



RELAXO FOOTWEARS LIMITED

CIN : L74899DL1984PLC019097

Registered Office : Aggarwal City Square, Plot No. 10, Manglam Place, District Centre, Sector-3, Rohini, Delhi-110085 (India)

Tel. No.: (011)-46800600, **Fax No.:** (011)-46800692, **E-mail:** cs@relaxofootwear.com, **Website:** www.relaxofootwear.com

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting ("AGM or e-AGM or Meeting") of the Members of Relaxo Footwears Limited ("the Company") to be held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on Thursday, 24th day of August, 2023 at 10:30 a.m. to transact the following business:

ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, comprising of the Balance Sheet as at March 31, 2023 and the statement of Profit and Loss Account for the Financial Year ended on that date including Statement of cash flows for the year ended as at March 31, 2023, together with the Reports of Board of Directors and Auditors thereon.
2. To declare a final dividend @250% equivalent to ₹2.50/- per equity share having Face Value of ₹1/- each for the Financial Year 2022-23.
3. To consider appointment of a Director in place of Mr. Deval Ganguly, Whole Time Director (DIN: 00152585) of the Company, who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

4. TO RE-APPOINT MR. RAMESH KUMAR DUA (DIN- 00157872) AS MANAGING DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, If any 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 or any other relevant rules & provisions (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation of the

Nomination & Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the consent of members of the Company be and is hereby accorded for re-appointment of Mr. Ramesh Kumar Dua (DIN- 00157872) as Managing Director of the Company who will attain the age of 70 (Seventy) years on March 24, 2024 for a further period of 5 (five) years with effect from April 1, 2024, liable to retire by rotation, at a monthly Remuneration of ₹20,00,000/- & such other allowances, perquisites, benefits, amenities and such other terms & conditions including remuneration as detailed in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary and modify the terms and conditions of re-appointment including remuneration of Mr. Ramesh Kumar Dua, subject to the same not exceeding the limits specified under Section 197 read with 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 to 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 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."

5. TO RE-APPOINT MR. MUKAND LAL DUA (DIN- 00157898) AS A WHOLE TIME DIRECTOR OF THE COMPANY.

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



"RESOLVED THAT pursuant to the provisions of Sections 152,196, 197, 198 and 203 read with Schedule V and other applicable provisions if any, 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 or any other relevant rules & provisions (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the consent of members of the Company be and is hereby accorded for re-appointment of Mr. Mukand Lal Dua, (DIN- 00157898) as a Whole Time Director who has attained the age of 70 (seventy) years on January 08, 2019 and approval of members by way of special resolution had already been taken in the Annual General Meeting held on September 27, 2018 for the earlier term of his appointment as Whole Time Director of the Company for a further period of 5 (five) years with effect from April 1, 2024, liable to retire by rotation at a monthly Remuneration of ₹20,00,000/- and such other allowances, perquisites, benefits and amenities and such other terms & conditions including remuneration as detailed in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary and modify the terms and conditions of re-appointment including remuneration of Mr. Mukand Lal Dua, subject to the same not exceeding the limits specified under Section 197 read with 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 to 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 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. TO RE-APPOINT 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 a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152,196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, 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 or any other relevant rules & provisions (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the consent of members of the Company be and is hereby accorded for re-appointment of Mr. Nikhil Dua (DIN – 00157919), as a Whole time Director of the Company for a further period of 3 (three) years with effect from October 1, 2023 till September 30, 2026, liable to retire by rotation at a monthly remuneration of ₹9,50,000/- in the pay scale of (₹9,50,000 – ₹75,000 – ₹11,00,000) 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 ₹50.00 Lacs in a financial year and such other terms and conditions including remuneration as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary and modify the terms and conditions of re-appointment including remuneration of Mr. Nikhil Dua, subject to the same not exceeding the limits specified under Section 197 read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT in the absence or inadequacy of the profits in any year, Mr. Nikhil Dua shall be entitled to receive and to 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 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. TO RE-APPOINT MR. GAURAV DUA (DIN-09674786) AS A WHOLE TIME DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 152,196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, 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 or any other relevant rules & provisions (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the consent of members of the Company be and is hereby accorded for re-appointment of Mr. Gaurav Dua (DIN-09674786) as a Whole time Director of the Company for a further period of 3 (three) years with effect from October 1, 2023 till September 30, 2026, liable to retire by rotation at a monthly remuneration of ₹9,50,000/- in the pay scale of (₹9,50,000 – ₹75,000 – ₹11,00,000) 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 ₹50.00 Lacs in a financial year and such other terms and conditions including remuneration as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary and modify the terms and conditions of re-appointment including remuneration of Mr. Gaurav Dua, subject to the same not exceeding the limits specified under Section 197 read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT in the absence or inadequacy of the profits in any year, Mr. Gaurav Dua shall be entitled to receive and be paid a 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 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. TO RE-APPOINT 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 a 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], and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the approval of members of the Company be and is hereby accorded to the Board of Directors for 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, 2023 till September 30, 2026 at a monthly remuneration of ₹9,50,000/- in the pay scale of (₹9,50,000 – ₹75,000 – ₹11,00,000) and such other allowances, perquisites, benefits and amenities as applicable to the Company’s Executives in the similar grade and performance bonus/variable pay out i.e. 0.01% of turnover of the Company as defined under the Companies Act, 2013, subject to maximum of ₹50.00 Lacs in a Financial Year and on the terms and conditions including remuneration as detailed in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary and modify the terms and conditions of re-appointment including remuneration of Mr. Ritesh Dua within the limit approved by the members of the Company.



