



RELAXO FOOTWEARS LIMITED

Corporate Identity No. L74899DL1984PLC019097

Registered Office : Aggarwal City Square Plot No. 10 Manglam Place, District Centre, Sector-3 Rohini Delhi -110085, India
Tel. No.: +91-11-46800500, 46800600 Fax No.: 91-11-46800692 E-mail: rfl@relaxofootwear.com, Website: www.relaxofootwear.com

Notice

NOTICE is hereby given that the 35th Annual General Meeting (AGM) 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 26th day of September, 2019 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 31st March, 2019, which includes Balance Sheet as at 31st March, 2019 and the statement of Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To declare final dividend @ 180% equivalent to ₹1.80/- per equity share of the Face Value of ₹1/- each for the Financial Year 2018-19. (If the proposed bonus issue in the ratio of 1:1 is approved by the members, dividend will be accordingly adjusted i.e. @ 90% equivalent to ₹0.90/- per equity share of face value of ₹1/- each.)
3. To re-appoint Mr. Nikhil Dua (DIN - 00157919) who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

4. RE-APPOINTMENT OF MS DEEPA VERMA (DIN: 06944281), AS NON EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY

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

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. PROXY FORM HAS BEEN PROVIDED IN THE ANNUAL REPORT.**
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 MEMBER. THE PROXY-HOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.**

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Ms. Deepa Verma (Din: 06944281), who meets the criteria of Independence and being eligible, offers herself for re-appointment and in respect of whom the Company has received a Notice in writing from a member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be re-appointed as Non-Executive and Independent Director of the Company, not liable to retire by rotation, to hold office for a second term with effect from 18th September, 2019 for a period of five consecutive years on such terms and conditions as set out in Explanatory Statement annexed to the Notice convening this meeting."

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

By order of the Board

For Relaxo Footwears Limited

Vikas Kumar Tak

Company Secretary

Delhi, May 10, 2019

4. The proxy, in order to be effective, must be deposited at the Registered Office of the Company at 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 Fintech Private Limited (Karvy), 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.
5. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2019 to 25th September, 2019 (both days inclusive) in connection with the AGM and for the purpose of Dividend.

8. Final Dividend @ 180% i.e. ₹1.80/- per equity share (which will be accordingly adjusted @ 90% i.e. ₹0.90 per equity share if bonus issue is approved by the members of the Company) for the year ended 31st March, 2019 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 19th September, 2019. The Final Dividend will be paid on or before 25th October, 2019 to the eligible shareholders.
9. Members holding shares in physical mode:
- are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Karvy, if not registered with the Company as mandated by SEBI;
 - are advised to register the nomination in respect of their shareholding in the Company in Nomination Form (SH-13);
 - are requested to register / update their e-mail address with the Company / Karvy for receiving all communications from the Company electronically;
 - are requested to notify the Company / Karvy, of any change in their address immediately.
10. Members holding shares in electronic mode:
- are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their de-mat accounts;
 - are advised to contact their respective DPs for registering the nomination;
 - are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically;
 - are requested to notify respective depository participant of any change in their addresses and particulars of their bank accounts immediately.
11. Non-Resident Indian members are requested to inform Karvy / respective DPs, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - 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.
12. A member or his proxy or authorized representative will be required to produce at the entrance of the meeting hall, the attendance slip sent herewith duly completed and signed. Torn/mutilated attendance slips will not be accepted. However, members who have received the Annual Report on e-mail can download and print the attendance slip themselves. The validity of the attendance slip will, however, be subject to the member continuing to hold equity shares as on the cut-off date.
13. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules 2017 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 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 FY19, the Company transferred unclaimed dividend amounts of ₹64,947.00 from the Final Dividend for the financial year 2010 - 2011 to the IEPF. Members who have not encashed their dividend warrants towards the Final Dividend for the financial year 2011-2012 or thereafter are requested to write to the Company's Registrars and Transfer Agents.
- Please note that no claim shall lie against the Company in respect of the shares so transferred to such IEPF Demat Account and dividend transferred to IEPF Account.
- Members are requested to note that the unclaimed dividends will be transferred to IEPF after the below mentioned due dates:

| Financial Year | Date of Declaration | Date of Transfer to Dividend A/C | Last date of Claim | Due date of transfer to IEPF | Amount of Unclaimed Dividend as on 31.03.2019 (₹) |
|----------------|---------------------|----------------------------------|--------------------|------------------------------|---|
| 2011-12 | 17.09.12 | 23.10.12 | 22.10.19 | 21.11.19 | 89068.00* |
| 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 | 192926.00 |
| 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 | 387398.00 |
| 2017-18 | 27.09.18 | 02.11.18 | 01.11.25 | 01.12.25 | 528175.50 |

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

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.

