



## 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.:** +91-11-46800600, **Fax No.:** 91-11-46800692, **E-mail:** rfi@relaxofootwear.com, **Website:** www.relaxofootwear.com

### NOTICE

NOTICE is hereby given that the 38th Annual General Meeting ("AGM or e-AGM") of the Members of Relaxo Footwears Limited ("the Company") to be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on Thursday, the 25th day of August, 2022 at 10.30 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, comprising of the Balance Sheet as at March 31, 2022 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, 2022, together with the Reports of Board of Directors and Auditors thereon.
2. To declare the final dividend @250% equivalent to ₹2.50/- per equity share of the Face Value of ₹1/- each for the Financial Year 2021-22.
3. To consider appointment of a Director in place of Mr. Nikhil Dua, Whole Time Director (DIN: 00157919) who retires by rotation and being eligible, offers himself for reappointment.
4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

To appoint M/s. Gupta & Dua, Chartered Accountants as Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 43rd Annual General Meeting and to fix their remuneration:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, consent of the members of the Company, be and is hereby accorded, for the appointment of, M/s. Gupta & Dua, Chartered Accountants, (Firm Registration No. 003849N) who have confirmed their eligibility for appointment as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of the 38th Annual General Meeting (AGM) of the Company till the conclusion of the 43rd AGM, to examine and audit the accounts of the Company on such remuneration as may be approved by the Audit Committee and / or Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them."

**RESOLVED FURTHER THAT** the Board of Directors or Audit Committee thereof, be and are hereby severally authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors.

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

**Vikas Kumar Tak**  
Company Secretary

Delhi, May 11, 2022

### NOTES:-

1. Details pursuant to 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this notice.
2. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard 2 issued by Institute of Company Secretaries of India ("ICSI") details of Director retiring by rotation/seeking re-appointment at the ensuing meeting and details of Statutory Auditors being proposed for the appointment are provided in the **"Annexure-I"** to the Notice. Directors seeking reappointment

have furnished requisite declarations under section 164(2) and other applicable provisions of the Act, including rules framed there under and the Listing Regulations.

3. In view of continuing COVID – 19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 21/2021 dated December 14, 2021 read with General Circular No. 3/2022 dated May 5, 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/CMD2/CIR/P/2021/11 dated January 15, 2021 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 for the calendar year 2022 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 38th 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 Secretarial Standard-2 on General Meetings issued by ICSI 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. 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. 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 relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. August 25, 2022. Members seeking to inspect such documents can send an email to [cs@relaxofootwear.com](mailto:cs@relaxofootwear.com). The Register of Members and Share Transfer Books will remain closed from August 19, 2022 (Friday) to August 24, 2022 (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, 2022 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 August 18, 2022. The Final Dividend will be paid on or before September 23, 2022 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 email to the RTA's email address at [einward.ris@kfintech.com](mailto: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:**

- a) 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.
- b) **Appointment of proxy to attend and cast vote on behalf of the member is not available for this e-AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.**
- c) Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
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.
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 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 Technologies Limited 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 Technologies Limited.
15. In line with Applicable Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.relaxofootwear.com](http://www.relaxofootwear.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com).

com and [www.nseindia.com](http://www.nseindia.com) respectively and is also available on the website of e-voting agency KFin Technologies Limited 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 email addresses are not registered with the depositories or with RTA on physical folios:**

In Compliance with the 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, 2022, including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/KFinTech or the Depository Participant(s). The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFinTech by following due procedure:

- a) Members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) and in respect of shares held in physical form by clicking at <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by submitting physical copy of ISR-1 to the RTA along with relevant documents at KFin Technologies Limited, Unit: Relaxo Footwears Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Hyderabad – 500032, India or by sending email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- b) After due verification, the Company/KFin will forward your login credentials to your registered email address.
- c) Members are advised to receive the Notice convening the 38th AGM and Annual Report for FY 2021-22 via e-mail, by updating their e-mail ID by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> Alternatively, Notice of 38th AGM can be downloaded through <https://evoting.kfintech.com/public/Downloads.aspx>.
- d) Members are also requested to visit the website of the Company [www.relaxofootwear.com](http://www.relaxofootwear.com) or the website of the RTA [www.kfintech.com](http://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.
- c) 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 20, 2022 (09:00 Hours IST) to August 22, 2022 (17:00 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.

