

RELAXO

2nd August 2018

BSE Ltd. Department of Corporate Services P J Towers Dalal Street Fort, Mumbai – 400001	National Stock Exchange of India Ltd Listing Department, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
Scrip Code – 530517	Scrip Code – RELAXO

Dear Sirs,

Sub: Disclosure of:

- i. Combined voting results of the business transacted at the meeting of Equity Shareholders of Relaxo Footwears Limited (the "Company") held on Tuesday, July 31, 2018, pursuant to orders of the National Company Law Tribunal, Principal Bench, New Delhi
- ii. Combined voting results in respect of voting by Public Shareholders of the Company, pursuant to SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sir/ Madam,

Pursuant to orders dated June 6, 2018 and June 13, 2018 (the "NCLT Orders"), passed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi, a meeting of Equity Shareholders of Relaxo Footwears Limited was held on Tuesday, July 31, 2018 at 01:00 P.M., but which was adjourned for half an hour and the adjourned meeting was held at at 01.30 P.M on the same day, date and same place at Royal Arches, Palla Bhaktawarpur, G.T Karnal Road, Near Alipur, Delhi – 110040, for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation between Marvel Polymers Private Limited and Relaxo Rubber Private Limited and Relaxo Footwears Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("Scheme").

Further, pursuant to the provisions of (i) Section 230(4) read with Section 108 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) SEBI Circular No CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular"), the Company had provided the facility of remote e-voting so as to enable the Equity Shareholders, which includes Public Shareholders, to consider and approve the Scheme.



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

Accordingly, voting by Equity Shareholders of the Company for approval of the Scheme has been carried out through (1) Remote e-voting and (2) Voting through ballot paper at the venue of the meeting.

Further, in terms of the SEBI Circular, the Scheme is also required to be approved by majority of the Public Shareholders of the Company.

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following disclosures:-

a. **In terms of the NCLT Order** - Voting results of the business transacted at the meeting of Equity Shareholders through (i) Remote e-voting; and (ii) voting at the venue of the meeting along with the Scrutinizer's Report as **Annexure – A**

b. **In terms of the SEBI Circular** - voting results of the Public Shareholders, along with a separate Scrutinizer's Report as **Annexure - B**.

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by NCLT Order and the SEBI Circular.

We request you to take the same on record.

Thanking you,

Yours sincerely,

For **Relaxo Footwears Limited**



Vikas Kumar Tak

Company Secretary

Encl: As above

RELAXO FOOTWEARS LIMITED

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District Centre, Sector-3, Rohini, Delhi-110085. Phones: 46800 600, 46800 700

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CIN L74899DL1984PLC019097



Relaxo Footwears Limited - Meeting of the Equity Shareholders convened as per the directions of the Hon'ble National Company Law Tribunal, New Delhi	
Voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	
Date of the Meeting	31-07-2018
Total number of shareholders on record date	12457
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	63
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution	Approval of the Scheme Of Amalgamation between Marvel Polymers Private Limited And Relaxo Rubber Private Limited And Relaxo Footwears Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013							
Resolution required	Majority of persons representing three-fourths in value of the class of member as required under Section 230 of the Companies Act, 2013							
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	89359000	89359000	100.0000	89359000	0	100.0000	0.0000
	Poll			-	00	0	0.0000	0.0000
	Postal Ballot (if applicable)			-	00	0	0.0000	0.0000
	Total		89359000	100.0000	89359000	0	100.0000	0.0000
Public- Institutions	E-Voting	8045769	3348367	41.6165	3091972	256395	92.3426	7.6573
	Poll		0	-	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	-	00	0	0.0000	0.0000
	Total		3348367	41.6165	3091972	256395	92.3427	7.6573
Public- Non Institutions	E-Voting	22948851	15860686	69.1132	15860686	0	100.0000	0.0000
	Poll		502007	2.1875	502007	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	-	00	0	0.0000	0.0000
	Total		16362693	71.3007	16362693	0	100.0000	0.0000
Total		120353620	109070060	90.6247	108813665	256395	99.7649	0.2351



