent of the management. Copy of the draft letter for appointment of Mr. Vivek Kumar, Mr. Pankaj Shrimali and Mr. Kuruvila Kuriakose as an Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Mr. Vivek Kumar is a MBA from Faculty of Management Studies, Delhi University and Electrical Engineer from the University of Roorkee (now IIT Roorkee). He has over 21 years of experience as Operational Head in leading Indian companies. He has rich experience in manufacturing operations, quality, productivity, environment and safety and also a management consultant to many reputed corporates in the areas of quality, productivity, environment and safety.

Mr. Pankaj Shrimali is a Fellow member of Institute of Chartered Accountants of India (ICAI), Institute of Company Secretaries of India (ICSI), and Institute of Cost Accountants of India. He has 34 years of experience in areas of finance, accounts, secretarial, corporate management, legal & corporate consultancy services, strategic management and investment banking for reputed corporate houses. He is alumni of Shriram College of Commerce and has been a rank holder in graduation and professional exams.

Mr. Kuruvila Kuriakose is a member of Institute of Chartered Accountants of India. He has over 32 years of experience in area of Finance in Footwear Industry. He has been on the Board of Company for more than 5 years and had given valued inputs about the improvement and functioning of Company in various areas.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vivek Kumar, Mr. Pankaj Shrimali and Mr. Kuruvila Kuriakose as an Independent Directors. Accordingly, the Board recommends passing of the Resolution at Item No. 8-10 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors of the Company for their respective appointment, are concerned or interested in these Special Resolutions set out at Item No. 8-10 for approval of the Members.

Item No. 11

It is proposed to pass Special Resolution under Section 197 of the Act, enabling the payment of commission to Directors (other than Managing Director and/ or Whole Time Director/s) for each financial year.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that remuneration not exceeding 1% of the net profits of the Company, calculated in accordance with Section 198 of the Act, be continued to be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee of

the Board and approval by the Board of Directors of the Company, for each financial year.

The payment of commission would be in addition to the sitting fees payable for attending the Meetings of the Board and Committees thereof.

All the Independent Directors of the Company namely, Mr. Vivek Kumar, Mr. Pankaj Shrimali, Mr. Kuruvila Kuriakose and Ms. Deepa

Verma are concerned or interested in the Resolution mentioned at Item No.11 of the accompanying Notice to the extent of commission that may be received by them.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the Resolution at Item No.11 of the Notice.

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

**Vikas Kumar Tak
Company Secretary**

Delhi, 11th May, 2018

RELAXO

RELAXO FOOTWEARS LIMITED

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