

Ref: NSE/LIST/39421

March 26, 2018

The Company Secretary
Relaxo Footwears Limited
Aggarwal City Square, Plot no 10,
Manglam Place, District centre,
Sector-3, Rohini,
Delhi 110085

Kind Attn.: Mr. Vikas Tak

Dear Sir,

Sub: Observation letter for Amalgamation between Marvel Polymers Pvt Ltd (MPPL), Relaxo Rubber Pvt Ltd (RRPL), Relaxo Footwears Limited and their respective shareholders and creditors

We are in receipt of the Amalgamation between Marvel Polymers Pvt Ltd (MPPL), Relaxo Rubber Pvt Ltd (RRPL), Relaxo Footwears Limited and their respective shareholders and creditors vide application dated February 27, 2018.

Based on our letter reference no Ref: NSE/LIST/15395 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated March 23, 2018, has given following comments:

- a. *The Company shall ensure that the Scheme of Arrangement submitted with NCLT for sanction, provides for voting by public shareholders through e-voting, after disclosure of all material facts in the explanatory statements sent to the shareholders in relation to the Scheme.*
- b. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, from the receipt of this letter is displayed on the website of the listed company.*
- c. *The Company shall duly comply with various provisions of the Circulars.*
- d. *The Company is advised that the observations of SEBI/ Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- e. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of Regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with NCLT.



However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from March 26, 2018, within which the scheme shall be submitted to NCLT.

Yours faithfully,
For **National Stock Exchange of India Limited**

Kautuk Upadhyay
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm