## RELA.XO

$28^{\text {th }}$ September, 2018

| BSE Ltd. | National Stock Exchange of India L.td |
| :--- | :--- |
| Corporate Relationship Department | Listing Department, |
| 1st Floor New Trading | Exchange Plaza, |
| Rotunda Building, | Bandra Kuria Complex, |
| P J Towers Daial Street Fort, | Bandra (East), |
| Mumbai - 400001 | Mumbai- 400 051 |
| Scrip Code -530517 | Scrip Code - RELAXO |

Sub: Voting Results in compliance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizers Report by Scrutinizer.

Dear Sir,
In continuation with our earlier communication dated September 27, 2018, we inform you that the $34^{\text {m }}$ Annual General Meeting (AGM) of the Members of Relaxo Footwears Limited ('the Company') was held at at Sri Sathya Sai International Centre, Lodhi Road, Institutional Area, Pragati Vihar, New Delhi- 110003 on Thursday. September 27. 2018 at $10: 30$ a.m.

In this regard, please find enclosed Scrutinizers Report on the Resolutions passed at the $34^{\text {mi }}$ AGM, as declared by the Chairman and Voting Results in the prescribed format in compliance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Request you to please take the above mentioned information on record
Thanking you,
For Relaxo Footwears Limited

Vikas Kumar Tak Company Secretary

## RELAXO FOOTWEARS LIMITED

Registered Office: Aggarwal City Square, Plot No. 10, Manglam Place,
District Centre, Sector-3, Rohini, Delhi-110085. Phones: 46800 600, 46800700
Faxt 46800692 E-mail: ifigrelaxofootwear.com

| Wame of Campany |  |
| :---: | :---: |
| Dote of the ACMM/EGM | 27.09 .2018 |
| Total number of sharnholdars on recont date. | 344211 |
| Wa, of shareholdens \#fusat in the meeting either in person or through prowy |  |
| Fromoters and Pramoter Giroup: | 9 |
| Public: | 131 |
| No. af Sharehoiden aftended the meeting thruuph Video Conferencint. |  |
| Promaters and Pramoter Group: | tot Applicablie |
| Public: | Not Agplitablie |




|  | Tutal |  | (19) 59.000 | 2000000 | 1.93,59000 | c) | 100.0000 | 10000 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Putbe instiotions | Eveting | 767249 | 34.96588 | 45.5739 | 34.76,586 | 0 | 100.0000 | 0.0060 |
|  | Poll |  | 0 | 0.0000 | D | O- | 0.0000 | 0.0000 |
|  | Fostal Anilot (í木 applicatilel |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
|  | Total |  | 34.35.565 | 45579 | 14, 3 \% 588 | 0 | 10060000 | 80000 |
| Public-Nion initeutions | E-Y/ating | 2,33,27,271 | 3,72529 | 15973 | 3,72,523 | O | 1000000 | 00000 |
|  | Fedill |  | 36.730 | Q2430 | 55.790 | 0 | 100.0000 | 0.000 |
|  | Fostal Elaliot if appicatie) |  | a | 00000 | 0 | 0 | 0.0000 | 0.0000 |
|  | Tural |  | 4.40.31] | 2.012 | 16.6.133 | 0 | 1000000 | 0.0000 |
|  | \|fien | 178416 | \&117109 | 77.5423 | 4.11.24 197 | \#1 | $10000^{5}$ | 80000 |


| Resnation Ne: | 4 |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  itappoi tment. |  |  |  |  |  |  |  |
| Wherther promoter/ prometer IIroup are <br> Imternted in then apmons/astulution) |  |  |  |  |  |  |  |  |
| Category | Mode of Votay | Wo. of shares held (1) | Mo. of votes polind (2) | 5 of Votes Pailed un ovtetindine shares $\mid(1)=\{\|2\|(1) \mid=100$ | No. of Votes - in troour (4) | No. of Votes appient [5] | Kof Vetes in tavour an vetes polled $(6)=(4) /(2)] \cdot 100$ |  |
| Prameter and Frometer Group | E-Vatios | 8,9339,000 | - 1033,59,000 | 100.0000 | 129350,000 | 0 | 100.0000 | - 0.0000 |
|  | Poll |  |  | 00000 |  | 0 | 100.0000 | 0.0000 |
|  | $\begin{aligned} & \text { Pantai Balot if } \\ & \text { applicablel } \end{aligned}$ |  | $\square 0$ | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
|  | Tonat |  | X 83.59 009 | 1000000 | 2.2154000 | 0 | 2 monoco | 60000 |
| Publo inatautiom | C.Vating | 76,72,343 | 34,96,595 | 455739 | 34,96,586 | 0 | 1000000 | 0.0000 |
|  | Pail |  | 0 | 0.0000 | - | 0 | 0.0000 | 00000 |
|  | $\begin{aligned} & \text { Pesta inalot ilf } \\ & \text { appicatie) } \end{aligned}$ |  | 0. | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
|  | Tutal |  | 4 46500 | 45,5735 | 34975 | 0 | 1000000 | 0.000 |
| Puble-Nan inutiutiont | Evoting | 2,31,22,271 | 3,72.523 | 1.593 | 3.72523 | E | 109000 g | 0.0000 |
|  | Puil |  | 96790 | 0.4150 | 56.790 | 0 | 100:0000 | 0.0000 |
|  | Pertal Balat if applicatile! |  | 9 | 0.0000 | 0. | 0 | 0.0000 | 0.0000 |
|  | Tetal |  | $2603!3$ | 2.0131 | 468.113 | 0 | 100.0000 | 0.0000 |
|  | turn | 17 D15] 60 | 91124 | 11541 | 41126 | 븐 | Trimbot | ctactic |



