

BSE Ltd. Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001	National Stock Exchange of India Ltd Listing Department, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051
Scrip Code – 530517	Scrip Code – RELAXO

Sub: Notice of Postal Ballot through Electronic Voting

Dear Madam/Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby enclose herewith the Notice of Postal Ballot dated May 9, 2024 ('Notice'), along with the Explanatory Statement, for seeking approval of the Members of the Company on the following Resolutions:

S.N.	Description of Special Resolutions
1.	Adoption of amended Memorandum of Association of the Company
2.	Adoption of new set of Articles of Association of the Company
3.	Appointment of Mr. Yogesh Kapur (DIN: 00070038) as an Independent Director of the Company
4.	Appointment of Mr. Raj Kumar Jain (DIN: 01741527) as an Independent Director of the Company
5.	Appointment of Mr. Sushil Batra (DIN: 09351823) Continuing Chief Financial Officer, as an Executive Director of the Company
6.	Appointment of Ms. Richa Arora (DIN: 07144694) as an Independent Director of the Company

In terms of various circulars issued by Ministry of Corporate Affairs, the Notice is being sent by electronic mode to those members whose email addresses are registered with the Company / Depositories and whose names appeared in the Register of Members / list of beneficial owners maintained by the Company / Depositories as on Tuesday, May 14, 2024, i.e. the Cut-Off Date.

Physical copies of the Notice, Postal Ballot forms etc., is not being sent to members for this Postal Ballot. The assent or dissent on the above resolutions can be communicated by the members through remote e-voting process ('e-voting'), within the following period:

Remote E-Voting Details		
1	Date and time of commencement of Remote e-voting	9:00 a.m. (IST), Tuesday, May 21, 2024
2	Date and time of conclusion of Remote e-voting	5:00 p.m. (IST), Wednesday, June 19, 2024
3	Date of declaration of e-voting results	On or before Friday, June 21, 2024

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: rfi@relaxofootwear.com
CIN L74899DL1984PLC019097





The above information will also be available on the website of the company at <https://www.relaxofootwear.com/investor-relations> .

The same is for your information and records please.

Thanking You,

For **Relaxo Footwears Limited**,

Ankit Jain
Company Secretary & Compliance Officer

Encl. as stated above

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



www.relaxofootwear.com



RELAXO FOOTWEARS LIMITED

CIN : L74899DL1984PLC019097

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

Tel. No.: (011)-46800600, **Fax No.:** (011)-46800692,

E-mail: cs@relaxofootwear.com, **Website:** www.relaxofootwear.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions including any statutory modification / re-enactment etc. thereon]

E-VOTING STARTS ON	E-VOTING ENDS ON
Tuesday, May 21, 2024, at 9:00 a.m. (IST)	Wednesday, June 19, 2024, at 5:00 p.m. (IST)

Dear Member(s),

Notice is hereby given pursuant to Section 108 read with Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as **"the Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**"SS-2"**), in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**"MCA"**) for holding general meetings/ conducting postal ballot process through e-Voting vide General Circulars Nos. 14/2020 dated April 8, 2020, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (hereinafter collectively referred to as the **"MCA Circulars"**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI Listing Regulations"**) and all other applicable Laws and Regulations, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, to transact the special business as set out hereunder by passing Special Resolutions by way of postal ballot only, by voting through electronic means ('remote e-Voting'):

S.N.	Description of Special Resolutions
1.	Adoption of amended Memorandum of Association of the Company
2.	Adoption of new set of Articles of Association of the Company
3.	Appointment of Mr. Yogesh Kapur (DIN: 00070038) as an Independent Director of the Company
4.	Appointment of Mr. Raj Kumar Jain (DIN: 01741527) as an Independent Director of the Company
5.	Appointment of Mr. Sushil Batra (DIN: 09351823) Continuing Chief Financial Officer, as an Executive Director of the Company
6.	Appointment of Ms. Richa Arora (DIN: 07144694) as an Independent Director of the Company

An Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with the Postal Ballot Notice for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, Relaxo Footwears Limited (**"Company"**) is sending this Notice **ONLY** in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system.



