



## RELAXO FOOTWEARS LIMITED

16<sup>th</sup> September, 2016

<b>Bombay Stock Exchange Ltd. Corporate Relationship Department 1st Floor New Trading Rotunda Building, P J Towers Dalal Street Fort, Mumbai – 400001 Scrip Code – 530517</b>	<b>National Stock Exchange of India Ltd Listing Department, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051 Scrip Code – RELAXO</b>
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**Sub: Proceeding and details of the Voting Results of the 32<sup>nd</sup> Annual General Meeting pursuant to Regulation 30 & 44(3) of SEBI (LODR) Regulations, 2015.**

Dear Sir,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, we wish to inform you that the 32<sup>nd</sup> Annual General Meeting was held on 15<sup>th</sup> September, 2016 at 10:30 a.m. at Sri Sathya Sai International Centre, Lodhi Road, Institutional Area, Pragati Vihar, New Delhi- 110003.

Total 251 members (including Proxies) attended the meeting as per the attendance records prepared by Registrar and Transfer Agent (**Karvy Computershare Pvt Ltd**).

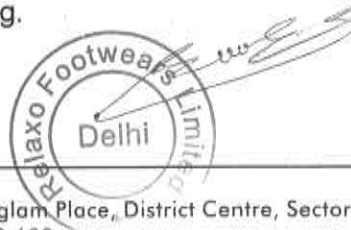
Mr. Ramesh Kumar Dua, Managing Director of the Company was appointed as Chairman of the Meeting. After confirming the quorum was present the Chairman called the meeting in order.

Mr. Ramesh Kumar Dua, Managing Director Chaired the meeting.

The Chairman informed that the Notice convening the 32<sup>nd</sup> Annual General Meeting along with the Balance Sheet as on 31<sup>st</sup> March 2016, Profit and Loss Account, Cash Flow Statement, Auditors Report and Directors' Report for the year ended 31<sup>st</sup> March, 2016 have already been dispatched to the members and with the permission of the members the same were taken as read.

The Chairman delivered his speech and briefly reported the working and performance of the Company during the year under review.

Chairman informed the shareholders that Company had provided E- Voting facility to the shareholders and the shareholders might have cast their vote through remote e-voting facility which was available from 12<sup>th</sup> September, 2016 to 14<sup>th</sup> September, 2016 and those shareholders who did not participate in e- voting, can cast their vote by Poll provided by the Company at the Annual General Meeting.





## RELAXO FOOTWEARS LIMITED

Chairman informed that Mr. Baldev Singh Kashtwal, Practicing Company Secretary was duly appointed by the Board of Directors to act as a Scrutinizer for e- voting process & for the poll at the AGM.

Queries of the members were replied by the Mr. Ramesh Kumar Dua, Chairman of the Meeting and Mr. Sushil Batra, CFO of the Company.

The meeting concluded with vote of thanks to the chair.

We are submitting herewith result of business transactions conducted as per the Notice of AGM. Further, pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we are also submitting herewith the details regarding the Voting Results of the business transacted at the AGM in the prescribed format.

We are also enclosing the Reports of the Scrutinizer on E-Voting and Voting through Ballot Paper at the AGM.

The above are also being uploaded on the Company's Website.

This is for your information and record.

Thanking you,

For Relaxo Footwears Limited



**Vikas Kumar Tak**  
Company Secretary

Enclosed :

1. Results of AGM
2. Report under Regulation 44(3) of SEBI (LODR) Regulations, 2015
3. Scrutinizer's Report




S.No	Agenda	Resolution Required ( Ordinary / Special)	Mode of Voting	Remarks
1	To adopt the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss Account for the year ended on that date along with the Reports of the Auditors and the Directors thereon.	Ordinary Resolution	E-Voting & Ballot Paper at AGM	Passed with requisite majority
2	To declare dividend @ 60% i.e. ₹ 0.60 per Equity Share of Face value of ₹ 1/- each for the Financial Year 2015-16.	Ordinary Resolution	E-Voting & Ballot Paper at AGM	Passed with requisite majority
3	To appoint Director in place of Mr. Nikhil Dua (DIN—00157919) who retires by rotation and being eligible offers himself for reappointment.	Ordinary Resolution	E-Voting & Ballot Paper at AGM	Passed with requisite majority
4	To reappoint M/s. Gupta & Dua, Chartered Accountants (Firm Registration No. 003849N) as Statutory Auditors of the Company and to fix their remuneration	Ordinary Resolution	E-Voting & Ballot Paper at AGM	Passed with requisite majority
5	Reappointment of Mr. Nikhil Dua (DIN—00157919) as Whole Time Director of the Company for a period of one year.	Special Resolution	E-Voting & Ballot Paper at AGM	Passed with requisite majority



