

June 15, 2021

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 March 31, 2021

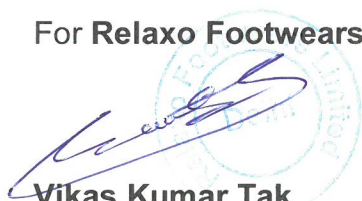
Dear Sir,

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 March 31, 2021.

The same is for your information and record.

Thanking You,

For **Relaxo Footwears Limited**,



Vikas Kumar Tak
Company Secretary and Compliance Officer
Membership No.: FCS 6618

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

J-72, R.B. ENCLAVE, PASCHIM VIHAR, NEW DELHI 110063,

PHONE 9873475801/8595856536,EMAIL-vivekarora1967@gmail.com

Secretarial compliance report of Relaxo Footwears Limited ("the Listed entity") for the year ended on 31st March, 2021

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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:

- (a) all the documents and records made available to me and explanations provided by the Listed entity
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the Listed entity
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year 31st March, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Listed entity 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 Listed entity 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 Listed entity 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 (to the extent applicable)

and circulars/ guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

- (a) The 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
	NONE	NIL	NOT APPLICABLE

- (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 examination of those records.
- (c) The following are the details of actions taken against the Listed entity/its promoters /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.
	NONE	NONE	NIL	NOT APPLICABLE

(d) There are no actions required to be taken/any observation required to be commented to comply with the observations made in previous reports except the following observation, for which also, there was no action required to be taken by the Listed entity during the review period.

SR NO	Observations of the Practicing Company Secretary in previous reports	Observations made in the secretarial compliance report for the year ended on 31-03-2020	Action taken by listed entity, if any	Comments of the Practicing Company Secretary
1.	Only one observation was made in the secretarial compliance report for the year ended on 31-03-2020, as per next column	With reference to Regulation 17 (1)(a) and 25 (6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, there	As stated by the Board of the Listed entity there was a delay beyond 3 months to find suitable replacement and the Listed entity also paid the necessary due amount	The regulation was compiled on 23rd August, 2019 by appointing a new Independent Director on the Board of the Listed entity. The Listed entity

		<p>was delay in appointment of an Independent Director on the Board of The Listed entity 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 Listed entity</p>	<p>levied by stock exchanges and it was an exceptional circumstance beyond the control of the Listed entity.</p>	<p>paid requisite amount levied by BSE limited and National Stock Exchange of India Limited on 3rd September, 2019 and 18th November, 2019 respectively. No further action is required to be taken by the Listed entity</p>
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eSign

Signed by: VIVEK
ARORA
Reason: ANNUAL
SECRETARIAL
COMPLIANCE REORT
UNDER REG 24
Location: Delhi, India
Date: 12-Jun-2021
(09:24 AM)

for VIVEK ARORA
COMPANY SECRETARIES

Vivek Arora
Proprietor

CP NO 8255 ACS 12222

UNIQUE IDENTIFICATION NO 12009DE651300

Place: New Delhi
Date-12 -06-2021,

UDIN NO. A012222C000450825