



28<sup>th</sup> September, 2018

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 : Voting Results in compliance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizers Report by Scrutinizer.**

Dear Sir,

In continuation with our earlier communication dated September 27, 2018, we inform you that the 34<sup>th</sup> Annual General Meeting (AGM) of the Members of Relaxo Footwears Limited ('the Company') was held at Sri Sathya Sai International Centre, Lodhi Road, Institutional Area, Pragati Vihar, New Delhi- 110003 on Thursday, September 27, 2018 at 10:30 a.m.

In this regard, please find enclosed Scrutinizers Report on the Resolutions passed at the 34<sup>th</sup> AGM, as declared by the Chairman and Voting Results in the prescribed format in compliance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Request you to please take the above mentioned information on record.

Thanking you,

For Relaxo Footwears Limited

**Vikas Kumar Tak**  
Company Secretary

## 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



Name of Company	RELAXO FOOTWEARS LIMITED
Date of the AGM/EGM	27-09-2018
Total number of shareholders on record date	14428
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	9
Public:	131
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To consider, approve and adopt the Audited Financial Statements of the Company for the year ended 31.03.2018, which includes Balance Sheet as at 31st March, 2018 and the Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.							
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	8,93,59,000	8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
Public- Institutions	E-Voting	76,72,349	33,16,248	43.2234	33,16,248	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33,16,248	43.2234	33,16,248	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,33,22,271	3,72,523	1.5973	3,72,523	0	100.0000	0.0000
	Poll		96,790	0.4150	96,790	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,69,313	2.0123	4,69,313	0	100.0000	0.0000
Total		12,03,53,620	9,31,44,561	77.3924	9,31,44,561	0	100.0000	0.0000

Resolution No.	2
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Resolution required: (Ordinary/ Special)		ORDINARY - To declare dividend @ 150% equivalent to Rs1.50/- on each equity share of Face Value of Rs1/- each for the Financial Year, 2017-18.						
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	8,93,59,000	8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
	Poll			0.0081		0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,93,59,000	100.0081	8,93,59,000	0	100.0000	0.0000
Public- Institutions	E-Voting	76,72,349	34,96,586	45.5739	34,96,586	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		34,96,586	45.5739	34,96,586	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,33,22,271	3,72,523	1.5973	3,72,523	0	100.0000	0.0000
	Poll		96,790	0.4150	96,790	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,69,313	2.0123	4,69,313	0	100.0000	0.0000
Total		12,03,53,620	9,33,24,899	77.5422	9,33,24,899	0	100.0000	0.0000

Resolution No.		3						
Resolution required: (Ordinary/ Special)		ORDINARY - To appoint a Director in place of Mr. Ramesh Kumar Dua (DIN - 00157872) who retires by rotation and being eligible offers himself for reappointment.						
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	8,93,59,000	8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
	Poll		0	0.0000		0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000



	Total		8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
Public- Institutions	E-Voting	76,72,349	34,96,586	45.5739	34,96,586	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		34,96,586	45.5739	34,96,586	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,33,22,271	3,72,523	1.5973	3,72,523	0	100.0000	0.0000
	Poll		96,790	0.4150	96,790	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,69,313	2.0123	4,69,313	0	100.0000	0.0000
	Total	12,03,53,620	9,33,24,899	77.5422	9,33,24,899	0	100.0000	0.0000

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Mukand Lal Dua (DIN - 00157898) who retires by rotation and being eligible offers himself for reappointment.							
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	8,93,59,000	8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
Public- Institutions	E-Voting	76,72,349	34,96,586	45.5739	34,96,586	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		34,96,586	45.5739	34,96,586	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,33,22,271	3,72,523	1.5973	3,72,523	0	100.0000	0.0000
	Poll		96,790	0.4150	96,790	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,69,313	2.0123	4,69,313	0	100.0000	0.0000
	Total	12,03,53,620	9,33,24,899	77.5422	9,33,24,899	0	100.0000	0.0000



Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Reappointment of Mr. Ramesh Kumar Dua (DIN - 00157872) as Managing Director of the Company and fix his remuneration.							
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	8,93,59,000	8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
Public- Institutions	E-Voting	76,72,349	33,16,248	43.2234	17,29,094	15,87,154	52.1401	47.8599
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33,16,248	43.2234	17,29,094	15,87,154	52.1401	47.8599
Public- Non institutions	E-Voting	2,33,22,271	3,72,523	1.5973	3,72,523	0	100.0000	0.0000
	Poll		96,790	0.4150	96,790	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,69,313	2.0123	4,69,313	0	100.0000	0.0000
Total		12,03,53,620	9,31,44,561	77.3924	9,15,57,407	15,87,154	98.2960	1.7040

Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Reappointment of Mr. Mukand Lal Dua (DIN - 00157898) as Whole Time Director of the Company and fix his remuneration.							
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	8,93,59,000	8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000



	Total		8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
Public- Institutions	E-Voting	76,72,349	33,16,248	43.2234	17,29,094	15,87,154	52.1401	47.8599
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33,16,248	43.2234	17,29,094	15,87,154	52.1401	47.8599
Public- Non Institutions	E-Voting	2,33,22,271	3,72,523	1.5973	3,72,523	0	100.0000	0.0000
	Poll		96,790	0.4150	96,790	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,69,313	2.0123	4,69,313	0	100.0000	0.0000
Total		12,03,53,620	9,31,44,561	77.3924	9,15,57,407	15,87,154	98.2960	1.7040

Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Reappointment of Mr. Deval Ganguly (DIN - 00152585) as Whole Time Director of the Company and fix his remuneration.							
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	8,93,59,000	8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
Public- Institutions	E-Voting	76,72,349	34,96,586	45.5739	34,96,586	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		34,96,586	45.5739	34,96,586	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,33,22,271	3,72,523	1.5973	3,72,523	0	100.0000	0.0000
	Poll		96,790	0.4150	96,790	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,69,313	2.0123	4,69,313	0	100.0000	0.0000
Total		12,03,53,620	9,33,24,899	77.5422	9,33,24,899	0	100.0000	0.0000



Total	12,03,53,620	9,33,24,899	77.5422	9,33,24,899	0	100.0000	0.0000
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Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Reappointment of Mr. Vivek Kumar (DIN - 00206819) as Independent Director of the Company.							
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	8,93,59,000	8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
Public- Institutions	E-Voting	76,72,349	33,16,248	43.2234	17,29,094	15,87,154	52.1401	47.8599
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33,16,248	43.2234	17,29,094	15,87,154	52.1401	47.8599
Public- Non Institutions	E-Voting	2,33,22,271	3,72,523	1.5973	3,72,523	0	100.0000	0.0000
	Poll		96,790	0.4150	96,790	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,69,313	2.0123	4,69,313	0	100.0000	0.0000
Total		12,03,53,620	9,31,44,561	77.3924	9,15,57,407	15,87,154	98.2960	1.7040

Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - Reappointment of Mr. Pankaj Shrimali (DIN - 00013142) as Independent Director of the Company.							
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
	E-Voting		8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000



Promoter and Promoter Group	Poll	8,93,59,000	0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
Public- Institutions	E-Voting	76,72,349	34,96,586	45.5739	34,84,262	12,324	99.6475	0.3525
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		34,96,586	45.5739	34,84,262	12,324	99.6475	0.3525
Public- Non Institutions	E-Voting	2,33,22,271	3,72,521	1.5973	3,72,521	0	100.0000	0.0000
	Poll		96,790	0.4150	96,790	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,69,311	2.0123	4,69,311	0	100.0000	0.0000
Total		12,03,53,620	9,33,24,897	77.5422	9,33,12,573	12,324	99.9868	0.0132

