



August 25, 2023

BSE Ltd. Corporate Relationship Department 1st Floor New Trading Rotunda Building, P J Towers Dalal Street Fort, Mumbai – 400001	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: Voting result and Scrutinizer’s Report of 39th Annual General Meeting (“AGM”)

Dear Madam/ Sir,

In continuation with our earlier communication regarding proceedings of AGM, we hereby inform you that the 39th Annual General Meeting (AGM) of the Members of Relaxo Footwears Limited ('the Company') was held on Thursday, 24th August, 2023 at 10:30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). In this regard, please find enclosed herewith below:

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and
2. Scrutinizer's Report dated August 24, 2023 issued by Mr. Baldev Singh Kashtwal (C.P. No. 3169), Practicing Company Secretary

The same is for your information and records please.

Thanking You,

For **Relaxo Footwears Limited**

Ankit Jain
Company Secretary and Compliance Officer

Encl. as stated 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

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CIN L74899DL1984PLC019097

Classification: **Public**



	RELAXO FOOTWEARS LIMITED
Date of the AGM/EGM	24-08-2023
Total number of shareholders on record date	334176
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	6
Public:	82

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, COMPRISING OF THE BALANCE SHEET AS AT MARCH 31, 2023 AND THE STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE FINANCIAL YEAR ENDED ON THAT DATE INCLUDING STATEMENT OF CASH FLOWS FOR THE YEAR ENDED AS AT MARCH 31,2023, TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON									
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 (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	17,74,16,515	17,63,00,906	99.3712	17,63,00,906	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		17,63,00,906	99.3712	17,63,00,906	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,88,56,388	2,77,30,113	96.0970	2,77,30,113	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,77,30,113	96.097	2,77,30,113	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	4,26,65,683	2,45,79,151	57.6087	2,45,78,810	341	99.9986	0.0013	0	2,058
	Poll		16,585	0.0389	16,583	2	99.9879	0.0120	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,45,95,736	57.6476	2,45,95,393	343	99.9986	0.0014	0	2058
Total	24,89,38,586	22,86,26,755	91.8406	22,86,26,412	343	99.9998	0.0002	0	2058	

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - TO DECLARE A FINAL DIVIDEND @250% EQUIVALENT TO Rs. 2.50/- PER EQUITY SHARE HAVING FACE VALUE OF Rs. 1/- EACH FOR THE FINANCIAL YEAR 2022-23									
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 (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	17,74,16,515	17,63,00,906	99.3712	17,63,00,906	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		17,63,00,906	99.3712	17,63,00,906	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	2,88,56,388	2,77,30,113	96.0970	2,77,30,113	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,77,30,113	96.097	2,77,30,113	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	4,26,65,683	2,45,79,172	57.6088	2,45,78,861	311	99.9987	0.0012	0	2,037
	Poll		16,585	0.0389	16,583	2	99.9879	0.0120	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,45,95,757	57.6477	2,45,95,444	313	99.9987	0.0013	0.0000	0
Total	24,89,38,586	22,86,26,776	91.8406	22,86,26,463	313	99.9999	0.0001	0	2037	

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - TO CONSIDER APPOINTMENT OF A DIRECTOR IN PLACE OF MR. DEVAL GANGULY, WHOLE TIME DIRECTOR (DIN: 00152585) OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT									
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 (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	17,74,16,515	17,63,00,906	99.3712	17,63,00,906	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		17,63,00,906	99.3712	17,63,00,906	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,88,56,388	2,77,30,113	96.0970	2,62,31,586	14,98,527	94.5960	5.4039	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,77,30,113	96.097	2,62,31,586	14,98,527	94.5960	5.4040	0	0
Public- Non Institutions	E-Voting	4,26,65,683	2,45,79,142	57.6087	2,45,78,398	744	99.9969	0.0030	0	2,067
	Poll		16,585	0.0389	16,583	2	99.9879	0.0120	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,45,95,727	57.6476	2,45,94,981	746	99.9970	0.0030	0	2067
Total		24,89,38,586	22,86,26,746	91.8406	22,71,27,473	14,99,273	99.3442	0.6558	0	2067

