

28th September, 2018

BSE Ltd.	National Stock Exchange of India Ltd
Corporate Relationship Department	Listing Department,
1st Floor New Trading	Exchange Plaza,
Rotunda Building,	Bandra Kurla 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 34th 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 34th 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, 46800 700 Fax: 46800 692 E-mail: rfi@relaxofootwear.com CIN L74899DL1984PLC019097



www.relaxofootwear.com

Name of Company	RELAXO FOOTWEARS LIMITED
Date of the AGM/EGM	27-09-2018
Total number of shareholders on record date	34428
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	9
Public	133
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	that Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider, approve and adopt the Audited Financial Statements of the Company for the year ended 31.03.2018, which includes Balance Sheet as at 31st March, 2018 and the Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereo									
Whether promoter/ promoter group are interested in the agenda/resolution?	Ves									
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[[4]/(2]]*100	% of Votes agains on votes polled (7)=[(5)/(2)]*100		
	E-Voting	1000	8,93,59,000	100.0000	8,93,59,000		1.00.0000	0.000		
	Po0	8.93.59.000	0	0.0000	0		0.0000	0.000		
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	0		0.000	0.000		
	Total		用,93,59,000	200,0000	8,53,59,000		100.0000	0,000		
	E-Vating		33,16,248	43.2234	33.16.248	4	100.000	0.000		
	Poli	76,72,349		0.0000	0	4	0.0000	0.000		
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	0		0.000	0.000		
	Total		33,26,248	43.3234	33,16,248	5	100.0000	0.000		
	E-Voting		1,72,523	1.5973	3,72,523		100.0000	0.0000		
	Pols	2,33,22,271	96,790	0.4150	96,790	4	100.0000	0.000		
Public- Non Institutions	Pustal Ballot () applicable)	4,33,44,474	0	0.0000	0		0.0000	0.000		
	Tutal		4,69,313	2.0323	4,69,313	1	100.0000	0.000		
	Tettal	13.03.53.630	9.71.44.561	77.3914	5.31.44,561	T	105,6500	0.000		

Resolution No.

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Resolution requirent: (Ordinary/ Special)	ORDINARY - To d	eclare dividend @ 1	50% equivalent to P	is1.50/- on each equ	sity share of Face Va	alue of Rill- each	for the Financial Year.	2017-18
Whether promoter/ promoter group are merested in the agenda/vesolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=((2)/(1))* 100	No. of Vates - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes agains on votes polled (7)+((5)/(2)(*100
	E-Voting		8,93,59,000	100.0000	8,93,59,000		0 100,000	0,000
	Poll	8.93.59.000		0.0081			0 100,0000	0.000
Promoter and Promoter Group	Postal Ballot (V applicable)	5,73,77,000	0				0,0000	
	Tetal		A.93.59,000	100.0081	8,93,59,000		0 100,0000	0.000
	E-Voting.		34,96,586				0 100.0000	0.0000
	Pall	76,72,349		0.0000	0		0 0.0000	0.000
Public-Institutions	Postal Ballot (if applicable)	100700000	0	6.0000			0 0.0000	
	Total		34,96,586	the second s	and the second se		0 100.0000	
	£ Vioting		1,72,523	the second s	and the second s		0 100,0000	0.0000
	Poli	2,33,22,271	96,790	0.4150	96,790		0 100.0000	0.0000
Public- Non Institutions	Postal Ballot (H applicable)	4,33,44,471	0	0.0000	0		0 0.0000	0.0000
	Total		4,69,313	2.0125	4,69,313		0 100.0000	0.0000
	Tenni	\$2,03,53,670	3,33,34,299	77.5432	9.33.34.899		100 0000	0.0000
Resolution No.	3							
Resolution required: (Ordinary/Special)	ORDINARY - To a reappointment.	ppoint a Director in	place of Mr. Barned	h Kumar Dua (DIN -	00157872) who ret	ints by rotation at	id being eligible offen	s himself for
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
		No. of shares held	and the second second second second	% of Votes Polled on outstanding shares		No. of Votes -	% of Votes in favour on votes polled	% of Yotes against on votes polled
Category	Mode of Voting	{1}	poiled [2]	(3)={(2)/(1)]* 100	ويتحصب والمراجع والمحمد والمحمد والمحاج تسابع	against (5)	(6)=[14)/(2)]*300	{7]={(5)/(2)]*100
	E-Voting		8,93,59,000		and the second s		0 200.000	and the second sec
	Poll	8.93.59.000	0	0.0000			0 100.0000	0.0000
	Postal Ballot (if	. Alteracycles					-	
Promoter and Promoter Group	applicable)			0.0000	0		0.0000	0.0000

