



May 15, 2019

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: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Dear Sir,

Please find attached herewith Postal Ballot Notice dated May 10th, 2019 and Postal Ballot Form sent to the Members of the company whose names appear on the Register of Members/list of Beneficial Owners with the Depository Participants / Registrar and Share Transfer Agent as on Friday, 3rd May, 2019 i.e. Cut-off date. The same is for your information and records.

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



RELAXO
RELAXO FOOTWEARS LIMITED
CIN : - L74899DL1984PLC019097

Registered Office : Aggarwal City Square, Plot No. 10, Manglam Place, District Centre, Sector - 3, Rohini, Delhi - 110085
Phones : +91-11-46800600, 46800700, Fax No. : +91-11-46800692
E-mail : rfl@relaxofootwear.com, Website :www.relaxofootwear.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions including any statutory modification / re-enactment etc thereon]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("**the Act**"), Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 and all other applicable Laws and Regulations, that the resolutions appended below for increase in authorized share capital and consequential amendments to the Memorandum of Association and Articles of Association of the Company and issue of bonus shares to the Members of Relaxo Footwears Limited ("**the Company**"), are proposed to be passed by the Members through Postal Ballot/ electronic voting (e-voting).

An Explanatory Statement pursuant to Sections 102 and 110 of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with the Postal Ballot Form for your consideration.

In the event the resolution as set out in the notice are assented by the requisite majority by means of e-voting or Postal Ballot (whichever method the Member opts for), they shall be deemed to have been passed as Special Business at General Meeting. Please note that e-voting is optional and the Members who do not opt for e-voting facility can cast their vote through physical Postal Ballot Form.

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or e-voting i.e. Friday, 14th June, 2019.

The Board of Directors of the Company ("**Board**"), at its meeting held on 10th May, 2019, has appointed Mr. Baldev Singh Kashtwal (FCS No.3616, C.P. No. 3169), a Practicing Company Secretary as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed postage prepaid self-addressed envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:00Hours IST on Friday, 14th June, 2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. The Scrutinizer's decision on the validity of Postal Ballot shall be final.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'General information and instructions relating to e-voting'in this Notice. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer, after completion of scrutiny of the Postal Ballots (including e-voting) will submit his report to the Managing Director or any other person authorised by Board. The result of postal ballot (including e-voting) shall be declared on or before Sunday, 16th June,2019 at the Company's Registered Office and communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents. The result will also be displayed at the Company's Registered Office and on the Company's website at www.relaxofootwear.com

ITEMS FOR SPECIAL BUSINESS:

Resolution No -1 - INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provision of Sections 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and other statutory approval, if required, the consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 20,75,00,000/- (Rupees Twenty Crores Seventy Five Lakhs only) divided into 20,75,00,000 (Twenty Crores Seventy Five Lakhs) equity shares of Rs 1/- (Rupee One) each to Rs. 51,00,00,000/- (Rupees Fifty One Crores Only) divided into 51,00,00,000 (Fifty One Crores) Equity Shares of Rs. 1/- (Rupee One) each by creation of additional 30,25,00,000 (Thirty Crores Twenty Five Lakhs) equity shares of Rs. 1/- (Rupee One) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

- V. *The Authorised Share Capital of the Company is Rs.51,00,00,000/- (Rupees Fifty One Crores Only)divided into 51,00,00,000 (Fifty One Crores) equity shares of Rs. 1/- (Rupee One) each.*

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall unless repugnant to the context or meaning there of,be deemed to include any Committee thereof and any person authorised by the Board in this behalf)be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to the aforesaid resolution and in connection with any matter incidental thereto."

Resolution No -2 - ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provision of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force),consent of the Members be and is hereby accorded to alter the existing Article5 of the Article of Association of the Company, by substituting the following new Article:

5. *The authorized share capital of the Company shall be such amount as is given in Clause V of the Memorandum of Association. The Company has the power to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors or by the Members as applicable, in conformity with the provisions of the Act, and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations.*

RESOLVED FURTHER THAT the Board of Directors (which term shall unless repugnant to the context or meaning there of, be deemed to include any Committee thereof and any person authorised by the Board in this behalf) be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to the aforesaid resolution and in connection with any matter incidental thereto."

