August 31, 2026

BSE Limited **Corporate Relationship Department** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	**National Stock Exchange of India Limited** **Listing Department** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051
Scrip Code – 530517	**Symbol – RELAXO**

Sub: Annual Report for the financial year 2025-26 along with the notice convening the 42nd Annual General Meeting ('AGM') of Relaxo Footwears Limited ('the Company')

Dear Madam / Sir,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following documents:

1. Annual Report of the Company for the financial year 2025-26, which is also available on the Company's website at: https://relaxofootwear.com/pages/annual-reports

2. Notice convening the 42nd Annual General Meeting scheduled to be held on Thursday, September 24, 2026 at 10:30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), which is also available on the Company's website at: https://relaxofootwear.com/pages/downloads

The same is for your information and records, please.

Thanking You,

For **Relaxo Footwears Limited**

ANKIT JAIN

Digitally signed by ANKIT JAIN
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2.5.4.20=4cad0d6e8b5c6e72b7e843c72462fb559b037d4253f0e22
e381f589ec1aad647, postalCode=201301, street=Gautam Buddha
Nagar, pseudonym=c496d1ab-b803-48c0-ab22-4b2326e596a1,
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9ef13db6a605a4e3db875, o=Personal, cn=ANKIT JAIN
Date: 2026.08.31 13:52:46 +05'30'

Ankit Jain
Company Secretary & Compliance Officer

Encl.: as stated 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: rfl@relaxofootwear.com
CIN L74899DL1984PLC019097

COMMITTED TO PROVIDE
BEST-IN-CLASS FOOTWEAR

ANNUAL REPORT 2025-26

RELAXO FOOTWEARS LIMITED

COMMITMENT OF BEST IN CLASS

At Relaxo, we have established ourselves as a beacon in the footwear industry, fuelled by an unwavering commitment to quality, innovation and customer satisfaction. Our journey from humble beginnings to becoming one of India's largest and most trusted footwear manufacturer showcases resilience, evolution, and the relentless pursuit of excellence.

In a world of constant change, we forge ahead, adapting swiftly to emerging trends, introducing modern designs, and embracing the future. Our diverse portfolio, crafted with superior craftsmanship, state-of-the-art technology leading to maximum comfort, connects with consumers across generations, especially today's young and style-conscious individuals. As we look forward, our focus is clear: to create best-in-class footwear experiences that harmonize style with substance, tradition with innovation, and everyday wear with a profound impact.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Ramesh Kumar Dua	Chairman & Managing Director
Mukand Lal Dua	Whole time Director
Nikhil Dua	Whole time Director
Gaurav Kumaar Dua*	Co-Chief Executive Officer & Whole time Director
Sushil Batra	Executive Director
Rajeev Rupendra Bhadauria	Independent Director
Kuldip Singh Dhingra	Independent Director
Yogesh Kapur	Independent Director
Raj Kumar Jain	Independent Director
Richa Arora	Independent Director

**Redesignated as Co-Chief Executive Officer & Whole time Director w.e.f. April 1, 2026.*

CO-CHIEF EXECUTIVE OFFICER

Ritesh Dua (w.e.f. April 1, 2026)

CHIEF FINANCIAL OFFICER

Sushil Batra (till May 15, 2025)

Prince Jain (May 16, 2025 - March 11, 2026)

Amit Roy (Since April 1, 2026)

COMPANY SECRETARY & COMPLIANCE OFFICER

Ankit Jain

AUDITORS

Gupta & Dua
Chartered Accountants
415, Ansal Chambers-II6, Bhikaji
Cama Place New Delhi - 110066

SHARE TRANSFER AGENT

M/s KFin Technologies Limited
301, The Centrium, 3rd Floor, 57, Lal Bahadur
Shastri Road, Nav Pada, Kurla (West),
Mumbai, Maharashtra, 400070

BANKERS

State Bank of India
HDFC Bank
Kotak Mahindra Bank
Yes Bank
The Hongkong and Shanghai
Banking Corporation Ltd.

REGISTERED OFFICE

Aggarwal City Square,
Plot No. 10, Manglam Place,
District Centre, Sector 3,
Rohini, Delhi – 110085
CIN: L74899DL1984PLC019097

PLANTS

*RFL-I & II	326-327, MIE, Bahadurgarh, Haryana
RFL-III	A-1130 & 1130 (A), RIICO Industrial Area, Phase-III, Bhiwadi, Rajasthan
RFL-IV	30/3/2, Mooja Hasanpur, Tikri Border, Bahadurgarh, Haryana
RFL-V	83-92, SIDCUL Industrial Area BHEL, Haridwar, Uttarakhand
RFL-VI	342-343, Footwear Park, Industrial Estate, Sector 17, Bahadurgarh, Haryana
RFL-VII	328-329, MIE, Bahadurgarh, Haryana
RFL-VIII	37, Sector 4B, Bahadurgarh, Haryana
RFL-IX	Plot No. SP-6 & 7 Kaharani, Bhiwadi Extn., Rajasthan

**The plant is under reconstruction, and its activities have temporarily been shifted to alternative facility of the Company.*

CONTENTS

FROM THE MANAGING DIRECTOR'S DESK

Dear Stakeholders,

I hope this message finds you and your family in good health.

It is my privilege to present to you Relaxo Footwears Limited's Annual Report for the financial year 2025-26, a year marked by dynamic macroeconomic environment, subdued consumer demand, input costs volatility and regulatory transitions that demanded adaptability at every level.

While these factors influenced business sentiment across the industry, they reinforced the importance of staying focused on our fundamentals. The Company remained committed to strengthening its market presence, investing in its brands, enhancing operational capabilities and maintaining financial discipline to support sustainable long-term growth.

During the year, your Company achieved a revenue of Rs. 2,702.16 crore and profit of Rs.179.27 crore. While revenue was impacted by the subdued demand, our continued focus on cost management, business mix and operating efficiencies contributed to sustained profitability. Detailed information on the financial performance of the Company is provided in point no. 2 & 3 of the Board's Report. In line with our commitment to shareholders, your Board has recommended a final dividend @ 350% equivalent to Rs.3.50/- per equity share of Rs.1/- each fully paid up for FY26.

A key area of focus during the year was expanding our market reach and strengthening our distribution network. We continued to broaden our channel footprint by onboarding new distributors while reinforcing partnerships with existing channel partners. Our retailer engagement platform, 'Relaxo Parivaar' App, supported these efforts by enabling seamless communication, efficient execution, and improved service across our retail network.

The Company also achieved an important milestone with the successful pilot of a new Warehouse Management System (WMS). Traditionally, footwear is supplied to distributors in standard pack configurations. The new system enables to dispatch curated size assortments based on market requirements. This provides greater flexibility to our distributors and can help improve inventory management and product availability. This initiative marks a significant step towards building a more agile and responsive supply chain.

Understanding evolving consumer preferences remains core to our product development philosophy. Through continuous engagement with consumers, distributors and retailers, along with insights into emerging trends in colours, materials, design and comfort, the Company introduced over 250 new designs across categories during the year, further elevating our product portfolio and enhancing consumer choice.

Our brands continue to be an important pillar of our growth journey. During the year, we further enhanced the visibility of one of our brands, Flite, by welcoming acclaimed actress Sanya Malhotra as its brand ambassador and launching the impactful 'Sar Utha Kadam Badha' campaign. Brand visibility was further enhanced through increased engagement across digital platforms and regional influencers. As consumer preferences continue to evolve, the Company's focus remains on ensuring that its brands stay contemporary and relevant while preserving the trust and value they have built over the years.

Consumer shopping preferences continue to evolve, with growing demand for organised retail and digital commerce. While our extensive distribution network remains the foundation of our market reach, we continued to strengthen our omni-channel presence. During the year, we expanded our exclusive retail footprint by opening 35 stores in strategic locations while optimizing our portfolio through the closure of 33 underperforming stores, resulting in a network of 420 outlets as of March 31, 2026. We also continued to invest in enhancing our presence across e-commerce and quick-commerce platforms to better serve consumers and drive profitable growth.

We remained focused on enhancing our manufacturing and operational capabilities through investments in technology, automation and process improvement. Automatic cutting machines, advanced pattern-stitching machines, automation in upper manufacturing and HD printing technology helped improve productivity, consistency and product quality while reducing dependence on skilled labour availability. Alongside these initiatives, our focus on alternative materials, strategic sourcing, and process optimisation further improved operational efficiency and supported effective cost management. Technology continues to play an increasingly important role in shaping the way we operate, innovate and create value.

During the year, we strengthened technology-enabled manufacturing processes while enhancing our information security, data governance and technology resilience frameworks. Further, we initiated the adoption of emerging technologies, including Artificial Intelligence (AI) to support innovation, improve responsiveness to consumer preferences and build a more agile, future-ready organisation.

Our people remain central to our growth journey. During the year, we continued to strengthen our human resource capabilities through investments in talent development, employee engagement, digital HR solutions and capability enhancement initiatives, supporting a culture of continuous improvement and organisational effectiveness.

Our efforts in international markets continued to gain recognition during the year. Relaxo today has a presence in over 35 countries across six continents. The Company was conferred the Star Export House status by the Federation of Indian Export Organisations and was also, recognised for the 11th consecutive year as the No. 1 Exporter in the Non-Leather Footwear category by the Council for Leather Exports. These recognitions reinforce our commitment to expanding our global presence through quality and value-driven offerings.

We extend our heartfelt gratitude to our customers, business partners, Board of Directors, bankers, employees, and all other stakeholders for their continued trust and support. Your belief in the Company continues to inspire us as we move forward and build a brighter future together.

With Best Regards,

Ramesh Kumar Dua
Chairman & Managing Director

BEST IN PERFORMANCE

A journey that has moved upwards and touched many new milestones successfully year after year. This journey comprises a series of possibilities, overcoming challenges and achieving a collective brilliance. And yet, every success is still part of our learning curve.

1976

Launched Relaxo brand

Revenue: ₹ 0.12 Crore

1984

Relaxo Footwears Limited was incorporated

Revenue: ₹ 1.78 Crores

1995

IPO, to set up a plant in Haryana

Revenue: ₹ 38.17 Crores

2005-07

- Launched ‘Flite’ and ‘Sparx’ brands
- First COCO store launched
- Commenced Exports

Revenue: ₹ 235.93 Crores

2010

Renewable power capacity of 6.00MW

Revenue: ₹ 553.70 Crores

2012-15

Business Transformation Initiatives

- Signed top-notch celebrities as brand ambassadors
- Strengthened distribution and supply chain management
- Launched e-commerce platform
- Increased people engagement
- New product development & portfolio strategy

Revenue: ₹ 1,480.81 Crores

2017-18

- Corporate identity revamped
- Merger of 'RRPL' and 'MPPL' with the Company

Revenue: ₹ 1,948.57 Crores

2022-26

- Acquisition of 30 acres land in Bhiwadi for future expansion
- Manufacturing capacity soared to 10.5 lacs pair per day

Revenue: ₹ 2,702.16 Crores

BEST IN BRANDS

It's a matter of pride to be the largest footwear manufacturer in India. Relaxo has been helping India strive ahead, since the last five decades. Today it is ranked among the top 500 Most Valuable Companies, an achievement that is no less than an incredible feat.

Our brands offer an array of footwear at compelling prices for consumers seeking comfort, style and durability, placing them in a position of reckoning and winning trust of millions of customers worldwide.

RELAXO

When you think of trust and durability in the footwear space, one name stands out - Relaxo. With over four decades of winning hearts across age, gender, and economic class, Relaxo has become a true household icon in Indian footwear.

FLITE

When you are confident and feel stylish, you can achieve the unachievable. Flite, India's leading footwear brand and a popular choice among consumers, reflects the spirit and aspirations of today's youth. With a versatile range of fashionable and semi-formal slippers for everyday wear, Flite enables people to take on each day with style and confidence. With popular Actor Sanya Malhotra as its brand ambassador, Flite further strengthens its connect with the modern, confident, and fashion-forward consumer.

Bahamas

Bahamas are a colourful and cool range of slippers that exude the spirit of freedom, fun and modernity of youth. With Salman Khan being the face of the brand, Bahamas has become a go-to choice for young trendsetters who want to stand out and keep it cool.

Sparx is all about energy, attitude, and owning every moment. Built for go-getters and challengers, it inspires the youth to push limits and go beyond. With a bold range of sneakers, sports shoes, sandals, and slippers, Sparx empowers you to move with confidence and style.

Level up your style game with Boston, where sharp looks meet solid comfort. Designed for the modern gentleman who walks with confidence and makes a statement wherever he goes. Boston is all about finesse, fit and timeless charm.

Mary Jane is designed for women who want to stay ahead of the trends. With fashion-forward designs and exceptional comfort, it's perfect for the modern woman who moves gracefully and lives with flair.