| Resolation Mas. | 5 |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Easolution required: (Ordimary/Sopcaal | Splchal-herppo | tment of Mr. Aap | H. Kumar Dua (DNA | N-002s7inzanM | Ifire Dirnctist of te | e Company and for | his remuneration. |  |
| Whether piomotiv/ primoter giovp arn interepted in the apende/retohition? | ves |  |  |  |  |  |  |  |
| Categary | Mode of Votiny | $\qquad$ (1) | No. of vites poled [2] | So Vores Polied on autstandiny shares $\text { ( } 3)+\|(2) / 2\| * 100$ | Ne of Votes - in tappor (4) | No. of Vutes deainar (5) | Wh of Votes in tavaur on yotis polled (E) $x(4) /(2))^{*} 100$ | Kof Votrs against on votes pelied (7) $=(5)(2) \div 100$ |
|  | -Voting |  | 8,31,59,000 | 100.0000 | 8,93,59,000 | 0 | 100,0009 | 00000 |
|  | Pel | 8.9159 .000 |  | 0.0000 |  | 0 | 1000000 | 0.0009 |
| Promoter and Promoter Giresip | Fortal Baliot pt applicable) | 8,91,59,000 | 0 | 0.0000 | c. | 아 | 0.0000 | 0.0900 |
|  | Total |  | 153157000 | 100,0000 | 18159000 | . | 1000000 | 0.0000 |
|  | Evoting |  | 33,16,22e | 43.2734 | 17,29,094 | 15,37,154 | 52.1401 | 47.8599 |
|  | Bull | 76.72 .249 | 0 | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| Publce inutinupns | Pastal Ballot [i applicuble) | 70,2,24 | 0 | 0.0000 | 0 | O | Q0000 | 90000 |
|  | Trial |  | 33.15 .346 | 43.2234 | 17.29094 | 25, 57, 254 | 511002 | 67.359 |
|  | E-Votiny: |  | 3,72,523 | 1.5973 | 3,72,523 | d | 1200.0000 | 0.0000 |
|  | Fall | 233.22.27 | 36790 | 0.4150 | 95.790 | $\square$ | 1000000 | 0.0000 |
| Patbic- Non lextiviom | Postal İaliot (id applicable) | 2,33,22,27 | O. | 0.0000 | 0 | $\bigcirc$ | 0.0000 | 0.0000 |
|  | Irotal |  | 4.64323 | 2.0121 | 4.68 .71 | $\square 0$ | 1000009 | 2.0000 |
|  | \|xita| |  | 7.7.4431 | 17\%22 | 231137 2 cin | 25932134 | 717004 | 1.743 |
|  |  |  |  |  |  |  |  |  |
| Repolvion fio. | 5 |  |  |  |  |  |  |  |
|  | SPECLAL - Aeappo | ntment of Mr. Mulu | and Lal Dua $/ \mathrm{OLN}$ - 0 | 00157estl an Whole | Time Director of the | Company and fix | Hia Hmuntiation. |  |
| Whethar pramethe/ prometer mroup are interested in the agenda/rastution? | ren | $\square$ |  |  |  |  |  |  |
| Categary | Mode of Votinl | Na, af shars held <br> (i) | No at votes polted [2] | W of Votes Falled on outviandies shares $\text { (a)wt2M10* } 100$ | Nin the Votes - in tywour (4) | Nos. of Votes:araintst (S) | Waf Votes in lavour on veter palled (C) $\mathrm{El}(4) \mathrm{M} / 2)+100$ | S of Votes agpinst on votes pollied $(7)=[(5) / \sqrt{2}]^{+} 100$ |
|  | E.Voting |  | 8.93.59,000 | 100.0000 | 0,73159,000 | 0 | 100.0000 | 0.0000 |
|  | Pelf | 8,933900 | c) | 0.0000 | [ | a | 100.0000 | 0.0000 |
| Promoter and Piemmet Group | $\begin{aligned} & \text { Foumil laliot (pe } \\ & \text { applicable) } \end{aligned}$ |  | $\xrightarrow{01}$ | 0.0000 | a) | 0. | $0.0000]$ | 0.0000 |


|  | Total |  | 14.4259,000 | 1000000 | 2.93,5,000 | 0 | 1000000 | 0.0000 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | EVatins | 76.72 .349 | 33,16,246 | 43.22184 | 17,29,094 | 15.87, 154 | 52.1001 | 47.8599 |
|  | Poll |  | 0 | 0.0000 | B | 0 | 0.0000 | 0.0000 |
| Puble- institutions | Fostal Baliot (if appicable! |  | 0 | 0.0000 | D | 0 | 0.0000 | 0.0000 |
|  | Total |  | 33,20245 | 412214 | 17,29,994 | 15319,254 | 52.8201 | [17) 8.99 |
| Putile- Fionimsututions | E-Verieg | 2,33,22,271 | 3,72523 | 15973 | 3,72,523 | 0 | 100.0000 | 0.0000 |
|  | Poil |  | $9 \in 790$ | 0.150 | 96,790 | 0 | 100.0000 | 0.0000 |
|  | Postai Balot (i) applicatile) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
|  | Total |  | 6.69313 | 2.0123 | 4,68.213. | D | 100.0000 | 0.0000 |
|  | Tüat | 12.2xat49 | +1.2),4.55 | 27.114 | H, 5153407 | 2407, 514 | 9in. 1140 | 1.0.49 |



|  | Tratal | 129matag | \| 371.1414] | 72x02 | 1.3120.1\% |  | 10comocl | \$0000 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Amplution Nia. | 5 |  |  |  |  |  |  |  |
| Rescolution requredi [Ondinary/ Special) |  |  |  |  |  |  |  |  |
| Whether pismatist/ prompler Eroup are intererted on the aqzold/heschution? |  |  |  |  |  |  |  |  |
| Catepary | Moder of Voting | $\qquad$ (1) | No. of votel poled (z) | Nor Votes Polled ab outstanding tharen | Fa, of Voret - in <br> tevour (4) | No. of Voterayminut (B) | N of Votes in tavour on wites polled $(5)=\\|(19)(2) \div 300$ | $\begin{aligned} & \text { S of Votes ajanst } \\ & \text { on wotes pollet } \\ & (7)=\left[\frac{1}{5}\right) /(2+1+100 \end{aligned}$ |
| Promoter and Fromoter Greps | E-Vobige | 1.3359,000 | 8.93.39.000 | 100.0000 | 2.9339,000 | - | 100,0000 | 00.0000 |
|  | Pail |  | - 0 | 0.0000 | 0 | 0 | 1000000 | 00000 |
|  | Pontal Dailot (ot applicatie) |  | 0. | 100000 | 0 | 2 | 0.0000 | 0.0000 |
|  | Total |  | 3.97, 59,000 | 100.0000 | 199.59000 | 9. | 1000000 | 0.0000 |
| Putitis / Insututions | E-Voting | 76,72,349 | 33,16,24日 | 43.2234 | 17.29 .094 | 15, 57,154 | 531401 | 47.739 |
|  | Poil |  | 2) | 0.0000 | 0 | Of | 0.0000 | 0.0000 |
|  | Postar Balot [II applocablel |  | 0 | 0.0000 | 0 | 0 | 00000 | 0.0000 |
|  | Tatal |  | 33,16248 | 43.2234 | 13, 29094 | 15, 17.154 | 52.1401 | 47.95920 |
| Publis- Non invelutions | F-Voting | 2.71,22,271 | 1.72.523 | 15973 | 3,72.523 | 0 | 1000000 | 0.0000 |
|  | Fall |  | 96.750 | 0.450 | 96,790 | 0 | 100.0000 | 0.0000 |
|  | Fastaillaliat (4 applicable) |  | 0 | 0.0000 | 0. | 0 | 0.0000 | 0.0000 |
|  | Total |  | 6.693!] | 2.017 | 46313 | g | 1000000 | 0.000 |
|  | fex |  | 3, 31 4236! | 771014: | 31887 adt | 13x) | 3375 | TNOT |
| Eeselvian Ne: | 3 |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| Cutengey | Mode of Votine. | $\begin{aligned} & \text { No. of shares heid } \\ & \text { (i) } \end{aligned}$ | $\left\{\begin{array}{l} \text { Wa, ef vetes } \\ \text { poled (2) } \end{array}\right.$ | Sol Votes Fopled on outitandinf thares $(-3)=\|(2) /(1)\|^{*} 200$ | Wos. of Votes = in tovour (4) | Ne. of Votes aryinat [5] | X of Votes in favoit on votel polied (6) | S of Vores agrient an wates polfed (7) $=(5) / 2)^{*} \cdot 100$ |
|  | E-voting |  | 8,93,59,000 | 200.0000 | $8.90,59.000$ | 0 | 1000000 | 0.0000 |


