



1. Purpose of Scheme

The Scheme provides for amalgamation of Marvel Polymers Private Limited (Transferor Company No.1) and Relaxo Rubber Private Limited (Transferor Company No.2) with and into Relaxo Footwears Limited (Transferee Company) as a measure of consolidation of the group entities.

2. Brief details of the Companies involved

- **Marvel Polymers Pvt Ltd (Transferor Company No.1)** (CIN – U74899DL1990PTC041000)
 - The company was incorporated on the 26th day of July, 1990, and is a private company limited by shares. The capital structure of Transferor Company No.1 as on December 31, 2018 is reproduced below:

Particulars	Amount (in Rs.)
Authorized Share Capital	
25,000 Equity Shares of Rs.100/- each	25,00,000
Total	25,00,000
Issued, Subscribed and Paid-up Share Capital	
13,450 Equity Shares of Rs.100/- each	13,45,000
Total	13,45,000

- The Company owns land and building in Udyog Nagar, Delhi, which has been leased out to the Transferee Company for past 21 years. The lease agreements between the Transferor Company No. 1 and the Transferee Company have been renewed on a periodic basis.
- **Relaxo Rubber Private Limited (Transferor Company No.2)** (CIN – U25199DL1982PTC013445)



RELAXO FOOTWEARS LIMITED

Registered Office: Aggarwal City Square, Plot No. 10, Manglam Place,
District Centre, Sector-3, Rohini, Delhi-110085. Phones: 46800 600, 46800 700
Fax: 46800 692 E-mail: rfl@relaxofootwear.com
CIN L74899DL1984PLC019097





- The Company was incorporated on the 7th day of April, 1982, and is a private company limited by shares. The capital structure of Transferor Company No.1 as on December 31, 2018 is reproduced below:

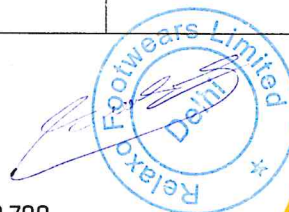
Particulars	Amount (in Rs.)
Authorized Share Capital	
50,000 Equity Shares of Rs.100/- each	50,00,000
Total	50,00,000
Issued, Subscribed and Paid-up Share Capital	
29,040 Equity Shares of Rs.100/- each	29,04,000
Total	29,04,000

- RRPL owns land and building in Bahadurgarh, district Jhajjar, which has been leased out to the Transferee Company for past 15 years. The lease agreements between the Transferor Company No. 2 and the Transferee Company have been renewed on a periodic basis.
- Relaxo Footwears Limited (Transferee Company) (CIN – U25199DL1982PTC013445)**
 - The company was incorporated on 13th day of September, 1984, and is a public company limited by shares. It is listed on the BSE and NSE.

Particulars	Amount (in Rs.)
Authorized Share Capital	
20,00,00,000 Equity Shares of Rs.1/- each	20,00,00,000
Total	20,00,00,000
Issued, Subscribed and Paid-up Share Capital	
12,04,32,420 Equity Shares of Rs.1/- each	12,04,32,420
Total	12,04,32,420

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- RFL is primarily involved in manufacture and trading in footwear of all kinds, forms, qualities, specifications and sizes and in particular in those made of rubber/ plastic/ leather/ cloth/ canvas or combinations thereof. It has state of the art manufacturing facilities in Haryana, Rajasthan and Uttarakhand.

3. Brief financial aspects

Brief financial parameters of the Transferor Companies and the Transferee Company as at March 31, 2018 have been outlined below:

	(Rs in Crores)		
	<u>Transferor</u> <u>Company No.1</u>	<u>Transferor</u> <u>Company No.2</u>	<u>Transferee</u> <u>Company</u>
Revenue	7.13	2,90	1964.44
Profit after tax	6.25	1.73	161.07

4. Share exchange ratio for the scheme

Upon the Scheme coming into effect, the Transferee Company shall issue and allot equity shares of Re. 1/- each, as fully paid-up at par to each shareholder of the Transferor Companies whose name is recorded in the register of shareholders of the Transferor Companies as on the Record Date in the following ratio:

In the ratio of 20,158 Equity Shares of Re. 1 each fully paid-up of the Transferee Company to be issued for every 100 Equity Shares of Rs. 100 each fully paid-up of the Transferor Company No. 1, held by the shareholder ("Share Exchange Ratio").

In the ratio of 3,124 Equity Shares of Re. 1 each fully paid-up of the Transferee Company to be issued for every 100 Equity Shares of Rs. 100 each fully paid-up of the Transferor Company No. 2, held by the shareholder ("Share Exchange Ratio").

If any of the shareholders of the Transferor Companies becomes entitled to receive fraction of such New Equity Share in the capital of the Transferee Company, then such fraction shall be ignored.



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