Date of the AGM/EGM	RELAXO FOOTWEARS LIMITED
Total number of shareholders on record date	15-09-2016
No. of shareholders present in the meeting either in person or through proxy:	11102
Promoters and Promoter Group:	9
Public:	242
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1 -- Adoption of Audited Financial Statements, Directors' and Auditor's Report for the Financial Year ended 31st March, 2016.									
Resolution required: (Ordinary/ Special)	ORDINARY									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	
									Total	Total
Public- Institutions	E-Voting		80998100	89.9889	80998100	0	100.0000	0.0000	0.0000	0
	Poll	7053493	1889365	26.7862	1889365	0	100.0000	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting		14465724	62.9450	14465702	22	99.9998	0.0002	0.0000	0
	Poll	22977207	2711	0.0118	2689	22	99.1884	0.8115	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0.0000	0
Total		120039700	97353189	81.1008	97353167	22	100.0000	0.0000	0.0000	0

*Rameen K*



Resolution No. 2 - Declare Final Dividend for the year 2015-16 on Equity Shares.

Resolution No.	Resolution required: (Ordinary/Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	No	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														
Public- Institutions	ORDINARY	Yes			E-Voting	90009000	0	0.0000	00	0	0.0000	0.0000														
							Poll	80998100	89.9889	80998100	0	100.0000	0.0000													
							Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000													
							Total	80998100	89.9889	80998100	0	100.0000	0.0000													
							Public- Non Institutions	ORDINARY	Yes			E-Voting	7053493	0	0.0000	00	0	0.0000	0.0000							
														Poll	2096920	29.7288	2096920	0	100.0000	0.0000						
														Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000						
														Total	2096920	29.7288	2096920	0	100.0000	0.0000						
														Public- Non Institutions	ORDINARY	Yes			E-Voting	22977207	14463013	62.9450	14463013	0	100.0000	0.0000
																					Poll	2711	0.0118	2689	22	99.1884
Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000																				
Total	14465724	62.9568	14465702	22	99.9998	0.0002																				
Public- Non Institutions	ORDINARY	Yes			E-Voting	120039700															97560744	81.2737	97560722	22	100.0000	0.0000
																					Poll					
							Postal Ballot (if applicable)																			
							Total																			

Resolution No. 3 - Reappointment of Mr. Nikhil Dua, who retires by rotation.

Resolution No.	Resolution required: (Ordinary/Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	No	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	ORDINARY	Yes			E-Voting	90009000	0	0.0000	00	0	0.0000	0.0000								
							Poll	40494050	44.9889	40494050	0	100.0000	0.0000							
							Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000							
							Total	40494050	44.9889	40494050	0	100.0000	0.0000							
							Promoter and Promoter Group	ORDINARY	Yes			E-Voting	90009000	40494050	44.9889	40494050	0	100.0000	0.0000	
														Poll	0	0.0000	00	0	0.0000	0.0000
														Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000
														Total	40494050	44.9889	40494050	0	100.0000	0.0000

Ramesh K D



Public- Institutions	Poll	Postal Ballot (if applicable)	Total	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
	7053493	0	7053493							
	0	0	0							
	2096920	2096920	2096920							
	14463013	14463013	14463013							
	2711	2711	2711							
	0	0	0							
	14465724	14465724	14465724							
	57056694	57056694	57056694							
	120039700	120039700	120039700							
	475315	475315	475315							
	56897718	56897718	56897718							
	158976	158976	158976							
	22	22	22							
	99.9998	99.9998	99.9998							
	0.0002	0.0002	0.0002							
	0.2785	0.2785	0.2785							

Resolution No. 4 - Reappointment of Statutory Auditor of the Company and fix their remuneration.