	Tetal		4,93,59,000	0000.001	8,93,59,000	0	100.0000	0.0000
	E-Voting		34,96,586	45.5739	34,96,586	0	100.0000	0.0000
	Poll	76.72.349	0	10.0000	0	0	0.0000	0.0000
hublic-Institutions	Postal Ballot (if applicable)	76,72,343	0	0.0000	0	0	0.0000	0.0000 0.0000 0.0000 0.0000
and the second s	Total		34,95,586	45.5739	34,96,586	0	100.0005	0.0000
	£-Voting		3,72,529	1.5973	3,72,523	0	100.0000	0.0000
	Poli Postal Ballot (If	2,33,22,271	96,790	0.4350	95,790	0	100.0000	0.0000
Public- Non Institutions	(applicable)		0	0.0000	0	0	0.0000	0.0000
	Tutal		4,00,313	2.0123	4,69,313	0	100.0000	0.0000
	Total	17,23,53.620	5,11,24,899	77,5423	9.22,24,899	0	100.0000	8.0000

Resolution No.	4					_		
Resolution required: (Ordinary/ Special)	ORDINARY - To as reappointment.	opoint a Director in J	slace of Mr. Mukan	d Lei Dua (DiN - 001	57896) who retires	by rotation and be	ing eligible offers hin	nself for
Whather promoter/ promoter group are interested in the agenda/resolution?	Yes							
Cutegory.	Mode of Voting	No. of shares held	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)={{2}/{1}[* 100	No. of Votes - in favour (4)	No. of Votes	14 of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=((5)/(2))*100
	E-Voting		8,93,59,000	100-0000	8,93,59,000	0	100.0000	0.0000
Promoter and Promoter Group	Polt	8,93,59,000		0.0000	i i i i i i i i i i i i i i i i i i i	0	100.0000	0.0000
	Postal Ballot (If applicable)	6,93,39,000	0	0.0000	0	0	0.0000	0.000
stanton and services	Tenat		8,93,59;000	100.0000	8,93,59,000	0	100.0000	0.0000
	E-Voting		34,96,586	45.5739	34,96,586	C	100.0000	and the second se
	Pali		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot (If applicable)	76,72,349	0	0.0000	0	0	0.0000	0.0000
	Tutal		14,56,586	45.5739	34,96,586	0	100.0000	0.0000
	E-Voting		3,72,523	1.5973	3,72,523	0	100.0000	0.0000
	Puff		96,790	0.4150	96,790	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	- 2,33,22,271	0	0.0000	0	c.	0.0000	0.0000
	Total		4,69,313	2.0123	4,69,313	0	100.0000	0.0000
	Tutai	12,0151,620	9,11,24 800	77.5422	933.24,899	0	100.0000	and the second se

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Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Reappo	intment of Mr. Bam	esh Kumar Dua (DR	N - 00157872) as Ma	maging Director of	the Company and B	whis remuneration.	
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)+[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (E)<[(4)/(2)]*100	% of Votes against on votes polled (7)+((5)/(2))*100
	E-Voting		8,93,59,000	100.0000	8,99,59,000	0	100.0000	0.0000
Promoter and Promoter Group	Poll	8,98,59,000		0.0000	1	0	100.0000	0.0000
	Postal Ballot ()f applicable)	-0,39,32,000	0	0.0000	0	0	0.0000	0.0000
	Total		8,93,59,000	100.0000	8,93,59,000	0	103.0000	and the second se
	E-Voting		33,16,248	43.2234	17,29,094	15.87,154	52.1401	Contraction of the second s
	Pall	10.00.000	0	0.0000	0	0	0.0000	
Public- institutions	Postal Ballot (# applicable)	- 76,72,349	0	0.0000	0	0	0.0000	0.0000
	Tettal		33,16,348	43.2234	17,29,094	15,97,154	57,1401	47,8599
	E-Voting		3,72,523	1.5973	3,72,523	0	100.0000	0.0000
	Poll	2,33,22,271	96,790	0.4150	96,790	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	4,33,44,271	0	0.0000	0	0	0.0000	0.0000
	Total		4,69,313	2.0123	4,68,313	0	200.0000	0.0000
	Total	12,06,53,670	1.31.44.363	77.3924	9,15,57,407	15,87,154	98.2960	1,7040

Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Reappo	intment of Mr. Mul	and Lal Dus (DIN	00157898) in Whole	Time Director of th	e Company and R	is his remuneration.	
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(3)* 100	No. of Votes in favour (4)	No. of Votes – against (5)	pailed	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		8,93,59,000	100.0000	8,93,59,000		0 100.0000	0.000
	Poli	0.000.000	0	0.0000	0		100.0000	
Promoter and Promoter Group	Postal Ballot (if applicable)	8,93,59,000	0	0.000	0		0.0000	

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	E-Voting Poll	100000	33,16,248	#3.7234	17,29,094	15,87,154	52.1401	0.0000 47,8599 0.0000
Public- institutions	Postal Bailot (If applicable)	76,72,349	0	0.0000	0	0	0.0000	
	Total		33,16,248	43.2234	17,29,094	35,87,154	52.1401	0.0000
	E-Vating		3,72,523	1.5973	1,72,523	0	100.0000	0.0000
	Poll		96,790	0.4150	96,790	0	100.0000	0.0000
Public- Non Institutions	Postai Ballot (if applicable)	2,33,22,271	0	0.0000	o	o	0.0000	0.0000
State of the second state of the second state	Total		4,69,313	2.0123	4,69,213	0	100.0000	0.0000
	Total	12,03,52,620	18,33,44,563	77,3524	11.55.57,407	25,87,154	90.2960	1.7040

Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Reappo	sintment of Mr. Devi	d Ganguly (DIN - D	1152585) as Whole T	ime Director of the	Company and fix h	is remuneration.	
Whether promoter/ promoter group are interested in the agenda/resolution?	Ves							
Category	Mode of Voting	No. of shares hold	No. of votes polied (2)	% of Votes Polled on outstanding shares [3]=[(2)/(1)]* 100	No. of Votes – In Favour (4)	No. of Votes ~ against (5)	% of Votes in favour on votes polled (6)=((4)/(2))*100	% of Votes against on votes polled (7)=((5)/(2)]*100
	E-Voting		8,93.59,000	100.0000	8,93,59,000	6	100.0000	0.0000
Promoter and Promoter Group	Poll	8.93,59,000	0	0.0000	0	6	100.0000	0.0000
	Postal Ballot (if applicable)	8,33,32,000	0	0.0000	0		0.0000	0.0000
and the second se	TORAL	1.	8,93,59,000	100.0000	8,93,59,000	6	100.0000	0.0000
	E-Voting		34,96,580	45.5739	34,96,586	0	100.0000	0.0000
	Poll	20.22.240	1	0.0000	0	0	0.0000	0.0000
Public- Institutions	Postal Ballot (M applicable)	76,72,349	0	0.0000	0	c	0.0000	0.0000
	Takat		34,96,586	45.5739	34,96,586		100.0000	0.0000
	E-Voting		3,72,523	1.5973	3,72,523	0	100.0000	0.0000
	Poli	2,33,22,271	96,790	0.4150	96,790	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot ()/ applicable)	6,33,62,678	0	0.0000	0	0	0.0000	0.0000
in the second	Total		4,69,313	2.0123	4,69,313	0	100.000	0.0000
	Total	32,58,53,400	9,53,24,895	77.5422	9,33,34,859	0	100 0000	0.0000

