



## RELAXO FOOTWEARS LIMITED

### RESULT OF THE POSTAL BALLOT

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, consent of the shareholders was sought by postal ballot for the following resolutions as specified in the Notice of Postal Ballot dated 10<sup>th</sup> May, 2014 read with the Explanatory Statement attached thereto. The last date for receipt of the postal ballot form, duly completed, from the shareholders, was 30<sup>th</sup> July, 2014.

1. Resolution No. 1 – Special Resolution for approval of Employees Stock Plan-2014 pursuant to section 62(1)(b) of the Companies Act, 2013
2. Resolution No. 2 – Special Resolution for enhancement of borrowing limit from Rs. 250 Crore to Rs.500 Crore pursuant to section 180(1)(c) of the Companies Act, 2013
3. Resolution No. 3 – Special Resolution for creating mortgage / charge against the assets of the Company pursuant to section 180(1)(a) of the Companies Act, 2013.
4. Resolution No. 4 – Special Resolution for giving donation to bonafide charitable fund pursuant to the provisions of section 181 and other applicable provisions, if any, of the Companies Act, 2013.

The Company has appointed Mr. Baldev Singh Kashtwal, Practicing Company Secretary, (C. P. No. 3169) as the Scrutinizer for conducting the postal ballot in a fair and transparent manner. Mr. Baldev Singh Kashtwal has submitted his report dated 2<sup>nd</sup> August, 2014. The Chairman has accepted the said report of the Scrutinizer. The result of the postal ballot is as under:-

Resolution No. 1 – Special Resolution for approval of Employees Stock Plan-2014 pursuant to section 62(1)(b) of the Companies Act, 2013.

Particulars	Aggregate of physical ballot forms and electronic voting	No. of Equity Shares of Rs.1/- each (Votes)	% of Valid Votes Received
Total Valid Postal ballots / Votes Received	64	42881543	100.00%
Assented to the Resolution	56*	42881243	99.999%
Dissented to the Resolution	9*	300	0.001
Invalid Votes	0	0	0

- 1 (One) Member has voted partly for assent and partly for dissent.

Corporate Office : Aggarwal City Square, Plot No.-10, District Centre, Manglam Place, Sector-3, Rohini, Delhi-110085

Phones : 46800 500, 46800 600, 46800 700

E-mail : [rfl@relaxofootwear.com](mailto:rfl@relaxofootwear.com) Website : [www.relaxofootwear.com](http://www.relaxofootwear.com)





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Resolution No. 2 – Special Resolution for enhancement of borrowing limit from Rs. 250.00 Crore to Rs.500.00 Crore pursuant to section 180(1)© of the Companies Act, 2013.

Particulars	Aggregate of physical ballot forms and electronic voting	No. of Equity Shares of Rs.1/- each (Votes)	% of Valid Votes Received
Total Valid Postal ballots / Votes Received	64	42881543	100.00%
Assented to the Resolution	58*	42881508	99.999%
Dissented to the Resolution	7*	35	0.001
Invalid Votes	0	0	0

- 1 (One) Member has voted partly for assent and partly for dissent.

Resolution No. 3 – Special Resolution for creating mortgage / charge against the assets of the Company pursuant to section 180(1)(a) of the Companies Act, 2013.

Particulars	Aggregate of physical ballot forms and electronic voting	No. of Equity Shares of Rs.1/- each (Votes)	% of Valid Votes Received
Total Valid Postal ballots / Votes Received	64	42881543	100.00%
Assented to the Resolution	56	42881310	99.999%
Dissented to the Resolution	7	221	0.001
Invalid Votes	1	12	0

Resolution No. 4 – Special Resolution for giving donation to bonafide charitable fund pursuant to the provisions of section 181 and other applicable provisions, if any, of the Companies Act, 2013.

Particulars	Aggregate of physical ballot forms and electronic voting	No. of Equity Shares of Rs.1/- each (Votes)	% of Valid Votes Received
Total Valid Postal ballots / Votes Received	64	42881543	100.00%
Assented to the Resolution	55	42826222	99.871%
Dissented to the Resolution	9	55321	0.129 %
Invalid Votes	0	0	0





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In the light of the aforesaid voting, all the above four special resolution, as contained in the Postal Ballot Notice dated 10<sup>th</sup> May, 2014 are declared 'Passed' with the requisite majority.

  
**(RAMESH KUMAR DUA)**  
**CHAIRMAN**

Place: New Delhi  
Date: 5<sup>th</sup> August, 2014