Say goodbye to boring! Kids Fun adds vibrant color, joy, and endless energy to tiny feet. From everyday adventures to superhero dreams, our exciting collection in collaboration with Disney and Marvel brings kids' favorite characters to life. Designed to keep up with every hop, skip, and jump, it's the perfect choice for every little champ with big dreams.

The Schoolmate range blends everyday school discipline with the comfort and energy kids need. Designed for growing feet, it offers the perfect mix of support, grip, and ease - making it a trusted partner through classrooms, corridors, and playgrounds.

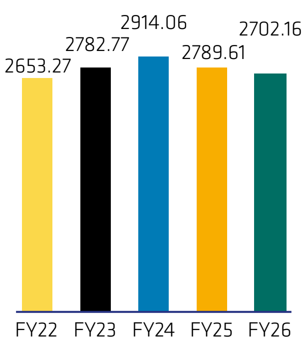
FINANCIAL HIGHLIGHTS

(₹ in Crore)

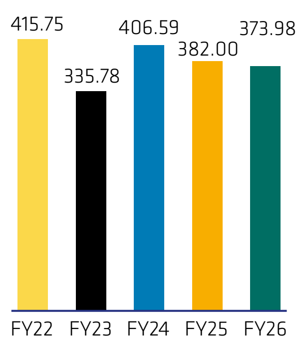
Particulars	FY 26	FY 25	FY 24	FY 23	FY 22
No. of Pairs sold (in Crore)	17.47	17.75	19.49	17.08	17.46
Revenue from Operations	2702.16	2789.61	2914.06	2782.77	2653.27
EBITDA	373.98	382.00	406.59	335.78	415.75
Finance Costs	21.52	20.66	18.69	19.24	15.33
Depreciation and Amortisation Expense	157.20	158.43	147.49	125.10	113.54
Tax Expense	62.19	59.54	68.80	55.54	77.92
Net Profit before OCI	179.27	170.33	200.47	154.47	232.68
Equity Share Capital	24.89	24.89	24.89	24.89	24.89
Net Worth	2206.36	2098.07	2001.11	1855.05	1760.12
Net Fixed Assets excluding ROU	1071.92	1026.63	1061.52	1043.60	946.91
Capital Employed	2227.45	2121.39	2043.39	1876.51	1799.97
Capital Expenditure *	139.38	61.64	231.80	174.35	145.87
Revenue Growth (%)	(3.13)	(4.27)	4.72	4.88	12.47
EBITDA (%)	13.84	13.69	13.95	12.07	15.67
Face Value per Share (in ₹)	1.00	1.00	1.00	1.00	1.00
EPS - Basic (in ₹)	7.20	6.84	8.05	6.21	9.36
EPS - Diluted (in ₹)	7.20	6.84	8.05	6.21	9.35
Dividend(%)	350	300	300	250	250
Book Value per share (in ₹)	88.63	84.28	80.39	74.52	70.71
ROCE(%)	12.09	12.03	14.69	12.47	19.20
Market Capitalisation (As on March 31)	5922.25	10130.56	20345.75	21183.43	26544.23

*Net of financial assistance

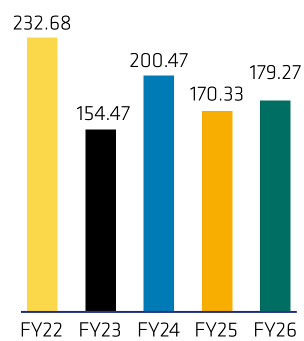
Revenue from Operations (₹ in Crore)



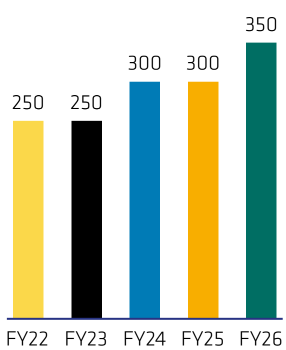
EBITDA (₹ in Crore)



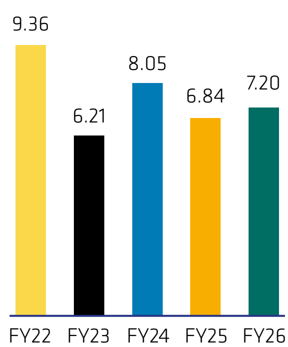
Net Profit (₹ in Crore)



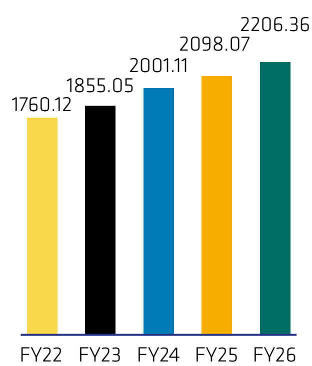
Dividend (%)



EPS - Basic (in ₹)



Net Worth (₹ in Crore)



Board's Report

Dear Members,

The Board of Directors ("Board") of your Company has pleasure in presenting 42nd Annual Report on the Company's business and operations together with the Audited Financial Statements for the Financial Year 2025-26:

1. Company Overview

Incorporated in 1984, Relaxo is the largest footwear manufacturer in India, serving the nation for more than five decades, and is today ranked among the top 1,000 Most Valuable Companies (as per market capitalization) with its shares listed at National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE").

Relaxo is synonymous with quality products at affordable prices, manufacturing slippers, sandals, sports and casual shoes at 9 State of the Art manufacturing facilities at Bahadurgarh (Haryana), Bhiwadi (Rajasthan) and Haridwar (Uttarakhand).

Your Company's most popular brands – Relaxo, Sparx, Flite & Bahamas are leaders in their space.

Having a PAN India distribution footprint, the Company also operates 420 Exclusive Brand Outlets ("EBOs"), with availability on all major e-commerce portals as well.

2. Financial Highlights

In compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has prepared its financial statements as per the Indian Accounting Standards (Ind AS) for the Financial Year 2025-26. The financial highlights of the Company's operations are as follows:

(₹ in Crores)

Particulars	2025-26	2024-25
Revenue from Operations	2,702.16	2,789.61
EBITDA	373.98	382.00
Other Income	46.20	26.96
Less: Finance Costs	21.52	20.66
Less: Depreciation and Amortization Expense	157.20	158.43
Profit before Tax	**241.46**	**229.87**
Less: Tax Expense	62.19	59.54
Profit after Tax	**179.27**	**170.33**
Balance brought forward from Previous year	114.53	93.88
Amount available for Appropriation	293.80	264.21
Appropriation:		
• Final Dividend	74.68	74.68
• Transfer to General Reserve	75.00	75.00
Balance carried to Balance Sheet	144.12	114.53
EPS-Basic (in ₹)	7.20	6.84
EPS-Diluted (in ₹)	7.20	6.84

3. Business Performance

a) Financial

The key highlights of the Company's financial performance during the Financial Year 2025-26 are given below:

- Revenue from operations is ₹2,702.16 Crores as compared to ₹2,789.61 Crores in the last Financial Year.
- EBITDA is at ₹373.98 Crores as compared to ₹382.00 Crores in last Financial Year.
- Net profit is at ₹179.27 Crores as compared to ₹170.33 Crores in the last Financial Year.

FY26 highlighted the strength of Relaxo's business model and execution capabilities. While demand conditions remained challenging during the first half of the year, the Company successfully managed the operating environment through focused market initiatives, enhanced channel engagement, and prudent cost management. The strong momentum witnessed in the fourth quarter provides a solid foundation for the future and strengthens our conviction in delivering consistent growth, improving profitability, and long-term shareholder value creation.

b) Non-Financials

The global business environment during the year continued to be influenced by geopolitical uncertainties, volatile raw material prices, supply chain challenges and changing consumer preferences. Despite these headwinds, your Company remained resilient, adapting swiftly to market dynamics while continuing to make steady progress towards its long-term strategic goals.

Sales

We continued to strengthen our sales capabilities by expanding our distribution network, improving inventory management and enhancing engagement with distributors and retailers. These initiatives have improved product availability, increased operational efficiency and enabled the Company to respond more effectively to changing market dynamics.

During the financial year 2025–26, your Company undertook several sales transformation initiatives to strengthen its market position through better channel engagement, efficient distribution and consistent execution across the network. In addition, the Company expanded its distribution network by onboarding new distributors during the year. This expansion reflects the Company's continued focus on deepening market penetration and improving reach across geographies. In parallel, the Company continued to work on reinforcing financial discipline and improving working capital efficiency.

A key highlight of the year was the successful pilot of new Warehouse Management System (WMS), enhancing the Company's distribution capabilities and supply chain agility. The new system enables the dispatch of curated size assortments to distributors, moving away from conventional standard pack configurations. This initiative provides channel partners with greater ordering flexibility, supports more efficient inventory management and contributes to improved product availability across markets.

Further, the Company continued to stabilize and improve distributor and retailer engagement through initiatives like the Relaxo Parivaar App, which aims to enhance connectivity and strengthen its on-ground execution and visibility.

Marketing

Strategic investments in brand building, consumer engagement and product innovation, supported by stronger trade and digital initiatives, enhanced brand visibility and reinforced the Company's leadership in the market.

During the financial year 2025–26, your Company continued to strengthen its market position through a focused approach towards brand building, product innovation and deeper retail engagement.

As part of its efforts to enhance consumer connect and build a contemporary, relatable brand narrative, the Company strategically onboarded actress Sanya Malhotra as the brand ambassador for Flite and launched the 'Sar Utha Kadam Badha' campaign. Rooted in Flite's positioning as a fashion footwear brand that supports people at every stage of life, the campaign inspires consumers to move ahead with confidence and style in every step. Further strengthening its consumer proposition, the Company expanded its product portfolio with over 250 trend-forward designs across categories, aligned with evolving consumer preferences and supported by differentiated, story-led product propositions.

On the trade engagement front, the Company strengthened its presence in the General Trade channel and at Multi-Brand Outlets (MBO) through the execution of over 100 retailer meets across key markets. These initiatives facilitated deeper engagement with channel partners, strengthened business relationships and provided valuable market insights. The Company further enhanced brand visibility at the Point of Sale through the rollout of high-impact visual merchandising initiatives, including festive-themed in-store branding and 'Impact Displays' across leading outlets on a pan-India basis.

The Company also expanded its brand outreach beyond India through its participation in one of the popular walkathons in Dubai, engaging with over 30,000 participants on-ground. The activation was further amplified through influencer-led content and digital engagement, generating more than 2 million views on Instagram.

With a strategic focus on digital as a key growth lever, your Company strengthened its consumer engagement through collaborations with digital and regional influencers, delivering aspirational and culturally relevant content.

Retail

Customer-centric initiatives across store expansion, product assortment, consumer engagement and workforce capability strengthened the Company's retail presence. These efforts enhanced the shopping experience, improved customer satisfaction and supported sustainable retail growth.

Keeping the customer at the centre of all decisions, the Company continues to strengthen its retail business through focused interventions across key strategic levers, including product assortment, consumer engagement, customer experience, and capability building.

During the year, your Company opened 35 new stores in strategic locations while optimizing our portfolio through the closure of 33 underperforming stores, resulting in a network of 420 outlets as of March 31, 2026. Efforts were directed towards ensuring the right product assortment, price points, and availability across stores to cater to diverse consumer needs and maximise conversion opportunities

To further enhance consumer engagement and drive footfalls, your Company launched targeted customer-centric initiatives throughout the year. These included exclusive festive offers for retail consumers and a strategic partnership with one of the leading online travel platforms under the 'Buy & Fly' campaign, which provided customers with exciting travel-related rewards and strengthened brand engagement during the winter season.

Your Company worked towards offering the right product collection, price & availability to ensure that every customer walks out with a product. It also prioritized customer engagement through CRM campaigns, personalised promotions and social media initiatives, driving up the repeat purchase rate and new customer acquisition.

Besides, your Company enhanced its Learning Management System for store teams by introducing gamified learning modules, making training more interactive, engaging, and user-friendly. This approach encouraged greater participation, improved knowledge retention and enabled store associates to build their product and service expertise more effectively. As a result, teams were better equipped to provide informed guidance, deliver a more personalised shopping experience and serve customers with greater confidence and efficiency, ultimately enhancing overall customer satisfaction.

E-Com & Modern Trade

The Company expanded its presence across e-commerce, quick commerce and modern trade channels by strengthening platform partnerships and enhancing fulfilment capabilities. These initiatives improved online reach, increased operational agility and positioned the business to capitalise on the rapidly evolving digital retail ecosystem.

During the financial year 2025–26, the Company delivered a strong all-round performance, supported by sustained demand and effective execution across its business operations. The momentum strengthened as the year progressed, reflecting the impact of strategic initiatives and continued market relevance. This performance was accompanied by an improvement in profitability, driven by disciplined cost management, a favourable business mix, and enhanced operating efficiencies, reinforcing the Company's focus on sustainable growth.