| Promoter and Piomoter Giravg | Pod | \$93,59,000 | 0 | 0.0000 | © | 6 | 100.0000 | 0.0000 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Fostai Bustot if applicable) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
|  | Tatar |  | 1.9239 .000 | $t 000000$ | 1.93.39.000 | 0 | 190.000 M | 0.0000 |
| Putic-lastitutams | A-votiver | 76,72399 | 34,96586 | 15.5739 | 34.34262 | 12,224 | 926475 | Q3575 |
|  | Poil |  | 0. | 0.0000 | 0 | 0 | 0.0000 | 00000 |
|  | Foitai Ballot if apulicathe) |  | 0 | a.0000 | 6. | 0 | 0.0009 | 0.0000 |
|  | Totil |  | 34.95975 | 6. 51779 | 34.34.764 | 12,22a | 926475 | a.xit |
| Pruble Fan imittutions | C.Voting | 2,33,22,271 | 3,72,521 | 2.5973 | 3,72,571 | c | 100.0000 | 0.0000 |
|  | Pel |  | 36,700 | 0.4150 | 56700 | 0. | 100.0000 ! | 0.0000 |
|  | Fontal Ballot (it applatie) |  | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
|  | Total |  | 4** | 2.0123 | 4.65311 | ह1 | 200.0300 | 0.0000 |
|  | tosal | 12095262 |  | 7P.S42: |  | 12,274 | 7 | 6.97] |


|  | 198 |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  |  |  |  |  |
| Wheither prometer/ aromiter group are inturesiest in the agenda/ivelithon? | vei |  |  |  |  |  |  |  |
| Catepary | Mode or Veting | No. of wharns heid (1) | No. of voles polled (2) | N of Votes Polied on outstandine Ghares (3) $121 / 11)^{+} 100$ | Wo. of Votrs-in theour (4) | No. of Votns epainat (s) | Xaf Votes in tovour on yutes polled $(66=(4) /(2))^{*} 100$ | Sol Veter against on votes polledt [7 3 [ $51 /(2] \cdot 100$ |
| Pramuter and Prameter Groue | E.Voting | 89359,0c0 | - 89339,000 | 1090000 | 891.59.000 | 0 | - 1000000 | 0.0000 |
|  | Poll |  | 0 | 0.0000 | 9 | Of | 1000000 | 0.0000 |
|  | Poutal pariot if apglicatile) |  | - 0 | 0.0000 | O | 0 | 0.0005 | 0.0000 |
|  | Tetar |  | \$93.59000 | 200,0000 | 2.9759 .000 | 0 | 1000000 | 0,0000 |
| Fidic-imitutions | E. Voting | 7672399 | 34.96585 | 45.5739 | 34.96.5\#\# | 9 | 100.0000 | 0.0000 |
|  | Foil |  | O | 0.0000 | 0 | 8 | 0.0000 | 0.0000 |
|  | Poutal Bator if applicatilie) |  | 이 | 0.0000 | - 0 | 0 | 0.0000 | 0.0000 |
|  | Totar |  | 14.963 | 45.5739 | 4,9656 | 9 | 100.0000 | 0.0000 |
| Puther-Non instrutions | Evotiny | 233,22,271 | 3,72,521 | 13973 | 1.77521 | क | 100,0000 | 0.0000 |
|  | Poll |  | \%4,790 | 0.4150 | 96.790 | 0 | 100.0000 | 0.0000 |
|  | Fovial Batlot (it applicabin! |  | 0 | 0.0000 | 0 | 0 | $0.0000-$ | 0.0000 |
|  | Tout |  | $\overbrace{}^{4,4.3121}$ | 20223 | 4, 3311 | 0 | 1000000 | 0.0000 |


|  | [rital |  | 7.23 210 m | TF9472 | 1 981,84im9 | 1 0] | 1000000 | 9,0000 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Rrialution Na, | 11 |  |  |  |  |  |  |  |
| Hesolition requinet (Dortivary/ Special) | SpECiat-Approval for beyment of Conmission to Non-Fiecuthe Diectois. |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| Catagory | Modir of votiny | No. of stares neld (1) | No. of votes poled (2) | K of Veases Pofing on outatanding shares $\|(3)\|[2\|/(1)\|+100$ | Na. of Votes - in trveur (4) | No. of Vutesagoinat (5) | Kr of Votes in thivour envotes polled $(5) v(4) / 2) \div 100$ | $\begin{array}{\|l} \text { K et Votrnagainst } \\ \text { on votes polied } \\ \|7\|=(15 y / g 2)^{*} 100 \\ \hline \end{array}$ |
| Promater and Promoter Group, | E-Votind | 8,93,59,000 | 3,53,59,000 | 100.0000 | 8,93,59,000- | O) | 1000000 | 0.0000 |
|  | Pall |  | 0 | 0.0000 | 0. | 0 | 1000000 | 0.0000 |
|  | Foctal Raliet (1f applatisie) |  | 0 | 0.0000 | 0. | 0 | (0,0000- | 0.0000 |
|  | Totai |  | 2.23,59, 0.00 | 300.0000 | 135050.0c\% | 0 | 1000000 | 0.0500 |
| Public-institutions | Evotins | 76,72,349 | 34,96,586 | 453739 | 34,95,586 | 0 | 1000000 | 0.0000 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0,0000 | 0.0000 |
|  | Pouta Balet if applicatile! |  | 0 | 0.0000 | 0. | O | 0.0000 | 0.0000 |
|  | fotal |  | 3196.595 | 455793 | 3,90,566 | 0 | 20010000 | 0.0000 |
| Public-kion institutions | L-Vating | 2.33 .22 .271 | 3,72,521 | 1.5373 | 3,72,521 | O | 100.0900 | 9.0000 |
|  | Foll |  | 96,790 | Q4150 | 96.790 | O | 100.0000 | 0.0000 |
|  | $\begin{aligned} & \text { Potral Ealot (if } \\ & \text { spulicatiel } \\ & \hline \end{aligned}$ |  | $0$ | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
|  | Trat |  | 4.7312 | 2.0127 | 4.95.31 | $\square$ | 10000000 | 0.0000 |
|  | Total | 12.0153 5\%\| |  |  | ¢x)13179\% | $\square 0$ | 3000000 | 6tocos |

BALDEV SINGH KASHTWAL

# CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING \& POLL FOR RELAXO FOOTWEARS LIMITED 

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015<br>To,

The Chairman,<br>$34^{\text {th }}$ Annual General Meeting of Relaxo Footwears Limited<br>(CIN: L74899DL1984PLC019097)<br>Aggarwal City Square, Plot No. 10,<br>Manglam Place, District Centre, Sector-3, Rohini,<br>Delhi-110085

Subject : Passing of Resolution(s) through electronic voting and poll conducted at the $34^{\text {th }}$ Annual General Meeting of Relaxo Footwears Limited ("The Company") held on September 27, 2018 at 10.30 A. M, at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110003 ,

I, CS Baldev Singh Kashtwal, Practicing Company Secretary (Holding Membership No. FCS 3616 and Certificate of Practice No. 3169) having office at 106, (1* Floor), Madhuban Tower, A-1, V. S. Block, Shakarpur Crossing, Delhi-110092 was appointed as the Scrutinizer for the process of scrutinizing Annual General Meeting ("AGM") voting process l.e. Remote e -Voting and Poll at the venue of Annual General Meeting, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 by the Board of Directors of the Relaxo Footwears Limited at their meeting held on May 11, 2018 on the resolutions mentioned in the Notice dated $11^{\text {th }}$ May, 2018 for $34^{\mathrm{th}}$ Annual General Meeting of the Members of the Company held on $27^{\text {ni }}$ September, 2018 at 10:30 A. M. at Sri Sathya Sai Intemational Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110003. The Remote e-Voting facility was kept open from $24^{\text {th }}$ September, 2018 ( $9: 00$ A.M.) to $2^{\text {th }}$ September, 2018 (5:00 P.M.)