Resolution No.	10							
Resolution required: (Ordinary/ Special)	SPECIAL - Reappointment of Mr. Kuruvila Kuriakose (DIN - 00881039) as Independent Director of the Company.							
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	8,93,59,000	8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
Public- Institutions	E-Voting	76,72,349	34,96,586	45.5739	34,96,586	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		34,96,586	45.5739	34,96,586	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,33,22,271	3,72,521	1.5973	3,72,521	0	100.0000	0.0000
	Poll		96,790	0.4150	96,790	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,69,311	2.0123	4,69,311	0	100.0000	0.0000





Total	12,03,53,620	9,33,24,897	77.5422	9,33,24,897	0	100.0000	0.0000
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Resolution No.	11							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for payment of Commission to Non-Executive Directors.							
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	8,93,59,000	8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,93,59,000	100.0000	8,93,59,000	0	100.0000	0.0000
Public- Institutions	E-Voting	76,72,349	34,96,586	45.5739	34,96,586	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		34,96,586	45.5739	34,96,586	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,33,22,271	3,72,521	1.5973	3,72,521	0	100.0000	0.0000
	Poll		96,790	0.4150	96,790	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,69,311	2.0123	4,69,311	0	100.0000	0.0000
Total		12,03,53,620	9,33,24,897	77.5422	9,33,24,897	0	100.0000	0.0000





**BALDEV SINGH KASHTWAL**  
PRACTISING COMPANY SECRETARY

106, (1st Floor) Madhuban Tower, A-1, V. S. Block,  
Shakarpur Crossing, Delhi - 110 092  
Phone : 011-22444827, Mobile : 9811297944  
E-mail : bskashtwal@yahoo.co.in

**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,  
34<sup>th</sup> Annual General Meeting of  
Relaxo Footwears Limited  
(CIN: L74899DL1984PLC019097)  
Aggarwal City Square, Plot No. 10,  
Manglam Place, District Centre,  
Sector – 3, Rohini,  
Delhi – 110085

**Subject : Passing of Resolution(s) through electronic voting and poll  
conducted at the 34<sup>th</sup> Annual General Meeting of Relaxo Footwears  
Limited ("The Company") held on September 27, 2018 at 10.30 A. M. at Sri  
Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi  
Road, New Delhi - 110003.**

I, CS Baldev Singh Kashtwal, Practicing 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 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 11, 2018 on the resolutions mentioned in the Notice dated 11<sup>th</sup> May, 2018 for 34<sup>th</sup> Annual General Meeting of the Members of the Company held on 27<sup>th</sup> September, 2018 at 10:30 A. M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110003. The Remote e-Voting facility was kept open from 24<sup>th</sup> September, 2018 (9:00 A.M.) to 26<sup>th</sup> September, 2018 (5:00 P.M.)

At the 34<sup>th</sup> Annual General Meeting of the Company held on September 27, 2018, 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 11.00 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 27, 2018 after the AGM of the company in the presence of two witnesses CS Shiv Paul Singh and CS Dushyant Gupta who are not in the employment of the Company. 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 ON 31<sup>ST</sup> MARCH, 2018 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	79	93228109	--
Total Votes received through physical ballot mode	21	96792	--
Total Number of Invalid Votes	2	2	0.00%
Total Number of Abstained Votes	2	180338	0.19%
Total Number of Valid Votes	96	93144561	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	96	93144561	100.00%

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

**AGENDA ITEM NO. 2****ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND @ 150% EQUIVALENT TO RS 1.50/- PER EQUITY SHARE OF FACE VALUE Re 1/- FOR THE FINANCIAL YEAR 2017-18.**

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	79	93228109	--
Total Votes received through physical ballot mode	21	96792	--
Total Number of Invalid Votes	2	2	0.00%
Total Number of Abstained Votes	0	0	0
Total Number of Valid Votes	98	93324899	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	98	93324899	100.00%

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



**AGENDA ITEM NO. 3**

**ORDINARY RESOLUTION FOR APPOINTMENT OF DIRECTOR MR. RAMESH KUMAR DUA (DIN: 00157872) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND OFFERS HIMSELF FOR REAPPOINTMENT.**

