

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

31st Annual General Meeting of the Equity Shareholders of Relaxo Footwears Limited held on 24th September, 2015 at 10.30 A. M., at Sri Sathya Sai International Centre, Lodhi Road Institutional Area, Pragati Vihar, 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 31st Annual General Meeting of the Equity Shareholders of Relaxo Footwears Limited held on 24th September, 2015 at 10.30 A. M., at Sri Sathya Sai International Centre, Lodhi Road Institutional Area, Pragati Vihar, New Delhi – 110 003 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 our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our 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 and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



AGENDA ITEM NO.	1
SUBJECT	ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2015 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(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
35	98169914	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 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
3	74190	0.07%

AGENDA ITEM NO.	2
SUBJECT	DECLARATION OF DIVIDEND @100% (PRE BONUS ISSUE) i.e. Rs.1.00 PER EQUITY SHARE (EQUIVALENT TO Rs.0.50 PER EQUITY SHARE POST 1:1 BONUS ISSUE) FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(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
35	98169914	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 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
3	74190	0.07%

AGENDA ITEM NO.	3
SUBJECT	RE-APPOINTMENT OF MR. RAMESH KUMAR DUA (DIN : 00157872) WHO RETIRES BY ROTATION.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(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
28*	26172714*	100.00%

****Votes of Mr. Ramesh Kumar Dua and his relatives as defined under the Companies Act, 2013 are not considered being interested in the resolution.***

(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 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
3	74190	0.07%



AGENDA ITEM NO.	4
SUBJECT	RE-APPOINTMENT OF MR. MUKAND LAL DUA (DIN : 00157898) WHO RETIRES BY ROTATION.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(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
27*	21672264*	100.00%

**Votes of Mr. Mukand Lal Dua and his relatives as defined under the Companies Act, 2013 are not considered being interested in the resolution.*

(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 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
3	74190	0.07%

AGENDA ITEM NO.	5
SUBJECT	RE-APPOINTMENT OF M/S GUPTA & DUA, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 003849N) AS STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION.
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(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
35	98169914	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 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
3	74190	0.07%

AGENDA ITEM NO.	6
SUBJECT	RE-APPOINTMENT OF MR. DEVEL GANGULY (DIN : 00152585) AS WHOLE TIME DIRECTOR OF THE COMPANY.
TYPE OF RESOLUTION	SPECIAL RESOLUTION

(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
35	98169914	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 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
3	74190	0.07%

5. A list of equity shareholders who voted **"FOR"**, **"AGAINST"** and those whose votes were declared **"INVALID"** for each resolution are 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 25, 2015

Witness -1

: Varsha
Varsha Joshi D/o Nand Kishor Joshi
R/o B-221, Brij Vihar
Ghaziabad U.P-201011

Witness - 2

: Saijay Gupta
109 1st floor Madhuban Tower
Shakropur Crossing Delhi-92.

Signed by Shri Ramesh Kumar Dua :
Chairman of the Meeting



Ramesh K Dua