At the 34 Annual General Meeting of the Company held on September 27, 2018, the Chairman of the Company had ordered for poll to facilitate the members present in the meeting who could not participate in the Remote e-voting to record their votes through the poll process.

After completion of Poll at the AGM at 11.00 A.M. votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorisations / Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in Poll at Annual General Meeting.

Thereatter, the Remote e-voting results were unblocked by me on September 27, 2018 after the AGM of the company in the presence of two witnesses CS Shiv Paul Singh and CS Dushyant Gupta who are not in the employment of the Company. The result of the E-voting together with that of the poll is as under:


## AGENDA ITEM NO. 1

ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON $31^{81}$ MARCH, 2018 AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS OF THE COMPANY THEREON.

| Particulars | No. of Mermbers who cast their votes. | No, of Equity Shares of the Nominal Value of Rs. 1 /- each. (No. of Votes) | 90 of Total Valid <br> Votes Received |
| :---: | :---: | :---: | :---: |
| Tolal Votes received by electronic mode | 79 | 93228109 | - |
| Total Votes received through ptysical ballot mode | 21 | 96792 | - |
| Total Number of Invalid Votes | 2 | 2 | 0.00\% |
| Total Number of Abstained Votes | 2 | 180338 | 0.19\% |
| Total Number of Valid Votes | 96 | 93144561 | 100.00\% |
| Total Number of Votes against the resolution | 0 | 0 | 0 |
| Total Number of Votes in favour of Resolution | 96 | 93144561 | 100.00\% |

Therefore, the Resolution No. 1 has been approved with requisite majority.

## AGENDA ITEM NO. 2

ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND © $150 \%$ EQUIVALENT TO RS 1.50/- PER EQUITY SHARE OF FACE VALUE Re 1/- FOR THE FINANCIAL YEAR 2017-18.

| Particulars | No. of Members <br> who cast their <br> votes. | No, of Equity Shares <br> of the Nominal Value <br> of Rs.1/- each. <br> (No. of Votes) | \% of Total Vaiid <br> Votes Received |
| :--- | :---: | :---: | :---: |
| Total Votes received by electronic <br> mode | 79 | 93228109 | - |
| Total Votes received through <br> physical ballot mode | 21 | 96792 | - |
| Total Number of Irvalid Votes | 2 | 2 | 0 |
| Total Number of Abstained Votes | 0 | $0.00 \%$ |  |
| Total Number of Valid Votes | 98 | 93324699 | $100.00 \%$ |
| Total Number of Votes against the <br> resolution | 0 | 0 | 0 |
| Total Number of Votes in favour of <br> Resolution | 98 | 93324899 | $100.00 \%$ |

Therefore, the Resolution No. 2 has been approved with requisite majority.

## AGENDA TTEM NO. 3

ORDINARY RESOLUTION FOR APPOINTMENT OF DIRECTOR MR. RAMESH KUMAR DUA (DIN: 00157872) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND OFFERS HIMSELF FOR REAPPOINTMENT.

| Particulars | No. of Members who cast their votes. | No. of Equily Shares of the Nominal Value of Rs. 1 - each. (No, of Votes) | \% of Total Valid Votes Received |
| :---: | :---: | :---: | :---: |
| Total Votes received by electronic mode | 79 | 93228109 | - |
| Total Votes received through physical ballot mode | 21 | 96792 | - |
| Total Number of Invalld Votes | 2 | 2 | 0.00\% |
| Total Number of Abstained Votes | 0 | 0 | 0 |
| Total Number of Valid Votes | 98 | 93324899 | 100.00\% |
| Total Number of Votes against the resolution | 0 | 0 | 0 |
| Total Number of Votes in favour of Resolution | 98 | 93324899 | 100.00\% |

Therefore, the Resolution No. 3 has been approved with requisite majority.
AGENDA ITEM NO. 4
ORDINARY RESOLUTION FOR APPOINTMENT OF DIRECTOR MR. MUKAND LAL DUA (DIN: 00157898) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND OFFERS HIMSELF FOR REAPPOINTMENT.

| Particulars | No. of Members <br> who cast their <br> votes. | No, of Equity Shares <br> of the Nominal Value <br> of Rs. $1 /$ - each. <br> (No. of Votes) | \% of Total Valid <br> Votes Received |
| :--- | :---: | :---: | :---: |
| Total Votes recelved by electronic <br> mode | 79 | 93228109 | - |
| Total Votes received through <br> physical ballot mode | 21 | 96792 | - |
| Total Number of Invalid Votes | 2 | 2 | 0 |
| Total Number of Abstained Votes | 0 | 93324899 | $100.00 \%$ |
| Total Number of Valid Votes | 98 | 0 | 0 |
| Total Number of Votes against the <br> resolution | 0 | 98324899 | $100.00 \%$ |
| Total Number of Votes in favour of <br> Resolution | 98 |  | 0 |

Therefore, the Resolution No, 4 has been approved with requisite majority.

## AGENDA TTEM NO. 5

## SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. RAMESH KUMAR DUA (DIN : 00157872) AS MANAGING DIRECTOR OF THE COMPANY.

| Particulars | No. of Members who cast their votes. | No. of Equity Shares of the Nominal Value of Re. 1/- each. (No. of Votes) | \% of Total Valic <br> Votes Received |
| :---: | :---: | :---: | :---: |
| Total Votes recelved by electronic mode | 79 | 93228109 | $\sim$ |
| Total Votes received ttrough physical ballot mode | 21 | 96792 | - |
| Total Number of Invalid Votes | 2 | 2 | 0.00\% |
| Totat Number of Abstained Votes | 2 | 180338 | 0,19\% |
| Totat Number of Valid Votes | 96 | 93144561 | 100.00\% |
| Total Number of Votes against the resolution | 9 | 1587154 | 1.70\% |
| Total Number of Votes in favour of Resolution | 87 | 91557407 | 98.30\% |

Therefore, the Resolution No. 5 has been approved with requisite majority.
AGENDA TTEM NO. 6
SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. MUKAND LAL DUA (DIN : 00157898) AS WHOLE TIME DIRECTOR OF THE COMPANY.

| Particulars | No. of Members who cast their votes. | No, of Equity Shares of the Nominal Value of Rs. 1 - - each. (No. of Votes) | \% of Total Valid Votes Received |
| :---: | :---: | :---: | :---: |
| Total Votes received by electronic mode | 79 | 93228109 | - |
| Total Votes recelved through physical ballot mode | 21 | 96792 | - |
| Total Number of Invalid Votes | 2 | 2 | 0.00\% |
| Total Number of Abstained Votes | 2 | 180338 | 0,19\% |
| Totat Number of Valid Votes | 96 | 93144561 | 100.00\% |
| Total Number of Votes against the resolution | 9 | 1587154 | $1.70 \%$ |
| Total Number of Votes in favour of Resolution | 87 | 91557407 | 98.30\% |

Therefore, the Resolution No. 6 has been approved with requisite majority.

