



June 15, 2019

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

**Sub: Voting result and Scrutinizer's Report on Postal Ballot dated May 10, 2019**

Dear Sir,

The Company conducted Postal Ballot (including e-voting) on the resolutions as set out in the Postal Ballot Notice dated May 10, 2019, please find enclosed:

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and
2. Scrutinizer's Report dated June 14, 2019 issued by Mr. Baldev Singh Kashtwal (C.P. No. 3169), Practicing Company Secretary

We would like to inform you that the Resolutions mentioned in the aforesaid notice have been passed by the members of the Company by requisite majority. The resolutions is deemed to have been passed on the last date of receipt of postal ballot forms and e-voting i.e. June 14, 2019.

The said Postal Ballot result is displayed at the Registered Office of the Company and on the website of the Company at [www.relaxofootwear.com](http://www.relaxofootwear.com).

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](mailto:rfl@relaxofootwear.com)  
**CIN L74899DL1984PLC019097**



**Result of Postal Ballot**

**Details of Postal Ballot and evoting Results as per regulation 44(3) of SEBI (Listing Obligation Disclosure Requirements) Regulations 2015, in respect of followig resolutions :**

<b>Company Name</b>	RELAXO FOOTWEARS LIMITED
<b>Date of the AGM/EGM/Declaration of results of postal ballot</b>	15/06/2019
<b>Total number of shareholders on record date</b>	17837
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	NA
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	NA

Resolution required: (Ordinary/ Special)	ORDINARY - Increase in Authorized Share Capital and consequent amendment to the Memorandum of Association of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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
Promoter and Promoter Group	E-Voting	88097453	88087453	99.9886	88087453	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	11509403	9966662	86.5958	9966662	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	24444017	14995636	61.3469	14995631	5	99.99997	0.00003
	Poll		0	0.0000	00	0	0.00000	0.0000
	Postal Ballot (if applicable)		39840	0.1630	39840	0	100.00000	0.00000
<b>Total</b>		<b>124050873</b>	<b>113089591</b>	<b>91.1639</b>	<b>113089586</b>	<b>5</b>	<b>99.999996</b>	<b>0.000004</b>

Note : Three (3) members with 417044 shares abstained from voting for the above resolution





Resolution required: (Ordinary/ Special)		SPECIAL - Alteration of the Articles of Association of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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
Promoter and Promoter Group	E-Voting	88097453	88087453	99.9886	88087453	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	11509403	9966662	86.5958	9965087	1575	99.98420	0.01580
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	24444017	14995636	61.3469	14995631	5	99.99997	0.00003
	Poll		0	0.0000	00	0	0.00000	0.0000
	Postal Ballot (if applicable)		39840	0.1630	39840	0	100.00000	0.00000
Total		124050873	113089591	91.1639	113088011	1580	99.9986	0.0014

Note : Three (3) members with 417044 shares abstained from voting for the above resolution



Resolution required: (Ordinary/ Special)		ORDINARY - Issue of bonus shares						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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
Promoter and Promoter Group	E-Voting	88097453	88087453	99.9886	88087453	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	11509403	10379295	90.1810	10379295	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	24444017	14995636	61.3469	14995636	0	100.00000	0.00000
	Poll		0	0.0000	00	0	0.00000	0.0000
	Postal Ballot (if applicable)		39840	0.1630	39840	0	100.00000	0.00000
Total		124050873	113502224	91.4965	113502224	0	100.000000	0.000000

Note : Two (2) members with 4411 shares abstained from voting for the above resolution

For Relaxo Footwears Limited



Vikas Kumar Tak  
Company Secretary & Compliance officer





**CONSOLIDATED SCRUTINIZER REPORT  
FOR RELAXO FOOTWEARS LIMITED**

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as Amended)

To,

The Board of Directors,  
Relaxo Footwears Limited  
(CIN : L74899DL1984PLC019097)  
Aggarwal City Square, Plot No. 10,  
Manglam Place, District Centre,  
Sector-3, Rohini,  
**Delhi-110085**

**Subject : Passing of resolutions through E-Voting / Postal Ballot pursuant to section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Consolidated Report on e-Voting and Physical Postal Ballots**

Dear Sir,

1. I have been appointed as a Scrutinizer by the Board of Directors of Relaxo Footwears Limited vide resolution dated 10<sup>th</sup> May, 2019 for conducting e-voting process and postal ballot process as mentioned under Rule 20(4)(ix) and Rule 22(5) of the Companies (Management and Administration) Rules, 2014 as amended ("the Rules") in respect of the resolutions mentioned in the postal ballot notice dated 10<sup>th</sup> May, 2019.
2. The Company engaged Karvy Fintech 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 three items mentioned in the notice dated 10<sup>th</sup> May, 2019 sought to be transacted through postal ballot. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their votes through e-voting.
3. As on the cutoff date there were 17837 Shareholders of the Company. The Postal Ballot Notice was sent through email to 15945 Shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA. The Notice was sent in the physical form to 1892 shareholders.