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

Public- Institutions	Poll	Postal Ballot (if applicable)	Total	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
	7053493	0	7053493							
	0	0	0							
	2096920	2096920	2096920							
	14463013	14463013	14463013							
	2711	2711	2711							
	0	0	0							
	14465724	14465724	14465724							
	57056694	57056694	57056694							
	120039700	120039700	120039700							
	475315	475315	475315							
	56897718	56897718	56897718							
	158976	158976	158976							
	22	22	22							
	99.9998	99.9998	99.9998							
	0.0002	0.0002	0.0002							
	0.2785	0.2785	0.2785							

Ramesh



Resolution No.	SPECIAL		5 - Reappointment of Mr. Nikhil Dua as Whole Time Director of the Company.						
Resolution required: (Ordinary/ Special)	SPECIAL								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
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		0	0.0000	00	0	0.0000	0.0000	
	Poll	90009000	40494050	44.9889	40494050	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		40494050	44.98889	40494050	0	100	0	
Public- Institutions	E-Voting		2096920	29.7288	2096655	265	99.9873	0.0126	
	Poll	7053493	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		2096920	29.7288	2096655	265	99.9874	0.0126	
Public- Non Institutions	E-Voting		14463003	62.9450	14463003	0	100.0000	0.0000	
	Poll	22977207	2711	0.0118	2679	32	98.8196	1.1803	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		14465714	62.9568	14465682	32	99.9998	0.0002	
	Total	120039700	57056684	47.5315	57056387	297	99.9995	0.0005	

*Ramesh Singh*





**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL  
FOR RELAXO FOOTWEARS LIMITED**

**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the  
Companies (Management and Administration) Amendment Rules, 2015**

To,

The Chairman,

**32<sup>nd</sup> Annual General Meeting of  
Relaxo Footwears Limited  
(CIN: L74899DL1984PLC019097)  
Aggarwal City Square, Plot No. 10,  
Manglam Place, District Centre,  
Sector – 3, Rohini,  
Delhi – 110 085**

**Subject : Passing of Resolution(s) through electronic voting and poll  
conducted at the 32<sup>nd</sup> Annual General Meeting of Relaxo  
Footwears Limited ("The Company") held on September 15,  
2016 at 10.30 A. M. at Sri Sathya Sai International Centre,  
Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110  
003.**

I, CS Baldev Singh Kashtwal, Practising Company Secretary (Holding Membership No. FCS 3616 and Certificate of Practice No. 3169) having office at 106, (1<sup>st</sup> Floor), Madhuban Tower, A-1, V. S. Block, Shakarpur Crossing, Delhi-110092 Partner of RSM & Co. Company Secretaries was appointed as the Scrutinizer for the process of scrutinizing Annual General Meeting ("AGM") voting process i.e. Remote e-Voting and Poll at the venue of Annual General Meeting, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 by the Board of Directors of the Relaxo Footwears Limited at their meeting held on May 14, 2016 on the resolutions mentioned in the Notice dated 14<sup>th</sup> May, 2016 for 32<sup>nd</sup> Annual General Meeting of the Members of the Company held on 15<sup>th</sup> September, 2016 at 10:30 A. M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003. The Remote e-Voting facility was kept open from 12<sup>th</sup> September, 2016 (9:00 A.M.) to 14<sup>th</sup> September, 2016 (5:00 P.M.)


At the 32<sup>nd</sup> Annual General Meeting of the Company held on September 15, 2016, the Chairman of the Company had ordered for poll to facilitate the members present in the meeting who could not participate in the Remote e-voting to record their votes through the poll process.


After completion of Poll at the AGM at 11:30 A. M. votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorisations / Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in Poll at Annual General Meeting.





