



CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & INSTAPOLL
i.e. E- VOTING AT 41ST ANNUAL GENERAL MEETING ('AGM') FOR
RELAXO FOOTWEARS LIMITED
(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014 as Amended)

To,
The Chairman,
Relaxo Footwears Limited
(CIN: L74899DL1984PLC019097)
Aggarwal City Square, Plot No.-10,
Manglam Place, District Centre,
Sector-3, Rohini Delhi North West
Delhi-110085

Subject: Passing of Resolution(s) through remote e-voting and Instapoll i.e. e-voting at AGM electronically by the members during the 41st Annual General Meeting (AGM) of Relaxo Footwears Limited ("The Company") held on Thursday, August 28, 2025 at 10:30 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means (OAVM")

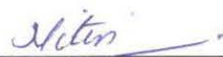
Dear Sir,

1. I, CS Baldev Singh Kashtwal, Practicing Company Secretary (Holding Membership No. FCS 3616 and Certificate of Practice No. 3169) having office at 106, (1st Floor), Madhuban Tower, A-1, V. S. Block, Shakarpur Crossing, Delhi-110092 was appointed as the Scrutinizer by the Board of Directors of the Relaxo Footwears Limited ('the Company') at their meeting held on July 30, 2025 for the purpose of scrutinizing the process of voting through electronic means ('e-voting') i.e. remote e-voting and Instapoll i.e. e-voting by members on the resolutions contained in the AGM Notice dated July 30, 2025, during the 41st AGM of the Members of the Company held on Thursday, the August 28, 2025 at 10:30 a.m. through VC/OAVM, as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended, the General Circular No. 09/2024 dated September 19, 2024 read with General Circulars dated September 25, 2023, December 28, 2022, May 5, 2022, December 14, 2021, December 8, 2021, January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, read with Circulars dated October 7, 2023, January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (Applicable Circulars) providing relaxation for the manner in which the AGM shall be held and conducted. The Applicable Circulars provides for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting.
2. The Company engaged KFin Technologies Limited ("KFin") as the Service Provider for extending the facility of remote e-voting and Instapoll i.e. e-voting during the AGM to the shareholders of the Company. The Service Provider provided a system for recording the votes of the shareholders electronically on all the Four (4) ordinary and One (1) special business items as mentioned in the AGM Notice dated July 30, 2025. The Company had also uploaded all the business items to be transacted, on the website of the Company and also on website of its Service Providers to facilitate their shareholders to cast their votes through remote e-voting and Instapoll i.e. e-voting during the AGM.
3. The cut-off 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 August 21, 2025.



4. As on the cut-off date there were **2,48,514** Shareholders of the Company. The Notice was sent through email to **2,46,394** Shareholders and **2,448** incremental Shareholders whose email addresses were registered the Company / Registrar & Transfer Agent (RTA) / Depository Participants (DP) and a letter providing the web-link, including the exact path where complete details of the Annual Report is available was sent to those shareholder(s) who had not registered their e-mail address with the Company/RTA/ DPs.
5. In compliance with the MCA circulars, the notice of annual general meeting was sent electronically by e-mail whose names appear on the register of members / List of Beneficial Owners as received from both the Depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as on the cut-off date and who have registered their e-mail address with the Company and / or with the Depositories.
6. The e-voting facility commenced on Monday, the August 25, 2025 (09:00 Hours) and ended on Wednesday, August 27, 2025 (17:00 Hours).
7. The Company uploaded the notice of annual general meeting together with the explanatory statement on its website viz. <https://www.relaxofootwear.com/>.
8. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Rules, 2015, as amended from time to time, the Company also released an advertisement, which was published on August 5, 2025 in Financial Express, English Newspaper and in Jansatta, Hindi Newspaper. 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) Rules, 2015. Public Notice of AGM pursuant to MCA Circular No. 20/2020 dated May 5, 2020 was published on July 31, 2025 in Financial Express, English Newspaper and in Jansatta, Hindi Newspaper.
9. The Company and the RTA has complied with all the necessary formalities specified under the Act, the rules and MCA Circulars issued in this regard.
10. At the 41st Annual General Meeting of the Company held through VC / OAVM, on Thursday, August 28, 2025, after considering all the items mentioned in the notice dated July 30, 2025, the facility to vote electronically i.e. through Insta-Poll was provided to facilitate those members who were attending the meeting through VC / OAVM but could not participate in the remote e-voting to record their votes.
11. Thereafter, the remote e-voting and Instapoll results were unblocked by me as a scrutinizer at 11:46 A.M. on August 28, 2025 in the presence of two witnesses, Ms. Meghna and Mr. Nitin, who are not in employment of the Company They have signed below in confirmation of the votes being unblocked in their presence.


Ms. Meghna


Mr. Nitin

12. The voting summary statement was downloaded pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2015, as amended. After unblocking the votes cast, the total votes cast both through remote e-voting and Instapoll were consolidated and the final Scrutinizer's Report was prepared.
13. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose.



Responsibility of the Management

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means for the resolutions stated in the Notice dated July 30, 2025.