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	79	93228109	--
Total Votes received through physical ballot mode	21	96792	--
Total Number of Invalid Votes	2	2	0.00%
Total Number of Abstained Votes	0	0	0
Total Number of Valid Votes	98	93324899	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	98	93324899	100.00%

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

**AGENDA ITEM NO. 4**

**ORDINARY RESOLUTION FOR APPOINTMENT OF DIRECTOR MR. MUKAND LAL DUA (DIN: 00157898) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND OFFERS HIMSELF FOR REAPPOINTMENT.**

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	79	93228109	--
Total Votes received through physical ballot mode	21	96792	--
Total Number of Invalid Votes	2	2	0.00%
Total Number of Abstained Votes	0	0	0
Total Number of Valid Votes	98	93324899	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	98	93324899	100.00%

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



**AGENDA ITEM NO. 5****SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. RAMESH KUMAR DUA (DIN : 00157872) AS MANAGING 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	79	93228109	--
Total Votes received through physical ballot mode	21	96792	--
Total Number of Invalid Votes	2	2	0.00%
Total Number of Abstained Votes	2	180338	0.19%
Total Number of Valid Votes	96	93144561	100.00%
Total Number of Votes against the resolution	9	1587154	1.70%
Total Number of Votes in favour of Resolution	87	91557407	98.30%

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

**AGENDA ITEM NO. 6****SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. MUKAND LAL DUA (DIN : 00157898) 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	79	93228109	--
Total Votes received through physical ballot mode	21	96792	--
Total Number of Invalid Votes	2	2	0.00%
Total Number of Abstained Votes	2	180338	0.19%
Total Number of Valid Votes	96	93144561	100.00%
Total Number of Votes against the resolution	9	1587154	1.70%
Total Number of Votes in favour of Resolution	87	91557407	98.30%

**Therefore, the Resolution No. 6 has been approved with requisite majority.**



**AGENDA ITEM NO. 7****SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. DEVAL GANGULY (DIN : 00152585) 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	79	93228109	--
Total Votes received through physical ballot mode	21	96792	--
Total Number of Invalid Votes	2	2	0.00%
Total Number of Abstained Votes	0	0	0
Total Number of Valid Votes	98	93324899	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	98	93324899	100.00%

**Therefore, the Resolution No. 7 has been approved with requisite majority.**

**AGENDA ITEM NO. 8****SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. VIVEK KUMAR (DIN : 00206819) AS AN INDEPENDENT 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	79	93228109	--
Total Votes received through physical ballot mode	21	96792	--
Total Number of Invalid Votes	2	2	0.00%
Total Number of Abstained Votes	2	180338	0.19%
Total Number of Valid Votes	96	93144561	100.00%
Total Number of Votes against the resolution	9	1587154	1.70%
Total Number of Votes in favour of Resolution	87	91557407	98.30%

**Therefore, the Resolution No. 8 has been approved with requisite majority.**



**AGENDA ITEM NO. 9****SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. PANKAJ SHRIMALI (DIN : 00013142) AS AN INDEPENDENT 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	79	93228109	--
Total Votes received through physical ballot mode	21	96792	--
Total Number of Invalid Votes	2	2	0.00%
Total Number of Abstained Votes	1	2	0.00
Total Number of Valid Votes	97	93324897	100.00%
Total Number of Votes against the resolution	3	12324	0.01%
Total Number of Votes in favour of Resolution	94	93312573	99.99%

**Therefore, the Resolution No. 9 has been approved with requisite majority.**

**AGENDA ITEM NO. 10****SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. KURUVILA KURIAKOSE (DIN : 00881039) AS AN INDEPENDENT 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	79	93228109	--
Total Votes received through physical ballot mode	21	96792	--
Total Number of Invalid Votes	2	2	0.00%
Total Number of Abstained Votes	1	2	0.00%
Total Number of Valid Votes	97	93324897	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	97	93324897	100.00%