The Company also strengthened its strategic positioning by scaling its presence in the fast-growing quick commerce segment through direct partnerships with leading platforms achieving over 5% category share across key platforms. Additionally, it expanded its channel reach through the activation of direct 3P operations with one of the e-commerce platform thereby driving higher online penetration for key open footwear brands. Focused efforts on product portfolio expansion, guided by consumer and marketplace insights, along with enhancements in supply chain infrastructure, have further reinforced the foundation for sustained growth, improved speed, and greater fulfilment efficiency in the coming year.

International Business

With a presence in over 35 countries across six continents, your Company has established a strong global footprint, reflecting its ability to successfully serve diverse international markets. Backed by a diversified product portfolio, strong distributor relationships and a focus on operational excellence, the Company continued to strengthen its position across global markets.

Your Company continuess to strengthen its position as a leading player in the global footwear industry. With a presence in over 35 countries across six continents, its international footprint reflects the Company's ability to effectively penetrate and succeed in diverse markets worldwide.

The diversified product portfolio—defined by superior quality, durability, and exceptional value has established the Company's reputation as a premier global brand. During the year, your Company focused on deepening brand equity in established territories while successfully executing strategic entries into high-potential emerging markets, most notably across the African continent.

In recognition of operational excellence, your Company was conferred with the Star Export House status by the Federation of Indian Export

Organisations (under the Ministry of Commerce and Industry). This prestigious accreditation provides a significant competitive edge by streamlining the Company's global supply chain through priority customs clearance and self-certification privileges. This accolade underscores the Company's unwavering pursuit of excellence, customer satisfaction, and long-term value creation as the Company continues to scale its global operations through innovation and agility.

Procurement

We have strengthened supplier partnerships, diversified sourcing options and leveraged digital procurement tools to improve continuity, mitigate supply risks and enhance long-term competitiveness.

During the financial year 2025–26, your Company made significant efforts to optimize costs by identifying alternative sources and materials while implementing diverse procurement strategies. These initiatives yielded substantial savings and helped the Company remain cost-competitive. Despite abnormal price hikes caused by the West Asia conflict toward the end of the fiscal year, proactive procurement strategies allowed the Company to maintain stable raw material pricing. Additionally, the Company utilized procurement tool for reverse auction to secure more competitive market rates, ensuring the Company's long-term sustainability.

Product Development

Innovation remained at the core of the Company's product development strategy, driven by a strong focus on consumer insights, fashion trend research and continuous design innovation. The Company's R&D capabilities enabled the development of differentiated products that aligned with evolving consumer preferences while strengthening its competitive position in the market.

Innovation and consumer-centric product development remained at the core of the Company's growth strategy during the year. The Company's Research & Development (R&D) team played a pivotal role in driving product innovation by continuously studying evolving consumer preferences, analysing emerging fashion and lifestyle trends, and exploring new materials, designs and technologies. These insights were complemented by extensive distributor interactions, retail feedback and on-ground market immersion, enabling the Company to identify changing market needs and translate them into relevant product offerings.

A key highlight of the year was the robust pipeline of new product development across brands, with insights carefully aligned to global fashion trends to ensure both local relevance and international appeal. The resulting portfolio featured trend-forward products with a strong focus on contemporary colour directions, innovative materials, enhanced comfort and modern design aesthetics. These differentiated offerings across multiple categories further reinforced the Company's position as an innovation-driven, consumer-centric organisation.

Manufacturing and Quality

The Company continued to strengthen its manufacturing capabilities through automation, quality enhancement and operational excellence initiatives. These investments improved productivity, ensured consistent product quality, reduced process inefficiencies and reinforced the Company's commitment to sustainable manufacturing.

During the financial year 2025–26, your Company strengthened its manufacturing capabilities through automation and quality enhancement initiatives. The introduction of automatic cutting machines and pattern stitching-cum-upper knitting machines improved productivity, precision, production consistency and product quality, while reducing rejection levels and enhancing operational efficiency.

The Company further reinforced its commitment to quality, environmental stewardship, occupational health & safety and information security by obtaining the following internationally recognised certifications:

- ISO 9001:2015 – Quality Management System
- ISO 14001:2015 – Environmental Management System
- ISO 45001:2018 – Occupational Health and Safety Management System
- ISO 27001:2022 – Information Security Management System

These certifications reflect the Company's commitment to operational excellence, responsible manufacturing and adherence to globally recognised management standards.

Information Technology

The Company continued to strengthen its technology capabilities through investments in digital transformation, cybersecurity, data governance and business continuity. As part of its digital transformation journey, the Company is actively integrating Artificial Intelligence (AI) into its business processes and technology ecosystem, laying the foundation for smarter operations, enhanced productivity and accelerated innovation in the years ahead.

During the financial year 2025–26, your Company continued to strengthen its digital capabilities by progressively IT-enabling manufacturing and business processes, improving productivity, operational efficiency and process reliability.

The Company further enhanced its cybersecurity and data governance framework by collaborating with leading industry experts, completing the scoping phase of a comprehensive Data Privacy Assessment and initiating the development of a structured Data Privacy framework. Vulnerability Assessment and Attack Simulation (VAAS) exercises were also conducted to strengthen cyber resilience and safeguard critical business information.

The Company continued to ensure high availability of its critical IT infrastructure through real-time recovery capabilities for SAP and email systems, reinforcing business continuity and operational resilience. It also commenced the adoption of Artificial Intelligence (AI) across key business functions and will continue to expand AI-led capabilities to drive automation, smarter decision-making and operational excellence in the years ahead.

Human Resource

Our people strategy remained focused on building a future-ready, high-performance organisation through talent development, digital transformation, employee engagement and progressive people practices. These initiatives strengthened organisational capability while supporting sustainable business growth.

During the year, your Company continued to strengthen its human resource capabilities with a focused approach towards building a high-performance and future-ready organisation. The Company remained committed to attracting, developing, and retaining talent while aligning people's practices with evolving business needs.

A key focus area during the year was ensuring alignment with the evolving regulatory landscape, including preparedness for the implementation of the new labour codes. The Company undertook necessary policy reviews, process alignments, and system readiness initiatives to ensure a smooth transition and compliance. Benefits under applicable labour welfare schemes were also secured and extended to the workforce.

Learning and development initiatives continued with a focus on digital learning and targeted capability building, including Lean Manufacturing programmes for plant leadership teams. Employee engagement and communication were strengthened, and the Rewards and Recognition framework was enhanced to reinforce performance-driven behaviours.

The Company continued its journey of process transformation through technology-enabled solutions. The implementation of the new Human Resource Management System (HRMS) progressed further during the year, enhancing operational efficiency, data-driven decision-making, and overall employee experience.

The Company also continued to strengthen its employer brand through active engagement on professional network platforms, enabling it to attract quality talent.

Finance, Accounts & Compliance

The Company continued to maintain a strong financial governance framework through prudent financial management, robust internal controls and strict adherence to applicable statutory and regulatory requirements. Transparent financial reporting, effective treasury management and a compliance-driven approach supported the Company's operational resilience and reinforced stakeholder confidence.

During the year, the Company maintained sound financial discipline by adopting prudent accounting practices, effective treasury management and a robust internal financial control framework. The financial statements were prepared in accordance with the applicable Indian Accounting Standards (Ind AS) and statutory requirements, ensuring transparency, accuracy and reliability in financial reporting. The Company continued to comply with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations. Regular internal audits, statutory audits and oversight by the Audit Committee strengthened the Company's governance framework, while timely statutory filings and compliance monitoring ensured adherence to all regulatory obligations. The Company remains committed to maintaining the highest standards of financial integrity, accountability and corporate governance in the interests of all stakeholders.

Sustainability

Sustainability remains an integral part of the Company's long-term growth strategy, with a continued focus on responsible business practices, environmental stewardship, social responsibility and strong governance. These initiatives strengthen stakeholder trust, enhance business resilience and support sustainable value creation.

During the financial year 2025–26, your Company continued to integrate sustainability principles across its business operations, guided by a commitment to responsible growth and long-term value creation. The Company strengthened its ESG framework through responsible business practices, robust governance, environmental stewardship and initiatives focused on employee well-being, customers, business partners and the communities it serves. Regular stakeholder engagement and materiality assessments helped identify key sustainability priorities and integrate them into the Company's business strategy. The Company remains committed to continuously enhancing its sustainability performance while creating enduring value for all stakeholders. Further details on the Company's sustainability initiatives are provided in the Business Responsibility and Sustainability Report (BRSR), which forms part of this Annual Report.

4. Management Discussion and Analysis Report

Pursuant to Regulation 34(2)(e) of the Listing Regulations, a detailed Management Discussion and Analysis Report for the Financial Year under review is presented in a separate section, forming part of the Annual Report.

The state of the affairs of the business along with the financial and operational developments has been discussed in detail in the Management Discussion and Analysis Report.

5. Dividend

In line with the Dividend Distribution Policy of the Company, the Board of Directors in its meeting held on May 28, 2026 has recommended a final dividend @350% equivalent to ₹3.50/- (Rupees Three and Fifty Paisa only) per equity share of ₹1/- (Rupee One Only) each for the Financial Year 2025-26 payable to those members whose names appear in the Register of members / list of beneficiaries as on September 18, 2026, i.e. the Record Date. The total final dividend payout will amount to ₹87.13 Crores (Rupees Eighty-Seven Crores and Thirteen Lac only). The payment of final dividend is subject to the approval of members in the Company's ensuing Annual General Meeting ("AGM").

Pursuant to the Finance Act, 2020 read with the Income Tax Act, 2025, the dividend paid or distributed by a Company shall be taxable in the hands of the shareholders w.e.f. April 1, 2020. Accordingly, in compliance with the said provisions, your Company shall make the payment of dividends after deduction of tax at source at the prescribed rates. For the prescribed rates of various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereto.

6. Dividend Distribution Policy

As per Regulation 43A of the Listing Regulations, top 1000 listed companies based on market capitalization are required to formulate a Dividend Distribution Policy. Accordingly, your Company had formulated the Dividend Distribution Policy, which sets out the parameters and circumstances to be considered by the Board in determining the distribution of dividend to its shareholders and/ or retaining profits earned by the Company.

The Dividend Distribution Policy is available on the website of the Company at the link https://cdn.shopify.com/s/files/1/0673/0003/2740/files/dividend-distribution-policy-1708068799.pdf?v=1725434535

7. Transfer to Reserves

Your Company has transferred ₹75 Crores (Rupees Seventy-Five Crores Only) to the general reserve from the net profits of the Company. An amount of ₹144.12 Crores (Rupees One Hundred Forty-Four Crores and Twelve Lac only) is proposed to be retained in the Statement of Profit & Loss of the Company.

8. Public Deposits

Your Company has not invited or accepted any deposits within the meaning of Section 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 from public during the year under review. Therefore, no amount of principal or interest was outstanding, as on the balance sheet closure date.

Further, no amount remained unpaid/ unclaimed at the end of the year nor there has been any default in repayment of the deposits or payment of interest thereon.

Disclosure of details of the deposits which are not in compliance with the requirements of Chapter V of the Act is Not Applicable.

9. Compliance with Secretarial Standards

During the year under review, the Directors state that applicable Secretarial Standards issued by The Institute of Company Secretaries of India ("ICSI") and notified by the Ministry of Corporate Affairs, i.e., Secretarial Standard-1 ("SS-1") and Secretarial Standard-2 ("SS-2"), relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied with by the Company.

10. Subsidiary/ Joint Venture/ Associate Company

Your Company does not have any subsidiary, joint venture or associate company, as at the end of the financial year under review. Further, during the year, no Company became or ceased to be Subsidiary, Joint Venture or Associate Company of the Company.

Further, the Board of Directors, at its meeting held on May 28, 2026, approved a proposal to invest up to ₹2.50 crores (Rupees Two crores fifty lakhs only) by way of subscription of equity shares representing approximately 26% of the equity share capital carrying voting rights in a Special Purpose Vehicle (SPV) incorporated by CleanMax Enviro Energy Solutions Limited and/or its affiliates.

Subsequently, pursuant to a Certificate of Incorporation dated June 13, 2026, issued by the Ministry of Corporate Affairs, the said SPV has been incorporated under the name Clean Max MUOI Private Limited.

The investment is for the development of a group captive solar power project under the Electricity Act, 2003, intended to cater to the Company's manufacturing facilities across Haryana.

11. Changes in the nature of Business

There was no change in the nature of business of the Company during the Financial year under review.

12. Share Capital

Authorised Share Capital:
The authorized share capital of your Company as on March 31, 2026 stood at ₹51,00,00,000/- (Rupees Fifty-One Crores Only) divided into 51,00,00,000 (Fifty-One Crores) Equity Shares of ₹1/- (Rupee One Only) each.