COMBINED SCRUTINIZER'S REPORT

To,
Mr. Inderjeet Singh,
Chairperson appointed by the NCLT, Principal Bench
for the NCLT convened meeting of the Equity Shareholders
of **Relaxo Footwears Limited**, pursuant to
Company Application CA (CAA) – 86(PB)/2018

Sub.: Report of Scrutinizer on voting at the NCLT convened meeting of Equity Shareholders of Relaxo Footwears Limited for approval of the Scheme of Amalgamation between Marvel Polymers Private Limited and Relaxo Rubber Private Limited and Relaxo Footwears Limited and their respective shareholders and creditors.

Dear Sir,

I, CA MD. Sabir Ali, Chartered Accountant in Practice (M.No. 508859), having my office at K-185/2, 3RD Floor, Surya Plaza Building, Behind Surya Hotel, Above SBI Bank, New Friends Colony, New Delhi – 110025, have been appointed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi ("NCLT"), by its orders dated 6th day of June 2018 and the 13th day of June 2018 ("Orders"), passed in CA (CAA) No. 86/(PB)/2018, as "the Scrutinizer" for the purpose of conducting and scrutinizing the voting process conducted through remote e-voting and voting at the venue of the meeting of the Equity Shareholders (including Public Shareholders) of **Relaxo Footwears Limited (the "Company")**, convened by orders of the NCLT, and held on Tuesday, the 31st day of July, 2018 at 01.00 P.M., but which was adjourned for half an hour for want of quorum as per order of NCLT and the Adjourned meeting was held at 01.30 P.M on the same day, date and same place at Royal Arches, Palla Bhaktawarpur, G.T Karnal Road, Near Alipur, Delhi – 110040, pursuant to provisions of the Companies Act, 2013 read with the applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the Equity Shareholders to the Scheme of Amalgamation between Marvel Polymers Private Limited and Relaxo Rubber Private Limited and Relaxo Footwears Limited and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013 ("Scheme"), in terms of the Notice dated June 22, 2018, convening the said meeting.

I do hereby submit my report as under:

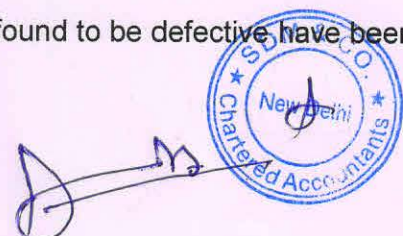
1. The Company had appointed Karvy Computershare Private Limited ("**Karvy**") as the agency for providing the e-voting platform to the Equity Shareholders of the Company.
2. The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, relating to voting through remote e-voting and voting through ballot papers at the venue of the meeting on the resolution contained in the Notice of the Meeting.

Delhi Off : K-185/2, 3rd Floor, Surya Plaza Building, Behind Surya Hotel, New Friends Colony, New Delhi-110025
Tel: +91-11-42603385, Mob: +91-9971616576, 9899523385, E-mail: ca.sabirali@gmail.com

Srinagar Off : ENNCO Complex, Near ENNCO Filling Station, Opp. Sheikh-ul-Alam Hospital, Chotta Bazar, Karan Nagar, Srinagar-190010, Tel: 0194-2450152



