

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

Subject: Summary of Proceedings of 38th Annual General Meeting (“AGM”)

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI Listing Regulations”], please find enclosed a summary of proceedings of the 38th AGM of the Company held on Thursday, 25th August, 2022 at 10:30 AM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

Mr. Vikas Kumar Tak, Company Secretary, welcomed all the Members, Directors, Auditors and other invitees to the 38th AGM of the Members of Relaxo Footwears Limited (“the Company”) held on Thursday, 25th August, 2022 at 10:30 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in compliance with the provisions of the Companies Act, 2013 and relevant circulars issued by the Ministry of Corporate Affairs and SEBI from time to time.

DIRECTORS PRESENT THROUGH VIDEO CONFERENCE

Mr. Ramesh Kumar Dua	:	Managing Director
Mr. Mukand Lal Dua	:	Whole Time Director
Mr. Nikhil Dua	:	Whole Time Director
Mr. Gaurav Dua	:	Whole Time Director
Mr. Deval Ganguly	:	Whole Time Director
Mr. Vivek Kumar	:	Independent Director
Ms. Deepa Verma	:	Independent Director
Mr. Rajeev Rupendra Bhadauria	:	Independent Director
	:	

IN ATTENDANCE PRESENT THROUGH VIDEO CONFERENCE

Mr. Sushil Batra	:	Chief Financial Officer
Mr. Vikas Kumar Tak	:	Company Secretary

INVITEES PRESENT THROUGH VIDEO CONFERENCE

Mr. Sudhir Maheshwari	:	Statutory Auditor
Mr. Shashikant Tiwari	:	Partner of M/s Chandrasekaran Associates- Secretarial Auditor
Mr. Baldev Singh Kashtwal	:	Scrutinizer to 38 th Annual General Meeting

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



The number of shareholders as on cut-off date i.e. August 18, 2022 were 3,50,211.

95 members attended the meeting through VC.

Mr. Vikas Kumar Tak Company Secretary informed that all the Directors of the Company were present except Mr. Pankaj Shrimali & Mr. Kuldip Singh Dhingra, Independent Directors. In the absence of Mr. Pankaj Shrimali, Independent Director and Chairman of the Board and Audit Committee, the Board of Directors unanimously elected Mr. Ramesh Kumar Dua, Managing Director of the Company as Chairman of the Meeting. Mr. Ramesh Kumar Dua chaired the meeting. After ascertaining that requisite quorum was present, the Chairman called the meeting to order.

Mr. Vikas Kumar Tak, Company Secretary, informed that the statutory registers and other applicable documents were available for inspection of Members electronically.

The Chairman addressed the Members attending through VC and delivered his speech.

The Chairman informed the Members that the Notice convening the 38th AGM along with the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, including Balance Sheet as at 31st March, 2022 and the statement of Profit and Loss Account for the financial year ended on that date together with the Reports of Directors and Auditors thereon, had already been sent to the Members by email and were taken as read.

The Company Secretary informed the Members that in compliance with provisions of Section 108 of the Companies Act, 2013 and rules made thereunder read with Regulation 44 of SEBI Listing Regulations, the Company had provided e-voting facility to the Members entitled to cast their vote on all resolutions. E-voting facility provided by the Company was available from August 22, 2022 (09:00 Hours) to August 24, 2022 (17:00 Hours). He also briefed the shareholders / speakers about the procedures to participate in the AGM.

It was further informed that Mr. Baldev Singh Kashtwal, Company Secretary in Whole-time Practice has been appointed as scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM i.e. InstaPoll in a fair and transparent manner and the results will be published not later than 2 (two) working days. The Company Secretary also briefed the members about the agenda items placed before the AGM.

All the six resolutions stated in the notice and addendum notice convening 38th AGM and also stated below were put to vote in the AGM:

S. No.	Item No.
ORDINARY BUSINESS (ORDINARY RESOLUTION)	
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, comprising of the Balance Sheet as at March 31, 2022 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, 2022, together with the Reports of Board of Directors and Auditors thereon.

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2.	To declare the final dividend @250% equivalent to Rs 2.50 /- per equity share of the Face Value of Re 1/- each for the Financial Year 2021-22.
3.	To consider appointment of a Director in place of Mr. Nikhil Dua, Whole Time Director (DIN: 00157919) who retires by rotation and being eligible, offers himself for reappointment.
4.	To appoint M/s. Gupta & Dua, Chartered Accountants as Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 43 rd Annual General Meeting and to fix their remuneration.
SPECIAL BUSINESS (SPECIAL RESOLUTION)	
5.	Appointment of Mr. Kuldip Singh Dhingra (DIN: 00048406) as Non-Executive Independent Director of the Company
6.	Appointment of Mr. Gaurav Dua (DIN: 09674786) as Whole Time Director of the Company

Thereafter, the Company Secretary opened the stage for 'Questions & Answers' for the Members who had registered themselves as the speakers to ask questions or express their views. The management responded to the queries of the Members.

Thereafter, the Chairman informed that the voting would continue for next 15 minutes to enable the Members who did not cast vote through remote e-voting to exercise their votes at the Meeting through InstaPoll. He ordered to start the InstaPoll proceeding and requested all the members to cast their votes.

The web-link to connect to the Meeting was disabled at 11:16 a.m. and Instapoll option was disabled at 11:31 a.m.

Furthermore, pursuant to Regulation 44 of the Listing Regulations read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, voting results of the businesses transacted at the AGM along with report of the Scrutinizer shall be submitted in due course of time.

Request you to please take the above information on your record.

Thanking You,

For **Relaxo Footwears Limited**



Vikas Kumar Tak

Company Secretary and Compliance Officer
Membership No.: FCS 6618

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