**Therefore, the Resolution No. 10 has been approved with requisite majority.**



**AGENDA ITEM NO. 11****SPECIAL RESOLUTION FOR PAYMENT OF COMMISSION ON NET PROFITS TO NON-EXECUTIVE DIRECTORS 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	79	93228109	--
Total Votes received through physical ballot mode	21	96792	--
Total Number of Invalid Votes	2	2	0.00%
Total Number of Abstained Votes	1	2	0.00%
Total Number of Valid Votes	97	93324897	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	97	93324897	100.00%

**Therefore, the Resolution No. 11 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,

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

Date : 27.09.2018  
Place : New Delhi



**Witness -1 :**

*[Signature]*  
CS Shiv Paul Singh

E-51, Gali No. 2, East Vinod Nagar  
Mayur Vihar Phase-II, Delhi-110091

**Witness-2 :**

*[Signature]*  
CS Dushyant Gupta

D-95, (2<sup>nd</sup> Floor), Gali No. 4  
Laxmi Nagar, Delhi-110092

*[Signature]*  
Ramesh K



**COUNTER SIGNED BY SHRI R. K. DUA CHAIRMAN OF THE MEETING**





**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**

**34<sup>th</sup> Annual General Meeting of the Members of Relaxo Footwears Limited held on Thursday, the September 27, 2018 at 10.30 A. M. at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110003.**

**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 11<sup>th</sup> May, 2018 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 34<sup>th</sup> Annual General Meeting ("**AGM**") of the Company, which was held on Thursday, the 27<sup>th</sup> September, 2018. 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 dispatch of notice of annual general meeting, there were 13742 Shareholders of the Company. The Notice of Annual General Meeting and Circular for e-voting was sent through email to 11988 Shareholders whose email id was made available by the two depositories (NSDL & CDSL) and for those holding in physical form to the extent it was available with the RTA and in the physical form to 1754 shareholders.
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 20.09.2018. The e-voting facility was kept open from 24<sup>th</sup> September, 2018 (9.00 A.M.) to 26<sup>th</sup> September, 2018 (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 3<sup>rd</sup> September, 2018. 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 26, 2018 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On September 27, 2018 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 Dushyant Gupta and CS Shiv Paul Singh, 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 compiled, 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, 2018 AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS OF THE COMPANY 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 Valid Votes received
Total Votes received by electronic mode	79	93228109	--
Total Number of Invalid Votes	0	0	--
Abstained from Voting	2	180338	0.19%
Total Number of Valid Votes	77	93047771	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	77	93047771	100.00%



**RESOLUTION NO. 2 – ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND @ 150% EQUIVALENT TO RS 1.50/- PER EQUITY SHARE OF FACE VALUE Re 1/- FOR THE FINANCIAL YEAR 2017-18.**

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 Valid Votes received
Total Votes received by electronic mode	79	93228109	--
Total Number of Invalid Votes	0	0	--
Abstained from Voting	0	0	--
Total Number of Valid Votes	79	93228109	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	79	93228109	100.00%

**RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR APPOINTMENT OF DIRECTOR MR. RAMESH KUMAR DUA (DIN: 00157872) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND OFFERS HIMSELF FOR REAPPOINTMENT.**

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 Valid Votes received
Total Votes received by electronic mode	79	93228109	--
Total Number of Invalid Votes	0	0	--
Abstained from Voting	0	0	--
Total Number of Valid Votes	79	93228109	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	79	93228109	100.00%



**RESOLUTION NO. 4 – ORDINARY RESOLUTION FOR APPOINTMENT OF DIRECTOR MR. MUKAND LAL DUA (DIN: 00157898) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND OFFERS HIMSELF FOR REAPPOINTMENT.**

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 Valid Votes received
Total Votes received by electronic mode	79	93228109	--
Total Number of Invalid Votes	0	0	--
Abstained from Voting	0	0	--
Total Number of Valid Votes	79	93228109	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	79	93228109	100.00%