Issued, Subscribed and Paid-up Share Capital:
As on March 31, 2026, the issued, subscribed and paid-up share capital of the Company was ₹24,89,38,586/- (Rupees Twenty-Four Crores Eighty-Nine Lacs Thirty-Eight Thousand Five Hundred and Eighty-Six Only) divided into 24,89,38,586 (Twenty-Four Crores Eighty Nine-Lacs Thirty-Eight Thousand Five Hundred and Eighty Six) equity shares of face value of ₹1/- (Rupee One Only) each.

Further, during the FY 2025-26, there has been no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Company.

13. Disclosure relating to Remuneration of Directors and Key Managerial Personnel (KMP)

Your Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board will be able to leverage different skills, qualifications, professional experiences, perspectives and backgrounds, which is necessary for achieving sustainable and balanced development. The Nomination and Remuneration Committee have adopted principles for identification of Key Managerial Personnel (KMPs), Senior Management Personnel (SMPs), Executive Directors and Non-Executive Directors including Independent Directors. Pursuant to Section 134(3)(e) and Section 178(3) of the Act, the Nomination and Remuneration Policy adopted by the Board also sets out the criteria for determining Qualifications, Positive Attributes and Independence while evaluating a person for appointment / re-appointment as Director or KMP or SMP with no discrimination on the grounds of gender, race or ethnicity, nationality or country of origin and also to determine the framework for remuneration of Directors, KMP, SMP and other Employees.

The detailed Nomination and Remuneration Policy as amended is available on the website of your Company at the link https://cdn.shopify.com/s/files/1/0673/0003/2740/files/Nomination_and_Remuneration_Policy.pdf?v=1741684578

14. Particulars of Employees

The disclosure as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, in respect of Directors, KMPs and other employees of the Company, are given in **Annexure-A** which forms part of this report. In terms of Section 136(1) of the Act, the Report and Financial Statements are being sent to the Members and others entitled thereto, excluding the Statement of Particulars of Employees as required under Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended. The copy of the said statement is available for inspection by the Members at the Registered Office of your Company during business hours on working days up to the date of the ensuing Annual General Meeting ("AGM").

15. Directors and Key Managerial Personnel

The Composition of the Board of Directors is in accordance with the provisions of Section 149 of the Act and Regulation 17 of the Listing Regulations, with an optimum combination of Executive Directors, Independent Directors and Independent Women Director.

As on March 31, 2026, your Company has 1 (One) Chairman & Managing Director, 4 (Four) Whole Time Directors and 5 (Five) Non-Executive Independent Directors including 1 (One) Independent Woman Director. The composition of the Board represents an optimal mix of Professionalism, Knowledge, Experience and Expertise in varied fields enabling it to discharge its responsibilities and provide effective leadership for long term vision with highest standards of the governance.

Pursuant to the Section 152(6) of the Act read with the Articles of Association of the Company, Mr. Gaurav Kumaar

Dua, Co-Chief Executive Officer & Whole Time Director (DIN: 09674786), and Mr. Sushil Batra, Executive Director (DIN: 09351823), of your Company will retire by rotation at the ensuing Annual General Meeting and being eligible, offered themselves for re-appointment.

As on March 31, 2026, Mr. Ramesh Kumar Dua (DIN: 00157872) – Chairman & Managing Director, Mr. Mukand Lal Dua (DIN - 00157898) - Whole-Time Director, Mr. Nikhil Dua (DIN: 00157919) - Whole-Time Director, Mr. Gaurav Kumaar Dua (DIN: 09674786) –Whole-Time Director, Mr. Sushil Batra (DIN: 09351823) – Executive Director and Mr. Ankit Jain, Company Secretary & Compliance Officer, are the Key Managerial Personnel (KMP) of your Company.

Further, during the financial year under review till the date of this report, the following changes occurred in the Board of Directors and Key Managerial Personnel, which are summarized as under:

1. The Shareholders of the Company at their 41st Annual General Meeting (AGM) held on August 28, 2025 approved the re-appointment of Mr. Ramesh Kumar Dua, Chairman & Managing Director (DIN: 00157872), who was retiring by rotation at the 41st AGM and being eligible offered himself for re-appointment.

2. The Shareholders of the Company at their 41st AGM held on August 28, 2025, approved the re-appointment of Mr. Mukand Lal Dua, Whole-time Director (DIN: 00157898), who was retiring by rotation at the 41st AGM and being eligible offered himself for re-appointment.

3. In view of the succession plan of the Company, Mr. Sushil Batra, Executive Director and CFO (DIN: 09351823) of the Company relinquished the position of Chief Financial Officer (CFO) w.e.f. closure of business hours on May 15, 2025, and continued as the Executive Director of the Company.

4. Consequent to the relinquishment of position of CFO by Mr. Sushil Batra, the Board of Directors on the recommendation of Nomination & Remuneration Committee and Audit Committee appointed Mr. Prince Jain as the CFO of the Company w.e.f. May 16, 2025.

5. Mr. Prince Jain vide his letter dated March 11, 2026 has resigned from the position of CFO with immediate effect i.e. from the closure of business hours of March 11, 2026.

6. Consequent to the resignation of Mr. Prince Jain from the position of CFO, the Board of Directors on the recommendation of Nomination & Remuneration Committee and Audit Committee appointed Mr. Amit Roy as the CFO of the Company w.e.f. April 1, 2026.

7. Mr. Gaurav Kumaar Dua, Whole time Director (WTD) was re-designated as Co-Chief Executive Officer & Whole-time Director (Co-CEO & WTD) of the Company w.e.f. April 1, 2026, on his existing remuneration, with no change in his tenure and other terms and conditions of his appointment as approved by the shareholders at the AGM held on August 24, 2023, for a period of 3 years from October 1, 2023 to September 30, 2026.

8. Mr. Ritesh Dua, Executive Vice President (Finance) was re-designated as Co-Chief Executive Officer (Co-CEO) of the Company w.e.f. April 1, 2026, on his existing remuneration, with no change in his tenure and other terms and conditions of his appointment as approved by the shareholders at the AGM of the Company held on August 24, 2023, for a period of 3 years from October 1, 2023 to September 30,2026.

Further, no directors / KMPs other than mentioned above were appointed or resigned during FY26.

Therefore, your Board is maintained with optimum combination of Executive and Non-Executive/Independent Directors.

Furthermore, none of the Directors/ KMP other than Mr. Ramesh Kumar Dua, Chairman & Managing Director, Mr. Mukand Lal Dua, Mr. Nikhil Dua, Whole - Time Directors, Mr. Gaurav Kumaar Dua, Co-Chief Executive Officer & Whole-time Directors and Mr. Ritesh Dua, Co-Chief Executive Officer of your Company are related, inter-se, in terms of Section 2(77) of the Act including Rules framed there under.

16. Declaration by Independent Directors

The Company has received necessary declarations from all its Independent Directors confirming that they meet the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) & 25(8) of the Listing Regulations. The Company has also received declarations from the Independent Directors with regard to the compliance of Rule 6 (1) & 6 (2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, regarding online registration with the Indian Institute of Corporate Affairs ("IICA"), for inclusion/ renewal of the name in the data-bank of the Independent Directors. The Independent Directors have also confirmed that they have complied with Company's Code for Independent Directors prescribed in Schedule IV of the Act.

17. Statement regarding opinion of the Board with regard to Integrity, Expertise and Experience (including the proficiency) of the Independent Directors appointed during the year

With regard to Integrity, Expertise and Experience (including the Proficiency) of the Independent Directors of the Company, the Board of Directors has taken on record the declarations and confirmations submitted by the Independent Directors and is of the opinion that all the Independent Directors are individuals of integrity and possess relevant expertise & experience and their continued association as Directors will be of immense benefit in the best interest of your Company. With regard to the proficiency of the Independent Directors, ascertained from the online proficiency self-assessment test conducted by the IICA, as notified under Section 150 (1) of the Act, the Board of Directors has taken on record, the declarations submitted by Independent Directors that they are exempt from appearing in the test.

18. Annual Evaluation

In terms of the provisions of Section 178 of the Act read with Rules issued thereunder and Regulation 19 read with Part D of Schedule II of the Listing Regulations, the Board of Directors in consultation with Nomination and Remuneration Committee, has formulated a framework recommended by the appropriate consultants containing, inter-alia, the criteria for the performance evaluation of the entire Board of the Company, its Committees and individual directors, for FY26.

During the reporting year, customized questionnaires were circulated to all the Board members in order to enhance the effectiveness of the evaluation process. The Board evaluation process was carried out to ensure that the Board and various Committees of the Board have appropriate composition, and they have been functioning collectively to achieve the business goals of your Company. Directors were evaluated on their contribution in Board / Committee meetings, guidance & support to the management outside Board / Committee meetings and other parameters as specified by the Nomination and Remuneration Committee of your Company.

The Board's functioning was evaluated on various aspects including, inter- alia, degree of fulfillment of key responsibilities, Board structure & composition, role & accountability, management oversight, risk management, culture & communication, frequency and effectiveness of meetings.

The Committees of the Board were assessed on the basis of degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of the meetings.

The performance evaluation of Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman of the Board and of the Non-Independent Directors was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole.

The Board of Directors expressed their satisfaction with the evaluation process.

19. Familiarization Programme

In terms of Regulation 25(7) of the Listing Regulations, your Company familiarizes its directors about their role and responsibilities at the time of their appointment through a formal letter of appointment. The format of the letter of appointment / re-appointment is available on your Company's website at the link https://relaxofootwear.com/pages/terms-conditions-of-independent-director

Sessions are conducted in the meetings of the Board and its various Committees on the relevant subjects such as strategy, Company's performance, financial performance, internal financial controls, risk management, plant's performance, retail, products, finance, human resources, capital expenditure, CSR, statutory and regulatory Compliances etc. All efforts are made to keep the Independent Directors aware of major developments being taken place in the industry, the Company's business model and relevant changes in the law governing the Company's business. The details of the programs/ sessions conducted for familiarization of Independent Directors can be accessed on your Company's website at the link https://relaxofootwear.com/pages/disclosures-under-regulation-46-of-the-lodr

20. Number of Meetings of the Board

During FY26, the Board of Directors met 6 (six) times on May 9, 2025, May 15, 2025, July 30, 2025, November 13, 2025, January 30, 2026, and March 26, 2026; the details of which are provided in the Report on Corporate Governance, which forms part of this Annual Report. The intervening period between any two consecutive Board Meetings was within the maximum time gap prescribed under the Act, Regulation 17 of the Listing Regulations and SS-1 issued by the ICSI.

21. Committees of the Board

During FY26, the Board had 5 (five) Committees, namely:

- Audit Committee.
- Nomination and Remuneration Committee.
- Stakeholders' Relationship Committee.
- Risk Management Committee; and
- CSR & ESG Committee

All the recommendations made by the Committees of the Board including the Audit Committee were accepted by the Board. A detailed update on the Board, its composition, detailed charter including terms & reference and composition of various Board Committees, number of Board & Committee meetings held during FY26 and attendance of the Directors at each meeting is provided in the report on Corporate Governance, which forms part of the Annual Report.

22. Director's Responsibility Statement

Pursuant to Section 134(3)(c) and 134(5) of the Act, the Directors to the best of their knowledge and belief, confirm that:

a) in the preparation of the annual accounts for the FY26, the applicable accounting standards have been followed, and no material departures have been made from the same;

b) such accounting policies have been selected and applied consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit of the Company for that period.

c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d) the annual accounts have been prepared on a going concern basis.

e) Internal Financial Controls to be followed by the Company have been laid down and such Internal Financial Controls are adequate and operating effectively; and

f) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

23. Statutory Auditors

In terms of the provisions of Section 139 of the Act read with provisions of the Companies (Audit and Auditors) Rules, 2014, M/s. Gupta & Dua, Chartered Accountants (ICAI Firm Registration No. - 003849N) were appointed as the Statutory Auditors of your Company for a period of 5 (five) years from the conclusion of 38th AGM till the conclusion of 43rd AGM of the Company.

24. Statutory Auditors' Report

The Board has duly examined the Statutory Auditors' Report to the accounts of the Company, which is self-explanatory. The Auditor's Report for FY26 does not contain any qualification, reservation, adverse remarks or disclaimer.

25. Details in respect of frauds reported by the auditors under section 143(12) of the Act other than those which are reportable to the Central Government

During the Financial Year under review, the statutory auditor and the secretarial auditor have not reported any instance of fraud in respect of the Company, by its officers or employees under Section 143(12) of the Act.

26. Maintenance of Cost Records and Cost Audit

Your Company does not fall under the category prescribed under Section 148(1) of the Act and Rules 3 and 4 of the Companies (Cost Records and Audit) Rules, 2014, Hence, the requirements of maintenance of Cost Records and the requirement of Cost Audit is not applicable to the Company.

27. Internal Auditors

Pursuant to the provisions of Section 138 of the Act, the Company had appointed Mr. Rohit Khaneja as the Internal Auditor of the Company.