AGENDA ITEM NO. 7

## SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. DEVAL GANGULY (DIN : 00152585) AS WHOLE TIME DIRECTOR OF THE COMPANY.

| Particulars | No. of Members <br> who cast their <br> votes. | No. of Equity Shares <br> of the Nominal Value <br> of Rs. 1/- each. <br> (No, of Votes) | \% of Total Valid <br> Votes Received |
| :--- | :---: | :---: | :---: |
| Total Votes recelved by electronic <br> mode | 79 | 93228109 | - |
| Total Votes received through <br> physical ballot mode | 21 | 96792 | - |
| Total Number of Invalid Votes | 2 | 2 | 0 |
| Total Number of Abstained Votes | 0 | 93324899 | $100.00 \%$ |
| Total Number of Valid Votes | 98 | 0 | 0 |
| Total Number of Votes against the <br> resolution | 0 | 98324899 | $100.00 \%$ |
| Total Number of Votes in favour of <br> Resolution | 98 |  | 0 |

Therefore, the Resolution No. 7 has been approved with requisite majority.
AGENDA TTEM NO. 8
SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. VIVEK KUMAR (DIN : 00206819) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

| Particulars | No. of Members who cast their votes. | No, of Equity Shares of the Nominal Value of Res. 1 - each. (No. of Votes) | Ho of Total Vatid Votes Received |
| :---: | :---: | :---: | :---: |
| Total Votes-received by electronic mode | 79 | 93228109 | - |
| Total Votes received through physical ballot mode | 21 | 96792 | $\cdots$ |
| Total Number of Invalid Votes | 2 | 2 | 0.00\% |
| Total Number of Abstained Votes | 2 | 180338 | 0.19\% |
| Total Number of Valid Votes | 96 | 93144561 | 100.00\% |
| Total Number of Votes against the resolution | 9 | 1587154 | 1.70\% |
| Total Number of Votes in favour of Resolution | 87 | 91557407 | 98.30\% |

Therefore, the Resolution No. 8 has been approved with requisite majority.

## AGENDA ITEM NO. 9

## SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. PANKA SHRIMALI (DIN : 00013142) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

| Particulars | No, of Members <br> who cast their <br> votes. | No. of Equity Shafes <br> of the Nominal Value <br> of Rs. $1 /-$ each. <br> (No. of Votes) | \% of Total Valid <br> Votes Recelved |
| :--- | :---: | :---: | :---: |
| Total Votes received by electronic <br> mode | 79 | 93228109 | - |
| Total Votes received through <br> physical ballot mode | 21 | 96792 | - |
| Total Number of Invalid Votes | 2 | 2 | $0.00 \%$ |
| Total Number of Abstained Votes | 1 | 93324897 | $100.00 \%$ |
| Total Number of Valid Votes | 97 | 12324 | $0.01 \%$ |
| Total Number of Votes against the <br> resolution | 3 | 93312573 | $99.99 \%$ |
| Total Number of Votes in favour of <br> Resolution | 94 |  |  |

Therefore, the Resolution No, 9 has been approved with requisite majority.

## AGENDA ITEM NO. 10

SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. KURUVILA KURIAKOSE (DIN : 00881039) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

| Particulars | No. of Members who cast their votes. | No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes) | \% of Total Valid Votes Recelved |
| :---: | :---: | :---: | :---: |
| Total Votes received by electronic mode | 79 | 93228109 | - |
| Total Votes recelved through physical ballot mode | 21 | 96792 | - |
| Total Number of Invalid Votes | 2 | 2 | 0.00\% |
| Total Number of Abstained Votes | 1 | 2 | 0.00\% |
| Total Number of Valld Votes | 97 | 93324897 | 100.00\% |
| Total Number of Votes against the resolution | 0 | 0 | 0 |
| Total Number of Votes in favour of Resolution | 97 | 93324897 | 100.00\% |

Therefore, the Resolution No. 10 has been approved with requisite majority.

SPECIAL RESOLUTION FOR PAYMENT OF COMMISSION ON NET PROFITS TO NONEXECUTIVE DIRECTORS OF THE COMPANY.


Therefore, the Resolution No. 11 has been approved with requisite majority.

All the Resolutions stand passed under e-voting and poll with the requisite majority.
I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company.

The Register and all other papers relating to voting by electronic means shall remain in the safe custody of the scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the Company.

Thanking you
Witness -1:
 E-51, Gall No. 2, East Vinod Nagar Mayur Vihar Phase-II. Delhi-110091

Witness-2:


CS Dushyant Gupta
D-95, (2 ${ }^{\text {es }}$ Floor), Gall No. 4 Laxmi Nagar, Delhi-110092


BALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY

## SCRUTINIZER'S REPORT ON REMOTE E-VOTING <br> FOR RELAXO FOOTWEARS LIMITED

The Chairman<br>Relaxo Footwears Limited<br>(CIN: L74899DL1984PLC019097)<br>Aggarwal City Square, Plot No. 10,<br>Manglam Place, District Centre,<br>Sector - 3, Rohini,<br>Delhi-110 085

$34^{\text {th }}$ Annual General Meeting of the Members of Relaxo Footwears Limited held on Thursday, the September 27, 2018 at 10.30 A. M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi 110003.

Subject : Passing of Resolutions through Electronic Voting pursuant to Section 108 of The Companies Act, 2013 Read With Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Relaxo Footwears Limited. (hereinafter referred to as (the "Company") on $11^{\text {th }}$ May, 2018 I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(4)(bc) of the Companies (Management and Administration) Amendment Rules, 2015.
2. The Company engaged Karvy Computershare Private Limited ("KARVY") as the Service Provider for extending the facility of electronic voting to the sharehoiders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the $34^{\text {t" }}$ Annual General Meeting ("AGM") of the Company, which was held on Thursday, the $27^{\text {a }}$ September, 2018. Karvy Computershare Private Limited ("KARVY") had set up e-voting facility on their website, htups:/leyoting.karvy.com. The Compary had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.
3. As on the cutoff date for the dispatch of notice of annual general meeting, there were 13742 Shareholders of the Company. The Notice of Annual General Meeting and Grcular for e-voting was sent through email to 11988 Shareholders whose email id was made available by the two depositories (NSDL \& CDSL) and for those hoiding in physical form to the extent it was avallable with the RTA and in the physical form to 1754 shareholders.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule $20(4)(i i 1)(A)$ to (C) of the Companies (Management and Administration) Amendment Rules, 2015.