**RESOLUTION NO. 5 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. RAMESH KUMAR DUA (DIN : 00157872) AS MANAGING 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 Valid Votes received
Total Votes received by electronic mode	79	93228109	--
Total Number of Invalid Votes	0	0	--
Abstained from Voting	2	180338	0.19%
Total Number of Valid Votes	77	93047771	100.00%
Total Number of Votes against the resolution	9	1587154	1.71%
Total Number of Votes in favour of Resolution	68	91460617	98.29%



**RESOLUTION NO. 6 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. MUKAND LAL DUA (DIN : 00157898) 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 Valid Votes received
Total Votes received by electronic mode	79	93228109	--
Total Number of Invalid Votes	0	0	--
Abstained from Voting	2	180338	0.19%
Total Number of Valid Votes	77	93047771	100.00%
Total Number of Votes against the resolution	9	1587154	1.71%
Total Number of Votes in favour of Resolution	68	91460617	98.29%

**RESOLUTION NO. 7 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. DEVAL GANGULY (DIN : 00152585) 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 Valid Votes received
Total Votes received by electronic mode	79	93228109	--
Total Number of Invalid Votes	0	0	--
Abstained from Voting	0	0	--
Total Number of Valid Votes	79	93228109	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	79	93228109	100.00%



**RESOLUTION NO. 8 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. VIVEK KUMAR (DIN : 00206819) AS AN INDEPENDENT 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 Valid Votes received
Total Votes received by electronic mode	79	93228109	--
Total Number of Invalid Votes	0	0	--
Abstained from Voting	2	180338	0.19%
Total Number of Valid Votes	77	93047771	100.00%
Total Number of Votes against the resolution	9	1587154	1.71%
Total Number of Votes in favour of Resolution	68	91460617	98.29%

**RESOLUTION NO. 9 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. PANKAJ SHRIMALI (DIN : 00013142) AS AN INDEPENDENT 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 Valid Votes received
Total Votes received by electronic mode	79	93228109	--
Total Number of Invalid Votes	0	0	--
Abstained from Voting	1	2	0.00
Total Number of Valid Votes	78	93228107	100.00%
Total Number of Votes against the resolution	3	12324	0.01
Total Number of Votes in favour of Resolution	75	93215783	99.99%



**RESOLUTION NO. 10 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. KURUVILA KURIAKOSE (DIN : 00881039) AS AN INDEPENDENT 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 Valid Votes received
Total Votes received by electronic mode	79	93228109	--
Total Number of Invalid Votes	0	0	--
Abstained from Voting	1	2	0.00
Total Number of Valid Votes	78	93228107	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	78	93228107	100.00%

**RESOLUTION NO. 11 –SPECIAL RESOLUTION FOR PAYMENT OF COMMISSION ON NET PROFITS TO NON-EXECUTIVE DIRECTORS 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 Valid Votes received
Total Votes received by electronic mode	79	93228109	--
Total Number of Invalid Votes	0	0	--
Abstained from Voting	1	2	0.00
Total Number of Valid Votes	78	93228107	100.00%
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	78	93228107	100.00%



All the resolutions contained in the notice dated 11<sup>th</sup> May, 2018 calling 34<sup>th</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


A handwritten signature in blue ink, appearing to read "Baldev Singh Kashtwal", written over a horizontal line.

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

Place : New Delhi  
Dated : September 27, 2018

**WITNESS :-**

1. CS Dushyant Gupta :   
S/o Shri Moti Ram Gupta  
D-95, (2<sup>nd</sup> Floor), Gali No. 4,  
Laxmi Nagar, Delhi-110092

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





**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**

**34<sup>TH</sup> ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF RELAXO FOOTWEARS LIMITED HELD ON 27<sup>TH</sup> SEPTEMBER, 2018 AT 10.30 A. M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI - 110003.**

Dear Sir,

I, CS Baldev Singh Kashtwal, Practising Company Secretary, holding Membership Number FCS 3616 and Certificate of Practice Number 3169, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 34<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Relaxo Footwears Limited** held on 27<sup>th</sup> September, 2018 at 10.30 A. M., at Sri Sathya Sai International Centre, Pragati Vihar Institutional Area, Lodhi Road, New Delhi - 110003. 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. The poll papers, which were incomplete have been treated as invalid and kept separately.
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, 2018 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
19	96790	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
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2

