

March 29, 2024

BSE Ltd. Dept. of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001	National Stock Exchange of India Ltd Listing Department, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051
Scrip Code – 530517	Scrip Code – RELAXO

Sub: Outcome of Board Meeting dated March 29, 2024

Dear Madam / Sir,

Pursuant to Regulation 30 read with para A of part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we hereby wish to inform you that the Board of Directors of the Company at its meeting held today i.e. March 29, 2024 inter-alia considered and approved the following:

- On the recommendation of Nomination and Remuneration Committee, appointment of Mr. Yogesh Kapur (DIN: 00070038) as an Additional Director under category of Non-Executive Independent Director for a period of 5 (five) years starting from April 1, 2024 subject to approval of shareholders of the Company.
- On the recommendation of Nomination and Remuneration Committee, appointment of Mr. Raj Kumar Jain, (DIN: 01741527) as an Additional Director under category of Non-Executive Independent Director for a period of 5 (five) years starting from April 1, 2024 subject to approval of shareholders of the Company.
- On the recommendation of Nomination and Remuneration Committee and Audit Committee, appointment of Mr. Sushil Batra, (DIN: 09351823), Chief Financial Officer of the Company, as Additional Director under category of Executive Director & Chief Financial Officer for a period of 3 (three) years starting from April 1, 2024 subject to approval of shareholders of the Company.
- Designated Mr. Ramesh Kumar Dua (DIN: 00157872), Managing Director of the Company, as the Managing Director & Chairman of the Company w.e.f. April 1, 2024 in place of Mr. Pankaj Shrimali.

The Board at the aforesaid Meeting also noted the completion of second term of Mr. Pankaj Shrimali and Mr. Vivek Kumar as Non-Executive Independent Directors of the Company w.e.f. closing business hours of March 31, 2024 and thus ceasing to be the Directors of the Company thereafter.

RELAXO FOOTWEARS LIMITED

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Further in compliance of circular of stock exchanges dated June 20, 2018, and to the best of our knowledge and information and confirmation received, we hereby affirm that

- Mr. Yogesh Kapur, Mr. Raj Kumar Jain and Mr. Sushil Batra or any other existing Directors of the Company are not debarred from holding the office of Director by virtue of any SEBI order or any other authority.
- Mr. Yogesh Kapur and Mr. Raj Kumar Jain satisfies the criteria of independence prescribed under the Companies Act, 2013 and SEBI Listing Regulations

Subsequent to the aforesaid changes, the composition of Board w.e.f. April 1, 2024 shall comprise of 10 (Ten) Directors, categorized as 5 (Five) Executive Directors and 5 (Five) Non-Executive Independent Directors which is in compliance with the requirement of Companies Act 2013 and SEBI Listing Regulations.

The details required under regulation 30 of the SEBI Listing regulation read with SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 are given in the enclosed Annexures.

The Board meeting was commenced at 11:30 hrs. (IST) and concluded at 16:55 hrs. (IST).

The same is for your information and records please.

Thanking You,

For **Relaxo Footwears Limited**,

Ankit Jain
Company Secretary & Compliance Officer

Encl. as stated above

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Annexure- I

Name of Directors	Mr. Yogesh Kapur
Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment
Date of appointment/cessation (as applicable) & term of appointment	Mr. Yogesh Kapur appointed as Additional Director under the Category of Non- Executive Independent Director of the Company for a period of 5 years from i.e. April 1, 2024 to March 31, 2029.
Brief profile (in case of appointment)	<p>Mr. Yogesh Kapur aged 66 years is Fellow Chartered Accountant (FCA) with over 38 years' experience in financial services sector.</p> <p>He started his career in 1983 with Housing Development Finance Corporation Ltd. (HDFC). In 1991 he moved to Investment banking with HSBC and then joined Enam Securities Pvt. Ltd. a leading Investment banking/brokerage house in 1994. In 2012 with Axis Bank taking over the Investment Banking business of Enam, Mr. Kapur moved to Axis Capital Ltd., a wholly owned subsidiary of Axis Bank.</p> <p>In 2014 he took over as Head Strategic Relationship Group - Wholesale banking for north in Axis Bank.</p> <p>During his tenor as investment banker, Mr. Kapur has worked with Companies both in private and public sectors as these companies prepared to list on public markets. In addition, he has been engaged in advising companies on strategic initiatives, M&A, reorganization, business/corporate restructuring etc. Mr. Kapur has very closely worked during this period with DIPAM to manage initial listings and further divestments in listed public sector companies in accordance with Government's directives/ decisions on the subject.</p> <p>During his career positions with different organizations Mr. Kapur has worked on number of international</p>

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	<p>assignments including for USAID and World Bank in Sri Lanka and Ghana. He also served on committees set up by SEBI/Government of India - Ministry of Finance to examine ADR/GDRs as well as Bonds regulations. He is currently serving on the board of companies including Rico Auto Industries Limited, HDFC Education and Development Services Private Limited (HEADS), a 100% subsidiary of HDFC Bank Limited, Greenlam Industries Ltd., Kirloskar Oil Engines Ltd., Arka Fincap Ltd., Arka Financial Holdings Pvt. Ltd., ASK Automotives Ltd. and on the Board of SSIPL Retail Limited a multi-brand retailer of footwear and apparel as also contract footwear manufacturer.</p>
<p>Disclosure of relationship between Directors inter-se/ relationship with other Directors, Manager and other key managerial personnel of the Company</p>	<p>None</p>
<p>Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018- 19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20th June, 2018</p>	<p>He is not debarred from holding the Office of Director by virtue of any SEBI Order or such other Authority.</p>

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Name of Directors	Mr. Raj Kumar Jain
Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment
Date of appointment/cessation (as applicable) & term of appointment	Mr. Raj Kumar Jain appointed as Additional Director under the Category of Non- Executive Independent Director of the Company for a period of 5 years from i.e. April 1, 2024 to March 31, 2029.
Brief profile (in case of appointment)	<p>Mr. Raj Kumar Jain aged 65 years has done Engineering from Delhi College of Engineering and MBA from Kellogg School of Business. Mr. Jain serves as the Managing Director of Bounce Inc. founded by him in 2020. Prior to founding Bounce Inc., Mr. Raj Kumar Jain was Chief Executive Officer, Bennett, Coleman & Co. Ltd. (The Times Group), the largest media company in India.</p> <p>He served as the President & CEO of Walmart India. He spearheaded entry of Walmart Inc. into India through a JV with Bharti Group. Prior to that, Mr. Raj Kumar Jain was APAC Head, Marketing & Supply Chain at Whirlpool Corporation based in Shanghai, China.</p> <p>He is currently serving on the board of companies including SRF Limited, JK Agri Genetics Ltd etc. During his 16 years at Whirlpool, he also served as MD & CEO of Whirlpool India Ltd. and launched the Whirlpool Brand in India. He started his career at Hindustan Lever Ltd. He had a successful and distinctive career spanning over 16 years in Unilever India and U.K. including several key managerial positions in Sales, Marketing, and Supply Chain. Mr. Raj Kumar Jain is Ex-Chairperson of the Board of American Chamber of Commerce & Industry (AMCHAM). He has also served on the advisory board of HOPE Foundation. He also served on the Board of ASCI (The Advertising Standards Council of India).</p>

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Disclosure of relationship between Directors inter-se/ relationship with other Directors, Manager and other key managerial personnel of the Company	None
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018- 19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20th June, 2018	He is not debarred from holding the Office of Director by virtue of any SEBI Order or such other Authority

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Annexure- III

Name of Directors	Mr. Sushil Batra
Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment
Date of appointment/cessation (as applicable) & term of appointment	Mr. Sushil Batra appointed as Additional Director under the Category of Executive Director & Chief Financial Officer of the Company for a period of 3 years from i.e. April 1, 2024 to March 31, 2027. <i>(term of 3 years applicable for the designation of Executive Director only).</i>
Brief profile (in case of appointment)	<p>Mr. Sushil Batra aged 59 years is Fellow Chartered Accountant (FCA) with over 32 years' experience in Finance, Taxation and Strategic Planning. He has joined Relaxo in 2007 as Chief Financial Officer of the Company w.e.f. July 30, 2007.</p> <p>He has spent 17 years with the Company and has been instrumental in the growth of the Company in last decade. His contribution has been mainly in the Finance, Taxation and Strategic Planning of the Company which have grown substantially in last decade.</p> <p>During his career positions with different organizations Mr. Batra has worked with various reputed organisations prior to joining in Relaxo including A2Z Infra Engineering Limited, Ginni International Limited, Indo Japan Photo Films Company Ltd etc.</p>
Disclosure of relationship between Directors inter-se/ relationship with other Directors, Manager and other key managerial personnel of the Company	Presently, he is Chief Financial Officer, Key Managerial Personnel of the Company.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018- 19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20th June, 2018	He is not debarred from holding the Office of Director by virtue of any SEBI Order or such other Authority

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Annexure- IV

Name of Directors	Mr. Ramesh Kumar Dua
Reason for change viz. appointment, resignation, removal, death or otherwise	Change in Designation
Date of appointment/cessation (as applicable) & term of appointment	Mr. Ramesh Kumar Dua, Managing Director of the Company has been designated as Managing Director & Chairman of the Company w.e.f. April 1, 2024.
Brief profile (in case of appointment)	He has over 47 years of experience in sales and marketing, production and new product development in Footwear Industry. Additionally, he is a director in Confederation of Indian Footwear Industries. He is a Commerce Graduate & Rubber Technologist (LPRI, London).
Disclosure of relationship between Directors inter-se/ relationship with other Directors, Manager and other key managerial personnel of the Company	Related to Mr. Mukand Lal Dua, Whole Time Director & Mr. Gaurav Dua, Whole Time Director, Mr. Nikhil Dua, Whole Time Director.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018- 19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20th June, 2018	He is not debarred from holding the Office of Director by virtue of any SEBI Order or such other Authority

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Name of Directors	Mr. Pankaj Shrimali
Reason for change viz. appointment, resignation, removal, death or otherwise	Completion of tenure
Date of appointment / cessation (as applicable) & term of appointment	Mr. Pankaj Shrimali completed consecutively 2 nd term as Non- Executive Independent Director and will cease to be the Director of the Company w.e.f closing hours of March 31, 2024.
Brief profile (in case of appointment)	Not applicable
Disclosure of relationship between Directors inter-se/ relationship with other Directors, Manager and other key managerial personnel of the Company	NA
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018- 19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20th June, 2018	NA

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Name of Directors	Mr. Vivek Kumar
Reason for change viz. appointment, resignation, removal, death or otherwise	Completion of tenure
Date of appointment / cessation (as applicable) & term of appointment	Mr. Vivek Kumar completed consecutively 2 nd term as Non- Executive Independent Director. And will cease to be the Director of the Company w.e.f closing hours of March 31, 2024.
Brief profile (in case of appointment)	Not applicable
Disclosure of relationship between Directors inter-se/ relationship with other Directors, Manager and other key managerial personnel of the Company	NA
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018- 19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20th June, 2018	NA

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