5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitied to vote on the resolutions placed for the approval of the shareholders was 20.09.2018. The e-voting facility was kept open from $24^{n}$ September, 2018 ( 9.00 A.M.) to $26^{\prime \prime}$ September, 2018 (5.00 P.M.)
6. Pursuant to Rule $20(4)(V)$ of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published in Financial Express, in English and in Jansatta, Hindi Newspaper both dated $3^{36}$ September, 2018. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h) of Companies (Management and Administration) Amendment Rules, 2015.
7. At the end of the voting period on September 26, 2018 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On September 27, 2018 after the annual general meeting the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of CS Dushyant Gupta and CS Shiv Paul Singh, who acted as the witnesses, as prescribed in sub Rule (4)(xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
8. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows.

RESOLUTION NO. 1 - ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON $31^{5 T}$ MARCH, 2018 AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS OF THE COMPANY THEREON.

| Particulars | No. of Members <br> who cast their <br> votes electronically | No. of Equity Shares <br> of the Nominal Value <br> of Rs. $1 /-$ each. (Votes) <br> 93228109 | \% age of the <br> Total Valid <br> Votes recelved |
| :--- | :---: | :---: | :---: |
| Total Votes recelved <br> by electronic mode | 79 | 0 | - |
| Total Number of <br> Invalid Votes | 0 | 180338 | $0.19 \%$ |
| Abstained from Voting | 2 | 93047771 | $100.00 \%$ |
| Total Number of Valid <br> Votes | 77 | 0 | 0 |
| Total Number of Votes <br> against the resolution | 0 | 93047771 | $100.00 \%$ |
| Total Number of Votes <br> in favour of Resolution | 77 |  |  |

RESOLUTION NO. 2 - ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND 150\% EQUIVALENT TO RS 1.50/- PER EQUITY SHARE OF FACE VALUE Re 1/- FOR THE FINANCIAL YEAR 2017-18.

| Particulars | No. of Members <br> who cast their <br> votes electronically | No. of Equity Shares <br> of the Nominal Value <br> of Rs. $1 /-$ each. (Votes) | $\%$ age of the <br> Total Valid <br> Votes recelved |
| :--- | :---: | :---: | :---: |
| Total Votes received <br> by electronic mode | 79 | 93228109 | - |
| Total Number of <br> Invalid Votes | 0 | 0 | - |
| Abstained from Voting | 0 | 0 | - |
| Total Number of Valid <br> Votes | 79 | 93228109 | $100.00 \%$ |
| Total Number of Votes <br> against the resolution | 0 | 0 | 0 |
| Total Number of Votes <br> in favour of Resolution | 79 | 93228109 | $100.00 \%$ |

RESOLUTION NO, 3 - ORDINARY RESOLUTION FOR APPOINTMENT OF DIRECTOR MR. RAMESH KUMAR DUA (DIN: 00157872) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND OFFERS HIMSELF FOR REAPPOINTMENT.

| Particulars | No. of Members <br> who cast their <br> votes electronically | No. of Equity Shares <br> of the Nominal Value <br> of $\mathrm{Rs} 1 /$-each. (Votes) | \% age of the <br> Total Valid <br> Votes recelved |
| :--- | :---: | :---: | :---: |
| Total Votes received <br> by electronic mode | 79 | 93228109 | - |
| Total Number of <br> Invalid Votes | 0 | 0 | - |
| Abstained from Voting | 0 | 0 | - |
| Total Number of Valid <br> Votes | 79 | 93228109 | $100.00 \%$ |
| Total Number of Votes <br> against the resolution | 0 | 0 | 0 |
| Total Number of Votes <br> in favour of Resolution | 79 | 93228109 | $100.00 \%$ |

RESOLUTION NO. 4 - ORDINARY RESOLUTION FOR APPOINTMENT OF DIRECTOR MR. MUKAND LAL DUA (DIN: 00157898) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND OFFERS HTMSELF FOR REAPPOINTMENT.

| Particulars | No. of Members <br> who cast their <br> votes electronically | No. of Equity Shares <br> of the Nominal Value <br> of Rs. $1 /-$-each. (Votes) | \% age of the <br> Total Valid <br> Votes recelved |
| :--- | :---: | :---: | :---: |
| Total Votes received <br> by electronic mode | 79 | 0 | - |
| Total Number of <br> Invalid Votes | 0 | 0 | - |
| Abstained from Voting | 0 | 0 | - |
| Total Number of Valid <br> Votes | 79 | 93228109 | $100.00 \%$ |
| Total Number of Votes <br> against the resolution | 0 | 0 | 0 |
| Total Number of Votes <br> in favour of Resolution | 79 | 93228109 | $100.00 \%$ |

RESOLUTION NO. 5 - SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. RAMESH KUMAR DUA (DIN : 00157872) AS MANAGING DIRECTOR OF THE COMPANY.

| Particulars | No. of Members <br> who cast their <br> votes electronically | No. of Equity Shares <br> of the Nominal Value <br> of Rs. $1 /$-each. (Votes) | \% age of the <br> Total Valid <br> Votes received |
| :--- | :---: | :---: | :---: |
| Total Votes recelved <br> by electronic mode | 79 | 93228109 | - |
| Total Number of <br> Invalid Votes | 0 | 0 | - |
| Abstained from Voting | 2 | 180338 | $0.19 \%$ |
| Total Number of Valid <br> Votes | 77 | 93047771 | $100.00 \%$ |
| Total Number of Votes <br> against the resolution | 9 | 1587154 | $1.71 \%$ |
| Total Number of Votes <br> in favour of Resolution | 68 | 91460617 | $98.29 \%$ |

RESOLUTION NO. 6 - SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. MUKAND LAL DUA (DIN : 00157898) AS WHOLE TIME DIRECTOR OF THE COMPANY.

| Particulars | No. of Members <br> who cast their <br> votes electronically | No. of Equity Shares <br> of the Nominal Value <br> of Rs. $1 /$ - each. (Votes) <br> 93228109 | \% age of the <br> Total Valid <br> Votes received |
| :--- | :---: | :---: | :---: |
| Total Votes received <br> by electronic mode | 79 | 0 | - |
| Total Number of <br> Invalid Votes | 0 | 180338 | $0.19 \%$ |
| Abstained from Voting | 2 | 93047771 | $100.00 \%$ |
| Total Number of Valid <br> Votes | 77 | 1587154 | $1.71 \%$ |
| Total Number of Votes <br> against the resolution | 9 | 91460617 | $98.29 \%$ |
| Total Number of Votes <br> in favour of Resolution | 68 |  |  |

RESOLUTION NO. 7 - SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. DEVAL GANGULY (DIN : 00152585) AS WHOLE TIME DIRECTOR OF THE COMPANY.

| Particulars | No. of Members <br> who cast their <br> votes electronically | No. of Equity Shares <br> of the Nominal Value <br> of Rs. $1 /-$ each. (Votes) | \% age of the <br> Total Valid <br> Votes received |
| :--- | :---: | :---: | :---: |
| Total Votes received <br> by electronic mode | 79 | 03228109 | - |
| Total Number of <br> Invalid Votes | 0 | 0 | - |
| Abstained from Voting | 0 | 0 | - |
| Total Number of Valid <br> Votes | 79 | 93228109 | $100.00 \%$ |
| Total Number of Votes <br> against the resolution | 0 | 0 | 0 |
| Total Number of Votes <br> in favour of Resolution | 79 | 93228109 | $100.00 \%$ |

