



SCRUTINIZER'S REPORT

*The Chairman / Chief Financial Officer,
Relaxo Footwears Limited
316-319, 3rd Floor, Allied House,
Inderlok Chowk,
New Delhi-110 035*

Subject : Passing of resolutions through Postal Ballot pursuant to section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 – Report on e-Voting and Postal Ballots received manually.

Dear Sir,

- 1. I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014 ("The Rules") and for the postal ballots received manually pursuant to the resolution passed by the Board of Directors ("The Board") of Relaxo Footwears Limited ("The Company") at their meeting held on 9th May, 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 the resolution mentioned in the notice dated 9th May, 2015 sought to be transacted through postal ballot. Karvy Computershare Private Limited 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 its Service Provider to facilitate their shareholders to cast their vote through e-voting.*
- 3. As on the cutoff date there were 5956 Shareholders of the Company. The Postal Ballot Notice was sent in physical form to 1824 Shareholders and through email to 4132 Shareholders.*
- 4. The Postal Ballot Notices contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.*
- 5. The cutoff 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 15.05.2015. The e-voting facility was kept open from 22nd May, 2015 @9.00 A.M. to 20th June, 2015 @6.00 P.M.*



6. Pursuant to Rule 20(3)(v) of Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published in Financial Express, English Newspaper and in Jansatta, Hindi Newspaper dated 22nd May, 2015. The notice published in the newspaper carried the required information as specified in the Rule 20(3)(v) (a) to (g).
7. At the end of the voting period on June 20, 2015 at 6.00 P.M. the voting Portal of the service provider was blocked forthwith. On June 20, 2015 the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Varsha Joshi and Ms. Shikha Dixit who acted as the witnesses, as prescribed in sub rule 3 (xi) of said Rule 20 of Companies (Management and Administration) Rules, 2014.
8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.
9. Physical notices were sent to 1824 shareholders along with Postal Ballot Forms and self – addressed postage prepaid business reply envelope to those Members whose name(s) appeared on the Register of Members/ List of Beneficiaries as on 15.05.2015.
10. Particulars of all the postal ballot forms received from the Members have been entered in a electronic register separately maintained for the purpose.
11. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
12. The ballot box was opened on June 20, 2015 in my presence.
13. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the company/ List of Beneficiaries as on 15.05.2015.
14. All postal ballot forms received up to the close of working hours on June 20, 2015, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.
15. Envelopes containing postal ballot forms received after 20.06.2015 were not considered for my scrutiny.
16. I didn't find any defaced or mutilated ballot paper.

As a Scrutinizer the report of the e-voting carried by the shareholders and physical postal ballots received were duly complied, the detail of which are as follows.

Resolution No. 1 – Special Resolution for approval of Bonus Shares in the ratio of one equity share for every one equity share held by the member by capitalization of free reserves or any other permitted reserve / surplus of the Company.

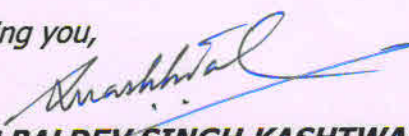


Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	63	191142	N.A.
Total Votes received through physical postal ballot mode	73	45090864	N.A.
Total Number of Invalid Votes	NIL	NIL	N.A.
Total Number of Valid Votes	136	45282006	100.00 %
Total Number of Votes against the resolution	NIL	NIL	N.A.
Total Number of Votes in favour of Resolution	136	45282006	100.00 %

I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Chief Financial Officer authorised by the Board to supervise the postal ballot process.

You may accordingly declare the result of the voting by Postal Ballot.

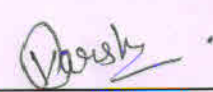
Thanking you,


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

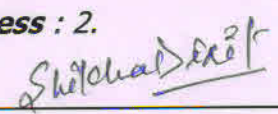


Place : New Delhi
Dated : June 20, 2015

Witness : 1.

Signature : 
Name : Vaasha Joshi
Father's name : Nand Kishor Joshi
Address : B-221, Brij Vihar
Ghaziabad UP-201011
Date : 20/06/2015

Witness : 2.

Signature : 
Name : Shekha Dixit
Father's name : Yuvraj Dixit
Address : D-266, Ganga vihar,
Lokapuri, Delhi-94
Date : 20/06/2015