14. Pursuant to Regulation 39 and Schedule V and VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) the details of unclaimed shares in its Unclaimed Demat Account are given in Directors Report.

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

15. 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 Karvy for doing the needful.
16. Notice of AGM and Annual Report 2018-19 are being sent by electronic mode to all members whose e-mail addresses are registered with the Company/

Depository Participant(s). For members who have not registered their e-mail addresses, physical copy of the aforesaid documents are being sent by the permitted mode. Members who require communication in physical form in addition to e-communication or have any other queries, may write to us at rfl@relaxofootwear.com. Notice of AGM and Annual Report 2018-19 are also available on the Company's website www.relaxofootwear.com.

17. Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards 2 issued by Institute of Company secretaries of India (ICSI) details of Director retiring by rotation / seeking re-appointment at the ensuing meeting are provided in the "Annexure" to the Notice.
18. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the meeting. The aforesaid documents will be also available for inspection by members at the meeting. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
19. 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 Fintech 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.

20. GENERAL INFORMATION AND INSTRUCTIONS FOR REMOTE E- VOTING:

- a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by M/s Karvy Fintech Private Limited, on all the resolutions set forth in this Notice.
- b) The Company is also providing 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. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.
- c) E-voting is optional. The members of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cut-off date, may cast their vote electronically. The cut-off date for eligibility for remote e-voting is 19th September, 2019 (Thursday). 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 but shall not be entitled to cast their vote again
- d) The e-voting facility will be available during the following period:
 - Commencement of e-voting : 09:00 Hours (IST) on Monday, 23rd September, 2019
 - End of e-voting : 17:00 Hours (IST) on Wednesday, 25th September, 2019
- e) The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
- f) The Board of Directors has appointed Mr. Baldev Singh Kashtwal, Practicing Company Secretaries, (C.P. No. 3169) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner
- g) The detailed procedure and instruction for remote e-voting is as under:
 - A. In case of members receiving an e-mail from Karvy [for members whose e-mail addresses are registered with the Company / Depository Participant(s) unless he / she has requested for a hard copy of documents]:
 - i) Launch an internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii) Enter the login credentials (i.e. User ID and initial password) as provided in the e-mail, forwarding the Notice along with Annual Report. Your Folio No. or DP ID along with Client ID (For NSDL) / 16 digits beneficiary ID (For CDSL), will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1800 3454 001 for re-setting the password.
 - iii) After entering the above details, click on "Login".
 - iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will also prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v) You need to login again with the new credentials.
 - vi) On successful login, the system will prompt you to select the e-voting Event Number for Relaxo Footwears Limited.
 - vii) On the voting page, you will see resolutions description and against the same the option 'FOR/AGAINST' for voting. Enter the number of shares (which represents the number of votes) as held by member as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding
 - viii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - ix) Voting must be done for each items of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).