Resolution No -3 – ISSUE OF BONUS SHARES

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions of Regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the provisions of Article 168 of the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to the such approvals as may be required in this regard, consent of the Members be and is hereby accorded for capitalization of such sums standing to the credit of the free reserves and/or the securities premium account and/or the capital redemption reserve account of the Company, as may be considered necessary, for the purpose of the issue of bonus equity shares of Rs. 1/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on record date as may be fixed in this regard by the Board, in the proportion of 1(One) equity share for every 1(One) existing equity shares held by the Member.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus equity shares and that the certificate(s) in respect of bonus equity shares shall be completed and thereafter be dispatched to the allottees, except in respect of those allottees who hold shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully-paid up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company will be subject to the approval of the RBI, if applicable and as may be necessary.

RESOLVED FURTHER THAT Board be and is hereby authorised to make appropriate adjustments necessary for issue of bonus shares as aforesaid, to the stock options which have been granted to the employees of the Company under 'RFL ESOP Plan 2014' of the Company where administered by the Company or through a Trust pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereto from time to time, such that the number of stock options, which are available for granting and already granted but not exercised as on the 'record date' shall be proportionately adjusted.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the National Stock Exchange of India Limited and BSE Ltd where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto, and determine all other terms and conditions of the issue of bonus equity shares as the Board may in its absolute discretion deem fit.”

By Order of the Board
For **Relaxo Footwears Limited**

Vikas Kumar Tak
Company Secretary

Date: 10th May, 2019
Place: Delhi

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 3rd May, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Envelope. The Postal Ballot Notice will be available on the Company's website www.relaxofootwear.com.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Cut - off date i. e. Friday, 3rd May, 2019 will be considered for the purpose of voting.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to rfl@relaxofootwear.com. The Registrar and Transfer Agent/Company shall forward the same along with postage prepaid self-addressed envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members/Beneficial Owners as on Friday, 3rd May, 2019. A person who is not a Member on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting facility arranged by Karvy Fintech Private Limited ("Karvy"). The instructions for e-voting forms part of this Notice.
9. A Member cannot exercise vote by proxy on Postal Ballot.
10. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed postage prepaid self-addressed Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e., 17:00 hours IST) on Friday, 14th June, 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. Any Postal Ballot received after 17:00 hours IST on Friday, 14th June, 2019 will be considered invalid.
11. The Scrutinizer will submit his report to the Managing Director any other person authorised by Board after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Managing Director or any other Person duly authorised by the Board, on or before Sunday, 16th June, 2019 at the registered office and will also be displayed on the website of the Company (www.relaxofootwear.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

12. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Friday, 14th June, 2019 i.e., the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by Postal Ballot/e-voting.

GENERAL INFORMATION AND INSTRUCTIONS FOR E- VOTING:

14. In compliance with Regulation 44 of Listing Regulations and Sections 108 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of Karvy for the purpose of providing e-voting facility to all its Members.
15. E-voting is optional. A person whose name is recorded in the register of members or in register of Beneficiary Owners maintained by the depositories / Registrar as on Friday, 3rd May, 2019, being the cut-off date for the purpose. Members of the Company holding shares either in physical or in dematerialized form, only shall be entitled to avail the facility of e-voting.
16. The e-voting facility will be available during the following period:
 - Commencement of e-voting : 09:00 Hours (IST) on Thursday, 16th May, 2019
 - End of e-voting : 17:00 Hours (IST) on Friday, 14th June, 2019
17. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
18. The detailed procedure and instruction for e-voting is as under:
 - A. In case of Members receiving an e-mail from Karvy** [for Members whose e-mail addresses are registered with the Company / Depository Participant(s) unless he / she has requested for a hard copy of documents]:
 - i) Launch an internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii) Enter the login credentials (i.e. **User ID and initial password**) as provided in the e-mail, forwarding the Postal Ballot Notice along with Postal Ballot Form. Your Folio No. or DP ID along with Client ID (For NSDL) / 16 digits beneficiary ID (For CDSL), will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1800 3454 001 for re-setting the password.
 - iii) After entering the above details, click on "Login".
 - iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will also prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
 - v) You need to login again with the new credentials.

- vi) On successful login, the system will prompt you to select the e-voting Event Number for Relaxo Footwears Limited.
- vii) On the voting page, you will see resolutions description and against the same the option 'FOR/AGAINST' for voting. Enter the number of shares (which represents the number of votes) as held by member as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding
- viii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- ix) Voting must be done for each items of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
- xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: **bskashtwal@gmail.com**. They may also upload the same in the e-voting module in their login. The scanned image of the abovementioned documents should be in the naming format "Corporate Name_EVENT NO."

B. In case a member receives physical copy of the Postal Ballot Notice along with Postal Ballot Form by courier [for Members whose e-mail addresses are not registered with the Company / Depository Participant(s) or in case of a member having requested for a hard copy of documents]:

- i) User ID and initial password are provided at the bottom of the enclosed Postal Ballot Form.
- ii) Please follow all steps from sr. no. i) to xii) as mentioned in (A) above, to cast your vote.