In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Kfin Technologies Limited for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company.

In accordance with SS-2, issued by the Institute of Company Secretaries of India, if approved with requisite majority, the resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot or E-Voting i.e., June 19, 2024.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on June 19, 2024. The remote e-Voting facility will be disabled by Kfin Technologies Limited immediately thereafter.

The Board of Directors of the Company ("Board"), at its meeting held on May 9, 2024, has appointed Mr. Baldev Singh Kashtwal (FCS No.3616, C.P. No. 3169), a Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Scrutinizer, will submit his report to the Chairman or any other person authorised by Board. The result of postal ballot (including e-voting) shall be declared within 2 (two) working days i.e., by Friday, June 21, 2024 from the conclusion of the e-voting at the Company's Registered Office and communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents. The results will also be displayed at the Company's Registered Office and on the Company's website at www.relaxofootwear.com



SPECIAL BUSINESS:

Resolution No. 1 - ADOPTION OF AMENDED MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and re-enactment thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and subject to such other necessary statutory approvals and modifications if any, on the recommendation of Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to adopt amended Memorandum of Association (“MOA”) of the Company in place of the existing MOA with the following specific changes as provided below:

1. The existing ‘Clause III A’ containing the Main Objects be and is hereby stands deleted and replaced by new ‘Clause III A’ detailing the existing principal business activities of the Company.
2. The existing ‘Clause III B’ i.e., “Objects Incidental or Ancillary to the attainment of Main Objects” containing sub-clause no. 1 to 25 be and are hereby stands deleted and replaced by new ‘Clause III B’ i.e., “Matters which are necessary for furtherance of the Objects” specified in ‘Clause III A’ containing the sub-clause no. 1 to 59.
3. The existing ‘Clause III C’ containing the “Other Objects” sub clause No. 1 to 22 be and is hereby stands deleted in full.
4. The existing ‘Clause IV’ i.e., ‘The Liability of the members is limited’ be and is hereby stands deleted and replaced by new ‘Clause IV’ as under:
‘The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them’.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof and any person authorised by the Board in this behalf) be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board.”

Resolution No. 2 – ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provision of Section 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and subject to such other necessary statutory approvals and modifications if any, on the recommendation of Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to adopt new set of Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, (which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof and any person authorised by the Board in this behalf) be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board.”



Resolution No. 3 – APPOINTMENT OF MR. YOGESH KAPUR (DIN: 00070038) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 25 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval the Board of Directors, approval of the members of the Company be and is hereby accorded to appoint Mr. Yogesh Kapur (DIN:00070038), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent Director) of the Company with effect from April 1, 2024 who meets the criteria of Independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company for the first term of 5 (five) consecutive years from April 1, 2024 till March 31, 2029 (Both days inclusive) and that he shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including but not limited to the power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company “

Resolution No. 4 – APPOINTMENT OF MR. RAJ KUMAR JAIN (DIN: 01741527) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 25 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, approval of the members of the Company be and is hereby accorded to appoint Mr. Raj Kumar Jain (DIN:01741527), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent Director) of the Company, with effect from April 1, 2024 who meets the criteria of Independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company for the first term of 5 (five) consecutive years from April 1, 2024 till March 31, 2029 (Both days inclusive) and that he shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including but not limited to the power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company”

Resolution No. 5 – APPOINTMENT OF MR. SUSHIL BATRA (DIN: 09351823) CONTINUING CHIEF FINANCIAL OFFICER OF THE COMPANY AS AN EXECUTIVE DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 152, 160, 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], based on the recommendation of Nomination and remuneration Committee, Audit



Committee and approval of Board of Directors, approval of the members of the Company be and is hereby accorded to appoint Mr. Sushil Batra (DIN: 09351823) Continuing Chief Financial Officer (CFO) of the Company, who was appointed by the Board of Directors as an Additional Director (Executive Director) with effect from April 1, 2024, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, as a Whole Time Director of the Company designated as an Executive Director, liable to retire by rotation, for a period of 3 (three) consecutive years commencing from April 1, 2024 to March 31, 2027 (both days inclusive) on a monthly remuneration and such other allowances, perquisites, benefits, amenities as applicable to the Company's Executives in the similar grade and on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Postal Ballot Notice with liberty to the Board of Directors to alter and vary the terms and conditions/or remuneration subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT in the absence or inadequacy of the profits in any year, Mr. Sushil Batra shall be entitled to receive and be paid a minimum remuneration in that year by way of salary, allowances, perquisites and other benefits as stated in the Explanatory Statement hereto, subject to the ceiling as specified under Schedule V and any other provisions of the Act (including any statutory modifications and re-enactments thereof);

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper, expedient to give effect to this resolution."