3. The Cut-off date was **Friday, June 22, 2018** for the purpose of determining the Equity Shareholders entitled to vote through remote e-voting and through ballot papers at the venue of the meeting on the resolution seeking their approval.
4. The voting through remote e-voting commenced at 09:00 A.M. on July 1, 2018 and had closed at 5:00 P.M. on Monday, July 30, 2018.
5. My responsibility as Scrutinizer for the voting process (through remote e-voting and voting conducted through ballot papers at the venue of the meeting) is restricted to scrutinize the e-voting process and the voting conducted through ballot paper at the venue of the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on the reports generated from the e-voting system and voting conducted through ballot paper at the venue of the meeting.
6. In compliance with the said Orders, the Company had, on the basis of the Register of Members and the list of beneficiary owners made available by Karvy, completed the dispatch of the Notice of the Meeting dated June 22, 2018, along with the Explanatory Statement under Sections 230(3), 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, setting out material facts, and relevant annexures referred thereto, proxy form, attendance slip etc. to the Equity Shareholders of the Company, holding more than 100 shares as on the Cut-off Date by June 29, 2018, and has also published an advertisement in this regard in English language in The Financial Express (Delhi Edition) and Hindi language in the Jansatta (Delhi Edition) on Saturday, June 30, 2018.
7. The e-voting module was disabled and blocked by Karvy for voting on July 30, 2018 at 5:00 P.M.
8. On Tuesday, July 31, 2018, at the venue of the NCLT convened meeting, after the time fixed for voting through ballot paper at the venue of the meeting at 01:00 P.M. the meeting of the Equity Shareholders was adjourned initially for want of quorum and subsequently re-convened at 01.30 P.M. in accordance with the directions in the Orders.
9. The Chairperson of the Meeting directed for conducting the voting through ballot papers for the Equity Shareholders on the Cut-off Date who had not cast their votes through remote e-voting on the resolution seeking their approval.
10. One ballot box kept for voting was locked in my presence with due identification marks placed by me.
11. On completion of the voting at the NCLT convened meeting, the locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company and the authorization/proxies lodged with the Company.
12. Karvy provided to me the list of shareholders who were present at the meeting in person, or through proxies, and who had cast their votes, their holding details and the details of the votes cast on the Resolution.
13. I then unblocked the votes cast through remote e-voting module of Karvy in the presence of Mr. Arnav Sethi and Mr. Arif Hussain, who are not in employment of the company.
14. The votes, which were incomplete, and/or which were otherwise found to be defective have been treated as invalid.



15. The consolidated result of the voting seeking approval of Equity Shareholders of the Company to the Scheme is as under:

Resolution:

Approval of the Scheme of Amalgamation proposed between Marvel Polymers Private Limited and Relaxo Rubber Private Limited and Relaxo Footwears Limited and their respective shareholders and creditors

Consolidated Report on result of voting through Remote e-voting and voting through ballot papers at the venue of the meeting of Equity Shareholders

a) Votes in favor of the resolution

Manner of voting	Total No. of equity shareholders who voted validly	Total value of shares held by equity shareholders who voted validly	No. of Equity Shareholders who voted in favor of resolution	% of No. of shareholders who cast vote in favour	Value of shares held by Equity Shareholders who have cast votes in favor	% of value of shares held by Equity Shareholders who cast vote in favour
Remote E-voting	168	10,85,68,053	161	95.8333%	10,83,11,658	99.7638%
Ballot papers	24	5,02,007	24	100%	5,02,007	100%
Total	192	10,90,70,060	185	96.3541%	10,88,13,665	99.7649%

b) Votes against the resolution

Manner of voting	Total No. of equity shareholders who voted validly	Total value of shares held by equity shareholders who voted validly	No. of Equity Shareholders who voted against resolution	% of No. of shareholders who cast vote against	Value of shares held by Equity Shareholders who have cast votes against	% of value of shares held by Equity Shareholders who have cast votes against
Remote E-voting	168	10,85,68,053	7	4.1666%	2,56,395	0.2361%
Ballot papers	24	5,02,007	Nil	Nil	Nil	Nil
Total	192	10,90,70,060	7	3.6458%	2,56,395	0.2350%



c) Invalid votes

Manner of voting	Number of Equity Shareholders whose votes were declared invalid	Value of shares held by Equity shareholders whose votes were declared invalid
Remote E-voting	Nil	Nil
Ballot papers	Nil	Nil
Total	Nil	Nil

