

# RELAXO

1<sup>st</sup> 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

**Sub:** Summary of proceedings of meetings of Unsecured Creditors and Equity Shareholders of Relaxo Footwears Limited (“RFL/Company”) convened and held on July 31, 2018 (Tuesday) as per the directions of the Hon’ble National Company Law Tribunal, Principal Bench, New Delhi (“NCLT”)

**Ref:** Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the summary of proceedings of the meetings of Unsecured Creditors and Equity Shareholders of Relaxo Footwears Limited (enclosed herewith as ‘Annexure A’) convened and held on Tuesday, July 31, 2018 at 10:30 A.M. and 01:00 P.M. respectively, as per the directions of the NCLT.

The detailed results of voting for the resolutions proposed at the meeting of the Unsecured Creditors and Equity Shareholders will be intimated separately.

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

**Registered Office:** Aggarwal City Square, Plot No. 10, Manglam Place,  
District Centre, Sector-3, Rohini, Delhi-110085. Phones: 46800 600, 46800 700  
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CIN L74899DL1984PLC019097



## Annexure A

### Summary of proceedings of meetings of Unsecured Creditors and Equity Shareholders of Relaxo Footwears Limited ("RFL/Company") convened and held on July 31, 2018 (Tuesday) as per the directions of the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi ("NCLT")

Pursuant to orders dated June 6, 2018 and June 13, 2018 ("Orders") passed by the Hon'ble NCLT, meetings of Unsecured Creditors and Equity Shareholders of the Company were convened and held, as under, 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").

Class of Meeting	Day and Date	Time (IST)	Place of Meeting
Unsecured Creditors*	Tuesday, July 31, 2018	10:30 a.m.	Royal Arches, Palla Bhaktawarpur, G.T Karnal Road, Near Alipur, Delhi – 110040
Equity Shareholders*		01:00 p.m.	

*\*The meetings were initially adjourned for the want of quorum and subsequently, re-convened as per the directions of NCLT Orders*

Shri Inderjeet Singh, Advocate, who was appointed as Chairperson for the aforementioned meetings by NCLT vide its said Orders, presided over the meetings. Shri Rahul Kripalani, Advocate, who was appointed as the Alternate Chairperson for the aforementioned meetings was also present. As per the directions of NCLT orders, the meetings of Unsecured Creditors and Equity Shareholders were adjourned for the want of quorum for half an hour, and thereafter the persons present were deemed to constitute quorum.

Chairperson welcomed the respective Unsecured Creditors and Equity Shareholders and mentioned that the meetings have been convened pursuant to the said Orders, to approve the Scheme.

The respective Notice of each meeting, together with accompanying documents were dispatched to the Unsecured Creditors and Equity Shareholders as per the directions contained in the said Orders. With the permission of the Unsecured Creditors and Equity Shareholders, the respective Notice convening the meetings were taken as read.

The Chairperson further informed that in case of Equity Shareholders meeting, 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, members whose name appeared in the

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Register of Members/ list of Beneficial Owners as on Friday, June 22, 2018 (cut-off date) had been provided the facility to cast their vote on the resolution(s) to consider and approve the Scheme set forth in the Notice, through Remote e-voting and the services of M/s Karvy Computershare Private Limited had been engaged to provide the Remote e-voting facility. The Remote e-voting commenced from 9.00 a.m. (Server time) on July 1, 2018 (Sunday) and concluded on July 30, 2018 (Monday) upto 5.00 p.m. (Server time). The Company had also provided the facility to vote through ballot paper at the venue of the Meeting, for those shareholders who did not exercise their vote through remote e-voting.

The Chairperson also informed that CA MD. Sabir Ali, Chartered Accountant, was appointed as Scrutinizer for the aforementioned meetings by NCLT vide its said Orders, to scrutinize the voting through remote e-voting process (in case of equity shareholders only) and voting at the venue of the aforesaid meetings in a fair and transparent manner.

In case of the meetings of Unsecured Creditors, in compliance with the said Orders, facility for voting through ballot paper at the venue of the meeting was provided.

The Chairperson then invited queries / clarifications from Unsecured Creditors and Equity Shareholders on the proposed resolutions. There were no queries or clarifications that were sought by any of the Unsecured Creditors/Equity Shareholders in attendance.

The Chairperson requested the Unsecured Creditors and Equity Shareholders to cast their vote via Ballot Paper on the proposed resolution(s). After completion of the voting at the respective meetings, Chairperson informed the Unsecured Creditors and Equity Shareholders that the results of the voting will be subsequently disseminated and uploaded on the website of the Company, within the stipulated time.

The Chairperson then concluded the meeting(s) with vote of thanks to the Unsecured Creditors and Equity Shareholders for attending and participating in the respective meeting(s).

For Relaxo Footwears Limited

  
  
**Vikas Kumar Tak**  
Company Secretary

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