



May 29, 2023

BSE Ltd. Corporate Relationship Department 1st Floor New Trading Rotunda Building, P J Towers Dalal Street Fort, Mumbai – 400001 Scrip Code – 530517	National Stock Exchange of India Ltd Listing Department, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400051 Scrip Code – RELAXO
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Sub: Submission of Annual secretarial compliance report for the financial year ended March 31, 2023

Dear Sir,

In terms of Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby enclosing herewith Annual Secretarial Compliance Report as issued by M/s Chandrasekaran Associates, Company Secretaries for the financial year ended March 31, 2023. The same will also be uploaded at the Company's website at <https://www.relaxofootwear.com>.

Kindly take the same on your records.

Thanking You,

Your faithfully,

For **Relaxo Footwears Limited**,

Ankit Jain
Company Secretary and Compliance Officer
Membership No.: FCS 8188

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

Classification: **Public**



www.relaxofootwear.com

SECRETARIAL COMPLIANCE REPORT OF RELAXO FOOTWEARS LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

To,
The Board of Directors
Relaxo Footwears Limited
Aggarwal City Square, Plot No.-10,
Manglam Place, District Centre, Sector-3,
Rohini, Delhi - 110085

We Chandrasekaran Associates, Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by Relaxo Footwears Limited ("the listed entity" or "the Company"),
- (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 financial year ended on March 31, 2023 ("**Review Period**") in respect of compliance with the applicable 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 and include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**");
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 to the extent applicable; **Not Applicable during the review period.**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulation, 2021 to the extent applicable; **Not Applicable during the review period.**
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;



- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client to the extent of securities issued;
- (j) The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (k) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to the obligations of the Issuer Company); **Not Applicable during the review period.**

We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the Company as and whenever required and affirm that:

S. No.	Particulars	Compliance Status (Yes/No/N.A)	Observations/Remarks by PCS.
1.	<p><u>Secretarial Standard</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p> <p><i>We have examined the Secretarial Standards issued by Institute of Company Secretaries of India and as notified by Ministry of Corporate Affairs.</i></p>	Yes	
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under Securities Exchange Board of India ('SEBI') Regulations are adopted with the approval of Board of Directors of the listed entity. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website. • Timely dissemination of the documents/information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	Yes	
4.	<p><u>Disqualification of Director:</u></p>	Yes	



	None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013.		
5.	<u>To examine details related to Subsidiaries of listed entity:</u> a) Identification of material subsidiary companies.	Not Applicable.	The Company has no subsidiary. Therefore, the provisions of the Listing Regulations w.r.t. identification of material subsidiary companies, were not applicable to the Company during the review period.
	b) Requirements with respect to disclosure of material as well as other subsidiaries.	Not Applicable.	The Company has no subsidiary. Therefore, the provisions of the Listing Regulations w.r.t. to making disclosure of material as well as other subsidiaries of the Company, were not applicable to the Company during the review period.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.	Yes	
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee.	Not Applicable.	No related party transaction has been subsequently approved/ratified/rejected by the Audit Committee.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	No	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder, except as mentioned at the point no. 1 in the table given below under point (a).



10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder with respect to the listed entity.	Yes	No action was taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder with respect to the listed entity.
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No additional non-compliance observed for all SEBI regulation/circular/guidance note etc. except as mentioned at the point no. 2 and 3 in the table given below under point (a).

Further, based on the above examination, we hereby report, during the review period that:

- (a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S.N.	1
Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Pursuant to the provisions of Regulation 30 read with schedule III Part A of Listing Regulations, the audio/video recordings of earning calls of the Company shall be promptly made available on its website and simultaneously required to submitted with the stock exchanges where the shares of the Company are listed, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier.
Regulation/ Circular No.	Regulation 30 read with schedule III Part A of Listing Regulations.
Deviations	The audio recordings of certain earning calls of the Company have been submitted by the Company with the stock exchanges within twenty-four hours from the conclusion of such calls but not before the next trading day from the conclusion of such calls.
Action Taken by	None.
Type of Action (Advisory/ clarification/ fine/ Show cause notice/ Warning letter etc.)	None.
Details of Violation	The audio recordings of certain earning calls of the Company have been submitted by the Company with the stock exchanges within twenty-four hours from the conclusion of such calls but not before the next trading day from the conclusion of such calls.
Fine Amount	None.



Observations/ Remarks of the Practicing Company Secretary	The audio recordings of certain earning calls of the Company have been submitted by the Company with the stock exchanges within twenty-four hours from the conclusion of such calls but not before the next trading day from the conclusion of such calls.
Management Response	The Company has submitted the same within twenty-four hours from the conclusion of such calls. Going forward the Company did take care to file the same in all further correspondences with stock exchange before the next trading day from the conclusion of such call or twenty-four hours whichever was earlier.
Remarks	None.

S.N.	2
Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Pursuant to the provisions of Regulation 19 of Listing Regulations, the Chairman of the listed entity, shall not chair the Nomination and Remuneration Committee (" NRC ").
Regulation/ Circular No.	Regulation 19 of Listing Regulations.
Deviations	During the period from April 01, 2022 to April 21, 2022 Chairman of the Company and NRC was the same Director of the Company.
Action Taken by	None.
Type of Action (Advisory/ clarification/ fine/ Show cause notice/ Warning letter etc.)	None.
Details of Violation	During the period from April 01, 2022 to April 21, 2022 Chairman of the Company and NRC was the same Director of the Company.
Fine Amount	None.
Observations/ Remarks of the Practicing Company Secretary	During the period from April 01, 2022 to April 21, 2022 Chairman of the Company and NRC was the same Director of the Company.
Management Response	During the aforesaid period, no meeting of the Board and NRC have been held. Accordingly, the Chairman of the Board hasn't attended any meeting of NRC as Chairman of the Company and did not take any decision in the NRC as Chairman of the Company during the aforesaid period.
Remarks	None.

S.N.	3
Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Pursuant to the provision of regulation 18 of Listing Regulations, the chairman of the Audit Committee shall be present at the Annual General Meeting (" AGM ") to answer shareholder queries.
Regulation/ Circular No.	Regulation 18 of Listing Regulations.
Deviations	The Chairman of the Audit Committee has not attended the AGM of the Company held on August 25, 2022.
Action Taken by	None.
Type of Action (Advisory/ clarification/ fine/ Show cause notice/ Warning letter etc.)	None.
Details of Violation	The Chairman of the Audit Committee has not attended the AGM of the Company held on August 25, 2022.
Fine Amount	None.



Observations/ Remarks of the Practicing Company Secretary	The Chairman of the Audit Committee has not attended the AGM of the Company held on August 25, 2022.
Management Response	Due to some business exigencies, the Chairman of the Audit Committee had to urgently travel. Accordingly, he couldn't attend this AGM.
Remarks	None.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S.N.	Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ clarification/ fine/ Show cause notice/Warning letter etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Responses	Remarks
Not Applicable during the review period.										

(c) The listed entity has suitably included the conditions as mentioned in para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 in terms of appointment of its Statutory Auditors.

**For Chandrasekaran Associates
Company Secretaries**

FRN: P1988DE002500

Peer Review Certificate No: 1428/2021




Shashikant Tiwari

Partner

Membership No. F11919

Certificate of Practice No. 13050

UDIN: F011919E000273433

Date: May 10, 2023

Place: Delhi