RESOLVED FURTHER THAT the Board of Directors of the Company 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."

9. TO RE-APPOINT 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 a 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], and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the approval of members of the Company be and is hereby accorded to the Board of Directors for 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, 2023 till September 30, 2026 at a monthly remuneration of ₹9,50,000/- in the pay scale of (₹9,50,000 – ₹75,000 – ₹11,00,000) and such other allowances, perquisites, benefits and amenities as applicable to the Company's Executives in the similar grade and performance bonus/variable pay out i.e. 0.01% of turnover of the Company as defined under the Companies Act, 2013, subject to maximum of ₹50.00 Lacs in a Financial Year and on the terms and conditions including remuneration as detailed in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary and modify the terms and conditions of re-appointment including remuneration of Mr. Nitin Dua within the limit approved by the members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company 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."

10. TO RE-APPOINT MR. RAHUL DUA (RELATIVE OF DIRECTOR) AS AN EXECUTIVE VICE PRESIDENT (MANUFACTURING) OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as a 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], and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the approval of members of the Company be and is hereby accorded to the Board of Directors for re-appointment of Mr. Rahul Dua (relative of Mr. Ramesh Kumar Dua, Managing Director & Mr. Gaurav Dua, Whole Time Directors) to hold and continue to hold office or place of profit in the Company as an Executive Vice President (Manufacturing) of the Company for a period of 3 (three) years with effect from October 1, 2023 till September 30, 2026 at a monthly remuneration of ₹9,50,000/- in the pay scale of (₹9,50,000 – ₹75,000 – ₹11,00,000) and such other allowances, perquisites, benefits and amenities as applicable to the Company's Executives in the similar grade and performance bonus / variable pay out i.e. 0.01% of turnover of the Company as defined under the Companies Act, 2013, subject to maximum of ₹50.00 Lacs in a Financial Year and on the terms and conditions including remuneration as detailed in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary and modify the terms and conditions of re-appointment including remuneration of Mr. Rahul Dua within the limit approved by the members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to sign and execute such documents/writings or other papers as may

be necessary and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable, expedient or incidental for the purpose

and to settle any question, difficulty or doubt that may arise in giving effect to this resolution."

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

Sd/-
Ankit Jain

Company Secretary & Compliance Officer
ICSI Membership No. FCS-8188
Address: Aggarwal City Square, Plot No.-10,
Manglam Place, District Centre,
Sector-3, Rohini, Delhi – 110085

Date: July 24, 2023
Place: Delhi

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 Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard 2 ("SS-2") issued by Institute of Company Secretaries of India ("ICSI") notified by the Ministry of Corporate Affairs ("MCA") details of Director retiring by rotation/seeking re-appointment at the ensuing meeting are provided in the **"Annexure-I"** to the Notice. Directors seeking re-appointment/retire by rotation have furnished requisite declarations/disclosure under section 164/184 and other applicable provisions of the Act, including rules framed there under and the Listing Regulations.
3. The MCA vide its, Circular No. 20/2020 dated May 05, 2020, read with General Circular No.10/2022 dated December 28, 2022 and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and any other relevant circulars issued by MCA or SEBI (hereinafter collectively referred as "Applicable Circulars") have permitted companies to hold their AGM through VC/OAVM without physical presence of Members till September 30, 2023 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 applicable Circulars, the 39th AGM of the Company being conducted through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
5. In accordance with the SS-2 read with Clarification/ Guidance on applicability of Secretarial Standards – 1 and 2 and amendments thereof dated April 15, 2020 and December 31, 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. The Company has appointed Kfin Technologies Limited, Registrar & Share Transfer Agent ("RTA") of the Company, (earlier known as Kfin Technologies Private Limited) ("Kfin" or "Kfintech") to provide facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting at the e-AGM through Insta Poll during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No 17 below.
7. All the documents referred to in the Notice and explanatory statement will 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. August 24, 2023. Members seeking to inspect such documents can send an e-mail to cs@relaxofootwear.com. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and all the documents referred in the Notice of AGM and explanatory statement including certificate from the Secretarial Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2021, will be available electronically for inspection by the Members during the AGM. The Register of Members and Share Transfer Books will remain closed from August 18, 2023 (Friday) to August 23, 2023 (Wednesday) (both days inclusive) in connection with AGM and for the purpose of Dividend.