Resolution No.	4										
Resolution required: (Ordinary/ Special)	SPECIAL - TO RE-APPOINT MR. RAMESH KUMAR DUA (DIN- 00157872) AS MANAGING 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 (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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	17,74,16,515	17,63,00,906	99.3712	17,63,00,906	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		17,63,00,906	99.3712	17,63,00,906	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	2,88,56,388	2,77,30,113	96.0970	1,92,15,703	85,14,410	69.2954	30.7045	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		2,77,30,113	96.097	1,92,15,703	85,14,410	69.2954	30.7046	0	0	
Public- Non Institutions	E-Voting	4,26,65,683	2,45,79,140	57.6087	2,45,78,540	600	99.9975	0.0024	0	2,069	
	Poll		16,585	0.0389	16,583	2	99.9879	0.0120	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		2,45,95,725	57.6476	2,45,95,123	602	99.9976	0.0024	0	2069	
Total		24,89,38,586	22,86,26,744	91.8406	22,01,11,732	85,15,012	96.2756	3.7244	0	2069	

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - TO RE-APPOINT MR. MUKAND LAL DUA (DIN- 00157898) AS A WHOLE TIME 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 (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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	17,74,16,515	17,63,00,906	99.3712	17,63,00,906	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		17,63,00,906	99.3712	17,63,00,906	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,88,56,388	2,77,30,113	96.0970	1,92,14,294	85,15,819	69.2903	30.7096	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,77,30,113	96.097	1,92,14,294	85,15,819	69.2904	30.7096	0	0
Public- Non Institutions	E-Voting	4,26,65,683	2,45,79,140	57.6087	2,45,78,440	700	99.9971	0.0028	0	2,069
	Poll		16,585	0.0389	16,583	2	99.9879	0.0120	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,45,95,725	57.6476	2,45,95,023	702	99.9971	0.0029	0	2069
Total		24,89,38,586	22,86,26,744	91.8406	22,01,10,223	85,16,521	96.2749	3.7251	0	2069

Resolution No.	6										
Resolution required: (Ordinary/ Special)	SPECIAL - TO RE-APPOINT MR. NIKHIL DUA (DIN – 00157919) AS A WHOLE TIME 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 (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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	17,74,16,515	17,63,00,906	99.3712	17,63,00,906	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		17,63,00,906	99.3712	17,63,00,906	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	2,88,56,388	2,77,30,113	96.0970	1,86,89,331	90,40,782	67.3972	32.6027	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		2,77,30,113	96.097	1,86,89,331	90,40,782	67.3972	32.6028	0	0	
Public- Non Institutions	E-Voting	4,26,65,683	2,45,79,140	57.6087	2,45,78,444	696	99.9971	0.0028	0	2,069	
	Poll		16,585	0.0389	16,583	2	99.9879	0.0120	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		2,45,95,725	57.6476	2,45,95,027	698	99.9972	0.0028	0	2069	
Total		24,89,38,586	22,86,26,744	91.8406	21,95,85,264	90,41,480	96.0453	3.9547	0	2069	

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - TO RE-APPOINT MR. GAURAV DUA (DIN-09674786) AS A WHOLE TIME 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 (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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	17,74,16,515	17,63,00,906	99.3712	17,63,00,906	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		17,63,00,906	99.3712	17,63,00,906	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	2,88,56,388	2,77,30,113	96.0970	2,33,40,420	43,89,693	84.1699	15.8300	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,77,30,113	96.097	2,33,40,420	43,89,693	84.1699	15.8301	0	0
Public- Non Institutions	E-Voting	4,26,65,683	2,45,79,140	57.6087	2,45,78,440	700	99.9971	0.0028	0	2,069
	Poll		16,585	0.0389	16,583	2	99.9879	0.0120	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,45,95,725	57.6476	2,45,95,023	702	99.9971	0.0029	0	2069
Total		24,89,38,586	22,86,26,744	91.8406	22,42,36,349	43,90,395	98.0797	1.9203	0	2069

Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - TO RE-APPOINT MR. RITESH DUA (RELATIVE OF DIRECTORS) AS AN EXECUTIVE VICE PRESIDENT (FINANCE) 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 (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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	17,74,16,515	16,69,57,232	94.1047	16,69,57,232	0	100.0000	0.0000	0	93,43,674
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		16,69,57,232	94.1047	16,69,57,232	0	100.0000	0.0000	0	9343674
Public- Institutions	E-Voting	2,88,56,388	2,77,30,113	96.0970	2,48,42,290	28,87,823	89.5859	10.4140	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,77,30,113	96.097	2,48,42,290	28,87,823	89.5860	10.4140	0	0
Public- Non Institutions	E-Voting	4,26,65,683	2,45,79,113	57.6086	2,45,78,413	700	99.9971	0.0028	0	2,096
	Poll		16,585	0.0389	16,583	2	99.9879	0.0120	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,45,95,698	57.6475	2,45,94,996	702	99.9971	0.0029	0	2096
Total		24,89,38,586	21,92,83,043	88.0872	21,63,94,518	28,88,525	98.6827	1.3173	0	9345770

Resolution No.	9									
Resolution required: (Ordinary/ Special)	SPECIAL - TO RE-APPOINT MR. NITIN DUA (RELATIVE OF DIRECTORS) AS AN EXECUTIVE VICE PRESIDENT (RETAIL) 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 (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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	17,74,16,515	16,69,57,232	94.1047	16,69,57,232	0	100.0000	0.0000	0	93,43,674
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		16,69,57,232	94.1047	16,69,57,232	0	100.0000	0.0000	0	9343674
Public- Institutions	E-Voting	2,88,56,388	2,77,30,113	96.0970	2,48,42,290	28,87,823	89.5859	10.4140	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,77,30,113	96.097	2,48,42,290	28,87,823	89.5860	10.4140	0	0
Public- Non Institutions	E-Voting	4,26,65,683	2,45,79,113	57.6086	2,45,78,414	699	99.9971	0.0028	0	2,096
	Poll		16,585	0.0389	16,583	2	99.9879	0.0120	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,45,95,698	57.6475	2,45,94,997	701	99.9971	0.0029	0	2096
Total		24,89,38,586	21,92,83,043	88.0872	21,63,94,519	28,88,524	98.6827	1.3173	0	9345770

Resolution No.	10									
Resolution required: (Ordinary/ Special)	SPECIAL - TO RE-APPOINT MR. RAHUL DUA (RELATIVE OF DIRECTOR) AS AN EXECUTIVE VICE PRESIDENT (MANUFACTURING) 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 (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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	17,74,16,515	16,69,57,232	94.1047	16,69,57,232	0	100.0000	0.0000	0	93,43,674
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		16,69,57,232	94.1047	16,69,57,232	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	2,88,56,388	2,77,30,113	96.0970	2,48,42,290	28,87,823	89.5859	10.4140	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,77,30,113	96.097	2,48,42,290	28,87,823	89.5860	10.4140	0	0
Public- Non Institutions	E-Voting	4,26,65,683	2,45,79,113	57.6086	2,45,78,418	695	99.9971	0.0028	0	2,096
	Poll		16,585	0.0389	16,583	2	99.9879	0.0120	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,45,95,698	57.6475	2,45,95,001	697	99.9972	0.0028	0	2096
Total		24,89,38,586	21,92,83,043	88.0872	21,63,94,523	28,88,520	98.6827	1.3173	0	9345770



**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & INSTAPOLL i.e.
E- VOTING AT ANNUAL GENERAL MEETING DURING 39TH ANNUAL GENERAL MEETING FOR
RELAXO FOOTWEARS LIMITED
(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014 as Amended)**

To,
The Chairman,
Relaxo Footwears Limited
(CIN: L74899DL1984PLC019097)
Aggarwal City Square, Plot No.-10,
Manglam Place, District Centre,
Sector-3, Rohini Delhi North West
Delhi-110085