- xii) Corporate / Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: bskashtwal@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the abovementioned documents should be in the naming format "Corporate Name_EVENT NO."
- B. In case a member receives physical copy of the Notice along with Annual Report by courier [for members whose e-mail addresses are not registered with the Company / Depository Participant(s) or in case of a member having requested for a hard copy of documents]:
- E-voting Event Number (EVEN), User ID and initial password are provided in the covering page of the Notice.
 - Please follow all steps from sr. no. i) to xii) as mentioned in (A) above, to cast your vote.
- C Any member who holds shares as on cut-off date i.e 19th September, 2019, may obtain User id and password in the manner as mentioned below:
- If the mobile number of the member is registered against shares held in demat form, the member may send SMS: MYEPWD<space> DP ID Client ID to 9212993399
Example for NSDL:
MYEPWD <SPACE> IN12345612345678
Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 - 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
 - If e-mail address of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
For member whose mobile number and email address is not registered, may call Karvy's toll free number 1800-3454-001 or may send an e-mail request at evoting@karvy.com or to the Company at rfl@relaxofootwear.com
- h) Once the vote on a resolution is cast by a member, the member shall not be allowed to modify it subsequently. The Company shall also provide facility for 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.
- 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.
 - 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 19th September, 2019. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
 - 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>).
 - In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) for shareholders' and 'e-voting user manual for shareholders', available at the download section of <https://evoting.karvy.com> and/or Mr. Ramesh Desai, Manager- Corporate Registry, Unit: Relaxo Footwears Limited of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or at evoting@karvy.com or contact no. 040 - 6716 2222 or call Karvy's toll free No. 1800-3454-001 for any further clarifications. The members of the Company can also contact Mr. Vikas Kumar Tak, Company Secretary, Relaxo Footwears Limited, Aggarwal City Square, Plot No.10, Manglam Place, District Centre, Sector-3, Rohini, Delhi- 110085, Contact No: 011 - 46800600 and may write an e-mail to rfl@relaxofootwear.com
 - The Scrutinizer shall after the conclusion of e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer's decision on the validity of the vote shall be final and binding. The Scrutinizer shall submit his / her report, to the Managing Director or any other person authorised by Board, on the voting in favour or against, if any, within a period of 48 hours from the date of conclusion of the meeting. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company www.relaxofootwear.com. The results shall simultaneously be communicated to the Stock Exchanges.
21. Route Map showing Directions to reach to the venue of the meeting is given at the end of this Notice / Annual Report.

“Annexure” to the Notice

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

| Name of Director(s) | Mr. Nikhil Dua (DIN: 00157919) (Item No-3) | Ms. Deepa Verma (DIN: 06944281) (Item No-4) |
|--|---|--|
| Qualifications | Mr Nikhil Dua is a Commerce graduate and has studied from International School of Modern Shoe-making, Czech Republic. | Ms Deepa Verma is a B.Sc, LL.B, M.A (Psychology), Diploma in Educational Guidance & Counselling. |
| Age | 43 years | 60 years |
| Nature of his Expertise in Specific functional areas | Over 23 years of experience in production and new product development and has rich knowledge of product mix in Footwear Industry | Over 31 years of experience in academic administration. Associated with University of Petroleum & Energy Studies since inception and has held various positions such as Director (NCR) region, VP (Academic Affairs) |
| Disclosure of relationship between Directors inter-se/ relationship with other Directors, Manager and other key managerial personnel of the company | Related to Mr. Mukand Lal Dua, Whole Time Director of the company | None |
| Date of First Appointment on the Board | 22nd February, 1997 | 18th September, 2014 |
| Name of entities in which persons hold Directorship of the Board | Nil | Nil |
| Shareholding in the company | 46,71,837 equity shares | 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 | Re-appointment pursuant to Section 152 of the Companies Act, 2013. Please refer Corporate Governance Report section for past remuneration. | Re-appointment as Non-Executive and Independent Director for a consecutive period of five years. Please refer to explanatory statement for remuneration sought and Corporate Governance Report section for past remuneration. |
| Number of meetings of the Board attended during the Year (01.04.2018 to 31.03.2019) | Please refer Corporate Governance Report Section | Please refer Corporate Governance Report Section |
| Chairman / member of Committees of other Boards | Nil | Nil |
| Chairman / member of Committee of Relaxo Footwears Limited | Member in Audit Committee. | Member in Corporate Social Responsibility Committee and Nomination & Remuneration Committee. |

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

Item No. 4

The members at the 30th Annual General Meeting held on 18th September, 2014 approved the appointment of Ms. Deepa Verma as an Independent Director of the Company for a period of five years with effect from the said date. Ms. Deepa Verma will complete her present term on 17th September, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 10th May, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the members, the re-appointment of Ms. Deepa Verma as Non-Executive and Independent Director of the Company not liable to retire by rotation, to hold office for a second term with effect from 18th September, 2019 for a period of five years, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), or any amendment thereto or modification thereof.