8. Final Dividend @ 250% i.e. ₹2.50/- per equity share for the year ended March 31, 2023 as recommended by the Board of Directors in their meeting held on May 10, 2023 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 August 17, 2023. The Final Dividend will be paid on or before September 22, 2023 to the eligible shareholders. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the RTA by sending e-mail to the RTA's e-mail address at einward.ris@kfintech.com. For details members may refer to the communication on TDS on Dividend Distribution appended to this notice as **Annexure-II**.
9. **Pursuant to the circulars issued by MCA on conducting the AGM through VC/OAVM:**
- Members can attend the meeting through log in credentials provided to them to connect to VC. Physical attendance of the Members at the Meeting venue has been dispensed with.
 - Appointment of proxy to attend and cast vote on behalf of the member is not available for this e-AGM and hence, the Route map, Proxy Form and Attendance Slip are not annexed to this Notice.**
 - 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.
10. The facility of participation at the AGM through VC/OAVM will be made available for 2,000 members on first come first served ("FCFS") basis. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the conclusion of the AGM.
11. No restrictions on account of FCFS 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 (i.e. Statutory Auditors and Secretarial Auditors) etc.
12. 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.
13. **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 applicable Circulars the Company is providing facility of remote e-voting to its Members through Kfin on all the businesses/ resolutions set forth in this Notice.
14. **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 Kfin.
15. In line with applicable MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at 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 and www.nseindia.com respectively and is also available on the website of e-voting agency Kfin at the website address <https://evoting.kfintech.com>.
16. **Procedure for obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose e-mail addresses are not registered with the depositories or with RTA on physical folios:**
- In Compliance with applicable Circulars, and to support 'Green Initiative' Financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2023, 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 e-mail 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:
- Members are requested to register their e-mail 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/clientservices/isc/default.aspx> or by submitting physical copy of Form ISR-1 to the RTA along with relevant documents at below mentioned address at Kfin Technologies Limited, Unit: Relaxo Footwears Limited, Selenium Building, Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Hyderabad - 500032, India or by sending e-mail to einward.ris@kfintech.com.
 - After due verification, the Company/Kfin will forward your login credentials to your registered e-mail address.

- c) Members are advised to receive the Notice convening the 39th AGM and Annual Report for FY 2022-23 via e-mail, by updating their e-mail ID by accessing the link <https://ris.kfintech.com/clientservices/isc/default.aspx>
- d) Alternatively, Notice of 39th AGM can be downloaded through <https://evoting.kfintech.com/public/Downloads.aspx>.
- e) Members are also requested to visit the website of the Company www.relaxofootwear.com or the website of the RTA www.kfintech.com for downloading the Annual Report and Notice of the e-AGM.

17. Instructions for the Members for attending the e-AGM through Video Conference:

The Company is providing VC/OAVM facility to its members for joining/participating at the AGM. Members may join the Meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. The Company will provide VC / OAVM facility to its Members for participating at the e-AGM.

- a) Members will be able to attend the e-AGM through VC/ OAVM 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" tab, and select the EVEN of the Company
 - iv. Click on the video symbol and accept the meeting etiquettes to join 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.

Members who would like to express their views or ask questions during the e-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 August 19, 2023 (09:00 Hours IST) to August 21, 2023 (5:00 Hours IST). Only those members who have registered themselves as speaker will be allowed to express their views or ask questions at the e-AGM. Members shall be provided a 'queue number' before the meeting. 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 e-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 e-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 e-AGM. The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Members may login through the user id and password provided in the mail received from Kfintech. On successful login, members may post the questions in the 'Post Your Question' tab

- c) Members who need assistance before or during the e-AGM can contact Kfin on evoting@kfintech.com or call on toll free numbers 1-800-3094-001. Kindly quote your name, DP ID-Client ID/Folio no. and E-voting Event Number in all your communications.
- d) 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 e-AGM.
- e) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the e-AGM.

18. 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 cast their vote through remote e-Voting will be eligible to attend the e-AGM. However, will not be entitled to cast their vote at the meeting.
- c) The procedure for Instapoll on the day of the e-AGM is same as the instructions mentioned for Remote e-voting.



19. (a) Members holding shares in physical mode:

- a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company/RTA, 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/RTA for receiving all communications from the Company electronically;
- d) are requested to notify the Company/RTA, 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.

(b) Procedure for Registration of e-mail and Mobile: Securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided through hard copies which are self-attested, which can be shared on the address below:

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 632, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India – 500 032.

Detailed FAQ can be found on the link:

<https://ris.kfintech.com/faq.html>

For more information on updating the e-mail and Mobile details for securities held in electronic mode,

please reach out to the respective DP(s), where the DEMAT A/c is being held.

20. 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.
21. Non-Resident Indian members are requested to inform RTA/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.

22. 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. The said information was also filed with MCA which is available on their website at www.iepf.gov.in. 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. During FY23, the Company transferred unclaimed dividend amounts of ₹1,84,906.00

from the Final Dividend for the Financial Year 2014 – 2015 to the IEPF.