16. The list of Equity Shareholders, who voted "FOR"/"AGAINST"/"INVALID" for the resolution through remote e-voting and through ballot papers at the venue of the NCLT convened meeting has been submitted with the Chairperson for the meeting.
17. All relevant records of the voting conducted through remote e-voting and ballot papers at the venue of the meeting are being handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours Truly,



CA. MD. Sabir Ali
Membership No. - 508859
Scrutinizer appointed for the Meeting
Date: August 1, 2018
Place: Delhi

FOR SDM & CO
CHARTERED ACCOUNTANTS
FRN NO - 020110N
CAMD SABIR ALI (Partner)
M.NO.: 508859

Relaxo Footwears Limited	
Voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	
Date of the Meeting	31-07-2018
Total number of shareholders on record date	12457
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	63
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution	Approval of the Scheme Of Amalgamation between Marvel Polymers Private Limited And Relaxo Rubber Private Limited And Relaxo Footwears Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013							
Resolution required	Votes cast by the Public Shareholders of the Company in favour to be more than the votes cast by the Public Shareholders against, as set out in the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017							
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							
	Poll							
	Postal Ballot (if applicable)							
	Total							
<i>Promoter and Promoter Group holding 89359000 shares has not been considered in the voting process</i>								
Public- Institutions	E-Voting	8045769	3348367	41.6165	3091972	256395	92.3426	7.6573
	Poll		0	-	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	-	00	0	0.0000	0.0000
	Total			3348367	41.6165	3091972	256395	92.3427
Public- Non Institutions	E-Voting	22948851	15860686	69.1132	15860686	0	100.0000	0.0000
	Poll		502007	2.1875	502007	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	-	00	0	0.0000	0.0000
	Total			16362693	71.3007	16362693	0	100.0000
Total		30994620	19711060	63.5951	19454665	256395	98.6992	1.3008



REPORT OF SCRUTINIZER

As per SEBI Circular – Voting results of Public Shareholders

To,

Mr. Vikas Kumar Tak,
Company Secretary,

Relaxo Footwears Limited

Regd. Office: Aggarwal City Square, Plot No.-10,

Manglam Place, District Centre, Sector-3, Rohini, Delhi - 110085

Sub.: Report of Scrutinizer on voting by Public Shareholders of Relaxo Footwears Limited for approval of the Scheme of Amalgamation between Marvel Polymers Private Limited and Relaxo Rubber Private Limited and Relaxo Footwears Limited and their respective shareholders and creditors, in compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017

Dear Sir,

I, CA MD. Sabir Ali, Chartered Accountant in Practice (M.No. 508859), having my office at K-185/2, 3RD Floor, Surya Plaza Building, Behind Surya Hotel, Above SBI Bank, New Friends Colony, New Delhi – 110025, have been appointed by the Hon'ble National Company Law Tribunal, Principal Bench (“NCLT”), by its orders dated 6th day of June 2018 and the 13th day of June 2018 (“Orders”), passed in CA (CAA) No. 86/(PB)/2018, as the Scrutinizer for the purpose of conducting and scrutinizing the voting done through remote e-voting and voting at the venue of the NCLT convened meeting, held on Tuesday, the 31st day of July, 2018 at 01.00 P.M., at Royal Arches, Palla Bhaktawarpur, G.T Karnal Road, Near Alipur, Delhi – 110040, by the Public Shareholders of the Company, on the resolution seeking the approval of the Public Shareholders of the Company, pursuant to Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, issued by the Securities and Exchange Board of India (“SEBI Circular”), to the Scheme of Amalgamation between Marvel Polymers Private Limited and Relaxo Rubber Private Limited and Relaxo Footwears Limited and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013 (“Scheme”), in terms of the Notice dated June 22, 2018.

I do hereby submit my report with regard to the result of voting in respect of public shareholders as under:

1. The Company had appointed Karvy Computershare Private Limited (“Karvy”) as the agency for providing the e-voting platform to the Equity Shareholders of the Company.
2. The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and the SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, relating to voting through remote e-voting and voting through ballot papers at the venue of the meeting on the resolution contained in the Notice of the Meeting.