Declaration has been received from Ms. Deepa Verma that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations. In the opinion of the Board, Ms. Deepa Verma fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations for re-appointment as Non-Executive and Independent Director and that she is independent of the management of the Company. In addition to coverage under Directors and Officers insurance and sitting fees for attending the meetings of the Board and its Committees, Ms. Deepa Verma would be entitled to remuneration by way of commission, as approved by members in the 34th Annual General Meeting of the Company.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Ms. Deepa Verma has been received by the Company, and consent has been filed by Ms. Deepa Verma pursuant to Section 152 of the Act.

Details of Directors seeking re-appointment as Non-Executive and Independent Directors is proposed at Item No. 4, is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letter of re-appointment of Ms. Deepa Verma setting out the terms and conditions of re-appointment are available for inspection by the members at the registered office of the Company during business hours and will also be kept open at the venue of the AGM and is also uploaded on the website of the company at www.relaxofootwear.com.

Ms. Deepa Verma is interested in the resolution set out at Item No. 4 of the Notice with regard to her re-appointment. The relatives of Ms. Deepa Verma may be deemed to be interested in the respective resolutions to the extent of her shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

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 of Ms. Deepa Verma. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

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

Vikas Kumar Tak
Company Secretary

Delhi, May 10, 2019



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Corporate Identity No. L74899DL1984PLC019097

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ATTENDANCE SLIP

35th Annual General Meeting – Thursday, 26th September, 2019 at 10.30 a.m.

Name and Registered Address of the sole/ first member :

| |
|--|
| |
|--|

Name(s) of the Joint Member(s) if any :

Registered Folio No/ DP ID No. & Client ID No. :

Number of Shares held :

I/We certify that I/We am/are registered shareholder/proxy of the Company.

I/We hereby record my/our presence at the 35th Annual General Meeting of the Company at Sri Sathya Sai International Centre, Lodhi Road, Institutional Area, Pragati Vihar, New Delhi-110003 on Thursday, the 26th September, 2019 at 10.30 a.m.

Signature of First Proxy/Holder

Signature of Second Proxy/Holder

Signature of Third Proxy/ Holder

Note :

Please complete this attendance slip and hand it over at the entrance counter at entrance of the hall.

FOR IMMEDIATE ATTENTION OF THE MEMBERS

Members may please note the user id/password etc., given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Detailed instructions for e-voting are given in the AGM Notice.

Electronic Voting Particulars

| EVEN (E- Voting Event Number) | USERID | PASSWORD |
|-------------------------------|--------|----------|
| | | |

NOTES:-

1. Members/Proxy holders are requested to bring their copies of the Annual Report with them to the meeting.
2. For the convenience of Members, persons other than Members/Proxies will not be allowed into the meeting.
3. No Gift/Gift Coupons will be distributed at the Annual General Meeting.





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ADDENDUM TO THE NOTICE OF THE 35TH ANNUAL GENERAL MEETING (AGM)

Subsequent to the dispatch of the Notice dated 10th May, 2019, for convening the 35th AGM of the Company to be held on Thursday, the 26th day of September, 2019 at Sri Sathya Sai International Centre, Lodhi Road Institutional Area, Pragati Vihar, New Delhi – 110003, the Board of Directors of the Company have recommended the following additional agenda item for your approval, as set forth below:

SPECIAL BUSINESS

5. APPOINTMENT OF MR. RAJEEV RUPENDRA BHADARIA (DIN: 00376562) AS NON-EXECUTIVE 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, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Rajeev Rupendra Bhadaria (DIN: 00376562), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company with effect from 23rd August, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who meets the criteria of Independence and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term with effect from 23rd August, 2019 for a period of five consecutive years on such terms and conditions as set out in Explanatory Statement annexed to the addendum notice.”

