



RELAXO FOOTWEARS LIMITED

Registered Office: 316-319, Allied House, Inderlok, Delhi 110035 Phones: 46800500, 46800600, 46800700, Fax No: 46800692

CIN No: - L74899DL1984PLC019097

E-mail: rfl@relaxofootwear.com Website: www.relaxofootwear.com

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Sr. No.:

1. Name and registered address of the Sole/ First :
named shareholder

2. Name(s) of Joint shareholder(s) :

3. Registered Folio No. / DP Id No. / Client Id No.* :
(*applicable to investors holding
Shares in dematerialised form)

4. Number of shares held :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the notice dated 9th May, 2015 of the Company by sending my/our consent or dissent to the said resolution by placing tick (√) mark at the appropriate box below.

Sl.No	Brief particulars of the item	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Special Resolution for Approval of Bonus Shares in the ratio of one equity share for every one equity share held by the member by captilisation of free reserves or any other permitted reserve / surplus of the Company.		

Place:

Date:

Signature of the Equity Shareholder
(must be as per specimen signature registered with the Company/RTA/Depository)

Electronic Voting Particulars		
EVEN (E Voting Event Number)	User ID	Password

INSTRUCTIONS

1. A shareholder desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. However envelopes containing postal ballot, if sent by any other mode at the expense of the registered shareholder will also be accepted.
2. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding.
3. The self addressed envelope contains the address of the scrutinizer appointed by the Board of Directors.
4. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
5. Unsigned postal ballot or incomplete postal ballot forms will be rejected.
6. Duly signed Postal Ballot Form should reach the Scrutinizer not later than 1800 Hours (IST) on Saturday, 20th, June 2015. All postal ballot forms received after this date will be strictly treated as if reply from such shareholder has not been received.
7. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 6 above.
8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the cut-off date i.e. Friday, May 15, 2015.
9. In case of shares held by companies, trusts, societies etc. the duly filled in postal ballot form should be accompanied by a certified true copy of the appropriate Resolution.
10. In case of the postal ballot is signed by the holder of power of attorney reference to the power of attorney registration with the Company should be mentioned in the postal ballot form. In case a postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
11. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with (Management & Administration) Rules, 2014, the Company also offers e-voting option to all the members. For this purpose, the Company has engaged Karvy for facilitating e-voting and is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

PROCEDURE & INSTRUCTION FOR E-VOTING

The instructions for Members for e-voting are as under:

- a. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- b. Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User-ID	For members holding shares in Demat Form:- a) For NSDL:- 8 character DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits beneficiary ID For members holding shares in Physical Form:- • Even followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot form/ via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e. please enter the alphabets and the numbers in the exact way as they are displayed for security reasons.

- c. Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- d. Members can cast their vote online from **22nd May 2015 @ 9.00 AM to 20th June 2015 @ 6.00 P.M.**
- e. After entering these details appropriately, click on "LOGIN".
- f. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field.. Change the password with new password of your choice with 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. Kindly note that this password can be used by the Demat holders for voting for Resolution(s) of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile, email id etc. on 1st login.. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (i) You need to login again with the new credentials
 - (ii) Select "EVENT" i.e Relaxo Footwears Limited
 - (iii) Now you are ready for e-voting as Cast Vote page opens
 - (iv) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (v) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (vi) Once you have voted on the resolution, you will not be allowed to modify your vote
- e. On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ ABSTAIN'.
- f. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail bskashtwal@yahoo.co.in with a copy marked to evoting@karvy.com. The file scanned image of the Board Resolution/ Authority letter etc. should be in the naming format "Corporate Name_____" In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting@karvy.com or contact Karvy at the following Telephone No: 040-23420818.
- g. If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any Company, then your existing login id and password are to be used. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
13. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Ballot Form can obtain the Ballot Form from Registrar and Share Transfer Agent (R & T Agent), Karvy Computershare Pvt. Limited or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post at the address given at above.