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Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	SPECIAL - Response	antment of Mr. Vive	Kumar (DIN - 002					
Whether promoter/ promoter group are interested in the ageoda/resolution?		entment of Mr. Vive	k Kumar (DIN - 002	C				
Whether promoter/ promoter group are interested in the agenda/resolution?			Contract Device - Device	Obil 199 as Independe	ant Director of the (ompany		
	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(3)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)+((4)/(2))*300	% of Votes again on votes polled (7)=[5]/(2] *100
	E-Voting.		8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.000
and the second	Poli	8,93,59,000	0	0.0000	0	0	100,0000	0.000
Promoter and Promoter Group	Postal Ballot (if applicable)	4,95,95,000	0	8.0000	0	0	0.0000	0.000
Province and a second	Total		8,93,59,000	300.0000	8,93,59,000	đ	100.0000	0.000
	E-Voting		33,16,248	43.2234	17,29,094	15.87,154	52 1401	47.859
	Pail		0	0.0000	.0	0	0.0000	0.000
Public-Institutions	Postal Ballot (if applicable)	- 76,72,349	0	0.0000	0	0	0.0000	0.000
	Total		33,16,248	43.2254	17,29,004	15.87,154	52.1401	47.859
	E-Voting		1,72,523	1.5973	3,72,523	0	the second se	0.000
	Fall	1 2000274	-06 700	0.4150	the second s	0	100:0000	0.000
Public-Non Institutions	Postal Ballot (d applicable)	2,33,22,271	0	0.0000		0	0.0000	
	Total		4,69,313	2.0123	4.69.313	0	100.0000	0.000
	Tenal	17.03.53.610	9,31,44,561	77.3934	3,15,37,407	13.87,154	-98.7960	1.704
Resolution No.	9							
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	SPECIAL - Reappo	intment of Mr. Pani	aj Shrimali (DilV - D	0013142) as Indeper	ndent Director of th	e Company.		
interested in the agenda/resolution?	Yes.							
Category	Mode of Voting	No. of shares held	No. of votes.	N of Votes Polled on outstanding shares (3)=[(2)/(1)]* 500	No. of Votes – In favour (4)	No. of Votes	% of Votes in favour on votes polled (6)=((4)/(2))*100	5% of Votes agains on votes polled (7)=((5)/(2)(*100
STARK I	CALORINE AND A PROPERTY.	11.77	the first	the first and	Contraction (194)	and the local sector	The state of the s	Train That the state of the

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	Poli	8.93.59,000	0	0.0000	0	0	100.0000	0.0000
Promoter and Promoter Group	Postai Ballot (if applicable)	8,33,39,000	0	0.0000	0	o	0.0000	0.0000
	Tatal		8,93,39,000	100.0000	8,93,59,000	0	100.0000	0.0000
	E-Voting		34,96,586	45.5739	34,84,262	17,324	99.6475	0.0000
	Poli	76,72 349	0	0.0000	0	0	0.0000.0	0.0000
Public-Institutions	Postal Ballot (if applicable)	10,12,343	0	0.0000	0	0	0.0000	0.0000
	Total		34,96,586	45.5739	34,84,262	12,324	99.6475	0.3525
	E-Voting		3,72,521	1.5973	3,72,521	0	100.0000	0.0000
	Poll		96,790	0.4150	96,790	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	2,33,22,271	0	0.0000	0	0	0.0000	0.0000
	Total	and the second s	4,65,311	2.0123	4,69,311	0	100.0000	0.0000
	Tetal	12,01,53,630	9,33,34,357	77.5422	9.33.13,573	12,324	99.9868	0.0111