Subject: Passing of Resolution(s) through remote e-voting and Instapoll i.e. e-voting at AGM electronically by the members during the 39th Annual General Meeting (AGM) of Relaxo Footwears Limited ("The Company") held on Thursday, the 24th August, 2023 at 10:30 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means (OAVM")

Dear Sir,

1. 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, Shakarapur Crossing, Delhi-110092 was appointed as the Scrutinizer by the Board of Directors of the Relaxo Footwears Limited ('the Company') at their meeting held on July 24, 2023 for the purpose of scrutinizing the process of voting through electronic means ('e-voting') i.e. remote e-voting and Instapoll i.e. e-voting members on the resolutions contained in the AGM Notice dated July 24, 2023, during the 39th AGM of the Members of the Company held on Thursday, the 24th August, 2023 at 10.30 a.m. through VC/OAVM, as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended, the General Circular No. 10/2022 dated December 28, 2022 read with circulars dated May 5, 2022 , December 14, 2021, December 8, 2021, January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the Circular dated January 5, 2023 read with circular dated May 13, 2022, January 15, 2021 and May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (Applicable Circulars) providing relaxation for the manner in which the AGM shall be held and conducted. The Applicable Circulars provides for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting.
2. The Company had engaged M/s. KFin Technologies Limited as the Service Provider for extending the facility of remote e-voting and Instapoll i.e. e-voting during the AGM to the shareholders of the Company. The Service Provider provided a system for recording the votes of the shareholders electronically on all the Ten (10) ordinary and special business items mentioned in the AGM Notice dated July 24, 2023. The Company had also uploaded all the business items to be transacted, on the website of the Company and also on website of its Service Providers to facilitate their shareholders to cast their votes through remote e-voting and Instapoll i.e. e-voting during the AGM. The Remote e-Voting facility was kept open from Monday, August 21, 2023 (09:00 A.M.) to Wednesday, August 23, 2023 (05:00 P.M.).
3. 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 August 17, 2023.



4. As on the cutoff date there were 3,34,176 Shareholders of the Company. The Notice was sent through email to 3,40,192 shareholders and 6,768 incremental Shareholders as on record date whose email id was made available by the two depositories and Registrar & transfer agent i.e. KFin Technologies Limited.
5. Pursuant to the Applicable Circulars, the notice sent through email contained the detailed procedure to be followed by the shareholders to cast their votes electronically.
6. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Rules, 2015, as amended from time to time, the Company also released an advertisement, which was published on Wednesday, the 1st day of August, 2023 in Financial Express, English Newspaper and in Jansatta, Hindi Newspaper. 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) Rules, 2015. Advance Notice of AGM pursuant to MCA Circular No. 20/2020 dated 5th May, 2020 was published on 26th day of July, 2023 in Financial Express, English Newspaper and in Jansatta, Hindi Newspaper.
7. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.
8. At the 39th AGM of the Company held through VC / OAVM, on Thursday, August 24, 2023, after considering all the items of ordinary business, the facility to vote electronically i.e. through Insta-Poll was provided to facilitate those members who were attending the meeting through VC / OAVM but could not participate in the remote e-voting to record their votes.
9. Thereafter, the remote e-voting and Instapoll results were unblocked by me at 11:12 A.M. on August 24, 2023 in the presence of two witnesses, not in employment of the Company, on the KFin Technologies Limited e-voting platform and the voting summary statement was downloaded pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2015, as amended. After unblocking the votes cast, the total votes cast both through remote e-voting and Instapoll were consolidated and the final Scrutinizer's Report was prepared.

Responsibility of the Management

The Management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means for the resolutions stated in the Notice dated July 24, 2023.

Responsibility as a Scrutinizer

My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer Report of the votes cast "in favour" and "against" the resolutions set out in the Notice of 39th Annual General Meeting dated July 24, 2023 based on the reports generated from the e-voting system provide by M/s KFin Technologies Limited, the authorised agency engaged by the Company for providing e-voting facility.

As a scrutinizer, the report of the e-voting carried by the shareholders was duly complied.