C Any member who holds shares as on cut-off date i.e 3rd May, 2019, may obtain User id and password in the manner as mentioned below :

- i) If the mobile number of the member is registered against shares held in demat form, the member may send SMS: MYEPWD<space> DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> In12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

- ii) If the mobile number of the member is registered against shares held in physical form the member may send SMS: MYEPWD<space> Event no. + Folio no. to 9212993399.

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- iii) If e-mail address of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

For Member whose mobile number and email address is not registered, may call Karvy's toll free number 1800 3454-001 or may send an e-mail request to at evoting@karvy.com or to the Company at rfl@relaxofootwear.com

19. Once the vote on Resolution(s) is cast by a Member, the Member shall not be allowed to change it subsequently or cast it again.
20. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) for shareholders' and' e - voting user manual for shareholders', available at the download section of [https:// evoting.karvy.com](https://evoting.karvy.com) and/or Mr. Ramesh Desai, Manager- Corporate Registry, Unit: Relaxo Footwears Limited of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or at evoting@karvy.com or contact no. 040 - 6716 2222 or call Karvy's toll free No. 1800-3454-001 for any further clarifications. The Members of the Company can also contact Mr. Vikas Kumar Tak, Company Secretary, Relaxo Footwears Limited, Aggarwal City Square, Plot No.10, Manglam Place, District Centre, Sector-3, Rohini, Delhi- 110085, Contact No: 011 - 46800600 and may write an e-mail to rfl@relaxofootwear.com
21. The Scrutinizer shall after the conclusion of e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, the resolutions set out in the notice, if any, forthwith to the Managing Director or any other person authorised by Board.
22. The Scrutinizer's decision on the validity of the vote shall be final and binding.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

Resolution(s) No.1, 2 and 3

The equity shares of your Company are listed and traded on National Stock Exchange of India Limited and BSE Limited. With a view to encourage participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board of Directors in its meeting held on 10th May, 2019, considered and approved bonus issue of 1 (one) equity share for every 1 (one) existing equity share held, by the Members whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on a record date to be determined by the Company.

The bonus issue of equity shares would, inter-alia, require appropriate adjustments with respect to stock options of the Company under 'RFL ESOP Plan 2014', pursuant to the SEBI (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, such that all stock options which are available for grant and options vested and unvested as on record date shall be proportionately adjusted.

Presently, the authorized share capital of your Company is Rs. 20,75,00,000/- (Rupees Twenty Crores Seventy-Five Lakhs only) divided into 20,75,00,000 (Twenty Crores Seventy Five Lakhs) equity shares of Rs. 1/- (Rupee One) each. It is proposed to increase the authorized capital to Rs.51,00,00,000/- (Rupees Fifty One Crores Only) divided into 51,00,00,000 (Fifty One Crores) equity shares of Rs. 1/- (Rupees One) each by creation of additional 30,25,00,000 (Thirty Crores Twenty Five Lakhs) equity shares of Rs 1/- (Rupee One) each. The increase in authorized share capital as aforesaid would require consequential amendments to the existing clause V of the Memorandum of Association and Article 5 of Article of Association of the Company.

The increase in authorized share capital and alteration of relevant clause of Memorandum of Association, relevant article of Article of Association of the Company and issue of bonus equity shares are subject to Member's approval in terms of section 14, 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals.

Accordingly, resolution no. 1, 2 and 3 of the Notice seek Members' approval for increase in authorized share capital and consequent amendment to Memorandum of Association and Articles of Association of the Company and for

capitalization of the amount standing to the credit of the free reserves and/or the securities premium account and/or the capital redemption reserve account of the Company for the purpose of issue of bonus equity shares on terms and conditions set out in the resolutions.

None of the Directors/Key Managerial Personnel of the company/their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in item no. 1, 2 and 3 of the Notice except to the extent of their shareholding and outstanding stock options in the Company or to the extent of the shareholding of Companies/institutions/trusts/other entities of which they are directors or members or trustees or hold other similar positions

The Board recommends the resolution set out at Item No. 1, 2 and 3 of the Notice for the approval of the Members.

