



**CONSOLIDATED SCRUTINIZER REPORT FOR E-VOTING & POLL
FOR RELAXO FOOTWEARS LIMITED**

To,

The Chairman,

31st Annual General Meeting of Relaxo Footwears Limited

316-319, (3rd Floor)

Allied House, Inderlok Chowk,

Old Rohtak Road

Delhi - 110 035

Subject : Passing of Resolution(s) through electronic voting AND poll conducted at the 31st Annual General Meeting of Relaxo Footwears Limited ("The Company") held on September 24, 2015 at 10.30 A. M. at Delhi.

The Board of the Company at its meeting held on July 25, 2015 had appointed me as Scrutinizer for the e-voting held between September 20, 2015 (09:00 A. M.) to September 23, 2015 (5:00 P. M.) and also for the poll held at the 31st Annual General Meeting of the Company on September 24, 2015.

The Company had appointed Karvy Computershare Private Limited ("**KCPL**") as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Sunday, September 20, 2015 (09:00 A. M.) to Wednesday, September 23, 2015 (5:00 P. M.) The e-voting results were unblocked by me on September 24, 2015 after the annual general meeting of the company in the presence of two witnesses. For further details kindly refer Scrutinizer's report for E-voting dated September 25, 2015 attached herewith.

At the 31st Annual General Meeting of the Company held on September 24, 2015, the Chairman of the Meeting had suo motto called for a 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. For further details kindly refer to Scrutinizer's Report in Form MGT-13 dated September 25, 2015.

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 BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2015 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS 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	25	333003	0.34%
Total Votes received through physical ballot mode	38	98244104	99.91%
Total Number of Invalid Votes	6	242006	0.25%
Total Number of Valid Votes	57	98335101	100.00%
Total Number of Votes against the resolution	0	0	0.00
Total Number of Votes in favour of Resolution	57	98335101	100.00%

AGENDA ITEM 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.	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	25	333003	0.34%
Total Votes received through physical ballot mode	38	98244104	99.74%
Total Number of Invalid Votes	3	74190	0.08%
Total Number of Valid Votes	60	98502917	100.00%
Total Number of Votes against the resolution	0	0	0.00
Total Number of Votes in favour of Resolution	60	98502917	100.00%



AGENDA ITEM 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.	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	25	333003	1.26%
Total Votes received through physical ballot mode	31*	26246904	99.02%
Total Number of Invalid Votes	3	74190	0.28%
Total Number of Valid Votes	53*	26505717*	100.00%
Total Number of Votes against the resolution	0	0	0.00
Total Number of Votes in favour of Resolution	53*	26505717*	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.***

AGENDA ITEM 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.	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	25	333003	1.51%
Total Votes received through physical ballot mode	30*	21746454*	98.82%
Total Number of Invalid Votes	3	74190	0.33%
Total Number of Valid Votes	52*	22005267*	100.00%
Total Number of Votes against the resolution	0	0	0.00
Total Number of Votes in favour of Resolution	52*	22005267*	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.***



AGENDA ITEM 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.	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	25	333003	0.34%
Total Votes received through physical ballot mode	38	98244104	99.74%
Total Number of Invalid Votes	3	74190	0.08%
Total Number of Valid Votes	60	98502917	100.00%
Total Number of Votes against the resolution	1	83858	0.09
Total Number of Votes in favour of Resolution	59	98419059	99.91%

AGENDA ITEM 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.	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	25	333003	0.34%
Total Votes received through physical ballot mode	38	98244104	99.74%
Total Number of Invalid Votes	3	74190	0.08%
Total Number of Valid Votes	60	98502917	100.00%
Total Number of Votes against the resolution	0	0	0.00
Total Number of Votes in favour of Resolution	60	98502917	100.00%

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

Thanking you

Yours Sincerely

Baldev Singh Kashtwal
25/9/2015



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

Date : September 25, 2015
Place : New Delhi



Ramesh Kumar Dua
SIGNED BY SHRI RAMESH KUMAR DUA
CHAIRMAN OF THE MEETING