The result of e-voting is as under:-



Agenda Item No. 1

Ordinary Resolution for Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, comprising of the Balance Sheet as at March 31, 2023 and the Statement of Profit and Loss Account for the Financial Year ended on that Date Including Statement of Cash Flows for the Year Ended as at March 31,2023, together with the Reports of Board of Directors and Auditors 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 (Remote e-voting)	551	22,87,49,187	-
Total Votes received at the AGM through electronically (Instapoll)	10	16,585	-
Less :- Abstained from Voting	5	2,058	-
Less Voted by the members*	2	1,36,959	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes	556	22,86,26,755	100.0000
Total Number of Votes in favour of Resolution	537	22,86,26,412	99.9998
Total Number of Votes against the resolution	19	343	0.0002

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

Agenda Item No. 2

Ordinary Resolution For - To declare a final dividend @ 250% equivalent to ₹2.50/- per equity share having face value of ₹1/- each for the financial year 2022-23.

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 (Remote e-voting)	551	22,87,49,187	-
Total Votes received at the AGM through electronically (Instapoll)	10	16,585	-
Less :- Abstained from Voting	4	2,037	-
Less Voted by the members*	2	1,36,959	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes	559	22,86,26,776	100.0000



Total Number of Votes in favour of Resolution	541	22,86,26,463	99.9999
Total Number of Votes against the resolution	18	313	0.0001

Note: Two Shareholders have voted both 'For' and 'Against' the resolution.

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

Agenda Item No. 3

Ordinary Resolution for -Appointment of a Director in place of Mr. Deval Ganguly, Whole-time Director (DIN: 00152585) who retires by rotation and being eligible, offers himself for re- appointment.

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 (Remote e-voting)	551	22,87,49,187	-
Total Votes received at the AGM through electronically (Instapoll)	10	16,585	-
Less :- Abstained from Voting	7	2,067	-
Less Voted by the members*	2	1,36,959	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes#	559	22,86,26,746	100.0000
Total Number of Votes in favour of Resolution#	486	22,71,27,473	99.3442
Total Number of Votes against the resolution	73	14,99,273	0.6558

Note: Five Shareholders have voted both 'For' and 'Against' the resolution.

Therefore, the Resolution No. 3 has been approved with requisite majority.

Agenda Item No. 4

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 Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting)	551	22,87,49,187	



Total Votes received at the AGM through electronically (Instapoll)	10	16,585	-
Less :- Abstained from Voting	9	2,069	-
Less Voted by the members*	2	1,36,959	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes#	555	22,86,26,744	100.0000
Total Number of Votes in favour of Resolution#	424	22,01,11,732	96.2756
Total Number of Votes against the resolution	131	85,15,012	3.7244

Note: Three Shareholders have voted both 'For' and 'Against' the resolution.

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

Agenda Item No. 5

Special Resolution for - Re-appointment of Mr. Mukand Lal Dua (DIN: 00157898) as a 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 (Remote e-voting)	551	22,87,49,187	-
Total Votes received at the AGM through electronically (Instapoll)	10	16,585	-
Less :- Abstained from Voting	9	2,069	-
Less Voted by the members*	2	1,36,959	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes#	555	22,86,26,744	100.0000
Total Number of Votes in favour of Resolution#	419	22,01,10,223	96.2749
Total Number of Votes against the resolution	136	85,16,521	3.7251

Note: Three Shareholders have voted both 'For' and 'Against' the resolution.

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



Agenda Item No. 6

Special Resolution for - Re-appointment of Mr. Nikhil Dua (DIN: 00157919) as a 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 (Remote e-voting)	551	22,87,49,187	-
Total Votes received at the AGM through electronically (Instapoll)	10	16,585	-
Less :- Abstained from Voting	9	2,069	-
Less Voted by the members*	2	1,36,959	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes#	554	22,86,26,744	100.0000
Total Number of Votes in favour of Resolution#	414	21,95,85,264	96.0453
Total Number of Votes against the resolution	140	90,41,480	3.9547

Note: Two Shareholders have voted both 'For' and 'Against' the resolution.

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

Agenda Item No. 7

Special Resolution for -Re-appointment of Mr. Gaurav Dua (DIN: 09674786) 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 (Remote e-voting)	551	22,87,49,187	-
Total Votes received at the AGM through electronically (Instapoll)	10	16,585	-
Less :- Abstained from Voting	9	2,069	-
Less Voted by the members*	2	1,36,959	-
Total Number of Invalid Votes	-	-	-



Total Number of Valid Votes#	556	22,86,26,744	100.0000
Total Number of Votes in favour of Resolution#	453	22,42,36,349	98.0797
Total Number of Votes against the resolution	103	43,90,395	1.9203

Note: Four Shareholders have voted both 'For' and 'Against' the resolution

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

Agenda Item No. 8

Special Resolution for - Re-appointment of Mr. Ritesh Dua (Relative of Director) as an Executive Vice - President (Finance) 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 (Remote e-voting)	551	22,87,49,187	-
Total Votes received at the AGM through electronically (Instapoll)	10	16,585	-
Less :- Abstained from Voting	12	93,45,770	-
Less Voted by the members*	2	1,36,959	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes#	550	21,92,83,043	100.0000
Total Number of Votes in favour of Resolution#	490	21,63,94,518	98.6827
Total Number of Votes against the resolution	60	28,88,525	1.3173

Note: 1. One Shareholder has voted both 'For' and 'Against' the resolution.
2. Mr. Ritesh Dua, relative of Director being interested in the resolution has not voted for this resolution.

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



Agenda Item No. 9

Special Resolution for - Re-appointment of Mr. Nitin Dua (Relative of Director) as an Executive Vice - President (Retail) 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 (Remote e-voting)	551	22,87,49,187	-
Total Votes received at the AGM through electronically (Instapoll)	10	16,585	-
Less :- Abstained from Voting	12	93,45,770	-
Less Voted by the members*	2	1,36,959	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes#	551	21,92,83,043	100.0000
Total Number of Votes in favour of Resolution#	491	21,63,94,519	98.6827
Total Number of Votes against the resolution	60	28,88,524	1.3173

Note: 1. Two Shareholders have voted both 'For' and 'Against' the resolution.

2. Mr. Nitin Dua, relative of Director being interested in the resolution has not voted for this resolution.

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

Agenda Item No. 10

Special Resolution for - Re-appointment of Mr. Rahul Dua (Relative of Director) as an Executive Vice - President (Manufacturing) 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 (Remote e-voting)	551	22,87,49,187	-
Total Votes received at the AGM through electronically (Instapoll)	10	16,585	-
Less :- Abstained from Voting	12	93,45,770	-
Less Voted by the members*	2	1,36,959	-
Total Number of Invalid Votes	-	-	-



Total Number of Valid Votes#	550	21,92,83,043	100.0000
Total Number of Votes in favour of Resolution#	491	21,63,94,523	98.6827
Total Number of Votes against the resolution	59	28,88,520	1.3173

Note: 1. One Shareholder has voted both 'For' and 'Against' the resolution.

2. Mr. Rahul Dua, relative of Director being interested in the resolution has not voted for this resolution.

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

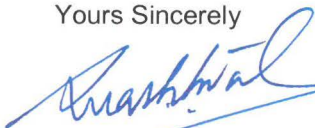
All the 10 (Ten) resolutions stand passed under remote e-voting and Instapoll i.e. voting electronically during the AGM with the requisite majority and, hence, deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the registers received from the service provider in respect of the votes cast through remote e- voting and voting conducted at AGM by way of electronic means by the members of the company and that there was no shareholder who opted for both the facilities.

All other relevant records relating to remote e-voting and voting by electronic means shall remain in the safe custody of the scrutinizer and will be hand over to the company until the Chairman considers, approves and signs the Minutes. You may kindly declare the results accordingly.

Thanking you

Yours Sincerely





CS Baldev Singh Kashtwal
Practicing Company Secretary
Scrutinizer

C. P. No. 3169

ICSI –UDIN: F003616E000857141

Peer Review Certificate No.: 1205/2021

ICSI - FRN: I1999DE144000

Counter signed by
(Chairman of the Meeting)

Date : August 24, 2023

Place : Delhi