



May 29, 2019

BSE Ltd. Corporate Relationship Department 1st Floor New Trading Rotunda Building, P J Towers Dalal Street Fort, Mumbai – 400001	National Stock Exchange of India Ltd Listing Department, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051
Scrip Code – 530517	Scrip Code – RELAXO

Sub: Submission of Annual secretarial compliance report for the financial year ended March 31, 2019

Dear Sir,

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Annual Secretarial Compliance Report duly issued by Mr. Vivek Arora, Practising Company Secretary, for the financial year ended March 31, 2019.

The same is for your information and record.

Thanking You,

For Relaxo Footwears Limited,


Vikas Kumar Tak
Company Secretary

Encl. as 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: rfi@relaxofootwear.com
CIN L74899DL1984PLC019097



VIVEK ARORA

COMPANY SECRETARIES

Annual Secretarial compliance report

Name of the Company-Relaxo Footwears Limited, having its registered office at Aggarwal City Square, Plot No. 10, manglam Place, District Centre, Sector-3, Rohini, Delhi-110085, (CIN No-L74899DL19840198097) For the financial year ended **31st March, 2019**.

I **Vivek Arora**, a Practicing Company Secretary, Proprietor of Vivek Arora, Company Secretaries, have examined:

- a. all the documents and records made available to us and explanation provided by **Relaxo Footwears Limited (the listed entity,**
- b. the filings/ submissions made by the listed entity to the stock exchanges,
- c. website of the listed entity,
- d. any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended on **31st March, 2019** in respect of compliance with the provisions of:

- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



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COMPANY SECRETARIES

- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i. SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, and SEBI Circular No. CIR/CFD/CMD/15/2015

and based on the above examination, I/We hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, there are no deviations required to be reported or for which any observation was necessitated from the Compliance Officer.
- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- c. No actions has been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- d. There are no actions required to be taken/any observation required to be commented to comply with the observations made in previous reports as it is the first such report of the listed entity.

Place: New Delhi

Date: 29.05.2019



**For Vivek Arora
Company Secretaries**

**Vivek Arora
Proprietor
ACS No.: 12222
C P No.: 8255**