- d) Members will be allowed to attend the e-AGM through VC/OAVM on first come, first served basis.
- e) 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. The facility will be available to the Members on first-come-first-served basis. Large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are allowed to attend the AGM without restriction on first-come-first-served basis.
- f) Members who need assistance before or during the e-AGM can contact KFin on [evoting@kfintech.com](mailto: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.
- g) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the e-AGM.
- h) Members attending the e-AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- i) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the 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. 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.

**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](http://www.relaxofootwear.com). The said information was also filed with MCA which is available on their website at [www.iepf.gov.in](http://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](http://www.relaxofootwear.com). During FY22, the Company transferred unclaimed dividend amounts of ₹1,59,289 .00 from the Final Dividend for the Financial Year 2013 – 2014 to the IEPF. Members who have not encashed their dividend warrants towards the Final Dividend for the

financial year 2014-2015 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.

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, 2022 (₹)
2014-15	24.09.15	30.10.15	29.10.22	28.11.22	1,86,906.00
2015-16	15.09.16	21.10.16	20.10.23	19.11.23	2,11,087.20
2016-17	21.09.17	27.10.17	26.10.24	25.11.24	3,45,359.00
2017-18	27.09.18	02.11.18	01.11.25	01.12.25	5,03,500.50
2018-19	26.09.19	01.11.19	31.10.26	30.11.26	3,22,021.80
2019-20	27.02.20	03.04.20	02.04.27	02.05.27	6,92,108.75
2020-21	26.08.21	02.10.21	01.10.28	31.10.28	7,04,174.50

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 Directors 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) As 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 only 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, 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 Technologies Limited, 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 18, 2022. 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 22, 2022.
  - End e-voting: 17:00 Hours (IST) on Wednesday, August 24, 2022.
- f) The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by RTA upon expiry of aforesaid period.
- g) The Board of Directors has appointed Mr. Baldev Singh Kashtwal, Practicing Company Secretaries, (C.P. No. 3169)

as the Scrutinizer to scrutinize the remote e-voting and InstaPoll process in a fair and transparent manner.

- 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](mailto: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.
- j) The procedure and instructions for the remote e-voting facility for Individual shareholders holding securities in demat mode are provided as follows:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>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.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Proceed with completing the required fields.</li> <li>Follow steps given in point 1.</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>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.</li> <li>Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.Kfintech.</li> <li>On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi</li> <li>Login with your registered user id and password.</li> <li>The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.</li> <li>Click on e-Voting service provider name to cast your vote.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Proceed with completing the required fields.</li> <li>Follow the steps given in Point 1.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide your demat Account Number and PAN No.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.</li> </ol>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>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.</li> <li>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.</li> </ol>

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- Enter the login credentials (i.e. User ID and password mentioned in the email). 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.

- After entering these details appropriately, click on "LOGIN".
- 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, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- 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 email id [bskashtwal@gmail.com](mailto:bskashtwal@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_ EVEN No."
- l) 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](mailto:evoting@kfintech.com).
- m) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to modify it subsequently. The Company shall also provide facility for InstaPoll system at the e-AGM and Members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the e-AGM through InstaPoll. A Member can opt for only single mode of voting i.e. through Remote e-voting or InstaPoll at the e-AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote through InstaPoll shall be treated as invalid.
- n) The Members who have cast 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.
- o) 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 18, 2022. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
- p) The results shall be declared on or after the e-AGM. The results along with the Scrutinizer's Report shall be displayed for at least 3 (three) days on the Notice Board of the Company at its Registered Office i.e. Relaxo Footwears Limited, Aggarwal City Square, Plot No.10, Manglam Place, District Centre, Sector-3, Rohini, Delhi-110085. The same shall also be placed on the website of the Company and Kfin's website (<https://www.kfintech.com/>).