28. Secretarial Auditors

Pursuant to the provisions of Section 204(1) of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Listing Regulations, the shareholders of the Company in its 41st Annual General Meeting, on recommendations of the Board of Directors and Audit Committee had appointed Chandrasekaran Associates a peer reviewed firm of Company Secretaries in Practice (Firm Registration Number P1988DE002500) as Secretarial Auditors of the Company for conducting Secretarial Audit of the Company for a term of up to 5 (Five) consecutive years i.e. from FY 2025-26 to FY 2029-30.

The Secretarial Audit Report for the Financial Year 2025-26 is annexed as **Annexure-B** which forms part of this report. The Secretarial Audit Report for the Financial Year ended on March 31, 2026 does not contain any qualification, reservation, adverse remarks or disclaimer.

29. Annual Return

Pursuant to Section 92(3) and 134 of the Act read with the rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for the financial year 2025-26 is available on the website and can be accessed at https://relaxofootwear.com/pages/annual-return.

30. Contracts and Arrangements with Related Parties

During FY26, the Company entered into various transactions with related parties. All the Contracts / arrangements / transactions entered into by the Company with its related parties during the Financial Year under review were on an arm's length basis. Further, during the Financial Year 2025-

26, the Company had entered into a transaction with related parties not in the normal course of business but on an arm's length basis under the provisions of Section 188 of the Act and in compliance with the applicable provisions of the Listing Regulations.

During the Financial Year under review, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the Policy of the Company on materiality of Related Party Transactions that would have required Shareholders' approval under Regulation 23 of the Listing Regulations.

The Board of Directors has formulated a Policy on materiality of Related Party Transactions (RPT Policy), pursuant to the provisions of the Act and the Listing Regulations. The RPT Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties. The updated Policy on materiality of Related Party Transactions is available on the website of your Company at the link https://cdn.shopify.com/s/files/1/0673/0003/2740/files/Policy_on_Materiality_of_Related_Party_Transactions.pdf?v=1741684578

The disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, in Form AOC-2 is not applicable. Further, disclosures as per IND -AS 24 have been made in Note 41 of the Financial Statements for the year ending on March 31, 2026.

31. Details of Loans, Guarantees, Securities & Investments

In terms of Section 186 of the Act read with Rules framed thereunder, details of the loans given and investments made by your Company have been disclosed under Note 4 & 5, respectively, of the Financial Statements for the financial year ended on March 31, 2026, which forms part of this Annual Report. Your Company has not given any guarantee or provided any security during the year under review.

32. Risk Management

Your Company has a Risk Management Policy consistent with the provisions of the Act and Listing Regulations. Risk management process has been established across your Company and is designed to identify, assess and frame a response to threats that may affect the achievement of its objectives. Further, it is embedded across all the major functions and revolves around the objectives of the organization.

The Board of Directors has constituted its Risk Management Committee to assist the Board in fulfilling its responsibilities relating to evaluation and mitigating of various risks exposures that potentially impact your Company.

The Board advised by the Risk Management Committee, wherever appropriate, regularly reviews the significant risks and decisions that could have a material impact on the company. There are no risks which, in the opinion of the Board, threaten the existence of your Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this Report.

The risk management policy is available at the website of the Company at following link https://cdn.shopify.com/s/files/1/0673/0003/2740/files/risk-management-policy-1708068852_31877989-eeb1-41fa-8bfb-a5dcaac7e9f8.pdf?v=1733560348

As per Listing Regulations, the Risk Management Committee shall meet at least twice in a Financial Year. The details pertaining to the composition, meetings and terms of reference of the Risk Management Committee are included in the Report on Corporate Governance which forms part of the Annual Report.

33. Corporate Social Responsibility (CSR) and its Committee

Your Company has firm belief and commitment towards the collective development of all the stakeholders, especially, people at bottom of the pyramid and consider it as a pre-requisite for the sustainability of the business. Thus, CSR is not just compliance for your Company but is an opportunity to contribute towards nation building through well-defined professional approach.

In compliance with the provisions prescribed under Section 135 of the Act, your Company had constituted a CSR & ESG Committee of the Board. The Board of Directors laid down the CSR Policy, covering the objectives, focus areas, governance structure and monitoring & reporting framework among others.

The Corporate Social Responsibility Policy is available on the website of your Company at the following link https://cdn.shopify.com/s/files/1/0673/0003/2740/files/corporate-social-responsibility-policy-1716526796.pdf?v=1725434537

During the year, your Company has continued its work on its CSR projects undertaken in FY26; the details of CSR activities are given in **Annexure-C** to this report.

The details of the composition of the CSR & ESG Committee, CSR policy, CSR initiatives and activities undertaken during the year are given in the Annual Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 and explained in detail in **Annexure-C** to this report.

The details pertaining to the composition, meetings and terms of reference of the CSR & ESG Committee are included in the Report on Corporate Governance which forms part of the Annual Report.

As per the requirement under Section 135 of the Act read with relevant Rules made thereunder, the composition of the CSR Committee & CSR Policy approved by the Board are available on the website of the Company at https://cdn.shopify.com/s/files/1/0673/0003/2740/files/corporate-social-responsibility-policy-1716526796.pdf?v=1725434537 and Projects approved by the Board are available on the website of the Company at https://relaxofootwear.com/pages/social-responsibility

34. Composition of Audit Committee

In compliance with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations, the Board of Directors of your Company had constituted the Audit Committee. The details pertaining to the composition, meetings and terms of reference of the Committee are included in the Report on Corporate Governance, which forms part of the Annual Report.

35. Vigil Mechanism

Your Company has established Vigil Mechanism/ Whistle Blower Policy for Directors and employees of the Company as required under Section 177 (9) of the Act and Regulation 22 of the Listing Regulations.

This Policy has been established with a view to provide a tool for Directors and Employees of your Company to report to the management / Board on the genuine concerns including unethical behavior, actual or suspected fraud or violation of the Code or the Policy. This Policy outlines the procedures for reporting, handling, investigating and deciding on the course of action to be taken in case inappropriate conduct is noticed or suspected.

This Policy also provides adequate safeguards against victimization of Director(s)/ Employee(s) who avail the mechanism and also provides direct access to the Chairman of the Audit Committee in exceptional cases. The Audit Committee is authorized to oversee the Vigil Mechanism/ Whistle Blower Policy of your Company.

The Company has not received any complaints during the year. Your Company hereby affirms that no person of your Company has been denied access to the Chairman of the Audit Committee.

The Policy is available on the website of your Company at the link https://cdn.shopify.com/s/files/1/0673/0003/2740/files/vigil-mechanism-policy-1725856876.pdf?v=1731406745

36. Business Responsibility and Sustainability Report

In terms of the amended Regulation 34 of the Listing Regulations read with relevant SEBI Circulars, the Business Responsibility and Sustainability Report for FY26, describing the initiatives taken by your Company for environmental, social and governance perspective, forms part of this Annual Report.

37. Policy on Prevention of Insider Trading

In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has in place following policies/ codes which are revised from time to time according to applicable laws or as per need:

- Code for Prohibition of Insider Trading containing the following:

  Part A: Code on conduct to regulate, monitor and report trading by Designated Persons and their immediate relatives

  Part B: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI")
- Policy and procedures for inquiry in case of leak of UPSI/ suspected leak of UPSI
- Policy on Penalties/ Actions against Violation of Insider Trading Norms

All compliances related to the Code of Conduct for Prohibition of Insider Trading are being managed through a web-based portal installed by your Company. The Code, inter alia, lays down the procedures to be followed by Designated Person(s) (DP) and their Immediate Relatives (IRs) while trading/ dealing in Company's shares and sharing UPSI. The Code includes the obligations and responsibilities of DPs, obligation to maintain the digital database and mechanism for prohibition of insider trading and handling of UPSI.

The said code is available on the website of your Company at https://cdn.shopify.com/s/files/1/0673/0003/2740/files/code-for-prohibition-of-insider-trading-1725856948.pdf?v=1731406661

38. Disclosure Under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place a Policy on Prevention of Sexual Harassment in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Committee (IC) has been duly constituted to address and redress complaints of sexual harassment. The IC is operational across all Company's plants and Offices of the Company, in line with statutory requirements.

The Company continues to conduct regular meetings, awareness and sensitization programs to promote a safe, secure, and inclusive workplace environment.

During FY 2025-26, the status of complaint(s) received by the Internal Committee is as follow:

(a) number of complaints of sexual harassment received in the year – 1

(b) number of complaints disposed off during the year – 1

(c) number of cases pending for more than ninety days – 0

The Company is committed to upholding the highest standards of integrity, equality, and fairness. It ensures that all employees, including women employees, are treated with dignity and respect. The Company follows a strict zero-tolerance approach towards any form of harassment, including sexual harassment.

It remains the Company's constant endeavor to provide a harassment-free, safe, and secure working environment for all employees.

39. Maternity Benefit Act, 1961

The Company is fully committed to comply with all applicable provisions of the Maternity Benefit Act, 1961 and other applicable labour laws and regulations.

In line with statutory requirements, the Company provides eligible female employees with maternity leave, maternity benefits, nursing breaks, protection from dismissal during maternity, and other applicable facilities and safeguards as prescribed under the law. The Company also ensures that no woman employee is subjected to discrimination or disadvantage on account of pregnancy or maternity-related matters.

Necessary records, registers, notices, and documentation are maintained at each of the Company's plants/location as required under the applicable regulations, and all concerned departments are instructed to ensure timely implementation and continuous compliance with the provisions of the Maternity Benefit Act, 1961.

Details of Female Staff/ Workmen benefited under Maternity Benefit Act, 1961 is as below:

Plants	Delivery		Adoption/Surrogacy		Miscarriage		Creche Facility
	No. of Employees	Total availed Leaves	No. of Employees	Total availed Leaves	No. of Employees	Total availed Leaves	
RFL- I & II	0	0	0	0	0	0	Yes
RFL- III	0	0	0	0	0	0	Yes
RFL- IV	0	0	0	0	0	0	Yes
RFL- V	0	0	0	0	0	0	Yes
RFL- VI	2	365	0	0	0	0	Yes
RFL- VII	0	0	0	0	0	0	Yes
RFL- VIII	13	1,428	0	0	0	0	Yes
RFL-IX	0	0	0	0	0	0	Yes
Total	**15**	**1,793**	**0**	**0**	**0**	**0**	

40. Significant and Material Litigations / Orders

During FY26, there were no significant and material orders passed by the regulator(s) or court(s) or tribunal(s) impacting the going concern status and Company's operations in future.

41. Credit Ratings

During the Financial Year 2025-26, ICRA Limited (ICRA) has reaffirmed the long term rating of the Company at [ICRA] AA (pronounced ICRA Double A). The Outlook on the long-term rating is Stable.

Additionally, ICRA has also reaffirmed short term rating of the Company at [ICRA] A1+ (pronounced ICRA A one plus) which is the highest rating for the category.

42. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The details related to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required under Section 134(3) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed as **Annexure-D** which forms part of this Report.

43. Employees Stock Option Plan

Company has one Employee Stock Option Plan 2014 ("RFL ESOP PLAN-2014"/ "ESOP Plan"). This Plan helps to attract and retain talented employees in the Company and boost their morale. The Nomination and Remuneration Committee administers and monitors the Company's ESOP Plan.

During the Financial year under review, 8,950 (Eight Thousand Nine hundred fifty) options were lapsed / cancelled due to resignation / retirement as per Company's ESOP Plan. Further, the Company cancelled RFL Phase 2 of ESOP Scheme 2014 due to surrender of ESOPs by the employees of the Company on voluntary basis.

Pursuant to the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, a disclosure with respect to ESOP Plan of the Company as on March 31, 2026, is available on the website of your Company at the link https://cdn.shopify.com/s/files/1/0673/0003/2740/files/RFL_ESOP_Scheme_2014.pdf?v=1740648620

A certificate from Chandrasekaran Associates, Company Secretaries, Secretarial Auditor of the Company, with respect to the implementation of the Company's ESOP Plan would be made available to the members at the ensuing AGM. A copy of the same shall also be available for inspection at the registered office of the Company during business hours.

The ESOP plan is in terms with the erstwhile regulations i.e. SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. The details as per the requirements of ESOP Regulations are annexed as **Annexure-E** which forms part of this Report.

44. Material Changes and Commitments

There are no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the Financial Year ended on March 31, 2026 and as on the date of this Report.

45. Internal Financial Controls

Your Company has put in place adequate Internal Financial Controls ("IFC") with reference to the financial statements commensurate with the size, scale and complexity of operations.

IFC ensures orderly and efficient conduct of the business, including adherence to company's policies, safeguarding of assets, prevention and detection of frauds, errors, accuracy, completeness of accounting records and timely preparation of reliable financial information.

IFC framework is independently evaluated by the external agency apart from periodic evaluation by In-House Internal Audit function for necessary improvement, wherever required. Based on the results of such assessments, no reportable material weakness or significant deficiencies in the design or operation of Internal Financial Controls was observed.