Resolution No. 6 - APPOINTMENT OF MS. RICHA ARORA (DIN: 07144694) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 25 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") [including any statutory modification (s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, approval of the members of the Company be and is hereby accorded to appoint Ms. Richa Arora (DIN: 07144694), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent Director) of the Company with effect from May 9, 2024 who meets the criteria of Independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company for the first term of 5 (five) consecutive years from May 9, 2024 till May 8, 2029 (Both days inclusive) and that she shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including but not limited to the power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company.

By Order of the Board of Directors

For **Relaxo Footwears Limited**

Sd/-

Ankit Jain

Company Secretary & Compliance Officer

ICSI Membership No. FCS-8188

Address: Aggarwal City Square, Plot No.-10,

Manglam Place, District Centre,

Sector-3, Rohini, Delhi - 110085

Date: May 9, 2024

Place: Delhi



Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act along with details in terms of Regulation 36(3) of the SEBI Listing Regulations stating all material facts and the reasons/ rationale for the proposal is annexed herewith as Annexure -I.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s), as on May 14, 2024 (“the Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purpose only.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on May 14, 2024 will be considered for the purpose of e-voting.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. The detailed procedure with respect to remote e-voting is mentioned in note no. 14 of this Notice.
6. Once the vote on the resolution(s) is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on May 14, 2024, being the Cut-off Date fixed for the purpose.
7. **The remote e-voting shall commence on May 21, 2024, at 9:00 a.m. (IST) and shall end on June 19, 2024, at 5:00 p.m. (IST).**

During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by Kfin Technologies Limited for e-voting thereafter.

8. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Board after the completion of scrutiny of e-voting, and the result of the e-voting by Postal Ballot will be announced within 2 (Two) working days from the conclusion of e-voting i.e. by Friday, June 21, 2024 and will also be displayed at Company’s Registered office and on the Company website (www.relaxofootwear.com), on the website of Kfin Technologies Limited (www.kfintech.com) besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
9. The resolutions, if passed by the requisite majority shall be deemed to have been passed on June 19, 2024 i.e., the last date specified for e-voting.
10. Members may download the Notice from the website of the Company at <https://www.relaxofootwear.com/investor-relations> or from the website of NSDL at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
11. The vote in this Postal Ballot cannot be exercised through proxy. However, corporate and institutional Members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at cs@relaxofootwear.com with a copy marked to evoting@kfintech.com.
12. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to cs@relaxofootwear.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period May 21, 2024 to June 19, 2024.
13. The Scrutinizer’s decision on the validity of the vote shall be final and binding.
14. The procedure for the e-voting is as under:

a) The procedure and instructions for the remote e-voting facility for Individual shareholders holding securities in demat mode are provided as follows:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IdeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsd.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IdeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IdeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsd.com II. Select “Register Online for IdeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point 1. 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsd.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. Kfintech. V. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed with completing the required fields. II. Follow the steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat account number and PAN. III. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e. Kfintech where the e- Voting is in progress.

Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.
--	--

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

b) The procedure and instructions for remote e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode are provided as follows:

Members whose e-mail IDs are registered with the Company/ Depository Participants (s), will receive an e-mail from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e. User ID and password mentioned in the e-mail). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfin for e-voting, you can use your existing User ID and password for login.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters consisting of at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e. e-voting event number for Relaxo Footwears Ltd.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.



- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., to the Scrutinizer at e-mail id bskashwal@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVEN No."
- c) Member may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No. / DP ID - Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID - Client ID to 9212993399
 - ✓ Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 - ✓ Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 - ✓ Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID - Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID - Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- d) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being May 14, 2024. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
- e) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) for shareholders' and 'e-voting user manual for shareholders', available at the download section of Kfin's website for e-voting: <https://evoting.kfintech.com/public/Faq.aspx> and/or contact to Mr. Sankara Gokavarapu, Senior Manager - Corporate Registry, Unit: Relaxo Footwears Limited of Kfin Technologies Limited, Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@kfintech.com or contact no. 040 - 6716 2222 or call Kfin's toll free No. 1-800-3094-001 for any further clarifications. The members of the Company can also contact Mr. Ankit Jain, Company Secretary, Relaxo Footwears Limited, Aggarwal City Square, Plot No.10, Manglam Place, District Centre, Sector-3, Rohini, Delhi- 110085 at Contact No: 011 - 46800600 or may write an e-mail to cs@relaxofootwear.com.
- f) The Scrutinizer, after scrutinizing the voting through remote e-voting of the Postal Ballot, shall make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or any other person authorised by the Chairman. The Chairman or the authorized person shall declare the voting results, along with the consolidated scrutinizer's report within the timeframe prescribed under the Act and SEBI Listing Regulations. The voting results declared shall be available on the website of the Company www.relaxofootwear.com and on the website of Kfin at <https://evoting.kfintech.com> and shall also be displayed on the notice board at the registered office and corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges.



Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

Item No. 1:

The existing Memorandum of Association ('MOA') of the Company is based on erstwhile Companies Act, 1956. The alteration of MOA is necessary to align the existing MOA with Companies Act 2013 ('Act'). The object clause and the liability clause of the existing MOA needs to be re-aligned as per Table A of Schedule I of the new Act. Further, the revision in the main objects of the company will provide a detailed description of the company's business activities for enhanced clarity along with the flexibility to undertake any future business activity as mentioned in the objects.

The Board of Directors at its Meeting held on May 9, 2024 has approved the adoption of amended MOA of the Company, subject to approval of the members of the Company and other necessary approval in this regard.

A copy of the proposed set of new MOA would be available for public inspection at the registered office of the Company and on the Company's website for electronic inspection up to the last date of the Postal Ballot.

In terms of Section 4 and 13 and other applicable provisions of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required to approve the adoption of new set of MOA of the Company.

None of the Directors and / or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested (financially or otherwise), in the proposed resolution set out in item No. 1. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends passing of the Resolution set out in Item No. 1 of this Notice, for approval by the Members by way of Special Resolution.

Item No. 2:

The existing Articles of Association (AOA) of the Company are based on the provisions of the Companies Act, 1956 (the "erstwhile Act") and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "New Act").

In order to bring the existing AOA of the Company in line with the provisions of the New Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of AOA of the Company (New Articles) in substitution of and to the entire exclusion of the existing Article of Association of the Company.

The Board of Directors at its Meeting held on May 9, 2024 has approved the adoption of New Articles of the Company, subject to approval of the members of the Company and other necessary approval (if any) in this regard.

A copy of the proposed set of New AOA of the Company would be available for public inspection at the registered office of the Company and on the Company's website for electronic inspection up to the date of the Postal Ballot.

In terms of Section 14 and other applicable provisions of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required to approve the adoption of New AOA of the Company.

None of the Directors and / or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution set out in item No. 2. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends passing of the Resolution set out in Item No. 2 of the accompanying Postal Ballot Notice, for approval by the Members by way of Special Resolution.

Item No. 3:

Pursuant to section 161 of the Companies Act, 2013 ("Act") and other applicable provisions, the Board of Directors, at their meeting held on March 29, 2024, based on the recommendation of Nomination and Remuneration Committee and being eligible in terms of Nomination & Remuneration Policy of the Company, had appointed Mr. Yogesh Kapur (DIN: 00070038) as an Additional Director (in the capacity of Non-Executive Independent Director) of the Company, with effect from April 01, 2024 for a term of 5 (five) consecutive years i.e., up to March 31, 2029 (both days inclusive), subject to members approval through a Special Resolution.