<b>AGENDA ITEM NO.</b>	<b>2</b>
<b>SUBJECT</b>	<b>DECLARATION OF DIVIDEND @ 150% EQUIVALENT TO RS 1.50/- PER EQUITY SHARE OF FACE VALUE Re 1/- FOR THE FINANCIAL YEAR 2017-18.</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
19	96790	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
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2

<b>AGENDA ITEM NO.</b>	<b>3</b>
<b>SUBJECT</b>	<b>APPOINTMENT OF DIRECTOR MR. RAMESH KUMAR DUA (DIN: 00157872) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND OFFERS HIMSELF FOR REAPPOINTMENT.</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
19	96790	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
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2



<b>AGENDA ITEM NO.</b>	<b>4</b>
<b>SUBJECT</b>	<b>APPOINTMENT OF DIRECTOR MR. MUKAND LAL DUA (DIN: 00157898) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND OFFERS HIMSELF FOR REAPPOINTMENT.</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
19	96790	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
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2

<b>AGENDA ITEM NO.</b>	<b>5</b>
<b>SUBJECT</b>	<b>RE-APPOINTMENT OF MR. RAMESH KUMAR DUA (DIN : 00157872) AS MANAGING 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
19	96790	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
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2

AGENDA ITEM NO.	6
SUBJECT	<b>RE-APPOINTMENT OF MR. MUKAND LAL DUA (DIN : 00157898) AS WHOLE TIME DIRECTOR OF THE COMPANY.</b>
TYPE OF RESOLUTION	<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
19	96790	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
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2



<b>AGENDA ITEM NO.</b>	<b>7</b>
<b>SUBJECT</b>	<b>RE-APPOINTMENT OF MR. DEVAL GANGULY (DIN : 00152585) 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
19	96790	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
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2

<b>AGENDA ITEM NO.</b>	<b>8</b>
<b>SUBJECT</b>	<b>RE-APPOINTMENT OF MR. VIVEK KUMAR (DIN : 00206819) AS AN INDEPENDENT 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
19	96790	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
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2

AGENDA ITEM NO.	9
SUBJECT	<b>RE-APPOINTMENT OF MR. PANKAJ SHRIMALI (DIN : 00013142) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.</b>
TYPE OF RESOLUTION	<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
19	96790	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
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2



<b>AGENDA ITEM NO.</b>	<b>10</b>
<b>SUBJECT</b>	<b>RE-APPOINTMENT OF MR. KURUVILA KURIAKOSE (DIN : 00881039) AS AN INDEPENDENT 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
19	96790	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
0	0	0

(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2

<b>AGENDA ITEM NO.</b>	<b>11</b>
<b>SUBJECT</b>	<b>PAYMENT OF COMMISSION ON NET PROFITS TO NON-EXECUTIVE DIRECTORS 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
19	96790	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
0	0	0





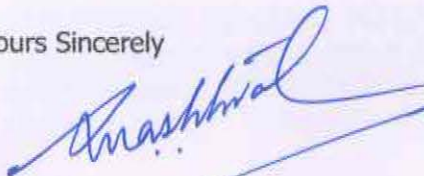
(III) INVALID VOTES:

Total No. of Members (in person or by proxy) whose votes were declared invalid	Total Number of votes Cast by them
2	2

5. A soft copy containing 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,

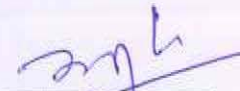
Yours Sincerely




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

Place : New Delhi

Dated : September 27, 2018

1. CS Dushyant Gupta :   
S/o Shri Moti Ram Gupta  
D-95, (2<sup>nd</sup> Floor), Gali No. 4,  
Laxmi Nagar, Delhi-110092

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

COUNTER SIGNED BY CHAIRMAN

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