Resolution No.	30	0								
Resolution required: (Ordinary/ Special)	SPECIAL - Reappointment of Mr. Kuruvila Kuriakose (DIN - 00881039) as Independent Director of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes.									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (33=[/2]/(1)]* 100	No. of Votes - In Tavour (4)	No. of Votes - against (5)	% of Votes in Envour on votes polled (6)+[(4)/(2)]*100	% of Votes against on votes polled [73=[(5)/(2)]*100		
	E-Voting		8,93,59,000	100.0000	8.93.59,000	1	0 100.0000	0.0000		
	Poll		0	0.0000	0	1	0 100.0000	0.0000.0		
	Postal Ballot Uf	8,93,59,000								
Promoter and Promoter Group	applicable)		0	0.0000	0		0 0000	0.0000		
and the second se	Totar		8,93,59,000	100.0000	8,93,59,000		0 100.0000	0.0000		
	E-Voting		34,96,585	45.5739	34,96,586		0 100.0000	0.0000		
	Pall	75 73 340	0	0.0000	0		0 0.0000	and the second sec		
	Postal Ballot ()f	76,72,349								
Public-Institutions	applicable)		0	0.0000	0		0.0000	0.0000		
	Total		34,96,586	45.5739	34,96,585		01 100-0000	0000.0		
	E-Voting		3,72,521	:1.5973	1,72,521	4	0 100,0000	0.0000		
	Poll		96,790	0.4150	96,790		0 100.0000	0.0000		
Public- Non Institutions	Postal Ballot (if applicable)	2,33,22,271	0	0.0000	0		0.0000	0.0000		
	Total		4,60,311	2.0123	4,69,311		0 100.0000	0.0000		

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	Total	12,09,51,620	9,33,24,807	- 77.5422	9,23,24,1197		100 0000	0.0001
Resolution No.	13	13						
Resolution required: (Ordinary/ Special)	SPECIAL - Approv	SPECIAL - Approval for payment of Commission to Non-Executive Directors.						
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes.							
Catagory	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polind on outstanding shares (3)=[(2]/(1)]* 100	No. of Votes – in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)+((4)/(2))*100	% of Votes against on votes polled (7)=(15)/(2)(*100
	E-Voting		8,93,59,000	100.0000	8,93,59,000		0 100.0000	0.0000
	Pall	8,99,59,000	-0	0.0000			0 100.0000	0.0000
Promoter and Promoter Group	Postal Ballet (if applicable)	- 0,33,13,000	0	0.0000	0		0 0.0000	0.0000
	Tistel		8,93,59,000	300.0000	8.93,59,000	1	0 100.0000	0.0000
	E-Voting		34,96,586	45.5739	34,96,586		0 100.0000	the second se
	Poll	-	0	0.0000	0		0 0.0000	0.0000
Public-Institutions	Postal Ballot (if applicable)	76,72,349	0	0.0000	0		0.0000	- Conten
	Total		34,96,586	45.5739	34,96,586		0 100.0000	0.0000
	E-Voting		3,72,521	1.5973	3,72,521		0 100.0000	0.0000
	Polt	Constanting	96,790	0.4150	96,790		0 100.0000	0,0000
Public- Non Institutions	Postal Ballot (If applicable)	2,33,22,271	0	0.0000	0		0.0000	
	Total		4,60,311	2.0123	4,00,811		0 100.0000	0.0000
	Total	12.01.51.620	9,31,24,897	77.5422	9.33.34.897		100.0000	





BALDEV SINGH KASHTWAL

PRACTISING COMPANY SECRETARY

106, (1st Floor) Madhuban Tower, A-1, V. S. Block, Shakarpur Crossing, Delhi - 110 092 Phone : 011-22444827, Mobile : 9811297944 E-mail : bskash1wsl@yahoo.co.in

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

To,

The Chairman, 34th Annual General Meeting of Relaxo Footwears Limited (CIN: L74899DL1984PLC019097) Aggarwal City Square, Plot No. 10, Manglam Place, District Centre, Sector – 3, Rohini, Delhi – 110085

Subject : Passing of Resolution(s) through electronic voting and poll conducted at the 34th 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, (1st 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 i.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 11th May, 2018 for 34th Annual General Meeting of the Members of the Company held on 27th September, 2018 at 10:30 A. M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110003. The Remote e-Voting facility was kept open from 24th September, 2018 (9:00 A.M.) to 26th September, 2018 (5:00 P.M.)

At the 34th 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.

Thereafter, 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 poli is as under:



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

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 received through physical 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 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 received through physical ballot mode	21	96792	. 7.
Total Number of Invalid 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. 2 has been approved with requisite majority.



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 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 received through physical ballot mode	21	96792	-
Total Number of Invalid 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 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 received through physical ballot mode	21	96792	π
Total Number of Invalid 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. 4 has been approved with requisite majority.



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 received through physical 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	9	1587154	1.70%
Total Number of Votes in favour of Resolution	87	91557407	98.30%

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

Therefore, the Resolution No. 5 has been approved with requisite majority.

AGENDA ITEM 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 received through physical 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	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.



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 received through physical ballot mode	21	96792	
Total Number of Invalid 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%

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

Therefore, the Resolution No. 7 has been approved with requisite majority.

AGENDA ITEM 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 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 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.



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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 received 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 Valid Votes	97	93324897	100.00%
Total Number of Votes against the resolution	3	12324	0.01%
Total Number of Votes in favour of Resolution	94	93312573	99.99%

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

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 Received
Total Votes received by electronic mode	79	93228109	4
Total Votes received 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 Valid 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.



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 received 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 Valid 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%

SPECIAL RESOLUTION FOR PAYMENT OF COMMISSION ON NET PROFITS TO NON-EXECUTIVE 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

Yours Sincerely

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

Date : 27.09.2018 Place : New Delhi



Witness -1 : _____ CS Shiv Paul Singh

E-51, Gali No. 2, East Vinod Nagar Mayur Vihar Phase-II. Delhi-110091

Witness-2:

CS Dushyant Gupta D-95, (2nd Floor), Gali No. 4 Laxmi Nagar, Delhi-110092

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Ramesh

COUNTER SIGNED BY SHRI R. K. DUA CHAIRMAN OF THE MEETING



BALDEV SINGH KASHTWAL PRACTISING COMPANY SECRETARY 106, (1st Floor) Madhuban Tower, A-1, V. S. Block, Shakarpur Crossing, Delhi - 110 092 Phone : 011-22444827, Mobile : 9611297944 E-mail : bskashtwal@yahoo.co.in

SCRUTINIZER'S REPORT ON REMOTE E-VOTING FOR RELAXO FOOTWEARS LIMITED

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

34th 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,

- Pursuant to the resolution passed by the Board of Directors of Relaxo Footwears Limited. (hereinafter referred to as (the "Company") on 11th May, 2018 I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(4)(lx) 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 shareholders 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 34th Annual General Meeting ("AGM") of the Company, which was held on Thursday, the 27th September, 2018. Karvy Computershare Private Limited ("KARVY") had set up e-voting facility on their website, <u>https://evoting.karvy.com</u>. The Company 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 Circular 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 holding in physical form to the extent it was available 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)(iii)(A) to (C) of the Companies (Management and Administration) Amendment Rules, 2015.



- The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 20.09.2018. The e-voting facility was kept open from 24th September, 2018 (9.00 A.M.) to 26th 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 3rd 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)(xil) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
- 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 31ST MARCH, 2018 AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS OF THE COMPANY THEREON.

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	2	180338	0.19%
Total Number of Valid Votes	77	93047771	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	77	93047771	100.00%



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 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	0	0	**
Total Number of Valid Votes	79	93228109	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes 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 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	0	0	
Total Number of Valid Votes	79	93228109	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes 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 HIMSELF FOR REAPPOINTMENT.

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	0	0	-
Total Number of Valid Votes	79	93228109	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes 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 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	2	180338	0.19%
Total Number of Valid Votes	77	93047771	100.00%
Total Number of Votes against the resolution	9	1587154	1.71%
Total Number of Votes 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.

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
79	93228109	60
0	0	
2	180338	0.19%
77	93047771	100.00%
9	1587154	1.71%
68	91460617	98.29%
	who cast their votes electronically 79 0 2 2 77 9	who cast their votes electronically 79of the Nominal Value of Rs.1/- each. (Votes) 9322810900002180338779304777191587154

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 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	0	0	
Total Number of Valid Votes	79	93228109	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes 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 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	1
Total Number of Invalid Votes	0	0	÷ 9
Abstained from Voting	2	180338	0.19%
Total Number of Valid Votes	77	93047771	100.00%
Total Number of Votes against the resolution	9	1587154	1.71%
Total Number of Votes 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 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	0	0	0
Total Number of Votes in favour of Resolution	78	93228107	100.00%

RESOLUTION NO. 11 -SPECIAL RESOLUTION FOR PAYMENT OF COMMISSION ON NET PROFITS TO NON-EXECUTIVE DIRECTORS 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	0	0	0
Total Number of Votes in favour of Resolution	78	93228107	100.00%



All the resolutions contained in the notice dated 11th May, 2018 calling 34th annual general meeting of the Company stand passed under e-voting process with 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 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,

Yours Sincerely

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

DELHI P.No. 31

Place : New Delhi Dated : September 27, 2018

WITNESS :-

 CS Dushyant Gupta : S/o Shri Moti Ram Gupta D-95, (2nd Floor), Gali No. 4, Laxmi Nagar, Delhi-110092

Su

 CS Shiv Paul Singh :_____ E-51, Gali No. 2, East Vinod Nagar, Mayur Vihar Phase-II, Delhi-110 091



BALDEV SINGH KASHTWAL PRACTISING COMPANY SECRETARY 105, (1st Floor) Machuban Tower, A-1, V. S. Block. Shakarpur Crossing, Delhi - 110 092 Phone: 011-22444827, Mobile: 9611297944 E-mail: bskashtwal@yahoo.co.in

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]

To,

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

34TH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF RELAXO FOOTWEARS LIMITED HELD ON 27TH SEPTEMBER, 2018 AT 10.30 A. M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI - 110003.

Dear Sir,

I, 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 34th Annual General Meeting of the Equity Shareholders of **Relaxo Footwears Limited** held on 27th September, 2018 at 10.30 A. M., at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110003. I submit my report as under:

- After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 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.
- 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 STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31 ST MARCH, 2018 AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS OF THE COMPANY THEREON.	
TYPE OF RESOLUTION	ORDINARY RESOLUTION	

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	96790	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2

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

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	96790	100.00%



(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by 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 DUA (DIN: 00157872) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND OFFERS HIMSELF FOR REAPPOINTMENT.	
TYPE OF RESOLUTION	ORDINARY RESOLUTION	

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	96790	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2



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

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	96790	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	. 0

(III) INVALID VOTES:

Total No. of Members (in person or by 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 00157872) AS MANAGING DIRECTOR OF THE COMPANY.	
TYPE OF RESOLUTION	SPECIAL RESOLUTION	

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	96790	100.00%



(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total Number of votes Cast by them
2

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

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	96790	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by 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 : 00152585) AS WHOLE TIME DIRECTOR OF THE COMPANY.	
TYPE OF RESOLUTION	SPECIAL RESOLUTION	

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	96790	100.00%

(II) VOTED AGAINST THE RESOLUTION:

Number of votes Cast by them	% of total number of Valid Votes Cast
0	0

(III) INVALID VOTES:

Total No. of Members (in person or by 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 : 00206819) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.		
TYPE OF RESOLUTION	SPECIAL RESOLUTION		

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	96790	100.00%



(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2

AGENDA ITEM 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 and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	96790	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2



AGENDA ITEM NO.	10	
SUBJECT	RE-APPOINTMENT OF MR. KURUVILA KURIAKOSE (DIN : 00881039) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.	
TYPE OF RESOLUTION	SPECIAL RESOLUTION	

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	96790	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2

AGENDA ITEM NO.	11
SUBJECT	PAYMENT OF COMMISSION ON NET PROFITS TO NON- EXECUTIVE DIRECTORS OF THE COMPANY.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
19	96790	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
0	0	0



(III) INVALID VOTES:

Total No. of Members (in person or by 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

Thashhird

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

Place : New Delhi Dated : September 27, 2018

- 1. CS Dushyant Gupta : S/o Shri Moti Ram Gupta D-95, (2nd Floor), Gali No. 4, Laxmi Nagar, Delhi-110092
- 2. CS Shiv Paul Singh E-51, Gali No. 2, East Vinod Nagar, Mayur Vihar Phase-II, Delhi-110 091

COUNTER SIGNED BY CHAIRMAN

100%

amper