Members who have not encashed their dividend warrants towards the Final Dividend for the Financial Year 2015-2016

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, 2023 (in ₹)
2015-16	15.09.2016	21.10.2016	20.10.2023	19.11.2023	1,99,087.20
2016-17	21.09.2017	27.10.2017	26.10.2024	25.11.2024	3,25,359.00
2017-18	27.09.2018	02.11.2018	01.11.2025	01.12.2025	4,91,500.50
2018-19	26.09.2019	01.11.2019	31.10.2026	30.11.2026	3,07,621.80
2019-20	27.02.2020	03.04.2020	02.04.2027	02.05.2027	6,62,108.75
2020-21	26.08.2021	02.10.2021	01.10.2028	31.10.2028	6,88,074.50
2021-22	25.08.2022	01.10.2022	30.09.2029	30.10.2029	7,14,921.00

Members who have not encashed their dividend warrants are requested to send back their warrants for revalidation or lodge their claims to our RTA.

- a) 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 Board's Report.

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

- b) 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 RTA for doing the needful.
- c) In accordance with the proviso to Regulation 40(1) of the Listing Regulations, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions as per amendment in SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2022, w.e.f. January 24, 2022, transmission or transposition of securities held in physical or dematerialized form shall be effected in dematerialized form only.

d) 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,

or thereafter are requested to write to the Company's RTA.

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.

as amended from time to time, and Regulation 44 of the Listing Regulations, and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Kfin, on all the resolutions set forth in this Notice.

- b) However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- c) 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.



- d) 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 August 17, 2023. 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.
- e) The e-voting facility will be available during the following period:
- Commencement of e-voting: 09:00 Hours (IST) on Monday, August 21, 2023.
 - End of e-voting: 17:00 Hours (IST) on Wednesday, August 23, 2023.
- f) The e-voting will not be allowed beyond the aforesaid date and time and the e-voting
- j) The procedure and instructions for the remote e-voting facility for Individual shareholders holding securities in demat mode are provided as follows:
- module shall be disabled by Kfin upon expiry of aforesaid period.
- g) The Board of Directors has appointed Mr. Baldev Singh Kashtwal, Practicing Company Secretary, (C.P. No. 3169) as the Scrutinizer to scrutinize the remote e-voting and InstaPoll process in a fair and transparent manner.
- h) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he/she is already registered with Kfintech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
- i) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method" for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IdeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IdeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IdeAS e-Services</p> <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select "Register Online for IdeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in point 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. Kfintech. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasinew/home/login/ or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration/</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat account number and PAN.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

k) The procedure and instructions for remote e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode are provided as follows :

Members whose e-mail IDs are registered with the Company/ Depository Participants (s), will receive an e-mail from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password mentioned in the e-mail). In case of physical folio, User ID will be EVEN (E-Voting Event Number) of Relaxo Footwears Ltd e-AGM, 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 Kfintech for e-voting, you can use your existing User ID and password for login.
- 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 consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e. e-voting event number for Relaxo Footwears Ltd e-AGM.
 - 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., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id bskashtwal@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVEN No."
- I) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID - Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID - Client ID to 9212993399
 - ✓ Example for NSDL: MYEPWD<SPACE>IN12345612345678
 - ✓ Example for CDSL: MYEPWD<SPACE>1402345612345678
 - ✓ Example for Physical: MYEPWD<SPACE>XXXX1234567890
 - ii. 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.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID - Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
 - m) 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 August 17, 2023. A person who

is not a Member as on the cut-off date should treat this notice for information purpose only.

- n) 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 Kfin's website for e-voting: <https://evoting.kfintech.com> and/or contact Mr. Sankara Gokavarapu, Senior Manager Corporate Registry, Unit: Relaxo Footwears Limited of Kfin Technologies Limited, Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@kfintech.com or contact no. 040 - 6716 2222 or call Kfin's toll free No. 1-800-3094-001 for any further clarifications. The members of the Company can also contact Mr. Ankit Jain, 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.
- o) The Scrutinizer, after scrutinizing the voting through remote e-voting and e-voting at the AGM, shall make a consolidated scrutinizer's

report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or any other person authorised by the Chairman. The Chairman or the authorized person shall declare the voting results, along with the consolidated scrutinizer's report within the timeframe prescribed under the Act and Listing Regulations. The voting results declared shall be available on the website of the Company www.relaxofootwear.com and on the website of Kfin at <https://evoting.kfintech.com/> and shall also be displayed on the notice board at the registered office and corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges. The resolutions set out in this Notice, shall be deemed to be passed on the date of AGM, subject to receipt of the requisite number of votes in favour of the resolutions.

- p) The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company www.relaxofootwear.com in the Investor Section, at the earliest soon after the conclusion of the Meeting.