Thereafter, the Remote e-voting results were unblocked by me on September 15, 2016 after the AGM of the company in the presence of two witnesses Mr. **Shiv Paul** and Ms. **Varsha Joshi** who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
 (Shiv Paul)  
 E-51, Gali No. 2,  
 East Vinod Nagar,  
 Mayur Vihar Phase-II,  
 Delhi-110 091  
**Witness - 1**

  
 (Varsha Joshi)  
 B-221, Brij Vihar,  
 Ghaziabad (U.P.)  
**Witness - 2**

The result of the E- voting together with that of the poll is as under:

**AGENDA ITEM NO. 1**

**ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016 AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS OF THE COMPANY THEREON.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	32	16559933	16.97%
Total Votes received through physical ballot mode	44	81000821	83.03%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	76	97560754	100.00%
Total Number of Votes against the resolution	2	22	0.00%
Total Number of Votes in favour of Resolution	71	97353167	100.00%

*Note : Three Shareholders holding 207555 equity shares have not voted for this resolution.*

**Therefore, the Resolution No. 1 has been approved with requisite majority.**



**AGENDA ITEM NO. 2****ORDINARY RESOLUTION FOR DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2016**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	32	16559933	16.97%
Total Votes received through physical ballot mode	44	81000821	83.03%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	76	97560754	100.00%
Total Number of Votes against the resolution	2	22	0.00%
Total Number of Votes in favour of Resolution	74	97560722	100.00%

**Therefore, the Resolution No. 2 has been approved with requisite majority.**

**AGENDA ITEM NO. 3****ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. NIKHIL DUA (DIN: 00157919) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	32	16559933	29.02%
Total Votes received through physical ballot mode	*39	*40496761	70.98%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	*71	*57056694	100.00%
Total Number of Votes against the resolution	9	158976	0.28%
Total Number of Votes in favour of Resolution	*62	*56897718	99.72%

- ***The votes of Mr. Nikhil Dua and his relatives as defined under the Companies Act, 2013 are not considered.***

**Therefore, the Resolution No. 3 has been approved with requisite majority.**



**AGENDA ITEM NO. 4****ORDINARY RESOLUTION FOR RE-APPOINTMENT OF M/S GUPTA AND DUA, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 003849N) AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode	32	16559933	16.97%
Total Votes received through physical ballot mode	44	81000821	83.03%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	76	97560754	100.00%
Total Number of Votes against the resolution	6	1727866	1.77%
Total Number of Votes in favour of Resolution	70	95832878	98.23%

**Therefore, the Resolution No. 4 has been approved with requisite majority.**

**AGENDA ITEM NO. 5****SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. NIKHIL DUA (DIN : 00157919) AS WHOLE-TIME DIRECTOR 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 Total Valid Votes Received
Total Votes received by electronic mode	32	16559933	29.02%
Total Votes received through physical ballot mode	*39	*40496761	70.98%
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	*71	*57056694	100.00%
Total Number of Votes against the resolution	4	297	0.00%
Total Number of Votes in favour of Resolution	*66	*57056387	100.00%

- **The votes of Mr. Nikhil Dua and his relatives as defined under the Companies Act, 2013 are not considered.**
- **One Shareholder holding 10 equity shares has not voted for this resolution.**
- **Two Shareholders holding 10 Equity Shares each have voted only for 5 Shares for every resolution.**



**Therefore, the Resolution No. 5 has been approved with requisite majority.**

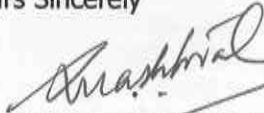
All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e- voting and poll by the shareholders of the Company.

The Register and all other papers relating to voting by electronic means shall remain in the safe custody of the scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the Company.

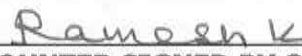
Thanking you

Yours Sincerely



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

Date : 16.09.2016  
Place : New Delhi

  
**COUNTER SIGNED BY CHAIRMAN**





**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)  
of the Companies (Management and Administration) Rules, 2014]

To,

**THE CHAIRMAN**  
**Relaxo Footwears Limited**  
**(CIN: L74899DL1984PLC019097)**  
**Aggarwal City Square, Plot No. 10,**  
**Manglam Place, District Centre,**  
**Sector - 3, Rohini,**  
**Delhi - 110 085**

**32<sup>nd</sup> ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF RELAXO FOOTWEARS LIMITED HELD ON 15<sup>TH</sup> SEPTEMBER, 2016 AT 10.30 A. M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI - 110 003.**