- q) 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. Vasant Rao Chowdhary , Manager- Corporate Registry, Unit: Relaxo Footwears Limited of KFin Technologies Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or at [einward.ris@kfintech.com](mailto: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. Vikas Kumar Tak, Company Secretary, Relaxo Footwears Limited, Aggarwal City Square, Plot No.10, Manglam Place, District Centre, Sector-3, Rohini, Delhi- 110085, Contact No: 011 - 46800600 and may write an e-mail to [cs@relaxofootwear.com](mailto:cs@relaxofootwear.com).
- r) 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 favor or against, if any, within a period of forty- eight hours from the date of conclusion of the meeting. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company [www.relaxofootwear.com](http://www.relaxofootwear.com). The results shall simultaneously be communicated to the Stock Exchanges.
- s) 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](http://www.relaxofootwear.com) in the 'Investor' Section, at the earliest soon after the conclusion of the Meeting.
23. Since the AGM will be held through VC/OAVM, the Route Map, proxy form and attendance slip are not annexed with this Notice.

## “Annexure - I” to the Notice

Information pursuant to Regulation 36 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. Nikhil Dua (DIN:- 00157919) (Item No. 3)
<b>Brief Resume of the Director &amp; Qualification</b>	He has over 25 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.
<b>Age</b>	46 years
<b>Experience and nature of his Expertise in Specific functional areas</b>	Experience in production and new product development and has rich knowledge of product mix in Footwear Industry.
<b>Disclosure of relationship between Directors inter-se/ relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Related to Mr. Mukand Lal Dua, Whole Time Director of the Company
<b>Date of First Appointment on the Board</b>	February 22, 1997
<b>Name of entities in which persons hold Directorship of the Board</b>	Nil
<b>Name of Listed entities in which persons also holds Directorship of the Board and the memberships of Committees of the Board</b>	Nil
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	93,43,674 equity shares
<b>Terms and conditions of re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</b>	Re-appointment pursuant to Section 152 of the Companies Act, 2013. Please refer Corporate Governance Report section for past remuneration.
<b>Number of meetings of the Board attended during the Year (01.04.2021 to 31.03.2022)</b>	Please refer Corporate Governance Report Section of the Annual Report
<b>Chairman / member of Committees of other Boards</b>	Nil
<b>Chairman / member of Committee of Relaxo Footwears Limited</b>	Member in Audit Committee.

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

**Vikas Kumar Tak**  
Company Secretary

Delhi, May 11, 2022

## **EXPLANATORY STATEMENT IN TERMS OF REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

### **Item No. 4**

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members at the 33rd AGM of the Company held on September 21, 2017, had approved appointment of M/s B.R. Maheswari & Co. LLP, Chartered Accountants (Firm Registration No. 001035N/N500050), as the Statutory Auditors of the Company to hold office from the conclusion of the 33rd AGM till the conclusion of the 38th AGM of the Company to be held in the year 2022. The term of M/s B.R. Maheswari & Co. LLP, Chartered Accountants shall complete on the conclusion of 38th AGM to be held on August 25, 2022.

Further to the above, M/s. Gupta & Dua, Chartered Accountants have shown interest to be appointed as Statutory Auditors and have given their consent for their appointment as Statutory Auditors of the Company and have issued certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. The Company has received confirmation from the Statutory Auditors that they confirmed their eligibility for appointment of Statutory Auditors in terms of Section 141 of the Companies Act, 2013.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, proposed the appointment of M/s. Gupta & Dua, Chartered Accountants having ICAI Firm Registration No. 003849N as the Statutory Auditor of the Company for a term of 5 years from the conclusion of the 38th AGM of the Company till the conclusion of the 43rd AGM, to examine and audit the accounts of the Company. The Board of Directors has approved a remuneration of ₹22.00 Lacs for conducting the audit for the financial year 2022-23, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals. The remuneration proposed to be

paid to the Statutory Auditors during their first term would be in line with the existing remuneration to the existing auditors and shall be commensurate with the services to be rendered by them during the said tenure. The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors for the remaining part of the tenure which shall not exceed 10% of the fee paid for the previous year. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

### **The Brief profile of the proposed Statutory Auditor is as under:**

M/s Gupta & Dua was founded in 1983 by CA. Akhil Gupta along with CA. Amitabh Jhunjhunwala. The firm is now managed by two partners viz. CA. Mukesh Dua and CA. Narender Singh with a team of chartered accountants, semi qualified and article assistants. The partners have extensive experience in the field of Audit & Assurance Tax Advisory and Accounting Services including Ind AS and has handled audit of large listed and non-listed companies in private sector as well as public sector.

None of the Director/ Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Ordinary Resolution set out at item No. 4 for the approval of members.

## “Annexure - II” to the Notice

### 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 1st April, 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% on the amount of Dividend declared and paid by the Company during the Financial Year (“FY”) 2022-23 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 2022-23 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 2022-23.
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 above the age of 60 years), 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 1st July, 2021 (amended by Finance Act, 2022 effective 1st April, 2022), 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 18, 2022:
  - 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 2022-23;
  - b) Self-declaration in Form 10F;
  - 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 2022-23;
    - 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 2022-23. 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 1st April, 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 email 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 email the soft copy of TDS certificate to the Shareholders at the registered email ID in due course, post payment of the said Dividend.
12. An email 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 email IDs of the Shareholders.
13. No communication on the tax determination or deduction shall be entertained post August 18, 2022.
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.

## ADDENDUM TO THE NOTICE OF THE 38TH ANNUAL GENERAL MEETING (AGM)

Subsequent to the Notice dated 11th May, 2022, for convening the 38th AGM of the Company to be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on Thursday, the 25th day of August, 2022 at 10.30 a.m., 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. KULDIP SINGH DHINGRA (DIN: 00048406) 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. Kuldip Singh Dhingra (DIN: 00048406)**, who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent Director) of the Company with effect from July 26, 2022 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 July 26, 2022 for a period of five consecutive years on such terms and conditions as set out in Explanatory Statement annexed to this 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."

#### 6. APPOINTMENT OF MR. GAURAV DUA (DIN:09674786) AS WHOLE TIME DIRECTOR OF THE COMPANY

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

**"RESOLVED THAT** in accordance with the provisions of Sections 149,152,160,196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], approval of the members be and is hereby accorded to appoint **Mr. Gaurav Dua (DIN: 09674786)**, who was appointed by the Board of Directors as an Additional Director (Executive Wholetime Director) of the Company with effect from July 26, 2022 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 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, as a Whole time Director of the Company, liable to retire by rotation, for a period commencing from July 26, 2022 till September 30, 2023 on a monthly remuneration and such other allowances, perquisites, benefits, amenities as applicable to the Company's Executives in the similar grade and on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting with liberty to the Board of Directors to alter and vary the terms and conditions/or remuneration subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** in the absence or inadequacy of the profits in any year, Mr. 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 (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper, expedient to give effect to this resolution."

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

**Vikas Kumar Tak**  
Company Secretary

Delhi, July 26, 2022



**Note:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Businesses 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 11th May, 2022, circulated to the members of the Company.
4. Addendum to the Notice of the 38th AGM is being sent only by electronic mode to all members whose e-mail addresses are registered with the Company/Depository Participant(s). The Company will not be dispatching physical copies of this Addendum and Notice of AGM to any Member. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFin Technologies Limited by following due procedure as prescribed in Notice dated 11th May, 2022. This Addendum to the Notice is also available on the website of the Company [www.relaxofootwear.com](http://www.relaxofootwear.com).
5. Appointment of proxy to attend and cast vote on behalf of the member is not available for this e-AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
6. 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 relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. August 25, 2022. Members seeking to inspect such documents can send an email to [cs@relaxofootwear.com](mailto:cs@relaxofootwear.com). The Register of Members and Share Transfer Books will remain closed from August 19, 2022 (Friday) to August 24, 2022 (Wednesday) (both days inclusive) in connection with AGM and for the purpose of Dividend.
7. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 38th 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 38th 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. Kuldeep Singh Dhingra (DIN: 00048406) (Item No.-5)	Mr. Gaurav Dua (DIN: 09674786) (Item No.-6)
<b>Category of Director</b>	Non-Executive, Non Independent Director	Whole Time Director
<b>Brief Resume of the Director &amp; Qualification</b>	Science Graduate, Hindu College, Delhi University. For brief profile refer to explanatory statement.	He has over 21 years of experience in Sales & Marketing in footwear industry. He has done MBA from University of Wales.
<b>Age</b>	75 Years	41 Years
<b>Experience and nature of his Expertise in Specific functional areas</b>	Mr. Kuldeep Singh Dhingra is an Industrialist has over 50 years of experience in paint and related industries and his contribution to paint industry is well known and internationally acclaimed. His rich experience and expertise is helpful for independent judgement and guidance. He has immense exposure in strategy & planning, business strategy, corporate management, corporate governance, manufacturing etc.	MBA having over 21 years of experience in Sales & Marketing. He has been pivotal for various initiatives in the Company for revenue, growth, market expansion and branding rejuvenation.