'Annexure-I' to the Notice

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations 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. Ramesh Kumar Dua (DIN: 00157872) (Item No. 4)	Mr. Mukand Lal Dua (DIN: 00157898) (Item No. 5)	Mr. Nikhil Dua (DIN: 00157919) (Item No. 6)	Mr. Gaurav Dua (DIN: 09674786) (Item No. 7)
Brief Resume of the Director & Qualification	He has over 42 years of experience in areas of manufacturing, project and plant management in various reputed organisations. He is B. Tech from IIT Kanpur.	He has over 47 years of experience in sales and marketing, production and new product development in Footwear Industry. Additionally, he is a director in Confederation of Indian Footwear Industries. He is a Commerce Graduate & Rubber Technologist (LPRI, London)	He has over 50 years of experience in new product development and quality control in Footwear Industry. He is a Science Graduate	He has over 27 years of experience in production and new product development and has rich knowledge of product mix in Footwear Industry. He is a Commerce Graduate & has studied from International School of Modern Shoe-making, Czech Republic.	He has over 22 years of experience in Sales & Marketing in footwear industry. He has done MBA from University of Wales.
Age	64 years	69 years	74 years	47 years	42 Years
Experience and nature of his Expertise in Specific functional areas	Experience in areas of manufacturing, project and plant management.	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 production and new product development and has rich knowledge of product mix in Footwear Industry.	MBA having over 22 years of experience in Sales & Marketing. He has been pivotal for various initiatives in the Company for revenue, growth, market expansion and branding rejuvenation
Disclosure of relationship between Directors inter-se/ relationship with other Directors, Manager and other key managerial personnel of the Company	None	Related to Mr. Mukand Lal Dua, Whole Time Director & Mr. Gaurav Dua, Whole Time Director	Related to Mr. Ramesh Kumar Dua, Managing Director & Mr. Nikhil Dua, Whole Time Director	Related to Mr. Mukand Lal Dua, Whole Time Director of the Company	Related to Mr. Ramesh Kumar Dua, Managing Director of the Company
Date of First Appointment on the Board	November 5, 2012	September 13, 1984	September 13, 1984	February 22, 1997	July 26, 2022
Name of entities in which persons hold Directorship of the Board	Nil	Confederation of Indian Footwear Industries	Nil	Nil	Nil

Name of Director(s)	Mr. Deval Ganguly (DIN: 00152585) (Item No. 3)	Mr. Ramesh Kumar Dua (DIN: 00157872) (Item No. 4)	Mr. Mukand Lal Dua (DIN: 00157898) (Item No. 5)	Mr. Nikhil Dua (DIN: 00157919) (Item No. 6)	Mr. Gaurav Dua (DIN: 09674786) (Item No. 7)
Name of Listed entities in which persons also holds Directorship of the Board and the memberships of Committees of the Board along with listed entities from which the person has resigned in the past three years.	Nil				
*Shareholding in the company including shareholding as a beneficial owner	Nil	5,84,01,744 equity shares	5,07,25,466 equity shares	92,43,674 equity shares	93,43,674 equity shares
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	Re-appointment pursuant to Section 152 of the Companies Act, 2013. Please refer Corporate Governance Report section for past remuneration	Refer to explanatory statement	Refer to explanatory statement	Refer to explanatory statement	Refer to explanatory statement
Number of meetings of the Board attended during the Year (01.04.2022 to 31.03.2023)	Please refer Corporate Governance Report Section of the Annual Report				
Chairman/member of Committees of other Boards	Nil				
Chairman/member of Committee of Relaxo Footwears Limited	Member of Risk Management Committee	Chairman of CSR & ESG Committee & Risk Management Committee and Member of Stakeholder Relationship Committee	Member of CSR & ESG Committee and Stakeholder Relationship Committee	Member of Audit Committee	Nil

*As per shareholding pattern submitted to Stock exchange for the period ended on March 31, 2023

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

Sd/-

Ankit Jain

Company Secretary & Compliance Officer
ICSI Membership No. FCS-8188
Address: Aggarwal City Square, Plot No.-10,
Manglam Place, District Centre,
Sector-3, Rohini, Delhi - 110085

Date: July 24, 2023
Place: Delhi



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

Item No. 4 & 5

Mr. Ramesh Kumar Dua was re-appointed as the Managing Director and Mr. Mukand Lal Dua was re-appointed as a Whole Time Director w.e.f. April 1, 2019 for a period of 5 years i.e. up to March 31, 2024 pursuant to the resolution passed by the members in the Annual General Meeting held on September 27, 2018 and their reappointment are due for another term of five years.

Mr. Ramesh Kumar Dua and Mr. Mukand Lal Dua are not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Ramesh Kumar Dua and Mr. Mukand Lal Dua have also confirmed that they are not debarred for holding office by virtue of any SEBI order or any other authority.

In view of large contribution in the growth of the Company and the background and experience of Mr. Ramesh Kumar Dua and Mr. Mukand Lal Dua, the Board of Directors of the Company at its meeting held on July 24, 2023, based on the recommendation of Nomination and Remuneration Committee and Audit Committee & subject to the approval of members of the Company at the ensuing Annual General Meeting has re-appointed Mr. Ramesh Kumar Dua as the Managing Director and Mr. Mukand Lal as a Whole Time Director of the Company for further period of 5 (five) years on the terms and conditions given below:-

1. **PERIOD:** Five years commencing from April 1, 2024 to March 31, 2029.