The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”);
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Notice of interest in Form MBP-1, Pursuant to Section 184(1) of the Companies Act, 2013 and Rule 9(1) of the Appointment Rules;
- (iv) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations;
- (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority;
- (vi) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vii) A notice in writing by a member proposing his candidature under Section 160(1) of the Act;
- (viii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs; and
- (ix) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Relaxo Footwears Limited amounting to 10 (ten) percent or more of its gross turnover.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Yogesh Kapur.

In the opinion of the Board, Mr. Yogesh Kapur fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Kapur’s background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director of the Company.

The Board was satisfied that the appointment is justified due to the following reasons:

- Mr. Kapur’s financial acumen ensures independent, strategic oversight for the company.
- His investment banking experience offers critical insights for financial decision-making.
- Proven track record with government divestments underscores his regulatory expertise.
- His global perspective and regulatory knowledge promote informed, independent advice.
- Diverse board experience affirms his capacity for unbiased, comprehensive judgment.

The resolution seeks the approval of members for the appointment of Mr. Yogesh Kapur as a Non-Executive Independent Director of the Company from April 1, 2024 to March 31, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the SEBI Listing Regulations and SS-2 are provided in additional information section of this Postal Ballot Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 16 of the SEBI Listing Regulations, the approval of the members is sought for the appointment of Mr. Yogesh Kapur as a Non-Executive Independent Director of the Company, as a Special Resolution as set out above.

Except Mr. Kapur none of the Directors and / or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution set out in item No. 3. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends passing of the Resolution set out in Item No. 3 of the accompanying Postal Ballot Notice, for approval by the Members by way of Special Resolution.

Item No. 4:

Pursuant to section 161 of the Companies Act, 2013 (“Act”) and other applicable provisions, the Board of Directors at their meeting held on March 29, 2024, based on the recommendation of Nomination and Remuneration Committee and being eligible in terms of Nomination & Remuneration Policy of the Company, had appointed, Mr. Raj Kumar Jain (DIN: 01741527) as Additional Director (in the capacity of Non-Executive Independent Director) of the Company, with effect from April 1, 2024 for a term of 5 (five) consecutive years i.e. up to March 31, 2029 (both days inclusive), subject to members approval through a Special Resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”);
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Notice of interest in Form MBP-1, Pursuant to Section 184(1) of the Companies Act, 2013 and Rule 9(1) of the Appointment Rules;
- (iv) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations;
- (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority;
- (vi) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vii) A notice in writing by a member proposing his candidature under Section 160(1) of the Act;
- (viii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs; and
- (ix) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Relaxo Footwears Limited amounting to 10 (ten) percent or more of its gross turnover.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Raj Kumar Jain.

In the opinion of the Board, Mr. Raj Kumar Jain fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Jain’s background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director of the Company.

The Board was satisfied that the appointment is justified due to the following reasons:

- Mr. Jain’s executive leadership experience equips him for the autonomy and insights expected of an Independent Director.
- His engineering and MBA credentials bolster his analytical and strategic capabilities for Board deliberations.
- A proven track record in market innovation underscores his potential for independent strategic guidance.
- Commitment to governance standards reinforces his suitability for upholding independent oversight.
- Global experience offers a valuable, independent perspective on multinational engagements.

The resolution seeks the approval of members for the appointment of Mr. Raj Kumar Jain as a Non-Executive Independent Director of the Company from April 1, 2024 to March 31, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.



The profile and specific areas of expertise and other relevant information as required under the SEBI Listing Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 16 of the SEBI Listing Regulations, the approval of the members is sought for the appointment of Mr. Raj Kumar Jain as a Non-Executive Independent Director of the Company, as a Special Resolution as set out above.

Except Mr. Jain none of the Directors and / or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution set out in item No. 4. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends passing of the Resolution set out in Item No. 4 of the accompanying Notice, for approval by the Members by way of Special Resolution.