Dear Sir,

I, CS Baldev Singh Kashtwal, Practising Company Secretary, holding Membership Number FCS 3616 and Certificate of Practice Number 3169, Partner of RSM & Co. Company Secretaries, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of **Relaxo Footwears Limited** held on 15<sup>th</sup> September, 2016 at 10.30 A. M., at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003. I Submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. I did not find any Poll Papers as invalid.
4. The result of the Poll is as under:



<b>AGENDA ITEM NO.</b>	<b>1</b>
<b>SUBJECT</b>	<b>ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2016 AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS OF THE COMPANY THEREON.</b>
<b>TYPE OF RESOLUTION</b>	<b>ORDINARY RESOLUTION</b>

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
42	81000789	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
2	22	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

<b>AGENDA ITEM NO.</b>	<b>2</b>
<b>SUBJECT</b>	<b>DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2016.</b>
<b>TYPE OF RESOLUTION</b>	<b>ORDINARY RESOLUTION</b>

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
42	81000789	100.00%



(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
2	22	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

<b>AGENDA ITEM NO.</b>	<b>3</b>
<b>SUBJECT</b>	<b>RE-APPOINTMENT OF MR. NIKHIL DUA (DIN: 00157919) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION</b>
<b>TYPE OF RESOLUTION</b>	<b>ORDINARY RESOLUTION</b>

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
*37	40496739	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
2	22	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

***\*The Votes of Mr. Nikhil Dua and his relatives as defined under the Companies Act, 2013 are not considered.***



<b>AGENDA ITEM NO.</b>	<b>4</b>
<b>SUBJECT</b>	<b>RE-APPOINTMENT OF M/S GUPTA AND DUA, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 003849N) AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.</b>
<b>TYPE OF RESOLUTION</b>	<b>ORDINARY RESOLUTION</b>

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
41	81000779	100.00%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
3	32	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

<b>AGENDA ITEM NO.</b>	<b>5</b>
<b>SUBJECT</b>	<b>RE-APPOINTMENT OF MR. NIKHIL DUA (DIN : 00157919) AS WHOLE-TIME DIRECTOR OF THE COMPANY.</b>
<b>TYPE OF RESOLUTION</b>	<b>SPECIAL RESOLUTION</b>

(I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members present and voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
*36	40496729	100.00%





(II) VOTED AGAINST THE RESOLUTION:

No. of Members present and voting (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
3	32	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**\*The Votes of Mr. Nikhil Dua and his relatives as defined under the Companies Act, 2013 are not considered.**

- **Two Shareholders holding 10 Equity Shares each have voted only for 5 Shares for every resolution.**

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you,

Yours Sincerely




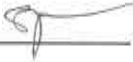
**(CS BALDEV SINGH KASHTWAL)**  
**PRACTISING COMPANY SECRETARY**  
**SCRUTINIZER**  
**C. P. No. 3169**



Place : New Delhi

Dated : September 16, 2016

1. CS Varsha Joshi:   
D/o Shri Nand Kishor Joshi  
B - 221, Brij Vihar,  
Ghaziabad (U.P.) 201011

2. Mr. Shiv Paul :   
E-51, Gali No. 2,  
East Vinod Nagar,  
Mayur Vihar Phase-II,  
Delhi-110 091

Counter Signed by Chairman

: 





**SCRUTINIZER'S REPORT ON REMOTE E-VOTING  
FOR RELAXO FOOTWEARS LIMITED**

**The Chairman  
Relaxo Footwears Limited  
(CIN: L74899DL1984PLC019097)  
Aggarwal City Square, Plot No. 10,  
Manglam Place, District Centre,  
Sector - 3, Rohini,  
Delhi - 110 085**

**32<sup>nd</sup> Annual General Meeting of The Members Of Relaxo Footwears Limited Held on Thursday, the September 15, 2016 at 10.30 A. M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110 003.**

**Subject : Passing of Resolutions through Electronic Voting pursuant to Section 108 Of The Companies Act, 2013 Read With Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.**