Name of Director(s)	Mr. Kuldip Singh Dhingra (DIN: 00048406) (Item No.-5)	Mr. Gaurav Dua (DIN: 09674786) (Item No.-6)
<b>Disclosure of relationship between Directors inter-se/ relationship with other Directors, Manager and other key managerial personnel of the Company</b>	None	Related to Mr. Ramesh Kumar Dua, Managing Director of the Company
<b>Date of First Appointment on the Board</b>	July 26, 2022	July 26, 2022
<b>Name of entities in which persons hold Directorship of the Board</b>	Berger Becker Coatings Pvt. Ltd. Berger Paints (Cyprus) Ltd. Berger Rock Paints Pvt. Ltd. Berger Paints (Bangladesh) Ltd Berger Jenson & Nicholson (Nepal) Pvt. Ltd. Bigg Investments & Finance Pvt. Ltd. Burgeon Properties Pvt. Ltd. Bolix S.A. Citland Commercial Credits Ltd. Flex Properties Pvt. Ltd. Jolly Properties Pvt. Ltd. Kanwar Greenlands Pvt. Ltd. Lusako Trading Limited Rishkul Properties Pvt. Ltd. Seaward Packaging Ltd. Sunaina Evergreen Pvt. Ltd. U.K.Paints (India) Pvt. Ltd. Wang Investments & Finance Pvt. Ltd. Berger Paints India Limited	Nil
<b>Name of Listed entities in which persons also holds Directorship of the Board and the memberships of Committees of the Board*</b>	Berger Paints India Limited	Nil
<b>Shareholding in the company including shareholding as a beneficial owner</b>	Nil	93,43,674 equity shares
<b>Terms and conditions of re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</b>	Refer to explanatory statement	Refer to explanatory statement
<b>Number of meetings of the Board attended during the Year (01.04.2021 to 31.03.2022)</b>	Not Applicable	Not Applicable
<b>Chairman / member of Committees of other Boards</b>	Member of Compensation and Nomination and Remuneration committee – Berger Paints India Ltd Chairman of Corporate Social Responsibility Committee – Berger Paints India Ltd.	Nil
<b>Chairman / member of Committee of Relaxo Footwears Limited</b>	Not Applicable	Not Applicable

\* The Directors have not resigned from any Listed Company in the past 3 years

## 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 resolution dated July 26, 2022, appointed Mr. Kuldip Singh Dhingra (DIN: 00048406) as an Additional Director (Non-Executive Independent) of the Company w.e.f. 26th July, 2022. The appointment of Kuldip Singh Dhingra, if approved by the members of the Company, shall be effective from 26th July, 2022 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. Kuldip Singh Dhingra 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. Kuldip Singh Dhingra 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. Kuldip Singh Dhingra fulfils the conditions specified in the Act, the Rules framed thereunder and the Listing Regulations for appointment as Non-Executive Independent Director. Mr. Kuldip Singh Dhingra is independent of the management and possesses appropriate skills, experience and knowledge.

Mr. Kuldip Singh Dhingra is an eminent industrialist and is the promoter and Chairman of the Board of Directors and a Non-Executive Director of Berger Paints India Ltd, the 2nd largest paint producer of India, amongst the top 4 in Asia and top 15 globally with multinational presence through wholly owned subsidiaries in Poland, Nepal, Russia, UK, France and Ukraine, as well as a strong tie-up with Berger Paints Bangladesh Ltd, a separately listed company in Bangladesh and the number one Paint Producer of Bangladesh, which is also co-owned by him along with his brother as in the case of BPIL. Mr. Kuldip Singh Dhingra has five decades of experience in paints and related industries. He is also an Executive Director on the Board of Foundation for Organisational Research and Education (FORE) Society, which runs the prestigious Fore School of Management. He had also held the position of Honorary Consul of Georgia in India for nine years.

Mr. Kuldip Singh Dhingra has received following Awards :

a) Life Time Achievement Award from Indian Paint Association in 2013.

b) The 21st EY Entrepreneur Of The Year (EOY) Award 2019, Under the Category of 'Consumer Products & Retail'.

c) Distinguished Alumni Award of his Alma Mater, Hindu College in the year 2005 for Excellence in Business & Industry.