Responsibility as a Scrutinizer

My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer Report of the votes cast "in favour" and "against" the resolutions set out in the Notice of 41st Annual General Meeting dated July 30, 2025 based on the reports generated from the e-voting system provided by M/s KFin Technologies Limited, the authorised agency engaged by the Company for providing e-voting facility.

The Summary of results of remote e-voting and Instapoll at the AGM is as under:-

Item No. 1- Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, including Balance Sheet as at March 31, 2025, the Statement of Profit and Loss Account for the Financial Year ended on that date and Statement of Cash Flows for the Financial Year ended March 31, 2025, together with the Reports of 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 (Remote e-voting)	370	21,59,07,153	-
Total Votes received at the AGM through electronically (Instapoll)	3	600	-
Less :- Abstained from Voting	2	37	-
Less Voted by the members	-	-	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes	371	21,59,07,716	100.0000
Total Number of Votes against the resolution	11	210	0.0001
Total Number of Votes in favour of Resolution	360	21,59,07,506	99.9999

Based on the aforesaid results, Ordinary Resolution as contained in the Item No. 1 of the notice of Annual General Meeting has been passed as an Ordinary Resolution.



Item No. 2- Ordinary Resolution

To declare final dividend @300% equivalent to Rs.3.00/- per equity share having Face Value of Rs.1/- each for the Financial Year 2024-25.

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 (Remote e-voting)	370	21,59,07,153	-
Total Votes received at the AGM through electronically (Instapoll)	3	600	-
Less :- Abstained from Voting	1	5	-
Less Voted by the members	-	-	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes	372	21,59,07,748	100.0000
Total Number of Votes against the resolution	10	114	0.0001
Total Number of Votes in favour of Resolution	362	21,59,07,634	99.9999

Based on the aforesaid results, Ordinary Resolution as contained in the Item No. 2 of the notice of Annual General Meeting has been passed as an Ordinary Resolution.

Item No. 3 - Special Resolution

To consider the re-appointment of Mr. Ramesh Kumar Dua, Chairman & Managing Director (DIN: 00157872) of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

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 (Remote e-voting)	370	21,59,07,153	-
Total Votes received at the AGM through electronically (Instapoll)	3	600	-
Less :- Abstained from Voting	3	38	-
Less Voted by the members	-	-	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes	375*	21,59,07,715	100.0000
Total Number of Votes against the resolution	43	5,98,833	0.2774
Total Number of Votes in favour of Resolution#	332	21,53,08,882	99.7226

*Note: Five (5) Shareholders have voted partially in favour and partially against the resolution.

Based on the aforesaid results, Special Resolution as contained in the Item No. 3 of the notice of Annual General Meeting has been passed as a Special Resolution.



Item No. 4 - Special Resolution

To consider the re-appointment of Mr. Mukand Lal Dua, Whole-time Director (DIN: 00157898) of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

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 (Remote e-voting)	370	21,59,07,153	-
Total Votes received at the AGM through electronically (Instapoll)	3	600	-
Less :- Abstained from Voting	3	38	-
Less Voted by the members	-	-	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes	375*	21,59,07,715	100.0000
Total Number of Votes against the resolution	32	1,17,861	0.0546
Total Number of Votes in favour of Resolution	343	21,57,89,854	99.9454

*Note: Five (5) Shareholders have voted partially in favour and partially against the resolution.

Based on the aforesaid results, Special Resolution as contained in the Item No. 4 of the notice of Annual General Meeting has been passed as a Special Resolution.

Item No. 5 – Ordinary Resolution

To appoint Chandrasekaran Associates, Company Secretaries in Practice as Secretarial Auditors for a term of up to 5 (Five) consecutive years and 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 (Remote e-voting)	370	21,59,07,153	-
Total Votes received at the AGM through electronically (Instapoll)	3	600	-
Less :- Abstained from Voting	3	872	-
Less Voted by the members	-	-	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes	370	21,59,06,881	100.0000
Total Number of Votes against the resolution	15	1,773	0.0008
Total Number of Votes in favour of Resolution	355	21,59,05,108	99.9992

Based on the aforesaid results, Ordinary Resolution as contained in the Item No. 5 of the notice of Annual General Meeting has been passed as an Ordinary Resolution.

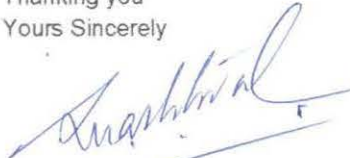


All the 5 (Five) resolutions stand passed under remote e-voting and Instapoll i.e. voting electronically during the AGM with the requisite majority and, hence, deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the registers received from the service provider in respect of the votes cast through remote e-voting and voting conducted at AGM by way of electronic means by the members of the Company and that there was no shareholder who opted for both the facilities.

All other relevant records relating to remote e-voting and voting by electronic means shall remain in the safe custody of the scrutinizer and will be handed over to the Company until the Chairman considers, approves and signs the Minutes. You may kindly declare the results accordingly.

Thanking you
Yours Sincerely


CS Baldev Singh Kashtwal
Practicing Company Secretary
Scrutinizer
C. P. No. 3169
ICSI – UDIN: F003616G001104751
Peer Review Certificate No.: 1205/2021
ICSI - FRN: I1999DE144000




Counter signed by
(Chairman of the Meeting)

Date : August 29, 2025
Place : Delhi