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Relaxo Footwears Limited. (hereinafter referred to as **(the "Company")**) on 14<sup>th</sup> May, 2016 I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015.
2. The Company engaged Karvy Computershare 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 items of business (both ordinary and special business) sought to be transacted in the 32<sup>nd</sup> Annual General Meeting (**"AGM"**) of the Company, which was held on Thursday, the 15<sup>th</sup> September, 2016. Karvy Computershare Private Limited (**"KARVY"**) had set up e-voting facility on their website, <https://evoting.karvy.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.
3. As on the cutoff date for the despatch of notice of annual general meeting, there were 11622 Shareholders of the Company. The Notice of Annual General Meeting and Circular for e-voting was sent through email to 9131 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 and in the physical form to 2491 shareholders. There were 1100 incremental shareholders who became member after the despatch of notice.



4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4)(iii)(A) to (C) of the Companies (Management and Administration) Amendment Rules, 2015.
5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 08.09.2016. The e-voting facility was kept open from 12<sup>th</sup> September, 2016 (9.00 A.M.) to 14<sup>th</sup> September, 2016 (5.00 P.M.)
6. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published in Financial Express, in English and in Jansatta, Hindi Newspaper both dated 18<sup>th</sup> August, 2016. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h) of Companies (Management and Administration) Amendment Rules, 2015.
7. At the end of the voting period on September 14, 2016 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On September 15, 2016 after the annual general meeting the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of CS Varsh Joshi and Mr. Shiv Paul, who acted as the witnesses, as prescribed in sub Rule (4)(xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
8. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows.

**RESOLUTION NO.1 – ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2016 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	32	16559933	100.00%	13.795%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	0	0	0.00%	0.00%
Total Number of Votes in favour of Resolution	29	16352378	98.75%	13.622%

*Note : Three Shareholders holding 207555 equity shares have not voted for this resolution.*



**RESOLUTION NO.2 – ORDINARY RESOLUTION FOR DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2016.**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	32	16559933	100.00%	13.795%
Total Number of Invalid Votes	0	0	0.00%	0.000%
Total Number of Votes against the resolution	0	0	0.00%	0.000%
Total Number of Votes in favour of Resolution	32	16559933	100.00%	13.795%

**RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. NIKHIL DUA (DIN: 00157919) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION.**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	32	16559933	100.00%	13.795%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	7	158954	0.96%	0.132%
Total Number of Votes in favour of Resolution	25	16400979	99.04%	13.663%



**RESOLUTION NO. 4 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF M/S GUPTA AND DUA, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 003849N) AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	32	16559933	100.00%	13.795%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	3	1727834	10.43%	1.439%
Total Number of Votes in favour of Resolution	29	14832099	89.57%	12.356%

**RESOLUTION NO. 5 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. NIKHIL DUA (DIN : 00157919) AS WHOLE-TIME DIRECTOR OF THE COMPANY.**

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	32	16559933	100.00%	13.795%
Total Number of Invalid Votes	0	0	0.00%	0.00%
Total Number of Votes against the resolution	1	265	0.00%	0.000%
Total Number of Votes in favour of Resolution	30	16559658	100.00%	13.795%

*Note : One Shareholder holding 10 equity shares has not voted for this resolution.*

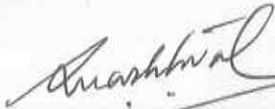


All the resolutions contained in the notice dated 14<sup>th</sup> May, 2016 calling 32<sup>nd</sup> annual general meeting of the Company stand passed under e-voting process with requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. The Register and all other papers relating to voting by electronic means shall remain in the safe custody of the scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the Company

Thanking you,

Yours Sincerely

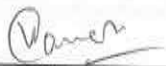



**CS BALDEV SINGH KASHTWAL**  
**PRACTISING COMPANY SECRETARY**  
**SCRUTINIZER**  
**C. P. NO. 3169**

Place : New Delhi

Dated : September 16, 2016

**WITNESS :-**

1. CS Varsha Joshi:   
D/o Shri Nand Kishor Joshi  
B - 221, Brij Vihar,  
**Ghaziabad (U.P.) 201011**
2. Mr. Shiv Paul :   
E-51, Gali No. 2,  
East Vinod Nagar,  
Mayur Vihar Phase-II,  
**Delhi-110 091**