2. **REMUNERATION:**

II. SALARY

Name and Designation	Salary per month effective from April 1, 2024
Mr. Ramesh Kumar Dua	₹20,00,000/-
Mr. Mukand Lal Dua	₹20,00,000/-

III. 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 of the Company.

In addition to the above remuneration, Mr. Ramesh Kumar Dua and Mr. Mukand Lal 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) Other Perquisites also include use of Company's Car with driver, Club Membership Fee subject to maximum of 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 them 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-enactments 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 any Committees thereof from the date of their re-appointment.

Mr. Ramesh Kumar Dua, Managing Director of the Company is related to Mr. Mukand Lal Dua and Mr. Gaurav Dua, Whole Time Directors of the Company. Further Mr. Mukand Lal Dua, Whole Time Director of the Company is related to Mr. Ramesh Kumar Dua, Managing Director of the Company and Mr. Nikhil Dua, Whole Time Director of the Company.

Mr. Ramesh Kumar Dua, Mr. Mukand Lal Dua, Mr. Nikhil Dua and Mr. Gaurav Dua, Directors of the Company

and their relatives are interested in resolution no. 4 & 5 to the extent of their Shareholding in the Company, if any

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions set out at Item no. 4 & 5 of the accompanying notice

Mr. Ramesh Kumar Dua holds experience of 47 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. Mr. Ramesh Kumar Dua is going to attain age of 70 (seventy) years during the proposed tenure, however considering his experience and fitness, it is considered that he will be able to steer the Company to the new heights and will be a guiding force to the

senior management team 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 governed and professional Company.

Mr. Mukand Lal Dua has 50 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 has attained the age of 70 (seventy) years, 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 of the Company.

During last 5 years under the leadership of Mr. Ramesh Kumar Dua and Mr. Mukand Lal Dua the Company has grown exponentially as per below mentioned financial performance of the Company:

Particulars	2022-23	2021-22	2020-21	2019-20	2018-19
Net Earnings (₹ in Crore)	154.47	232.68	291.56	226.25	175.44
Cash Earning (₹ in Crore)	283.40	345.87	412.52	341.04	245.00
EPS-Basic (in ₹)	6.21	9.36	11.74	9.12	7.07*
Dividend (including Interim Dividend per share) (in ₹)	2.50	2.50	2.50	1.25	0.90*
Dividend Payout (%)	40.26	26.71	21.29	13.71	12.72
Book Value Per Share (in ₹)	74.52	70.71	63.29	51.26	89.08
Face value Per Share (in ₹)	1.00	1.00	1.00	1.00	1.00

*Post Bonus

Since Mr. Ramesh Kumar Dua will be attaining the age of 70 (Seventy) years and Mr. Mukand Lal Dua is already more than 70 (Seventy) years old, therefore in terms of Section 196 read with Schedule V of the Companies Act, 2013, the Board recommends the resolutions as item no 4 & 5 for approval of members as special resolutions.

ITEM NO. 6:

Mr. Nikhil Dua was re-appointed as Whole Time Director of the Company by way of a special resolution passed by the members of the Company at the 36th Annual General Meeting of the Company held on September 24, 2020 for a period of 3 (three) years from October 1, 2020 to September 30, 2023.

Mr. Nikhil Dua is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Nikhil Dua has also confirmed that he is not debarred for holding office by virtue of any SEBI order or any other authority.

Mr. Nikhil Dua has spent 27 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 July 24, 2023, based on the recommendation of Nomination and Remuneration Committee and Audit Committee & 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 3 (three) years i.e., from October 01, 2023 to September 30, 2026, on the terms and conditions given below:-

- Term:** 3 (Three) years commencing from October 01, 2023 to September 30, 2026.
- 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 stakeholders 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 ₹9,50,000/- in the pay scale of (₹9,50,000 – ₹75,000 – ₹11,00,000)
4. **Performance Bonus/Variable Payout :**
0.01% of turnover of the Company as defined under the Companies Act, 2013, up to a maximum of ₹50.00 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 wherever 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 of the Company.

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-enactments thereof).

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

Mr. Ramesh Kumar Dua, Mr. Mukand Lal Dua, Mr. Nikhil Dua and Mr. Gaurav Dua, Directors of the Company and their relatives, are interested in resolution no. 6 to the extent of their Shareholding in the Company, if any.

None of the other Directors and Key Managerial Personnel of the Company and their respective relative is, in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 6 of the accompanying Notice.

The Board recommends the resolution set out at Item No. 6 of the Notice for approval by the members as a special resolution.

ITEM NO. 7

Mr. Gaurav Dua was appointed as Whole Time Director of the Company by way of a special resolution passed by the members at the 38th Annual General Meeting of the Company held on August 25, 2022 for a period commencing from July 26, 2022 to September 30, 2023.