Item No. 5:

Based on the recommendation of the Nomination and Remuneration Committee (being eligible in terms of Nomination & Remuneration Policy of the Company) and Audit Committee, the Board of Directors of the Company in its meeting held on March 29, 2024, appointed Mr. Sushil Batra (DIN: 09351823), continuing Chief Financial Officer ('CFO') of the Company, as an Additional Director, under the Category of Executive Director of the Company w.e.f. April 1, 2024 subject to the approval of members of the Company, liable to retire by rotation, in terms of Section 149, 196 and 203 read with Schedule V of the Companies Act, 2013 ('the Act'), and Regulation 17 of the SEBI Listing Regulations, or any amendment thereto or modification thereof.

Mr. Sushil Batra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Sushil Batra as Executive Director of the Company, has been received. Mr. Sushil Batra has also confirmed that he is not debarred for holding office by virtue of any SEBI order or any other authority.

Mr. Sushil Batra, is a Fellow Chartered Accountant with over 33 years' experience in Finance, Taxation and Strategic Planning. He joined Relaxo as CFO of the Company w.e.f. July 30, 2007.

He has spent 17 years with the Company and has been instrumental in the growth of the Company in last decade. His contribution has been mainly in the Finance, Taxation and Strategic Planning of the Company which have grown substantially in last decade.

Considering the background and experience of Mr. Sushil Batra, the Board of Directors at its meeting held on March 29, 2024, based on the recommendation of Nomination and Remuneration Committee and Audit Committee and subject to the approval of members of the Company has appointed Mr. Sushil Batra as Executive Director of the Company liable to retire by rotation for period of 3 (three) consecutive years commencing from April 1, 2024 to March 31, 2027.

The terms and conditions of Mr. Batra's appointment as Executive Director and Chief Financial Officer are given herein below:-

1. **Tenure:** 3 (Three) years commencing from April 1, 2024 to March 31, 2027.
2. **Nature of Duties:** He shall devote his whole time and attention to the business of the Company and fulfill such duties as may be entrusted to him by the Managing Director and / or Board from time to time and shall exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Managing Director and / or Board in connection with and in the best interests of business of the Company.
3. **Basic Salary:** The overall compensation will be in the range of ₹65.00 to ₹85.00 Lacs per year including such annual/ special increments, if any, as may be decided by the Board or any Committee thereof, in their absolute discretion from time to time.
4. **House Rent Allowance:** 50% of Basic Salary.
5. **Special Allowance:** In the range of ₹45.00 to ₹60.00 Lacs per year may be determined by the Board or any Committee thereof for each year.
6. **Transport Allowance:** ₹19,200/- to ₹25,000/- per year.
7. **Education Allowance:** ₹2,400/- to ₹3,000/- per year.

8. **Medical Allowance:** ₹15,000/- to ₹18,000/- per year.
9. **Performance Incentive:** As may be determined by Board or any Committee thereof from time to time.
10. **Leave Travel Allowance & ESOP** in accordance with Rules of the Company.

Treatment of perquisite

In addition to the remuneration as detailed herein above he shall also be eligible for the following perquisites, treatment of which shall be evaluated as per Income Tax Act, 1961 and rules made thereunder, as applicable and in absence of any such provisions/ rules, perquisite shall be evaluated at actual cost to the Company:

- a) Contribution to Retirement funds, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service;
- c) Encashment of leave as per Rules of the Company; and
- d) Perquisites include use of Company's Car with driver, Medical Insurance, Group Personal Accidental coverage, Group Term Life Insurance and all other benefits as may be applicable to all employees of the Company from time to time and reimbursement of entertainment and all other expenses incurred by him for business of the Company as per the Company Rules.

No Sitting fee for attending the meetings of Board of Directors / Committee thereof shall be paid to him till the time he will function as an Executive Director & Chief Financial Officer of the Company.

Except Mr. Sushil Batra, none of the Directors and / or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution set out in item No. 5. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends the resolution set out at Item No. 5 of the Postal Ballot Notice for approval by the members as Special Resolution.

Item No. 6:

Pursuant to section 161 of the Companies Act, 2013 ("**Act**") and other applicable provisions, the Board of Directors at their meeting held on May 9, 2024, based on the recommendation of Nomination and Remuneration Committee and being eligible in terms of Nomination & Remuneration Policy of the Company, had appointed, Ms. Richa Arora (DIN: 07144694) as Additional Director (in the capacity of Non-Executive Independent Director) of the Company, with effect from May 9, 2024 for a term of 5 (five) consecutive years i.e. up to May 8, 2029 (both days inclusive), subject to members approval through a Special Resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules");
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Notice of interest in Form MBP-1, Pursuant to Section 184(1) of the Companies Act, 2013 and Rule 9(1) of the Appointment Rules;
- (iv) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations;
- (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority;
- (vi) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company;
- (vii) A notice in writing by a member proposing her candidature under Section 160(1) of the Act;



- (viii) Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs; and
- (ix) Confirmation that she had not been a partner of a firm that had transactions during the last three financial years with Relaxo Footwears Limited amounting to 10 (ten) percent or more of its gross turnover.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Ms. Richa Arora.

In the opinion of the Board, Ms. Richa Arora fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management. The Board noted that Ms. Arora's background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director of the Company.

The Board was satisfied that the appointment is justified due to the following reasons:

- Ms. Arora's extensive experience across ESG & sustainability, business strategy, marketing, and P&L management.
- She is a Chevening scholar from the London School of Economics and an MBA from IIM Ahmedabad.
- Leveraging her insights from leading marketing and business transformations, Ms. Arora is well-positioned to independently assess the company's strategic direction.
- The global perspective gained from her international roles empowers her to independently evaluate and navigate cross-border challenges, enriching the board's collective expertise.

The resolution seeks the approval of members for the appointment of Ms. Richa Arora as a Non-Executive Independent Director of the Company from May 9, 2024 to May 8, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the SEBI Listing Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 16 of the SEBI Listing Regulations, the approval of the members is sought for the appointment of Ms. Richa Arora as a Non-Executive Independent Director of the Company, as a Special Resolution as set out above.

Except Ms. Arora none of the Directors and / or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution set out in item No. 6. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends passing of the Resolution set out in Item No. 6 of the accompanying Notice, for approval by the Members by way of Special Resolution.

By Order of the Board of Directors

For **Relaxo Footwears Limited**

Sd/-

Ankit Jain

Company Secretary & Compliance Officer

ICSI Membership No. FCS-8188

Address: Aggarwal City Square, Plot No.-10,

Manglam Place, District Centre,

Sector-3, Rohini, Delhi - 110085

Date: May 9, 2024

Place: Delhi

'Annexure-I' to the Postal Ballot Notice

Information pursuant to Regulation 36(3) of SEBI Listing Regulations and the SS-2 issued by Institute of Company Secretaries of India ("ICSI") are given hereunder:

Name of Director(s)	Mr. Yogesh Kapur (DIN: 00070038) (Item No. 3)	Mr. Raj Kumar Jain (DIN: 01741527) (Item No. 4)	Mr. Sushil Batra (DIN: 09351823) (Item No. 5)	Mr. Richa Arora (DIN: 07144694) (Item No. 6)
Brief Resume of the Director & Qualification	He is a Fellow Chartered Accountant (FCA) with over 38 years' experience in financial services sectors.	He has done Engineering from Delhi College of Engineering and MBA from Kellogg School having vast experience in Sales, Marketing, and Supply Chain etc.	He is a Fellow Chartered Accountant (FCA) with over 33 years' experience in Finance, Taxation and Strategic Planning.	She is a Chevening scholar from the London School of Economics, an MBA from IIM Ahmedabad and experience across ESG & sustainability, business strategy, marketing, and P&L management.
Age	66 Years	65 Years	59 Years	60 Years
Experience and nature of his/her Expertise in Specific functional areas	Experience in Finance Accounts, Investment banking, strategic initiatives, M&A, reorganization, business/corporate restructuring and Wholesale banking etc.	Experience in Sales, Marketing, and Supply Chain etc.	Experience in Finance, Taxation and Strategic Planning etc.	Experience across ESG & sustainability, business strategy, marketing, and P&L management
Disclosure of relationship between Directors inter-se/ relationship with other Directors, Manager and other key managerial personnel of the Company	None	None	He is Chief Financial Officer of the Company.	None
Date of First Appointment on the Board	April 1, 2024	April 1, 2024	April 1, 2024	May 9, 2024
Name of entities in which persons hold Directorship of the Board	<ol style="list-style-type: none"> Rico Auto Industries Limited Greenlam Limited Arka Financial Holdings Private Limited Ask Automotive Limited HDFC Education and Development Services Private Limited ARKA Fincap Limited Kirloskar Oil Engines Limited Greenlam Industries Limited Polyplex Corporation Limited 	<ol style="list-style-type: none"> New Trends Commerce Private Limited Clicktech Retail Private Limited JK Agri Genetics Limited Hippostores Platforms Private Limited Hippostores Technology Private Limited SRF Limited Sabhyata Foundation 	Nil	<ol style="list-style-type: none"> Grihum Housing Finance Limited Morphosis Venture Capital Limited (UAE based company)

Name of Director(s)	Mr. Yogesh Kapur (DIN: 00070038) (Item No. 3)	Mr. Raj Kumar Jain (DIN: 01741527) (Item No. 4)	Mr. Sushil Batra (DIN: 09351823) (Item No. 5)	Mr. Richa Arora (DIN: 07144694) (Item No. 6)
Name of Listed entities in which persons also holds Directorship of the Board and the memberships of Committees of the Board along with listed entities from which the person has resigned in the past three years.	1. Rico Auto Industries Limited 2. Greenlam Limited 3. Greenlam Industries Limited 4. Kirloskar Oil Engines Limited 5. Polyplex Corporation Limited	1. JK Agri Genetics Limited 2. SRF Limited	None	1. Grihum Housing Finance Limited
Shareholding in the company including shareholding as a beneficial owner	Nil	Nil	70,000 equity shares	Nil
Terms and conditions of re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Refer to explanatory statement	Refer to explanatory statement	Refer to explanatory statement	Refer to explanatory statement
Number of meetings of the Board attended (01.04.2023 to 31.03.2024)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Chairman / member of Committees of other Boards	Kirloskar Oil Engines Limited 1. Chairman of Stakeholders Relationship Committee 2. Member of Audit Committee Greenlam Industries Limited 1. Chairman of Audit Committee 2. Member of Stakeholder Relationship Committee 3. Member of Risk Management Committee Arka Fincap Limited 1. Chairman of Audit Committee 2. Chairman of Stakeholder Relationship Committee 3. Member of CSR Committee	SRF Limited 1. Member of Audit Committee JK Agri Genetics Limited 1. Member of Audit Committee 2. Chairman of Stakeholder Relationship Committee 3. Chairman of Nomination & Remuneration Committee	None	Grihum Housing Finance Ltd 1. Chairperson of Stakeholders Relationship Committee 2. Chairperson of CSR Committee 3. Member of Review Committee 4. Member of IT Strategy Committee

Name of Director(s)	Mr. Yogesh Kapur (DIN: 00070038) (Item No. 3)	Mr. Raj Kumar Jain (DIN: 01741527) (Item No. 4)	Mr. Sushil Batra (DIN: 09351823) (Item No. 5)	Mr. Richa Arora (DIN: 07144694) (Item No. 6)
	Ask Automotive Limited 1. Member of Audit Committee 2. Chairman of Risk Management Committee 3. Member of Nomination & Remuneration Committee HDFC Education and Development Services Private Limited 1. Chairman of Audit Committee 2. Chairman of CSR Committee 3. Member of Nomination and Remuneration Committee			
Chairman / member of Committee of Relaxo Footwears Limited	1. Chairman of Audit Committee 2. Member of Nomination & Remuneration Committee 3. Member of CSR & ESG Committee 4. Member of Risk Management Committee	1. Member of Audit Committee 2. Member of Risk Management Committee	1. Member of Risk Management Committee	1. Member of Audit Committee 2. Member of Nomination & Remuneration Committee 3. Member of CSR & ESG Committee
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Finance, Risk, Strategic Planning & Management	Sales & Marketing, Supply Chain & Logistics	Finance, Account, Taxation and Strategic Planning	ESG & sustainability, business strategy, marketing, and P&L management