In addition to coverage under Directors and Officers insurance policy, Mr. Kuldip Singh Dhingra 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.

In the opinion of the Board, Mr. Kuldip Singh Dhingra fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company and is not debarred for holding office by virtue of any SEBI order or any other authority. The Committee and the Board are of the view that the association of Mr. Kuldip Singh Dhingra and the rich experience he brings with him would benefit the Company; he also possesses appropriate skills, expertise and competencies in the context of the Company's businesses.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Kuldip Singh Dhingra has been received by the Company, and consent has been provided by Mr. Kuldip Singh Dhingra pursuant to Section 152 of the Act.

Copy of draft letter of appointment of Mr. Kuldip Singh Dhingra setting out the terms and conditions of appointment are available electronically for inspection by the Members during the e-AGM and is also uploaded on the website of the Company at [www.relaxofootwear.com](http://www.relaxofootwear.com).

Mr. Kuldip Singh Dhingra is interested in the resolution set out at Item No. 5 of the Addendum to the Notice of the 38th AGM with regard to his appointment. The relatives of Mr. Kuldip Singh Dhingra 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 as an Industrialist, having more than 50 years of experience in the paint and related industries. He has immense exposure in strategy & planning, Business strategy, corporate management, Corporate

governance, manufacturing etc. Considering his rich experience of Mr. Kuldip Singh Dhingra, the Board recommends the Special Resolution set out at Item No. 5 of the Addendum Notice of the 38th AGM for the approval by the members.

#### ITEM NO. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide resolution dated July 26, 2022, appointed Mr. Gaurav Dua (DIN: 09674786) as an Additional Director (Executive Wholetime Director) of the Company w.e.f. 26th July, 2022. The appointment of Mr. Gaurav Dua, if approved by the members of the Company, shall be effective from July 26, 2022 till September 30, 2023, liable to retire by rotation, in terms of Section 149, 196 and 203 read with Schedule V 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. Gaurav Dua 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. Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Gaurav Dua has been received by the Company, and consent has been provided by Mr. Gaurav Dua pursuant to Section 152 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, is a MBA from University of Wales, holds 21 years of experience in areas of Sales & Marketing. He joined the Company in 2001 and is heading Sales and Marketing Department of the Company. After his significant contribution, the Company's revenue has grown substantially from ₹150 Crores to around ₹2650 Crores. He has been instrumental for various initiatives in boosting the sales of the Company which has not only increased the efficiency but also been able to achieve the brand image of the Company.

Mr. Gaurav Dua, promoter of the Company has spent 21 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 the last decade. Considering the background and experience of Mr. Gaurav Dua the Board of Directors at its meeting held on July 26, 2022, based on the recommendation of Nomination and Remuneration Committee and subject to the approval of members at the ensuing Annual General Meeting has appointed Mr. Gaurav Dua as Whole Time Director of the Company liable to retire by rotation for period commencing from July 26, 2022 to September 30, 2023, on the terms and conditions given below:-

1. **Term :** Period commencing from July 26, 2022 to September 30, 2023
2. **Nature of Duties :** Mr. Gaurav Dua 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 upto ₹9,00,000/- (Rupees Nine Lac only).
4. **Performance Bonus / Variable Payout :** 0.01% of turnover of the Company as defined under the Companies Act, 2013, upto a maximum of ₹40.00 Lacs in a Financial Year.

#### Explanation

Perquisites shall be evaluated as per Income Tax Rules whenever applicable and in the absence of any such rule, perquisite shall be evaluated at actual cost to the Company.

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

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

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.

#### 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 however to the ceiling specified under Schedule V of the Companies Act, 2013 (including any statutory modifications and re-enactment thereof).

Mr. Ramesh Kumar Dua, Managing Director of the Company is related to Mr. Gaurav Dua. None of the other Directors and Key Managerial Personnel of the Company or their respective relative is concerned or interested financially or otherwise in the Resolution set out at Item No. 6 of the accompanying Notice.

Mr. Gaurav Dua and the relatives of Mr. Gaurav Dua, may be deemed to be interested in the respective resolution to the extent of their and Mr. Gaurav Dua's shareholding, if any, in the Company.

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

Delhi, July 26, 2022

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

Vikas Kumar Tak  
**Company Secretary**