Mr. Gaurav Dua is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Gaurav Dua has also confirmed that he is not debarred for holding office by virtue of any SEBI order or any other authority.

Mr. Gaurav Dua has spent 22 years with the Company and has been instrumental in the growth of the Company in last decade. His contribution has been mainly in the Sales & Marketing of the Company which have grown substantially in last decade. Considering the background and experience of Mr. Gaurav Dua, the Board of Directors at its meeting held on July 24, 2023, based on the recommendation of Nomination and Remuneration Committee and Audit Committee & subject to the approval of members at the ensuing Annual General Meeting has re-appointed Mr. Gaurav Dua as Whole Time Director of the Company liable to retire by rotation for 3 (three) years i.e., from October 01, 2023 to September 30, 2026, on the terms and conditions given below:-

1. **Term :** 3 (Three) years commencing from October 01, 2023 to September 30, 2026
2. **Nature of Duties :** Mr. Gaurav 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 stakeholders 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 ₹9,50,000/- in the pay scale of (₹9,50,000 – ₹75,000 – ₹11,00,000)
4. **Performance Bonus/Variable Payout :**
0.01% of turnover of the Company as defined under the Companies Act, 2013, up to a maximum of ₹50.00 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 wherever 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. Gaurav Dua till the time he is functioning as a Whole Time Director of the Company.

Overall Remuneration

The total remuneration payable to Mr. Gaurav 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Minimum Remuneration

In the absence of or inadequacy of profits in any year, Mr. Gaurav Dua 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 to the ceiling specified under Schedule V of the Companies Act, 2013 (including any statutory modifications and re-enactments thereof).

Mr. Ramesh Kumar Dua, Managing Director of the Company is related to Mr. Gaurav Dua.

Mr. Ramesh Kumar Dua, Mr. Mukand Lal Dua, Mr. Nikhil Dua and Mr. Gaurav Dua, Directors of the Company and their relatives, are interested in resolution no. 7 to the extent of their Shareholding in the Company, if any.

None of the other Directors and Key Managerial Personnel of the Company and their respective relative is, in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 7 of the accompanying Notice.

The Board recommends the resolution set out at Item No. 7 of the Notice for approval by the members as a special resolution.

ITEM NO. 8 to 10

In accordance with the provisions of Section 188 of the Companies Act 2013, the members in 36th Annual General Meeting held on September 24, 2020 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, 2020 to September 30, 2023:-

- Mr. Ritesh Dua - Executive Vice President (Finance)
- Mr. Nitin Dua - Executive Vice President (Retail)
- Mr. Rahul Dua - Asst. Executive Vice President (Manufacturing)

The Board and Audit Committee at their respective meetings held on July 24, 2023, based on the recommendation of Nomination and Remuneration Committee in its meeting held on July 24, 2023, had accorded their approval for re-appointment of Mr. Ritesh Dua as an Executive Vice



President (Finance), Mr. Nitin Dua as an Executive Vice President (Retail) and re-appointment of Mr. Rahul Dua as an Executive Vice President (Manufacturing) of the Company on the following terms and remuneration:-

Particulars	Item No. 8, 9 & 10
Term	Three years commencing from October 1, 2023 to September 30, 2026.
Gross Salary	Gross salary per month ₹9,50,000/- in the pay scale of (₹9,50,000 – ₹75,000 – ₹11,00,000)
Performance Bonus/Variable Pay-out	0.01% of turnover of the Company as defined under the Companies Act, 2013, up to a maximum of ₹50.00 Lacs in a Financial year.
Other benefits	<ul style="list-style-type: none"> 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 and Mr. Nikhil Dua, Whole Time Directors of the Company are related to Mr. Ritesh Dua and Mr. Nitin Dua, and may deemed to be interested in the resolution no. 8 and 9 of the accompanying Notice to the extent of their shareholding in the Company, if any in the Company.

Mr. Ramesh Kumar Dua, Managing Director and Mr. Gaurav Dua, Whole time Directors of the Company are related to Mr. Rahul Dua, and may deemed to be interested in the

resolution no. 10 of the accompanying Notice to the extent of their shareholding in the Company, if any in the Company.

Mr. Ramesh Kumar Dua, Mr. Mukand Lal Dua, Mr. Nikhil Dua and Mr. Gaurav Dua, Directors of the Company and their relatives, are interested in resolution no. 8, 9 and 10 to the extent of their Shareholding in the Company, if any.

None of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested financially or otherwise in the Resolutions set out in Item No. 8 to 10 of the accompanying Notice.

The above said appointments are not the material related party transactions to the Company. Accordingly, the approval of members in terms of Regulation 23 of the listing regulation is not required to be taken.