Further, the Statutory Auditors of your Company also reviewed Internal Financial Controls over Financial Reporting (ICOFR) of the Company as on March 31, 2026, and issued their report, which forms part of the Independent Auditor's report.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening them. The Company has a strong Management Information System, which is an integral part of the control mechanism. The Company continues to strengthen its risk management and internal control capabilities by improving its policies and procedures.

The Chief Executive Officers and CFO Certificate included in the Corporate Governance Report confirm the existence of effective internal control systems and procedures in your Company. The Audit Committee reviews the effectiveness of the IFC framework of the Company.

46. Chief Executive Officers and CFO Certification

The Certificate required under Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, duly signed by the Chief Executive Officer(s) and CFO as placed before the Board is enclosed with the Annual Report.

Declaration by Chief Executive Officer(s) under Regulation 34(3) read with Schedule V of the Listing Regulations in respect of compliance with the Company's Code of Conduct is annexed with Corporate Governance Report which forms part of this Annual Report.

47. Transfer of Unclaimed Shares / Dividend

As per the provisions of Regulation 39(4) read with Schedule VI of the Listing Regulations, the unclaimed shares lying in the possession of your Company, are required to be dematerialized and transferred into a special demat account held by the Company.

Accordingly, unclaimed shares lying with your Company have been transferred and dematerialized in an 'Unclaimed Suspense Account' of the Company. This account is being held by the Company purely on behalf of the shareholders entitled for these equity shares.

The summary of 'Unclaimed Suspense Account' during the year is given hereunder:

S. N.	Particulars	No. of Shareholders	No. of equity shares held
1.	Aggregate number of shareholders and the outstanding shares lying in the suspense account as on April 1, 2025	31	1,00,185
2.	Number of shares transferred to the Suspense account during the year	NIL	NIL
3.	Number of shareholders who approached the Company for transfer of shares from suspense account during the year	5	38,000
4.	Number of shareholders to whom shares were transferred from the suspense account during the year	5	38,000
5.	Transfer of shares from the Suspense Account to IEPF Account	NIL	NIL
6.	Aggregate number of shareholders and the outstanding shares lying in the suspense account as on March 31, 2026	26	62,185

The voting rights on the equity share(s) in the suspense account shall remain freeze till the rightful owners of such equity share(s) claim their equity share(s). Any corporate benefit in terms of securities accruing from such equity shares viz. Bonus shares and split etc., shall also be credited to such demat suspense account or unclaimed suspense account, as applicable in accordance with existing provisions.

In compliance with the statutory provisions, during the Financial Year under review, the Company has deposited/ transferred:

a) unclaimed dividend amounts of ₹4,77,096/- from the Final Dividend Account for the FY 2017-18 to IEPF; and

b) 427 number of equity shares pertaining to FY 2017-18 to IEPF Authority.

The details of unpaid and unclaimed amounts lying with the Company as on August 28, 2025 (date of last AGM) has also been uploaded on the website of your Company at the link https://relaxofootwear.com/pages/unpaid-dividend-data

The shareholders whose unpaid dividend/ shares are transferred to the IEPF may request the Company/ Registrar and Transfer Agent as per the applicable provisions in the prescribed form, IEPF-5, for claiming the unpaid dividend/ shares from IEPF. The process and online application form (Form IEPF – 5) as prescribed by the Ministry of Corporate Affairs for claiming back the shares/ dividends are available on the website of MCA at www.iepf.gov.in. Mr. Ankit Jain, Company Secretary & Compliance Officer of the Company acts as the Nodal Officer as per the provisions of IEPF. The contact details of the Nodal Officer are available on the website of your Company at the link https://relaxofootwear.com/pages/investor-support .

48. Corporate Governance

Your Company is committed to maintaining the highest standard of Corporate Governance and adhering to the Corporate Governance requirements set out by SEBI. A detailed report on Corporate Governance, pursuant to the requirements of Regulation 34 of the Listing Regulations, forms part of the Annual Report.

A certificate from M/s Gupta & Dua, Chartered Accountants, (ICAI Firm Registration No. – 003849N), Statutory Auditors of the Company, confirming the compliance of the Corporate Governance, as stipulated under the Listing Regulations, is attached to the Report of Corporate Governance as **Annexure-F**.

49. Details of Non-Compliance with regard to Capital Market during the last three years

There was no instance of non-compliance related to capital market during the last three years. No penalty / stricture was imposed on your Company by the Stock Exchange(s) or SEBI or any other statutory authority on such matters.

50. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with it's status at the end of the financial year

The Company has neither filed an application during the year under review nor are any proceedings pending under the Insolvency and Bankruptcy Code, 2016 as on March 31, 2026.

51. The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof

There was no instance of one-time settlement with any Bank or Financial Institution.

52. Acknowledgement

We take this opportunity to thank our employees for their dedicated service and contribution to the Company.

We would like to place on record sincere thanks and appreciation to all our customers, partners, vendors, investors, bankers and also wish to thank the government authorities and other regulatory bodies for their co-operation, support, encouragement and assistance extended to the Company during the year.

For and on behalf of the Board of Directors

	Ramesh Kumar Dua	**Mukand Lal Dua**
Delhi	Chairman & Managing Director	Whole Time Director
August 13, 2026	DIN: 00157872	DIN: 00157898

Annexure 'A'

Information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

A. Ratio of remuneration of each Director to the median remuneration of all the employees of the Company for the Financial Year 2025-26 is as follows:

Name of Director	DIN	Ratio of Remuneration of Director to the Median Remuneration
Mr. Ramesh Kumar Dua	00157872	135.13
Mr. Mukand Lal Dua	00157898	135.13
Mr. Nikhil Dua	00157919	75.78
Mr. Gaurav Kumaar Dua	09674786	75.78
Mr. Sushil Batra	09351823	100.22
Mr. Rajeev Rupendra Bhadauria	00376562	8.81
Mr. Kuldip Singh Dhingra	00048406	5.35
Mr. Yogesh Kapur	00070038	8.96
Mr. Raj Kumar Jain	01741527	7.98
Ms. Richa Arora	07144694	8.13

1. The aforesaid details are calculated on the basis of remuneration for the Financial Year 2025-26.
2. The remuneration includes commission and sitting fee paid to the Directors for attending Board & Committee meetings.
3. Median Remuneration for all employees is ₹2,05,422/- for the Financial Year 2025-26.

B. Details of percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the Financial Year 2025-26 as compared to last financial year are as follows: -

Name	Designation	% Increase / Decrease
Mr. Ramesh Kumar Dua	Chairman & Managing Director	0.79
Mr. Mukand Lal Dua	Whole Time Director	0.79
Mr. Nikhil Dua	Whole Time Director	5.29
Mr. Gaurav Kumaar Dua	Co-CEO & Whole Time Director	5.29
Mr. Sushil Batra*	Executive Director	6.96
Mr. Rajeev Rupendra Bhadauria	Independent Directors	6.66
Mr. Kuldip Singh Dhingra		- 8.33
Mr. Yogesh Kapur		6.36
Mr. Raj Kumar Jain		9.33
Ms. Richa Arora		12.08
Mr. Prince Jain*	Chief Financial Officer	-
Mr. Ankit Jain	Company Secretary & Compliance Officer	8.78

* During the period under review, Mr. Sushil Batra ceased to hold the office of Chief Financial Officer (CFO) of the Company with effect from May 15, 2025. Pursuant thereto, Mr. Prince Jain was appointed as CFO with effect from May 16, 2025 and continued in office until March 11, 2026. Accordingly, the percentage increase or decrease is not applicable in respect of Mr. Prince Jain.

Note:

- The remuneration to Directors is within the overall limit approved by the shareholders. During the current Financial Year, Commission to the tune of ₹10 Lacs was paid to each Independent Director(s) after approval of financial statements by the shareholders.
- Median is calculated on the basis of actual remuneration paid.

C. Percentage increase in the median remuneration of all employees in Financial Year 2025-26 :

There is increase of 1.50% in median remuneration of all employees in Financial Year 2025-26.

D. Number of Permanent Employees on the rolls of the Company as on March 31, 2026:

Particulars	No. of Employees
Staff	2,550
Sub Staff	4,998
Total	**7,548**

E. Comparison of average percentile increase made in the salaries of employees other than Managerial Personnel and percentile increase in Managerial Remuneration and justification thereof and point out if there is any exceptional circumstances for increase in managerial remuneration.

The aggregate remuneration of employees excluding Key Managerial Personnel ("KMPs") grew by 4.09 % over the previous year. The aggregate increase in salary for Whole Time Directors and other KMPs (except Mr. Ramesh Kumar Dua, Chairman & Managing Director and Mr. Mukand Lal Dua, Whole Time Director) was 6.19 % in FY26 over FY25.

Further, Mr. Ramesh Kumar Dua, Chairman & Managing Director, and Mr. Mukand Lal Dua, Whole-Time Director, voluntarily forgo their commission for the financial year 2025–26, in the interest of the Company and with a view to supporting its financial health.

F. Affirmation

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

G. Statement Containing the particulars of the employees in accordance with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014:

In terms of Section 136(1) of the Act, the Report and Financial Statements are being sent to the Members and others entitled thereto, excluding the Statement of Particulars of Employees as required under Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended. The copy of the said statement is available for inspection by the Members at the Registered Office of the Company during business hours on working days up to the date of the ensuing Annual General Meeting.

For and on behalf of the Board of Directors

Ramesh Kumar Dua	**Mukand Lal Dua**
Chairman & Managing Director	Whole Time Director
DIN: 00157872	DIN: 00157898

Delhi, August 13, 2026

Annexure 'B'

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

To,
The Members
Relaxo Footwears Limited
Aggarwal City Square, Plot No.-10,
Manglam Place, District Centre, Sector-3,
Rohini, Delhi - 110085

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **Relaxo Footwears Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2026 ("**period under review**") according to the provisions of:

(i) The Companies Act, 2013 ("**the Act**") and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 74 and 76 of SEBI (Depositories and Participants) Regulations, 2018;

(iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable during the period under review**.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**'):-

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

  (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the period under review**.

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client to the extent of securities issued;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable during the period under review**;

  (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **Not Applicable during the period under review**.

(vi) The other laws, as informed and certified by the Management of the Company which are specifically applicable to the Company based on the Sectors/ Industry are:

(a) The Rubber Act,1947

We have also examined compliance with the applicable clauses/Regulations of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

(ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except delayed filing of an e-from with the Registrar of Companies of NCT of Delhi and Haryana.

We further report that;

The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance except in cases where meetings were convened at a shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that during the audit period no major events have happened, which are deemed to have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 6689/2025

Shashikant Tiwari
Partner
Membership No. F11919
Certificate of Practice No. 13050
UDIN: F011919H000451061

Place : Delhi
Date : May 28, 2026

Note :

i. This report is to be read with our letter of even date which is annexed as **Annexure-A** and forms an integral part of this report.

Annexure 'A'

to the Secretarial Audit Report

To,
The Members
RELAXO FOOTWEARS LIMITED
Aggarwal City Square, Plot No.-10,
Manglam Place, District Centre, Sector-3,
Rohini, Delhi - 110085

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("**CSAS**") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company and for which we relied on the report of Statutory Auditors of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, and standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 6689/2025

Shashikant Tiwari
Partner
Membership No. F11919
Certificate of Practice No. 13050
UDIN: F011919H000451061

Place : Delhi
Date : May 28, 2026

Annexure 'C'

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2025 - 26

(Pursuant to Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014)

1. A brief outline of the company's Corporate Social Responsibility ("CSR") Policy, including an overview of projects/ programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects/ programs.

CSR is not just compliance for the Company but is an opportunity to contribute towards Nation building through well-defined professional approach. Your Company has strategically undertaken projects to contribute to the lives of people not immediately but for long term. In compliance with Schedule VII of the Companies Act, 2013, your company is focusing on thematic areas of "Education & Skill Development", "Health & Hygiene" and "Environmental Conservation".

Your company is engaged the respective Government Departments of the local areas and aligned its CSR projects to support the long terms goals of Government. Even before CSR began, promoters of your company have supported society through various social developmental activities, and this culture of doing good is ingrained all across the company.

The CSR Policy of your Company, as amended, is available at following link: https://cdn.shopify.com/s/files/1/0673/0003/2740/files/corporate-social-responsibility-policy-1716526796.pdf?v=1725434537.

In the reporting period, total 6 CSR initiatives were carried out in 4 states namely Uttarakhand, Rajasthan Haryana and Delhi, which positively impacted lives of approx. 3.20 lakhs people directly/indirectly.

Key initiatives under each thematic area are mentioned below: -

A. Education & Skill development

I. "Parivartan" Model School Project- Uttarakhand

Under the MoU with the Samagra Shiksha, Uttarakhand this project aims to strengthen basic learning infrastructure and provide equitable educational opportunities to all the students living in the rural areas. The Parivartan Project focuses on two key components; Renovating/constructing the school infrastructure and developing/enhancing the soft skills of stakeholders like Teachers, Students, School Management Committee (SMC) Members, Parents and the Community.

