



RELAXO FOOTWEARS LIMITED

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT BY THE MEMBERS AND DECLARED ON MONDAY, THE 22ND DAY OF JUNE, 2015 AT CORPORATE OFFICE OF THE COMPANY AT AGGARWAL CITY SQUARE, PLOT NO. 10, MANGLAM PALACE, DISTRICT CENTER SECTOR-3, ROHINI, NEW DELHI-110 085.

“RESOLVED THAT in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time), the relevant provision of the Memorandum and Articles of Association of the Company and subject to such permissions, sanctions and approvals as may be required in this regard and subject to such terms and modifications as may be specified while granting such approvals, consent of the Members be and is hereby accorded to the Board for capitalization of such sum as may be decided by Board which is standing to the credit of the free reserves of the Company or any other permitted reserve / surplus, as may be considered necessary by the Board for the purpose of issue of Bonus Shares of Rs.1/- (Rupees One) each, credited as fully paid up shares to the holders of the existing equity shares of the Company, whose name appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on the record date (to be determined by the Board) for the purpose, in the proportion of 1 (One) equity share for every 1 (One) existing equity share held by the Members and that the Bonus Shares so issued shall for all purposes be treated as an increase in the paid up - capital of the company held by each such member and not an income.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments on issue of bonus shares as aforesaid, to the outstanding options granted to the employees of the Company under 'RFL Employee Stock Option 2014', of the Company where administered by the Company or through a Trust pursuant to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and/or Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereto from time to time, such that the exercise price for all outstanding options as on the 'record date' (as determined by the Board) (vested and unvested options, including lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of options which are available for grant and those

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already not exercised as on 'record date' (as determined by the Board) shall be appropriately adjusted."

"RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

"RESOLVED FURTHER THAT the letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued and despatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares in dematerialized form will be credited to the demat account of the allottees, who are holding the existing equity shares in electronic form and in case of Members who hold Equity Shares in physical form, the share certificates in respect of the Bonus shares shall be despatched, within such time as prescribed by law and the relevant authorities."

"RESOLVED FURTHER THAT the allotment of the new equity bonus shares to the extent that relate to non-resident members, if any, of the Company; shall be subject to such approval, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as amended from time to time or rules made thereunder, as may be deemed necessary."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take necessary steps for listing of such shares on Stock Exchanges where the securities of the Company are listed as per the provisions of listing agreements with the respective stock exchange and other applicable guidelines, rules and regulations."

"RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit."



For Relaxo Footwears Limited


Vikas Kumar Tak
Company Secretary