



25th June, 2020

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

Sub: Submission of Annual secretarial compliance report for the financial year ended 31st March, 2020

Dear Sir,

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Annual Secretarial Compliance Report duly issued by Mr. Vivek Arora, Practising Company Secretary, for the financial year ended 31st March, 2020.

The same is for your information and record.

Thanking You,

For Relaxo Footwears Limited,

Vikas Kumar Tak
Company Secretary

Encl. as above

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: rfl@relaxofootwear.com
CIN L74899DL1984PLC019097



VIVEK ARORA

COMPANY SECRETARIES

Secretarial compliance report of Relaxo Footwears Limited ("the Company") for the year ended 31st March, 2020

To,
Relaxo Footwears Limited
Aggarwal City Square, Plot No.-10,
Manglam Place, District Centre,
Sector-3, Rohini, Delhi- 110085

I Vivek Arora, a Practicing Company Secretary, Proprietor of Vivek Arora, Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by Relaxo Footwears limited (the Company/listed entity)
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the Company,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31st March, 2020 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

J-72, R. B. ENCLAVE, PASCHIM VIHAR, NEW DELHI-110063
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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the review period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable to the Company during the review period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (Not applicable to the Company)
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (Not applicable to the Company) and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The Company/ listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17 (1)(a), of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in appointment of an Independent Director, for period beyond 3 months and consequently causing imbalance in composition of Board.	<i>There was delay in appointment of an Independent Director on the Board of the Company for the brief period from 26th June, 2019 till 22nd August, 2019, due to resignation of an Independent Director, which was duly complied w.e.f. 23rd August, 2019 by appointing another independent Director on the Board of the Company. As stated by the Company there was a delay beyond 3 months to find suitable replacement and the Company also paid the necessary due amount levied by stock</i>



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			<i>exchanges. As explained, it was an exceptional circumstance beyond the control of the Company. The Company is complying with all the regulations post appointment of a new independent Director.</i>
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the Company/~~its promoters/ directors/ material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	Stock Exchange – BSE Limited and National Stock Exchange of India Limited	Non-compliance of Regulation 17 (1) and related compliance of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a brief period from 26 th June, 2019 to 22 nd August, 2019, due to resignation of Independent Director and delay in appointment of a new independent Director.	Fine of Rs.312700/ & Rs. 29500 (including GST) each was paid by the Company to BSE Limited and National Stock Exchange of India Limited\	<i>The regulation was compiled on 23rd August, 2019 by appointing a new Independent Director on the Board of the Company. The Company paid requisite amount levied by BSE limited and National Stock Exchange of India Limited on 3rd September, 2019 and 18th November, 2019 respectively. The Company is complying with all the regulations post appointment of a new independent Director.</i>



(d) There are no actions required to be taken/any observation required to be

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commented to comply with the observations made in previous reports as no such observations were made in previous report.

for VIVEK ARORA
COMPANY SECRETARIES



Place :New Delhi
Date-25-06- 2020
UDIN NO.A012222B000378929



VIVEK ARORA
Proprietor
CP NO 8255
ACS 12222