Through this project, your company is directly benefiting 10367 students studying in 128 Schools, in Khanpur & Laksar blocks of aspirational district Haridwar, as well as the Raipur & Doiwala blocks of district Dehradun, Uttarakhand, of which the details are as follows:

(figures in no.)

S. N.	School Type	Schools	Enrolled Students
1	Govt. Primary School (GPS)	91	6,296
2	Govt Upper Primary School (GUPS)	28	1,839
3	Govt. Higher Secondary Schools (GHSS)	07	1,826
4	Govt. Inter Collage (GIC)	02	406
	Total	**128**	**10,367**

The above schools were taken in the phased manner as below:

Phase	Time period	Brief details
Phase- I	2018-2023	13 schools of Khanpur block.
Phase- II	2021-2024	32 schools of Khanpur block.
Phase- III	2022-2025	32 schools (16- Khanpur & 16- Laksar block).
Phase- IV	2023-2026	27 schools of Laksar block.
Phase- V	2026-2028	24 schools (14- Laksar and 7- Raipur & 3- Doiwala block).

In the reporting period, your Company has completed infrastructure development works in 35 Schools of Phase IV & Phase V. Under the soft skill development/capacity building component, rigorous interventions were carried out in 51 schools of Phase IV & V, while handholding support continued across all 77 schools of Phase I-III to ensure the continuation of activities by teachers, bal mantri mandal, youth group, education support group members, volunteers etc.

Your company was honoured with the Rotary India National CSR Award 2025 (Northern Region) in recognition of the impactful work carried out under the Parivartan Model School Project. This prestigious accolade reaffirms the organization's unwavering commitment to sustainable development and the advancement of quality education in line with NEP 2020.

II. **Remedial Education Program- Delhi**

Through this project, support was provided to 70 students (29 boys & 41 girls) from Government schools in Bawana slums, of class XII. The initiative provided remedial classes with a blend of curriculum studies, moral values and scientific knowledge.

III. **Vocational Training Program- Delhi**

Your Company, in collaboration with GMR Varalakshmi Foundation, has been actively supporting skill development initiatives aimed at equipping dropout youth with employable skills. The details of students trained and placed are as follows:

S. N.	Course Name	Students Trained	Student Placed
1	Customer Service Associate	105	102
2	Front Office Assistant	101	97
	Total	**206**	**199**

B. Health & Hygiene

I. **Comprehensive Health Project- Mobile Health Unit- Rajasthan**

As part of its commitment to improving healthcare access in underserved communities, the Company has been operating a Mobile Health Unit since 2017, providing primary healthcare services across 11 villages in and around Bhiwadi, Khairthal district, Rajasthan. Staffed by an MBBS Doctor, Pharmacist, Auxiliary Nurse Midwife (ANM), Lab Technician, and Community Mobilizer, the unit delivers essential diagnostic, treatment, and preventive healthcare services at residents' doorsteps, strengthening last-mile healthcare delivery in the region.

Progress under this project is as follows;

No. of camps	No. of OPD's	No. of Tests	No. of ANC/PNC check-ups	No. of Awareness sessions
527	18,108	2,952	433	161

II. **Project 'NAYAN' - Giving Sight to the Underprivileged- Rajasthan**

The Company has been implementing Project Nayan, in partnership with Dr. Shroff's Charity Eye Hospital across Tijara Block, Khairthal District, Rajasthan since 2018, to reduce the incidence of avoidable blindness through early identification, awareness, counselling, and treatment services covering 189 villages.

To enhance access to eye care services, Two vision centres have been established in Tapukara and Tijara, catering to a population of approximately 3.96 lacs across the block. The project also provides transport support for patients requiring advanced treatment in Alwar.

The initiative also includes vision screening of students in 281 government schools to enable early detection and timely intervention.

Several events, awareness drives, and competitions are also organized in schools and villages on World Sight Day, World Retinoblastoma Day, World Glaucoma Day, Myopia Awareness Week, and Children's Day to encourage greater awareness and proactive eye-care practices.

During the year, progress made under this project is as under:

Details	Screenings	Surgeries	
		Cataract	Speciality
Vision Centre's	10,717	917	183
School Level	7,993	1	19
Total	**18,710**	**918**	**202**

C. Environment Conservation

With rising concerns around climate change, global warming, and the loss of biodiversity, protecting the environment is no longer optional—it is essential. Increasing pressure on natural resources and rapid industrial growth have made it even more important to safeguard our ecosystems and maintain ecological balance.

In line with this responsibility, the Company has been actively undertaking a range of environmental initiatives since 2022-23, focusing on conservation, sustainability, and long-term ecological well-being. The key initiatives are outlined below:

I. **Water Conservation- Rajasthan**

During the reporting period, the Company, in collaboration with the District Administration, Watershed Development & Soil Conservation Department (WDSCD), and Sariska Tiger Reserve, at Alwar district continued its commitment to water conservation by constructing/renovating anicut/checkdam as under:

S. N.	Technical/ supporting department	Type of Work	No. of struc-tures	Storage capacity (lac cum)/ per filling
1	WDSCD under Mukhyamantri Jal Swavlamban Abhiyan 2.0.	New	4	1.32
2	Sariska Tiger Reserve.	New	4	1.08
3		Renovation	3	1.00
Total			**11**	**3.40**

All structures have been developed along the catchment of the Ruparel River, originating near Udainath Dham in Thanagazi and flowing towards Bharatpur before merging with the Yamuna River basin. Earlier, water flow in the river near Udainath Dham was visible only until October-November, but following these interventions, water availability is now sustained up to Upalachila across more than 6 km of the river Channel. Groundwater levels, which had earlier fallen below 400 ft causing many tube wells to dry up, improved to nearly 200 ft in several locations, recharging previously dry wells and restoring their functionality.

These interventions benefitted nearly 12,000 people and supported irrigation across around 550 hectares. Increased soil moisture has enhanced agricultural productivity, enabling some farmers to shift from a two-crop to a three-crop pattern, while horticulture activities have also expanded.

Notably, during the year, 6 structures filled multiple times (2-5 cycles) and overflowed, reflecting the significant improvement in water availability and recharge capacity in the region.

The interventions are also significant due to their proximity to Sariska Tiger Reserve, where improved water availability and ecological restoration support wildlife habitats, strengthen ecosystem resilience, and contribute to reducing human-wildlife conflict in surrounding communities.

II. Plantation- Rajasthan & Haryana

To enhance the green cover your company continues to maintain plantations undertaken in previous years. This includes the upkeep of 55,000 saplings planted across an area of approximately 52 hectares at Bachedi Village, Thanagazi, Alwar district under the Tree Outside Forest Scheme of the Forest Department, as well as plantation sites in Bhiwadi, Khairthal district, Rajasthan, and Lowakhurd, Jhajjar district, Haryana.

2. Composition of CSR & ESG Committee:

The Composition and attendance of members at the meetings held during the Financial Year 2025-26 is as following:

S. N.	Name of Director	Designation / Nature of Directorship	No. of meeting held during the Financial Year	Number of meetings of CSR Committee attended during the year
1	Mr. Ramesh Kumar Dua	Chairman / Managing Director	1	1
2	Mr. Mukand Lal Dua	Member / Whole Time Director	1	1
3	Mr. Rajeev Rupendra Bhadauria	Member / Non-Executive & Independent Director	1	1
4	Mr. Yogesh Kapur	Member / Non-Executive & Independent Director	1	1
5	Ms. Richa Arora	Member/ Non-Executive & Independent Director	1	1

During the year CSR & ESG Committee meeting was held on May 9, 2025.

3. Provide the web-link (s) where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

The web-link for the composition of CSR committee as part of the CSR Policy and CSR projects approved by the board are disclosed on https://cdn.shopify.com/s/files/1/0673/0003/2740/files/corporate-social-responsibility-policy-1716526796.pdf?v=1725434537 and CSR projects approved by the board are disclosed on https://relaxofootwear.com/pages/social-responsibility

4. Provide the executive summary along with web-link (s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Your Company does not fall under the criteria of Impact assessment as per sub-rule (3) of rule 8 of the CSR Rules.

(All amount in lac ₹)

5.

(a)	Average net profit of the Company as per sub-section (5) of Section 135:	24,184.42
(b)	Two percent of average net profit of the company as per sub-section (5) of Section 135:	484.00
(c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years:	Nil
(d)	Amount required to be set off for the financial year, if any:	Nil
(e)	Total CSR obligation for the financial year [(b)+(c)-(d)]:	484.00

(All amount in lac ₹)

6.			
	(a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)::	27.66
	(b)	Amount spent in Administrative Overheads	1.45
	(c)	Amount spent on Impact Assessment, if applicable:	Nil
	(d)	Total amount spent for the Financial Year [(a)+(b)+(c)]:	29.11

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ in Lacs)	Amount Unspent (₹ in Lacs)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
29.11	454.89	29-04-2026	NA	NA	NA

(f) Excess amount for set off, if any

S. N.	Particular	Amount (₹ in Lacs)
(i)	Two percent of average net profit of the company as per sub-section (5) of Section 135	484.00
(ii)	Total amount spent for the Financial Year	29.11
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NA
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NA

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

S. N.	Preceding Financial Year	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (₹ in Lacs)	Balance Amount in unspent CSR account under sub-section (6) of 135 (₹ in Lacs)	Amount spent in the Financial Year (₹ in Lacs)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding financial years (₹ in Lacs)	Deficiency, if Any (₹ in Lacs)
					Amount (₹ in Lacs)	Date of transfer		
1	2022-23	634.92	422.23	422.23	-	-	-	Nil
2	2023-24	469.19	281.25	209,72	-	-	71.53	Nil
3	2024-25	484.43	484.43	132.74	-	-	351.69	Nil

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year:

No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135.

During the year, your Company has spent ₹29.11 lacs in the projects such as Remedial Education, Skill Development, and Environment Conservation. The balance amount of ₹454.89 lacs has been transferred to the Unspent CSR Account on April 29, 2026, which will be spent over the Education & Skill Development and Environment Conservation & Health projects approved by the Board of Directors, as recommended by the CSR & ESG committee on May 9 2025.

For and on behalf of the Board of Directors

Delhi, May 28, 2026

Ramesh Kumar Dua
Managing Director & Chairman of CSR & ESG Committee
DIN: 00157872

Sushil Batra
Executive Director
DIN: 09351823

Annexure 'D'

1. **CONSERVATION OF ENERGY**

We are committed to invest in the latest energy efficient technologies to conserve energy at all locations, plants and sites. As part of our energy conservation and wastage prevention efforts, we continuously undertake improvements to conserve energy on ongoing basis.

Our company has initiated many efforts for energy conservation and technology adoption. As part of our ongoing endeavour, we are committed to invest in the latest and more efficient technologies.

a) Following steps have been taken for conservation of energy:

i. The company has initiated the following energy conservation measures at its plants which have helped mitigate the impact of rising energy costs and reduce the cost of production:

- Installation of Biomass boiler at RFL III and RFL X to save fuel cost.
- Installation of LED at Baproda warehouse for energy conservation.
- Installation of energy efficient I-4 compressor with VFD for energy conservation.
- Installation of temperature cut units on cooling tower motor to save energy when not in use.
- Conducting energy audits for identifying energy loss and corrective action there upon.

b) Steps taken by the company to utilize alternate source of energy:

- During the financial years Company has installed solar on rooftop with 6 MW capacity across its units in the State of Haryana, Bhiwadi & Uttarakhand for improved energy security, and alignment with sustainability goals, with an expected payback period of 3 years and long-term financial and environmental benefits.