3. The **Cut-off date was Friday, June 22, 2018** for the purpose of determining the Public Shareholders entitled to vote through remote e-voting and through ballot papers at the venue of the meeting on the resolution seeking their approval.
4. The voting through remote e-voting commenced at 09:00 A.M. on July 1, 2018 and had closed at 5:00 P.M. on Monday, July 30, 2018.
5. My responsibility as Scrutinizer for the voting process (through remote e-voting and voting conducted through ballot papers at the venue of the meeting) is restricted to scrutinize the e-voting process and the voting conducted through ballot paper at the venue of the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on the reports generated from the e-voting system and voting conducted through ballot paper at the venue of the meeting.
6. In compliance with the said Orders, the Company had, on the basis of the Register of Members and the list of beneficiary owners made available by Karvy, completed the dispatch of the Notice of the Meeting dated June 22, 2018, along with the Explanatory Statement under Sections 230(3), 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, setting out material facts, and relevant annexures referred thereto, proxy form, attendance slip etc. to the Public Shareholders of the Company, holding more than 100 shares as on the Cut-off Date by June 29, 2018, and has also published an advertisement in this regard in English language in The Financial Express (Delhi Edition) and Hindi language in the Jansatta (Delhi Edition) on Saturday, June 30, 2018.
7. The e-voting module was disabled and blocked by Karvy for voting on July 30, 2018 at 5:00 P.M.
8. The Chairperson of the Meeting directed for conducting the voting through ballot papers for the Public Shareholders on the Cut-off Date who had not cast their votes through remote e-voting on the resolution seeking their approval.
9. One ballot box kept for voting was locked in my presence with due identification marks placed by me.
10. On completion of the voting at the NCLT convened meeting, the locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company and the authorization/proxies lodged with the Company.
11. On completion of the voting at the NCLT convened meeting on Tuesday, July 31, 2018, Karvy provided to me the list of Public Shareholders who were present at the meeting in person, or through proxies, and who had cast their votes, their holding details and the details of the votes cast on the Resolution.
12. I then unblocked the votes cast through remote e-voting module of Karvy in the presence of Mr. Arnav Sethi and Mr. Arif Hussain, who are not in employment of the company.
13. The votes, which were found to be defective have been treated as invalid.
14. The result of the voting seeking approval of Public Shareholders of the Company to the Scheme is as under:



Resolution:

Approval of the Scheme of Amalgamation proposed between Marvel Polymers Private Limited and Relaxo Rubber Private Limited and Relaxo Footwears Limited and their respective shareholders and creditors

Report on result of voting by Public Shareholders

Manner of voting	Total No. of Valid votes	Votes in favour of the resolution			Votes against the resolution			Invalid votes	
		No. of shareholders	No. of votes cast	% of total number of valid votes cast	No. of shareholders	No. of votes cast	% of total number of valid votes cast	No. of shareholders	No. of votes
Remote E-voting	1,92,09,053	149	1,89,52,658	98.6652%	7	2,56,395	1.3347%	Nil	Nil
Ballot Papers	5,02,007	24	5,02,007	100%	Nil	Nil	Nil	Nil	Nil
Total	1,97,11,060	173	1,94,54,665	98.6992%	7	2,56,395	1.3008%	Nil	Nil

15. The list of Public Shareholders, who voted "FOR"/"AGAINST"/"INVALID" for the resolution through remote e-voting and voting at the venue of the meeting has been submitted with the Chairperson.
16. All relevant records of the voting conducted through remote e-voting and voting at the venue of the meeting are being handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours Truly,



CA. MD. Sabir Ali
Membership No. - 508859
Scrutinizer
Date: July 31, 2018
Place: Delhi

FOR SDM & CO
CHARTERED ACCOUNTANTS
FRN NO - 020110N
CA MD SABIR ALI (Partner)
M.NO.: 508859