



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

The Chairman

Relaxo Footwears Limited
316-319, (3rd Floor)
Allied House, Inderlok Chowk,
Delhi - 110 035

31st Annual General Meeting of the Members of Relaxo Footwears Limited held on Thursday, the 24th September, 2015 at 10.30 A. M. at Sri Sathya Sai International Centre, Lodhi Road Institutional Area, Pragati Vihar, 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 25th July, 2015, 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 (**"KCPL"**) 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 31st Annual General Meeting (**"AGM"**) of the Company, which was held on Thursday, the 24th September, 2015. Karvy Computershare Private Limited (**"KCPL"**) 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 despatch of Notice of Annual General Meeting, there were 8198 Shareholders of the Company. The Notice of Annual General Meeting and Circular for e-voting was sent through email to 5851 Shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and in the physical form to 2347 shareholders. There were 308 incremental shareholders who became member after the despatch of notice.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4)(iii)(A) to (C) of the Companies (Management and Administration) Amendment Rules, 2015.
5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 17.09.2015. The e-voting facility was kept open from 20th September, 2015 (09.00 A.M.) to 23rd September, 2015 (05.00 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 21 days before the date of Annual General Meeting in Financial Express, English and Jansatta in Hindi Newspaper (Delhi Edition) both dated 28th August, 2015. 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 23, 2015 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On September 24, 2015 after the annual general meeting the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of CS Varsh Joshi and CA Sanjay Gupta who acted as the witnesses, as prescribed in sub Rule (4)(xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

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



RESOLUTION NO. 1 – ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED 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.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	25	333003	100.00%	0.28%
Total Number of Invalid Votes	3	167816	50.39%	0.14%
Total Number of Votes against the resolution	0	0	0.00	0.00
Total Number of Votes in favour of Resolution	22	165187	49.61%	0.14%

RESOLUTION NO. 2 – ORDINARY RESOLUTION FOR 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.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	25	333003	100.00%	0.28%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	25	333003	100.00%	0.28%



RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. RAMESH KUMAR DUA (DIN : 00157872) WHO RETIRES BY ROTATION.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	25	333003	100.00%	0.28%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	25	333003	100.00%	0.28%

RESOLUTION NO. 4 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. MUKAND LAL DUA (DIN : 00157898) WHO RETIRES BY ROTATION.

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	25	333003	100.00%	0.28%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	25	333003	100.00%	0.28%



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

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Rs.1/- each. (Votes)	% age of the Total Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	25	333003	100.00%	0.28%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	1	83858	25.18%	0.07%
Total Number of Votes in favour of Resolution	24	249145	74.82%	0.21%

RESOLUTION NO. 6 – SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. DEVEL 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 Votes received	% age of paid - up share capital of the Company
Total Votes received by electronic mode	25	333003	100.00%	0.28%
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	0	0	0	0
Total Number of Votes in favour of Resolution	25	333003	100.00%	0.28%

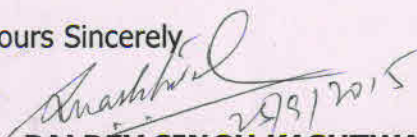


All the resolutions contained in the notice dated 25th July, 2015 calling 31st annual general meeting of the Company stand passed under e-voting process with requisite majority.

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. I have handed over all the relevant records to the Company Secretary of the Company, who is authorised by the Board for safe keeping.

Thanking you,

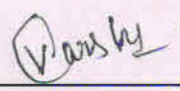
Yours Sincerely,


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



Place : New Delhi
Dated : September 25, 2015

Witness :

1. CS Varsha Joshi : 
D/o Shri Nand Kishor Joshi
B - 221, Brij Vihar,
Ghaziabad (U. P.) 201 011
2. CA Sanjay Gupta : 
109, 1st Floor,
Madhuban Tower, A-1, Shakarpur Crossing
Delhi-110092