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

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

Vikas Kumar Tak
Company Secretary

Delhi, August 26, 2019

NOTES:-

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business as proposed above to be transacted at the AGM is annexed hereto.
2. Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards 2 issued by Institute of Company secretaries of India (ICSI) details of Director seeking appointment at the ensuing meeting is provided in the “Annexure” to the Notice.
3. The addendum to the Notice of the AGM shall form an integral part of the Notice dated 10th May, 2019, circulated to the members of the Company.
4. Addendum to the Notice of the 35th AGM are being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository Participant(s). For members who have not registered their e-mail addresses, physical copy of the aforesaid documents are being sent by the permitted mode. Members who require communication in physical form in addition to e-communication or have any other queries, may write to us at rfl@relaxofootwear.com. This Addendum to the Notice is also available on the website of the Company www.relaxofootwear.com.
5. The Proxy Form is provided with the Annual Report and also available on the website of the Company. The Proxy Form, in order to be effective, must be deposited at the Registered Office of the Company at 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 Fintech Private Limited (Karvy), 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. Relevant documents referred to in this addendum to the notice of 35th AGM are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the meeting. The aforesaid documents will be also available for inspection by members at the meeting.
7. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 35th AGM shall mutatis-mutandis apply to the e-voting for the Resolution proposed in this Addendum to the Notice. Furthermore, Scrutinizer appointed for the ensuing 35th AGM will act as a Scrutinizer for the Resolution proposed in this Addendum to the Notice.

“Annexure” to the Notice

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

| Name of Director(s) | Mr. Rajeev Rupendra Bhadauria (DIN: 00376562) (Item No-5) |
|--|--|
| Qualifications | Mr. Rajeev Rupendra Bhadauria has completed his graduation and LLB from Allahabad University. |
| Age | 59 years |
| Nature of his Expertise in Specific functional areas | Over 32 years of experience as a Human Resource (HR) professional both in Public and Private sectors. He has worked with one of India's largest Public Sector (NTPC) and two major Private Sector Organization (Reliance ADAG & Jindal Steel & Power Ltd.) |
| Disclosure of relationship between Directors inter-se/ relationship with other Directors, Manager and other key managerial personnel of the company | None |
| Date of First Appointment on the Board | Appointment as Additional Director (Non-Executive Independent Director) w.e.f. 23rd August, 2019. |
| Name of entities in which persons hold Directorship of the Board | Nil |
| Shareholding in the company | Nil |
| Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable | Refer to explanatory statement |
| Number of meetings of the Board attended during the Year (01.04.2018 to 31.03.2019) | Not Applicable |
| Chairman / member of Committees of other Boards | Nil |
| Chairman / member of Committee of Relaxo Footwears Limited | Nil |

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

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide circular resolution, appointed Mr. Rajeev Rupendra Bhadauria (DIN: 00376562) as an Additional Director (Non-Executive Independent) of the Company w.e.f. 23rd August, 2019. The appointment of Mr. Rajeev Rupendra Bhadauria, if approved by the members of the Company, shall be effective from 23rd August, 2019 for a period of five (5) consecutive years, not liable to retire by rotation, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), or any amendment thereto or modification thereof.

Mr. Rajeev Rupendra Bhadauria is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Rajeev Rupendra Bhadauria that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Listing Regulations. In the opinion of the Board, Mr. Rajeev Rupendra Bhadauria fulfils the conditions specified in the Act, the Rules framed thereunder and the Listing Regulations for appointment as Non-Executive Independent Director. Mr. Rajeev Rupendra Bhadauria is independent of the management and possesses appropriate skills, experience and knowledge.

In addition to coverage under Directors and Officers insurance policy, Mr. Rajeev Rupendra Bhadauria would be entitled to receive sitting fees for attending the meetings of the Board and its Committees (if any) and remuneration by way of commission, as approved by members in the 34th AGM of the Company.

Requisite Notice under Section 160 of the Act proposing the appointment

of Mr. Rajeev Rupendra Bhadauria has been received by the Company, and consent has been filed by Mr. Rajeev Rupendra Bhadauria pursuant to Section 152 of the Act.

Copy of draft letter of appointment of Mr. Rajeev Rupendra Bhadauria setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company during business hours and will also be kept open at the venue of the AGM and is also uploaded on the website of the company at www.relaxofootwear.com.

Mr. Rajeev Rupendra Bhadauria is interested in the resolution set out at Item No. 5 of the Addendum to the Notice of the 35th AGM with regard to his appointment. The relatives of Mr. Rajeev Rupendra Bhadauria may be deemed to be interested in the respective resolution to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolution.

In line with the aforesaid provisions of the Act and in view of rich and diverse experience of cherished career in the Human Resource profession of Mr. Rajeev Rupendra Bhadauria, the Board recommends the Special Resolution set out at Item No. 5 of the Addendum to the Notice of the 35th AGM for the approval by the members.

By order of the Board
For **Relaxo Footwears Limited**
Vikas Kumar Tak
Company Secretary

Delhi, August 26, 2019