RESOLUTION NO. 8 - SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. VIVEK KUMAR (DIN : 00206819) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

| Particulars | No, of Members <br> who cast their <br> votes electronically | No. of Equity Shares <br> of the Nominal Value <br> of Rs. $1 /-$-each. (Votes) | $\%$ age of the <br> Total Valid <br> Votes received |
| :--- | :---: | :---: | :---: |
| Total Votes recaived <br> by electronic mode | 79 | 93228109 | - |
| Total Number of <br> Invalid Votes | 0 | 0 | - |
| Abstained from Voting | 2 | 180338 | $0.19 \%$ |
| Total Number of Valid <br> Votes | 77 | 93047771 | $100.00 \%$ |
| Total Number of Votes <br> against the resolution | 9 | 1587154 | $1.71 \%$ |
| Total Number of Votes <br> in favour of Resolution | 68 | 91460617 | $98.29 \%$ |

RESOLUTION NO. 9 - SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. PANKAJ SHRIMALI (DIN : 00013142) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

| Particulars | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs. 1/- each. (Votes) | \% age of the Total Valid Votes received |
| :---: | :---: | :---: | :---: |
| Total Votes received by electronic mode | 79 | 93228109 | -- |
| Total Number of Invalid Votes | 0 | 0 | - |
| Abstained from Voting | 1 | 2 | 0.00 |
| Total Number of Valid Votes | 78 | 93228107 | 100.00\% |
| Total Number of Votes against the resolution | 3 | 12324 | 0.01 |
| Total Number of Votes in favour of Resolution | 75 | 93215783 | 99,99\% |

RESOLUTION NO, 10 - SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. KURUVILA KURIAKOSE (DIN ; 00881039) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

| Particulars | No. of Members <br> who cast their <br> votes electronically <br> of the Nominal Value <br> of Rs. $1 /-$ each. (Votes) | No. of Equity Shares <br> ( | \% age of the <br> Votal Valid <br> Votes received |
| :--- | :---: | :---: | :---: |
| Total Votes received <br> by electronic mode | 79 | 0 | - |
| Total Number of <br> Invalid Votes | 0 | 2 | 0.00 |
| Abstained from Voting | 1 | 93228107 | $100.00 \%$ |
| Total Number of Valid <br> Votes | 78 | 0 | 0 |
| Total Number of Votes <br> against the resolution | 0 | 93228107 | $100.00 \%$ |
| Total Number of Votes <br> in favour of Resolution | 78 |  |  |

RESOLUTION NO. 11 -SPECIAL RESOLUTION FOR PAYMENT OF COMMISSION ON NET PROFITS TO NON-EXECUTIVE DIRECTORS OF THE COMPANY.

| Particulars | No. of Members <br> who cast their <br> votes electronically | No. of Equity Shares <br> of the Norminal Value <br> of Rs. $1 /-$ each. (Votes) | \% age of the <br> Total Valid <br> Votes recelved |
| :--- | :---: | :---: | :---: |
| Total Votes received <br> by electronic mode | 79 | 93228109 | - |
| Total Number of <br> Invalid Votes | 0 | 0 | - |
| Abstained from Voting | 1 | 2 | 0.00 |
| Total Number of Valid <br> Votes | 78 | 93228107 | $100.00 \%$ |
| Total Number of Votes <br> against the resolution | 0 | 0 | 0 |
| Total Number of Votes <br> in favour of Resolution | 78 | 93228107 | $100.00 \%$ |

countr

All the resolutions contained in the notice dated $11^{1 \mathrm{~m}}$ May, 2018 calling $34^{\text {n in }}$ annual general meeting of the Company stand passed under e-voting process with requisite majority.

I hereby confirm that 1 am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. The Register and all other papers relating to voting by electronic means shall remain in the safe custody of the scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the Company

Thanking you,


CS BALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY
SCRUTINIZER
C. P. NO. 3169

Place : New Delhi
Dated : September 27, 2018

## WITNESS :-

1. CS Dushyant Gupta : $\qquad$ S/o Shri Moti Ram Gupta D-95, (2 ${ }^{\text {io f }}$ Floor), Gall No. 4, Laxmi Nagar, Delhi-110092
2. CS Shiv Paul Singh : $\qquad$ E-51, Gall No. 2, East Vinod Nagar, Mayor Vihar Phase-II, Delhi-110 091

## FORM No. MGT-13

Report of Scrutinizer(s)
[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 1

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To,
The Chairman
Relaxo Footwears Limited
(CIN: L74899DL1984PLC019097)
Aggarwal City Square, Plot No. 10,
Manglam Place, District Centre,
Sector-3, Rohini,
Delhi - 110085
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$34^{\text {TII }}$ ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF RELAXO FOOTWEARS LIMITED HELD ON $27^{\text {T }}$ SEPTEMBER, 2018 AT 10,30 A. M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI - 110003.

Dear Sir,

1, CS Baldev Singh Kashtwal, Practising Company Secretary, holding Membership Number FCS 3616 and Certificate of Practice Number 3169, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the $34^{\text {ti }}$ Annual General Meeting of the Equity Shareholders of Relaxo Footwears Limited held on $27^{\text {th }}$ September, 2018 at 10.30 A. M., at Sri Sathya Sal International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110003. I submit my report as under:

1. After the time fixed for dosing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete have been treated as invalid and kept separately.
4. The result of the Poll is as under:


| AGENDA ITEM NO. | 1 |
| :---: | :--- |
| SUBJECT | ADOPTION OF THE AUDITED FINANCIAL <br> STATEMENTS OF THE COMPANY FOR THE <br> FINANCIAL YEAR ENDED ON 31 ${ }^{\text {Sr }}$ MARCH, 2018 AND |
|  | REPORTS OF THE BOARD OF DIRECTORS AND <br> AUDITORS OF THE COMPANY THEREON. |
| TYPE OF RESOLUTION | ORDINARY RESOLUTION |

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | \% of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 19 | 96790 | $100.00 \%$ |

(II) VOTED AGAINST THE RESOUTIION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | $\%$ of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 0 | 0 | 0 |

(III) INVALID VOTES:

| Total No. of Members (in person or by <br> proxy) whose votes were declared invalid | Total Number of votes Cast by them |
| :---: | :---: |
| 2 | 2 |


| AGENDA ITEM NO. | 2 |
| :---: | :--- |
| SUBJECT | DECLARATION OF DIVIDEND © 150\% <br> EQUIVALENT TO RS 1.50/-PER EQUITY SHARE OF <br> FACE VALUE Re 1/-FOR THE FINANCIAL YEAR <br> 2017-18. |
| TYPE OF RESOLUTION | ORDINARY RESOLUTION |

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | \% of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 19 | 96790 | $100.00 \%$ |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | \% of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 0 | 0 | 0 |

(III) INVALID VOTES:

| Total No. of Members (in person or by <br> proxy) whose votes were declared invalid | Total Number of votes Cast by them |
| :---: | :---: |
| 2 | 2 |


| AGENDA ITEM NO. | 3 |
| :---: | :--- |
| SUBJECT | APPOINTMENT OF DIRECTOR MR. RAMESH KUMAR <br> DUA (DIN: O0157872) AS DIRECTOR OF THE <br> COMPANY, WHO RETIRES BY ROTATION AND OFFERS <br> HIMSELF FOR REAPPOINTMENT. |
| TYPE OF RESOLUTION | ORDINARY RESOLUTION |

