




Compliance Report

It is hereby certified that the proposed Scheme of Amalgamation between Marvel Polymers Private Limited, Relaxo Rubber Private Limited and Relaxo Footwears Limited, does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI circular no CFD/DIL3/CIR/2017/21 dated March 10, 2017, including the following:

S. No.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of the SEBI circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditor's certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting


Vikas Kumar Tak
Company Secretary

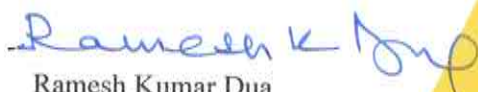

Ramesh Kumar Dua
Managing Director

Date: 8th June, 2017
Place: Delhi

Certified that the accounting treatment provided in the draft scheme of amalgamation involving Marvel Polymers Private Limited, Relaxo Rubber Private Limited and Relaxo Footwears Limited are in compliance with all the Accounting Standards applicable to a listed entity.


Sushil Batra
Chief Financial Officer




Ramesh Kumar Dua
Managing Director

Date: 8th June, 2017
Place: Delhi

RELAXO FOOTWEARS LIMITED

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