The Board recommends the Special Resolutions as set out in Item No. 8 to 10 of the Notice for approval by the members. Information as required to be given under Rule 15 of the Companies (Meeting of Board and its powers) Rule 2014 is mentioned below:

S. N.	Particulars	Description		
		Item No -8	Item No -9	Item No -10
1	Name of Related Party	Mr. Ritesh 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. Mukand Lal Dua & Mr. Nikhil Dua	Mr. Ramesh Kumar Dua & Mr. Gaurav Dua
3	Nature of Relationship	Son of Mr. Mukand Lal Dua & Brother of Mr. Nikhil Dua	Son of Mr. Mukand Lal Dua & Brother of Mr. Nikhil Dua	Son of Mr. Ramesh Kumar Dua & Brother of Mr. Gaurav Dua
4	Nature, material terms, monetary value and particulars of the Contract or arrangement.	Reappointment as Executive Vice President (Finance) on terms & conditions as mentioned above	Reappointment as Executive Vice President (Retail) on terms & conditions as mentioned above	Reappointment as Executive Vice President (Manufacturing) on terms & conditions as mentioned above
5	Any other information relevant or important for the members to take a decision on the proposed resolution.	As per information stated in the explanatory statement	As per information stated in the explanatory statement	As per information stated in the explanatory statement

Annexure –II

TDS ON DIVIDEND:

1. Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of Members with effect from April 1, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. Members are requested to update their Permanent Account Number ("PAN") with the Company/ KFinTech (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
2. **For Resident Shareholders**, tax shall be deducted at source under Section 194 of the Income-tax Act, 1961 @ 10% unless exempt under any of the provisions of the Act, on the amount of Dividend declared and paid by the Company during the Financial Year ("FY") 2023-24 provided PAN is furnished by the Shareholder. If PAN is not submitted, TDS would be deducted @ 20% as per Section 206AA of the Income-tax Act, 1961.
3. However, no Tax shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2023-24 does not exceed ₹5,000. Please note that this includes the future dividends, if any, which may be declared by the Board in the FY 2023-24.
4. Separately, in cases where the Shareholder provides Form 15G (applicable to any person other than a Company or a Firm)/Form 15H (applicable to an Individual who is of the age of 60 years or more), no tax at source shall be deducted provided that the eligibility conditions are being met. Needless to say, PAN is mandatory. Members are requested to note that in case their PAN is not linked with Aadhar, tax will be deducted at a higher rate of 20%.
5. Section 206AB introduced by the Finance Act, 2021 effective July 01, 2021 provides for deduction of higher rate of tax in case a person:
 - a) Had not filed Income Tax return (ITR) for the preceding previous year where the time limit to file the return of income prescribed u/s 139 (1) of the Income-tax Act, 1961 has expired; and
 - b) Had aggregate TDS/TCS credit of ₹50,000 or more in that preceding year.Accordingly, in case both the above conditions are not fulfilled, tax would be deducted at a higher rate.
6. **For Non-Resident Shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income-tax Act, 1961 at the applicable rates in force. As per the relevant provisions of Section 195 of the said Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. In case of Foreign Portfolio Investors/ Foreign Institutional Investors, the withholding tax shall be as per the rate specified in 196D of the Act plus applicable surcharge and cess on the amount of Dividend payable to them.
7. However, as per Section 90 read with Section 195 of the Income-tax Act, the Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the Non-Resident Shareholder will have to provide the following on or before August 17, 2023:
 - a) Self-attested true copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident for the Financial Year 2023-24;
 - b) Self-declaration in Form 10F- w.e.f. April 1, 2023, electronic Form 10F is mandatory as per notification no. 03/2022 dated July 16, 2022 issued by Central Board of Direct taxes;
 - c) Self-attested true copy of the PAN Card if allotted by the Indian Income Tax authorities;
 - d) Self-declaration in the format prescribed by the Company, certifying the following points:
 - i. Shareholders are and will continue to remain a tax resident of the country of their residence during the Financial Year 2023-24;
 - ii. Shareholders are eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. Shareholders have no reason to believe that their claim for the benefits of the DTAA is impaired in any manner;
 - iv. Shareholder does not have a taxable presence or a Permanent Establishment ("PE") in India during the Financial Year 2023-24. In any case, the amounts paid/payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise;
 - v. Shareholder is the ultimate beneficial owner of shares held in the Company and dividend receivable from the Company; and



- vi. Non-Resident Shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective April 01, 2020 (if applicable).

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts.

8. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident Shareholder.
9. Members may submit the aforementioned documents on the link: <https://ris.kfintech.com/form15/>. For further information, Members are requested to refer e-mail communication sent to them in this regard.
10. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the Shareholders, there would still be an option available with the Shareholders to file the return of income and claim an appropriate refund, if eligible.

11. The Company shall arrange to e-mail the soft copy of TDS certificate to the Shareholders at the registered e-mail ID in due course, post payment of the said Dividend and generation of TDS Certificates.
12. An e-mail communication informing the Shareholders regarding this change in the Income tax Act, 1961 as well as the relevant procedure to be adopted by them to avail the applicable tax rate is being sent by the Company at the registered e-mail IDs of the Shareholders.
13. No communication on the tax determination or deduction shall be entertained post August 17, 2023.
14. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.