By Order of the Board
For **Relaxo Footwears Limited**

Vikas Kumar Tak
Company Secretary
Date: 10th May, 2019
Place: Delhi

RELAXO

RELAXO FOOTWEARS LIMITED

CIN : - L74899DL1984PLC019097

Registered Office : Aggarwal City Square, Plot No. 10, Manglam Place,
District Centre, Sector - 3, Rohini, Delhi - 110085

Phones : +91-11-46800600, 46800700, Fax No. : +91-11-46800692

E-mail : rfl@relaxofootwear.com Website : www.relaxofootwear.com

POSTAL BALLOT FORM

1.	Name & Registered Address of the Sole/ First named Member	:	
2.	Name(s) of the Joint Member(s), if any	:	
3.	Registered Folio No. / DP ID No* & Client ID No.* (* Applicable to investors holding shares in dematerialized form)	:	
4.	No. of Equity Shares held as on 3 rd May, 2019	:	

I/ We hereby exercise my/our votes in respect of the Resolution(s) to be passed through Postal Ballot/ e-voting for the Special business stated in the Postal Ballot Notice of the Company dated 10th May, 2019, by sending my/our Assent (For) or Dissent (Against) to said Resolutions by placing tick (✓) mark in the appropriate box below:

Item No.	Description	No. of Equity shares held	I/We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Increase in Authorized Share Capital and consequent amendment to the Memorandum of Association of the Company			
2.	Alteration of the Articles of Association of the Company			
3.	Issue of bonus shares			

Place: _____

Date: _____

Signature of Member

Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Envelope. Last date for receipt of this Postal Ballot Form by the Scrutinizer is 14th June, 2019.

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ELECTRONIC VOTING PARTICULARS (Please visit <https://evoting.karvy.com> to cast your vote online)

EVENT (E-voting Event Number)	USER ID	PASSWORD

- Note: 1. Detailed instructions for e-voting are furnished in the Postal Ballot Notice.
2. Please read the instructions given overleaf carefully before exercising your vote.

INSTRUCTIONS

1. The voting rights for equity shares are one vote per Equity Share, registered in the name of the Members. Voting period commences at 09:00 Hours IST on Thursday, 16th May, 2019 and ends at 17:00 Hours IST on Friday, 14th June, 2019.
2. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name(s) of Members(s) on the cut-off date i.e. Friday, 3rd May, 2019. A person who is not a member on the relevant date should treat this notice for information purpose only.
3. Member(s) desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signatures to the Scrutinizer, in the attached postage prepaid self-addressed Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the registered Member(s) will also be accepted.
4. Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
5. A member can opt only one mode of voting, i.e. either by Physical Ballot or e-voting. In case Members cast their vote by Postal Ballot and e-voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. In the case of equity shares held by Companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter with the attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to persons voting on the Postal Ballot Form. Where the Form has been signed by the representative of the President of India or the Governor of the State, a certified copy of the nomination should accompany the Postal Ballot Form. In case the Postal Ballot Form is signed by the Power of Attorney Holder, it needs to be accompanied by a certified true copy of the Power of Attorney (POA). The registration number of the POA needs to be mentioned below the signature of the Power of Attorney holder. There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint shareholders.
7. Consent must be accorded by recording the assent in the Column FOR and dissent in the column AGAINST by placing a tick mark (V) in the appropriate column. Form bearing tick mark in both the columns will be treated as invalid.
8. The Member need not use all of his/ her votes nor does he/she needs to cast his/ her votes in the same way.
9. The postage prepaid self-addressed Envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and address where duly completed postal ballot form has to be sent.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 17:00 Hours on Friday, 14th June, 2019. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
11. A Member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer or Registered Office on or before 17:00 Hours IST on Friday, 14th June, 2019.
12. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
13. The right of voting by Postal Ballot shall not be exercised by proxy.
14. A postal ballot form shall be considered invalid if-
 - i) Form other than Postal Ballot Form issued by the company is used.
 - ii) Postal Ballot Form has not been signed by or on behalf of the Member.
 - iii) Member's signature on the postal ballot form doesn't match the specimen signatures with the Company.
 - iv) It is not possible to determine without any doubt the assent or dissent of the Member;
 - v) Neither assent nor dissent is mentioned.
 - vi) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member.
 - vii) The envelope containing the postal ballot form is received after the last date prescribed.
 - viii) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
 - ix) Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent' or neither 'Assent' or 'Dissent' is mentioned or if the signatures could not be verified, or one or more of the above grounds.
 - x) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
15. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Envelope as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer and the Company would not be able to act on the same.
16. Any query in relation to the Resolutions proposed to be passed by the Postal Ballot may be sent to vikastak@relaxofootwear.com
17. The result of voting on the Resolutions will be declared on or before Sunday, 16th June, 2019 at the Registered Office of the Company and will also be displayed on the website of the Company at www.relaxofootwear.com besides communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents