



**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL
FOR RELAXO FOOTWEARS LIMITED**

To,

The Chairman,

30th Annual General Meeting of Relaxo Footwears Limited
316-319, Allied House, Inderlok
Delh-110 035

**Sub: Passing of Resolution(s) through electronic AND poll conducted at
the 30th AGM of Relaxo Footwears Limited (The Company) held on
September 18, 2014**

The Board of the Company at its meeting held on August 9, 2014 had appointed me as Scrutinizer for the e-voting held between September 8, 2014 at 09:00 A. M. to September 10, 2014 at 6:00 P. M. and the Chairman of the 30th Annual General Meeting (AGM) has appointed me as the scrutinizer for the poll held at the 30th Annual General Meeting of the Company on the September 18, 2014.

The Company had appointed Karvy Computer Share Private Limited ("Karvy") as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Wednesday, September 8, 2014 at 09:00 A. M. to Friday, September 10, 2014 at 6:00 P. M. The e-voting results were unblocked by me on September 10, 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated September 12, 2014 attached herewith.

At the 30th Annual General Meeting of the Company held on September 18, 2014, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's report in form MGT 13 dated September 18, 2014.

The result of the E- voting together with that of the poll is as under:



Agenda Item No. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	% age	Nos.	% age	Nos	% age
Item No. 1 of the Notice (As an Ordinary Resolution)	E- Voting Poll	51232785	100.00	0	0.00	0	0.00
		16073	100.00	0	0.00	20	0.12
	TOTAL	51248858	100.00	0	0.00	20	0.12
Item No. 2 of the Notice (As an Ordinary Resolution)	E- Voting Poll	51232710	100.00	75	0.0	0	0.00
		16073	100.00	0	0.00	20	0.12
	TOTAL	51248783	100.00	75	0.00	20	0.12
Item No. 3 of the Notice (As an Ordinary Resolution)	E- Voting Poll	51232785	100.00	0	0.00	0	0.00
		16073	100.00	0	0.00	20	0.12
	TOTAL	51248858	100.00	0	0.00	20	0.12
Item No. 4 of the Notice (As an Ordinary Resolution)	E- Voting Poll	51232785	100.00	0	0.00	0	0
		16073	100.00	0	0.00	20	0.12
	TOTAL	51248858	100.00	0	0.00	20	0.12
Item No. 5 of the Notice (As an Ordinary Resolution)	E- Voting Poll	51232785	100.00	0	0.00	0	0
		16073	100.00	0	0.00	20	0.12
	TOTAL	51248858	100.00	0	0.00	20	0.12
Item No. 6 of the Notice (As an Ordinary Resolution)	E- Voting Poll	51232785	100.00	0	0.00	0	0
		16073	100.00	0	0.00	20	0.12
	TOTAL	51248858	100.00	0	0.00	20	0.12
Item No. 7 of the Notice (As an Ordinary Resolution)	E- Voting Poll	51232785	100.00	0	0.00	0	0.00
		16073	100.00	0	0.00	20	0.12
	TOTAL	51248858	100.00	0	0.00	20	0.12
Item No. 8 of the Notice (As an Ordinary Resolution)	E- Voting Poll	51232785	100.00	0	0.00	0	0
		16073	100.00	0	0.00	20	0.12
	TOTAL	51248858	100.00	0	0.00	20	0.12
Item No. 9 of the Notice (As a Special Resolution)	E- Voting Poll	51232700	100.00	85	0.00	0	0
		16073	100.00	0	0.00	20	0.12
	TOTAL	51248773	100.00	85	0.00	20	0.12
Item No. 10 of the Notice (As a Special Resolution)	E- Voting Poll	#8609425	100.00	85	0.00	0	0
		16073	100.00	0	0.00	20	0.12
	TOTAL	#8625498	100.00	85	0.00	20	0.12



Item No. 11 of the Notice (As a Special Resolution)	E- Voting Poll	#8609425 16073	100.00 100.00	85 0	0.00 0.00	0 20	0.00 0.12
	TOTAL	#8625498	100.00	85	0.00	20	0.12
Item No. 12 of the Notice (As a Special Resolution)	E- Voting Poll	#8609435 16073	100.00 100.00	75 0	0.00 0.00	0 20	0.00 0.12
	TOTAL	#8625508	100.00	75	0.00	20	0.12
Item No. 13 of the Notice (As a Special Resolution)	E- Voting Poll	#8609435 16073	100.00 100.00	75 0	0.00 0.00	0 20	0.00 0.12
	TOTAL	#8625508	100.00	75	0.00	20	0.12

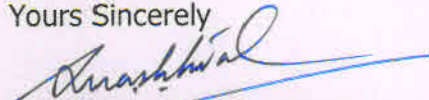
42623275 equity shares held by the promoters are not considered for the purpose of passing of special resolutions at Item No. 10, 11, 12 and 13 of the Notice

All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorised by you.

Thanking you

Yours Sincerely



BALDEV SINGH KASHTWAL

SCRUTINIZER

C. P. NO. 3169

PARTNER

RSM & CO.,

COMPANY SECRETARIES,

NEW DELHI



Date : 18.09.2014

Place : New Delhi

Signed by Shri Ramesh Kumar Dua
Chairman of the Meeting