4. The Postal Ballot Notices sent through email and physical mode contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended.
5. The cutoff date (Record date) for the purposes of identifying the Shareholders who were entitled to vote on the resolutions placed for the approval of the shareholders was 03.05.2019. The e-voting facility was kept open from 16<sup>th</sup> May, 2019 @9.00 A.M. to 14<sup>th</sup> June, 2019 @5.00 P.M.
6. Pursuant to Rule 20(4)(v) and Rule 22(3) of Companies (Management and Administration) Rules, 2014 as amended, the Company also released an advertisement, which was published on 16.05.2019 in Financial Express, English Newspaper and in Jansatta, Hindi Newspaper, Delhi. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h) and Rule 22(3)(a) to (g) of Companies (Management and Administration) Rules, 2014 as amended.
7. At the end of the voting period on 14<sup>th</sup> June, 2019 at 5.00 P. M. the voting portal of the service provider was blocked forthwith. On 14<sup>th</sup> June, 2019 the votes cast through e-voting was duly unblocked by me after 5.00 P.M. as a Scrutinizer in the presence of Mr. Dushyant Gupta and Mr. Sachin Saxena who acted as the witnesses, not in the employment of the Company as prescribed in sub rule 4 (xii) of said Rule 20 of Companies (Management and Administration) Rules, 2014 as amended.
8. The postal ballot forms received by Friday, the 14<sup>th</sup> June, 2019 on or before 5.00 P.M., the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.
9. Particulars of all Votes cast by electronic mode and postal ballot forms have been entered in the register separately maintained for the purpose in electronic mode and physical mode.

#### **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 postal ballot voting including voting by electronic means for the resolutions stated in the Postal Ballot Notice dated 10<sup>th</sup> May, 2019.

#### **Responsibility as a Scrutinizer**

My responsibility as a scrutinizer for the e-voting process and for the postal ballot forms is restricted to make a Consolidated Scrutinizer Report of the votes cast "in favour" and "against" the resolutions set out in the Postal Ballot Notice dated 10<sup>th</sup> May, 2019 based on the reports generated from the e-voting system provided by Karvy Fintech Private Limited ("KARVY"), the authorised agency engaged by the Company for providing e-voting facility and Postal Ballot Forms .



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

Consolidated report of the e- voting together with that of the postal ballot forms received is as under:-

**RESOLUTION NO. 1 – ORDINARY RESOLUTION FOR INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION 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 Valid Votes Received
Total Votes received by electronic mode	122	113466795	---
Total Votes received through physical ballot mode	9	39840	---
Total Number of Invalid Votes	0	0	---
Total Number of Abstained Votes	3	417044	---
Total Number of Valid Votes	128	113089591	100.00
Total Number of Votes against the resolution	1	5	0.000004
Total Number of Votes in favour of Resolution	127	113089586	99.999996

**RESOLUTION NO. 2 – SPECIAL RESOLUTION FOR ALTERATION OF ARTICLES OF ASSOCIATION 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 Valid Votes Received
Total Votes received by electronic mode	122	113466795	--
Total Votes received through physical ballot mode	9	39840	--
Total Number of Invalid Votes	0	0	--
Total Number of Abstained Votes	3	417044	--
Total Number of Valid Votes	128	113089591	100.00
Total Number of Votes against the resolution	2	1580	0.0014
Total Number of Votes in favour of Resolution	126	113088011	99.9986





**RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR ISSUE OF BONUS SHARES**

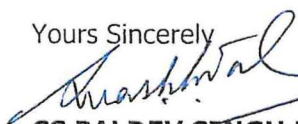
Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	122	113466795	--
Total Votes received through physical ballot mode	9	39840	--
Total Number of Invalid Votes	0	0	--
Total Number of Abstained Votes	2	4411	--
Total Number of Valid Votes	129	113502224	100.00
Total Number of Votes against the resolution	0	0	0.00
Total Number of Votes in favour of Resolution	129	113502224	100.00

All the resolutions stand passed based on combined results (e-voting and Postal Ballot Forms) with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and physically, in respect of the votes cast through e- voting and Postal ballot forms received from the shareholders of the Company. I have completed the formalities of e-voting and postal ballot. You may declare the results accordingly. I have handed over all the relevant records to Mr. Vikas Kumar Tak, Company Secretary of the Company for safe keeping.

Thanking you

Yours Sincerely

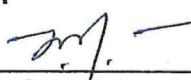


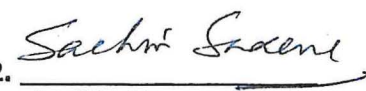
**CS BALDEV SINGH KASHTWAL**  
**PRACTISING COMPANY SECRETARY**  
**SCRUTINIZER**  
**C. P. NO. 3169**

Date : 15.06.2019

Place : Delhi

Witness :

1.   
**Dushyant Gupta**  
**D-95, Second Floor,**  
**Gali No. 4, Laxmi Nagar,**  
**Delhi-110092**

2.   
**Sachin Saxena**  
**101-102, Madhuban Tower,**  
**A-1, V. S. Block, Shakarpur**  
**Crossing, Delhi-110092**

: \_\_\_\_\_  
**Signed By Mr. Sushil Batra (CFO) - Authorised Signatory**