(1) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | \% of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 19 | 96790 | $100.00 \%$ |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | $\%$ of total number of Valid Votes |
| :---: | :---: | :---: |
| Cast |  |  |

(III) INVALID VOTES:

| Total No. of Members (in person or by <br> proxy) whose votes were declared invalid | Total Number of votes Cast by them |
| :---: | :---: |
| 2 | 2 |


| AGENDA TTEM NO. | 4 |
| :---: | :--- |
| SUBJECT | APPOINTMENT OF DIRECTOR MR. MUKAND LAL DUA <br> (DIN: 00157898) AS DIRECTOR OF THE COMPANY, WHO <br>  <br>  <br>  <br> RETIRES BY ROTATION AND OFFERS HIMSELF FOR <br> REAPPOINTMENT. |
| TYPE OF RESOLUTION | ORDINARY RESOLUTION |

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | $\%$ of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 19 | 96790 | $100.00 \%$ |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | \% of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 0 | 0 | 0 |
| 0 |  |  |

(III) INVALID VOTES:

| Total No. of Members (in person or by <br> proxy) whose votes were declared invalid | Total Number of votes Cast by them |
| :---: | :---: |
| 2 | 2 |


| AGENDA ITEM NO, | 5 |
| :---: | :---: |
| SUBJECT | RE-APPOINTMENT OF MR. RAMESH KUMAR DUA (DIN : <br> OO157872) AS MANAGING DIRECTOR OF THE COMPANY. |
| TYPE OF RESOLUTION | SPECIAL RESOLUTION |

(1) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | \% of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 19 | 96790 | $100.00 \%$ |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | $\%$ of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 0 | 0 | 0 |

(III) INVALID VOTES:

| Total No. of Members (in person or by <br> proxy) whose votes were declared invalid | Total Number of votes Cast by them |
| :---: | :---: |
| 2 | 2 |


| AGENDA ITEM NO. | 6 |
| :---: | :---: |
| SUBJECT | RE-APPOINTMENT OF MR. MUKAND LLAL DUA (DIN : <br> 00157898) AS WHOLE TIME DIRECTOR OF THE COMPANY. |
| TYPE OF RESOLUTION | SPECIAL RESOLUTION |

(I) VOTED IN FAVOUR OF THE RESOUUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | \% of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 19 | 96790 | $100.00 \%$ |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | \% of total number of Valid Votes |
| :---: | :---: | :---: |
| Cast |  |  |

(III) INVALID VOTES:

| Total No. of Members (in person or by <br> proxy) whose votes were declared invalid | Total Number of votes Cast by them |
| :---: | :---: |
| 2 | 2 |


| AGENDA ITEM NO. | 7 |
| :---: | :---: |
| SUBJECT | RE-APPOINTMENT OF MR. DEVAL GANGULY (DIN : <br> OO152585) AS WHOLE TIME DIRECTOR OF THE COMPANY. |
| TYPE OF RESOLUTION | SPECIAL RESOLUTION |

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | \% of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 19 | 96790 | $100.00 \%$ |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | $\%$ of total number of Valid Votes |
| :---: | :---: | :---: |
| Cast |  |  |$|$| 0 | 0 | 0 |
| :---: | :---: | :---: |

(III) INVALID VOTES:

| Total No, of Members (in person or by <br> proxy) whose votes were declared invalid | Total Number of votes Cast by them |
| :---: | :---: |
| 2 | 2 |


| AGENDA ITEM NO. | 8 |  |  |
| :---: | :---: | :---: | :---: |
| SUBJECT | RE-APPOINTMENT OF MR. VIVEK KUMAR (DIN <br> O0206819) AS AN INDEPENDENT DIRECTOR OF THE <br> COMPANY. |  |  |
| TYPE OF RESOLUTION |  | SPECIAL RESOLUTION |  |

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | $\%$ of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 19 | 96790 | $100.00 \%$ |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | $\%$ of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 0 | 0 | 0 |

(III) INVALID VOTES:

| Total No. of Members (in person or by <br> proxy) whose votes were declared invalid | Total Number of votes Cast by them |
| :---: | :---: |
| 2 | 2 |


| AGENDA TTEM NO. | 9 |
| :---: | :---: |
| SUBJECT | RE-APPOINTMENT OF MR. PANKAJ SHRIMALI (DIN : 00013142) AS AN INDEPENDENT DIRECTOR OF THE COMPANY. |
| TYPE OF RESOLUTION | SPECIAL RESOLUTION |

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | \% of total number of Valid Votes |
| :---: | :---: | :---: |
| Cast |  |  |$|$

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | $\%$ of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 0 | 0 | 0 |

(III) INVALID VOTES:

| Total No. of Members (in person or by <br> proxy) whose votes were declared invalid | Total Number of votes Cast by them |
| :---: | :---: |
| 2 | 2 |


| AGENDA TTEM NO. | 10 |
| :---: | :--- |
| SUBJECT | RE-APPOINTMENT OF MR, KURUVILA KURIAKOSE (DIN : <br>  <br>  <br>  <br>  <br>  <br>  <br> 00881039) AS AN INDEPENDENT DIRECTOR OF THE <br> COMPANY. |
| TYPE OF RESOLUTION |  |

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | \% of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 19 | 96790 | $100.00 \%$ |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | \% of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 0 | 0 | 0 |

(III) INVALID VOTES:

| Total No. of Members (in person or by <br> proxy) whose votes were deciared invalid | Total Number of votes Cast by them |
| :---: | :---: |
| 2 | 2 |


| AGENDA TTEM NO. | 11 |
| :---: | :---: |
| SUBJECT | PAYMENT OF COMMISSION ON NET PROFITS TO NON- <br> EXECUTIVE DIRECTORS OF THE COMPANY. |
| TYPE OF RESOLUTION | SPECIAL RESOLUTION |

(I) VOTED IN FAVOUR OF THE RESOUUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> thern | \% of total number of Valid Votes <br> Cast |
| :---: | :---: | :---: |
| 19 | 96790 | $100.00 \%$ |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members present <br> and voting (in person or by <br> proxy) | Number of votes Cast by <br> them | $\%$ of total number of Valid Votes |
| :---: | :---: | :---: |
| Cast |  |  |

(III) INVALID VOTES:

| Total No. of Members (in person or by <br> proxy) whose votes were declared invalid | Total Number of votes Cast by them |
| :---: | :---: |
| 2 | 2 |

5. A soft copy containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you,
Yours Sincerely

(CS BALDEY SINGH KASHTWAL) PRACTISING COMPANY SECRETARY SCRUTINIZER
C. P. No, 3169

Place : New Delhi
Dated : September 27, 2018

1. CS Dushyant Gupta :
 S/o Shri Mot Ram Gupta D-95, (2 ${ }^{\text {nd }}$ Floor), Gall No. 4, Laxmi Nagar, Delhi-110092
2. CS Shiv Paul Singh :


E-51, Gall No. 2, East Vinod Nagar, Mayor Vicar Phase-II, Delhi-110 091
:


