

May 9, 2024

BSE Ltd. Corporate Relationship Department 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 held on May 9, 2024 under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Madam / Sir,

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, we hereby wish to inform you that the Board of Directors of the Company at its meeting held today i.e. May 9, 2024 inter-alia; considered and approved the following items:

- i. Recommended final dividend of INR 3/- per equity share (i.e. 300%) of face value of INR 1/- (Rupees One only) each for the Financial Year ended on March 31, 2024, for the approval of members in the forthcoming Annual General Meeting (AGM) of the Company.

Further, the details with respect to date of the Annual General Meeting, record date for payment of dividend and the date of payment of such dividend will be informed in due course;

- ii. On the recommendation of Nomination and Remuneration Committee, appointment of Ms. Richa Arora (DIN: 07144694) as Additional Director of the Company under Non-Executive and Independent Director category for a period of 5 (five) consecutive years starting from May 9, 2024 subject to approval of shareholders of the Company;
- iii. Adoption of amended Memorandum of Association (“MOA”) of the Company as per Companies Act, 2013 subject to approval of shareholders of the Company;
- iv. Adoption of new set of Articles of Association (“AOA”) of the Company as per Companies Act, 2013 subject to approval of shareholders of the Company;
- v. Appointment of Mr. Rohit Khaneja as an In-house Internal Auditor of the Company and appointment of SNB India Private Limited as an Internal Auditor of the Company for the Financial Year 2024-25; and

RELAXO FOOTWEARS LIMITED

Registered Office: Aggarwal City Square, Plot No. 10, Manglam Place,
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CIN L74899DL1984PLC019097





- vi. Postal Ballot Notice for seeking approval of Members of the Company for the following items:

S.N.	Particulars
1.	Adoption of amended Memorandum of Association of the Company
2.	Adoption of new set of Articles of Association of the Company
3.	Appointment of Mr. Yogesh Kapur (DIN: 00070038) as an independent director of the Company
4.	Appointment of Mr. Raj Kumar Jain (DIN: 01741527) as an independent director of the Company
5.	Appointment of Mr. Sushil Batra (DIN: 09351823) Chief Financial Officer as Executive Director of the company
6.	Appointment of Ms. Richa Arora (DIN: 07144694) as an independent director of the Company

With reference to above mentioned item no. (ii), 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:

- Ms. Richa Arora 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.
- Ms. Richa Arora satisfies the criteria of independence prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

Subsequent to the aforesaid changes, composition of the Board of Directors of the Company effective from May 9, 2024 shall comprise of 11 (Eleven) Directors, categorized as 5 (Five) Executive Directors and 6 (Six) Non-Executive Independent Directors which is in compliance with the requirement of Companies Act 2013 and SEBI Listing Regulations.

With reference to above mentioned items, the details required under regulation 30 of the SEBI Listing regulation read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are given in the enclosed Annexures.

The Board meeting was commenced at 12:30 hrs (IST) and concluded at 16:50 hrs (IST).

The same is for your information and record.

Thanking You,

For **Relaxo Footwears Limited**,

Ankit Jain
Company Secretary and Compliance Officer
Encl. as above

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Appointment of Ms. Richa Arora

Particular	Details
Name of Directors	Ms. Richa Arora (DIN - 07144694)
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment
Date of appointment & Terms of appointment	Ms. Richa Arora has been appointed as Additional Director under the Category of Non- Executive Independent Director of the Company w.e.f. May 09, 2024 for a period of 5 (five) consecutive years.
Brief Resume of the Director & Qualification	<p>Ms. Richa Arora has over three decades of industry experience across business strategy, marketing, P&L management and ESG & sustainability. She has extensive Board & CXO level experience in governance, business & cultural transformation, marketing, technology-enabled solutions, and innovation across the value chain. She is presently an Independent Director on the Board of Grihum Housing Finance (a TPG owned company), a Director on the board of Morphosis Venture Capital Limited incorporated at DFSI, Dubai, UAE, and a member of the governing council of Mobile Crèches, an NGO focused on early child development. She was previously Independent Director at Snapdeal Limited & First Meridian Business Services Limited, and was on the Board of Directors of “Tata NourishCo” and Tata group’s e-commerce venture “Tata Unistore” (Tata Cliq).</p> <p>Ms. Arora is currently advisor & was previously Managing Partner & CEO – ESG Solutions, ECube Investment Advisors. Prior to ECube, she was with the Tata group, where, as COO she led the transformation of the consumer business of Tata Chemicals. Before joining the Tata Group, Ms. Arora had set up Five by Six Consulting - a boutique strategic marketing consulting firm. She has previously worked in leadership positions in FMCG companies (Britannia & Balsara), & Strategic Planning (FCB Ulka).</p> <p>She is a Chevening scholar from the London School of Economics, an MBA from IIM Ahmedabad and a Graduate in Economics from Shri Ram College of Commerce, Delhi University.</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	Ms. Arora is not debarred from holding the Office of Director by virtue of any SEBI Order or such other Authority

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Brief Details with respect to adoption of amended Memorandum of Association (“MOA”) and new set of Articles of Association (“AOA”) of the Company

S. N.	Particular	Details
1.	Adoption of amended Memorandum of Association (“MOA”) of the Company as per Companies Act, 2013	The existing Memorandum of Association (‘MOA’) of the Company is based on erstwhile Companies Act, 1956. The alteration of MOA is necessary to align the existing MOA with Companies Act 2013 (‘Act’). The object clause and the liability clause of the existing MOA needs to be re-aligned as per Table A of Schedule I of the new Act. Further, the revision in the main objects of the company will provide a detailed description of the company’s business activities for enhanced clarity along with the flexibility to undertake any future business activity as mentioned in the objects.
2.	Adoption of new set of Articles of Association (“AOA”) of the Company as per Companies Act, 2013	<p>The existing Articles of Association (AOA) of the Company are based on the provisions of the Companies Act, 1956 (the “erstwhile Act”) and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the “new Act”).</p> <p>In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of AOA of the Company (new Articles) in substitution for of and to the entire exclusion of the existing Article of Association of the Company.</p>

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Appointment of Internal Auditors of the Company

S. N.	Particular	Rohit Khaneja	SNB India Private Limited
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment	Appointment
2.	Date of Appointment / Re-appointment / Cessation (as applicable) & term of appointment /re-appointment	Appointment of Mr. Rohit Khaneja as an In-house Internal Auditor of the Company w.e.f. May 9, 2024.	Appointment of SNB India Private Limited, [SNB] as an Internal Auditor of the Company for the Financial Year 2024-25.
3.	Brief profile (in case of appointment)	Mr. Khaneja is a Chartered Accountant (CA) from the Institute of Chartered Accountants of India, along with a Bachelor's degree in Commerce from Maharishi Dayanand University. With a wealth of experience from reputable organizations such as GMR Group, Greenply and Ballarpur Industries, Mr. Khaneja most recently served with Dhanuka Group.	SNB India Private Limited [SNB] is providing services in the field of audit, consulting, accounting and allied areas. In addition to modern Assurance Services, SNB has considerable experience in setting up the internal audit organisation for clients, as well as handling Peer Reviews of the audit function.
4.	Disclosure of Relationship between Directors (in case of appointment of a director)	Not Applicable	Not Applicable

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