2. **TECHNOLOGY ADOPTION**

a) Efforts made toward technology adoption

- Replacing old manual machinery with energy efficient automatic machines for avoiding idle running time of the machines.
- Ensure preventive maintenance to avoid energy loss.

b) Benefits derived from above efforts

- Optimizing energy leading to energy conservation
- Better and improved quality of product
- Improved shop floor environment in plants.

c) Imported technology (imported during the last three years reckoned from the beginning of the financial year): None

d) Expenditure incurred on Research and Development:

₹21.92 Crores

3 **FOREIGN EXCHANGE EARNINGS AND OUTGO**

a) Activities relating to export initiatives taken to increase exports, development of new export for products and export plans:

Your Company regularly participates in prestigious international exhibitions and has developed markets in Asia, Middle East, Australia, Africa, South America & Oceania. These markets are expected to increase the overall export of the Company in coming years. The branch office in Dubai is operational for strategizing export plans and expanding business to newer geographies. Our commitment to excellence and innovation in international trade has been recognized by the Council for Leather Exports (under the Ministry of Commerce and Industry), which conferred upon us the prestigious No. 1 Exporter Award in the Non-Leather Footwear category. This accolade underscores our continued leadership in exports and our relentless pursuit of quality, customer satisfaction, and sustainable growth on the global stage.

b) Total Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:

(₹ in Crore)

Particulars	2025-26	2024-25
Outflow	263.29	265.40
Inflow	128.03	127.80

For and on behalf of the Board of Directors

Ramesh Kumar Dua
Chairman & Managing Director
DIN: 00157872

Mukand Lal Dua
Whole Time Director
DIN: 00157898

Delhi, August 13, 2026

Annexure 'E'

EMPLOYEE STOCK OPTION PLAN ("ESOP")

The Company had instituted the Employee Stock Option Plan 2014 (the "Plan") for employees of the Company by granting stock options convertible into equity shares of the Company. The Plan was formulated in accordance with the SEBI (ESOS & ESPS) Guidelines, 1999, which were prevailing at the time of institution of the Plan. The SEBI (ESOS & ESPS) Guidelines, 1999 stood repealed upon introduction of the SEBI (Share Based Employee Benefits) Regulations, 2014 which have been further replaced by the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The Plan was approved by the shareholders of the Company, on August 5, 2014, through postal ballot. The Plan provides for issue and allotment of not exceeding 9,00,090 Equity Shares to the eligible employees of the Company and subsequent to the Bonus Issue in July 2015 and June 2019, the number of options available increased to 31,79,940. Further, the Company hereby submits that it is in compliance with the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and during the year, there is no material change in the Scheme/ Plan.

Disclosures in compliance with Employee Stock Option Plan of the Company, are set below:

I. The information pursuant to the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, erstwhile SEBI (Share Based Employee Benefits) Regulations, 2014, read with 'Guidance note on accounting for Employee share-based payments' issued by ICAI have been provided in Annexure-1 to this Report.

II. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations in accordance with Ind AS 33 - Earnings Per Share issued by ICAI have been provided in Annexure-1 to this Report.

Annexure 1: Details related to ESOP

Requirements under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

Summary of Status of ESOPs Granted

The position of the existing schemes is summarized as under:

S. N.	Particulars	ESOP Scheme
A.	**Summary**	
1	Date of Shareholders Approval	August 5, 2014
2	Total number of options reserved under the scheme	31,79,940
3	Date of Grants	August 9, 2014, May 9, 2015, July 25, 2015, October 31, 2015, May 14, 2016, July 30, 2016, November 5, 2016, August 5, 2017, November 4, 2017, May 11, 2018, August 4, 2018, November 3, 2018, May 10, 2019, August 3, 2019, November 2, 2019, June 6, 2020, August 1, 2020, October 31, 2020,November 1, 2021, May 11, 2022, July 26, 2022, November 2, 2022, March 14, 2023, May 10, 2023, July 24, 2023, November 1, 2023, May 09, 2024, July 31, 2024 and November 08, 2024.
4	Options Granted	29,59,930
5	Vesting Schedule	Minimum 1 year from the date of Grant
6	Pricing Formula	Closing Market Price prior to the date of the meeting of the Nomination and Remuneration Committee in which options are granted, on the stock exchange on which the shares of the Company are listed. In case shares are listed on more than one stock exchange then the stock exchange where the highest trading volume is recorded on the said date shall be considered.
7	Maximum Term of Options Granted	8 years from the date of Grant
8	Source of Shares	Primary
9	Variation in terms of Options	No Variations
10	Method used for Accounting of ESOP	Fair Value Method

S. N.	Particulars	ESOP Scheme
B	**Option Movement During the year**	
1	Options Outstanding at the Beginning of the Year	8,950
2	Number of Options Granted during the Year	0
3	Number of options vested during the Year	0
4	Number of options exercised during the Year	0
5	Total number of shares arising as a result of exercise of options	0
6	Number of options forfeited / lapsed during the year	8,950
7	Number of Options outstanding at the end of the year	0
8	Number of Options Exercisable at the end of the year	0
9	Money realized by exercise of options during the year (₹)	0
10	Loan repaid by the trust during the year from the exercised price received	N.A.

C. Employee-wise details of options granted to:

(i) Senior managerial personnel*

Name (Designation)	No. of options granted
N.A.	

(ii) Employees who were granted options during the year, amounting to 5% or more of the options.*

Name	No. of options granted
N.A.	

(iii) Identified employees who were granted option, during any one year, equal or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant*

Name	No. of options granted
N.A.	

D. (i) Weighted average exercise price of Options granted during the year whose*

(a)	Exercise price equals market price (₹)	N.A.
(b)	Exercise price is greater than market price (₹)	N.A.
(c)	Exercise price is less than market price (₹)	N.A.

D. (ii) Weighted average fair value of options whose*

(a)	Exercise price equals market price (₹)	N.A.
(b)	Exercise price is greater than market price (₹)	N.A.
(c)	Exercise price is less than market price (₹)	N.A.

*During the year under review,no grants were made under the Employee Stock Option Scheme (ESOP).

E. Diluted Earnings Per Share pursuant to issue of shares on exercise of options calculated in accordance with IND AS 33

Diluted Earnings Per Share pursuant to issue of shares on exercise of options calculated in accordance with IND AS 33	7.20

F. Method and Assumptions used to estimate the fair value of options granted during the year:

S. N.	Particulars	ESOP Scheme
a)	The fair value has been calculated using the Black Scholes Option Pricing model. The assumptions used in the model are as follows:	Weighted Average Assumptions
	Stock Price (₹)	N.A.
	Volatility (%)	N.A.
	Risk free Rate (%)	N.A.
	Exercise Price (₹)	N.A.
	Time to Maturity (In Years)	N.A.
	Dividend yield (%)	N.A.
b)	The volatility used in the Black-Scholes option-pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. The period considered for the working is commensurate with the expected life of the options and is based on the daily volatility of the Company's stock price on NSE	
c)	There are no market conditions attached to the grant and vest.	

For and on behalf of the Board of Directors

Ramesh Kumar Dua
Chairman & Managing Director
DIN: 00157872

Mukand Lal Dua
Whole Time Director
DIN: 00157898

Delhi, August 13, 2026

Annexure ‘F’

INDEPENDENT AUDITORS’ CERTIFICATE ON CORPORATE GOVERNANCE

To,
THE MEMBERS OF
RELAXO FOOTWEARS LIMITED

1. We, Gupta & Dua, Chartered Accountants, the Statutory Auditors of Relaxo Footwears Limited (“the Company”), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2026, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para-C and D of Schedule V of the SEBI Listing (Obligation and Disclosure requirements) Regulations, 2015 (the Listing Regulations).

Management’s Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This Responsibility includes the Design, implementation and maintenance of internal controls and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditors’ Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial Statements of the Company.

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para-C and D of Schedule V of the Listing Regulations during the year ended March 31, 2026.

8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Gupta & Dua
Chartered Accountants
Firm’s Registration No.003849N

Mukesh Dua
Partner
Membership No. 085323
UDIN: 26085323WAEUXJ3457

New Delhi, August 13, 2026

CORPORATE GOVERNANCE REPORT

Corporate Governance is about our commitment to human values in business, which translates into ethical corporate conduct. It involves balancing economic goals with greater responsibilities towards society and creating valuable impact through practices and policies embedded within the Company's value system, management ethos, and business practices. Corporate Governance practices reflect one's values, culture, policies and the manner in which the Company deals with various stakeholders. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company is an important part of Corporate Governance. When adhered to and implemented in the best spirit, Corporate Governance positively impacts the activities, processes and policies of an organization, portrays a positive vision to investors and enhances the trust and confidence of stakeholders. It can also encourage a sense of trustworthiness amongst society at large, influence the immediate corporate environment positively and have an overall healthy impact on the national economy.

At Relaxo Footwears Limited ("Relaxo" or "Company"), we believe that good Corporate Governance is a continuing exercise and that everyone at Relaxo is equally responsible and committed to supporting this cause in all management and operational activities. Integrity and transparency are key to our Corporate Governance practices, helping us earn the trust of our stakeholders and facilitate effective and prudent management to meet their expectations. Your Company is conscious of the fact that the success of a corporation is a reflection of the professionalism, conduct and ethical values of its management and employees. In addition to regulatory compliance, your Company endeavours to meet the highest standards of ethical and responsible conduct throughout the organisation in letter and in spirit.

To succeed, we believe, requires the highest standards of corporate behavior towards everyone we work with and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long-term value for our Stakeholders.

The Board of Directors (the "Board") are responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders.

This report has been prepared in compliance with the requirements of Regulation 34(3) read with Schedule V (Part C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time.

1. RELAXO'S GOVERNANCE PHILOSPHY

Corporate Governance has occupied a pivotal position at Relaxo since its inception. The business has, since then, been conducted in the most transparent and ethical manner. Relaxo's governance framework is driven by the objective of enhancing long term stakeholder value without compromising on ethical standards and corporate social responsibilities. The Company continuously endeavors to keep pace with the changing socio-economic scenario to ensure that the conduct of business aligns with management's policies, namely Honesty, Transparency and Ethical Behavior. Relaxo has implemented corporate governance practices that go beyond merely meeting the letter of the law. The Company has voluntarily adopted and evolved various practices of Governance conforming to the highest ethical and responsible standards of business. The Company has not only adopted practices mandated in the Listing Regulations, but also incorporated the relevant non-mandatory recommendations.

2. DATE OF REPORT

The information provided in this Report is as on March 31, 2026. Additionally, information as on the date of this report has also been provided for certain sections.

3. BOARD OF DIRECTORS

Composition

In terms of Regulation 17 of the Listing Regulations, the composition of the Board of your Company is well diverse. Every member of the Board has experience and expertise in their respective fields. The Board is entrusted with the ultimate responsibility of the management, direction and performance of the Company.

The Company's policy is to maintain an optimum combination of Executive and Non-Executive/Independent Directors based on Chairman being executive/ non-executive as required under Listing Regulations. As on March 31, 2026, the Company has total 10 Directors consisting of:

- 1 (One) Managing Director (also designated as Chairman),
- 4 (Four) Whole Time Directors, and
- 5 (Five) Non-Executive Independent Directors including 1 (One) Independent Woman Director

Further, during the financial year under review till the date of this report, the following changes occurred in the Board of Directors, which are summarized as under:

1. The Shareholders of the Company at their 41st Annual General Meeting (AGM) held on August 28, 2025

approved the re-appointment of Mr. Ramesh Kumar Dua, Chairman & Managing Director (DIN: 00157872), who was retiring by rotation at the 41st AGM and being eligible offered himself for re-appointment.

2. The Shareholders of the Company at their 41st AGM held on August 28, 2025 approved the re-appointment of Mr. Mukand Lal Dua, Whole-time Director (DIN: 00157898), who was retiring by rotation at the 41st AGM and being eligible offered himself for re-appointment.

3. In view of the Chief Financial Officer (CFO) succession plan of the Company, Mr. Sushil Batra, Whole Time Director designated as an Executive Director (DIN: 09351823) of the Company relinquished the position of CFO w.e.f. closure of business hours on May 15, 2025 and continued as the Whole Time Director designated as an Executive Director of the Company.

4. Mr. Gaurav Kumaar Dua, Whole time Director (WTD) was re-designated as Co-Chief Executive Officer & Whole-time Director (Co-CEO & WTD) of the Company w.e.f. April 1, 2026, on his existing remuneration, with no change in his tenure and other terms and conditions of his appointment as approved by the shareholders at the AGM held on August 24, 2023, for a period of 3 years from October 1, 2023 to September 30, 2026.

5. Mr. Ritesh Dua Executive Vice President (Finance) was re-designated as Co-Chief Executive Officer (Co-CEO) of the Company w.e.f. April 1, 2026, on his existing remuneration, with no change in his tenure and other terms and conditions of his appointment as approved by the shareholders at the AGM of the Company held on August 24, 2023, for a period of 3 years from October 1, 2023 to September 30,2026.

The composition of the Board represents an optimal mix of professionalism, knowledge, experience and expertise in varied fields, enabling it to discharge its responsibilities and provide effective leadership for a long-term vision with the highest standards of governance. The Board reviews its strength and composition from time to time to ensure that it remains aligned with statutory as well as business requirements.

Board Meetings and its Attendance

During the Financial Year ended March 31, 2026, the Board of Directors of the Company met 6 (Six) times. The intervening period between the Board Meetings was within the maximum time gap prescribed under the Companies Act, 2013 (hereinafter referred as the "Act") and Regulation 17 of the Listing Regulations. The necessary quorum was present in all the meetings of the Board. The details are as follows:

Meeting Number	Date of Board Meeting	Board Strength (No. of Directors)	No. of Directors Present	No. of Independent Directors Present
1	May 9, 2025	10	8	4
2	May 15, 2025	10	7	2
3	July 30, 2025	10	10	5
4	November 13, 2025	10	9	4
5	January 30, 2026	10	9	4
6	March 26, 2026	10	9	4

Necessary disclosures regarding Directorship and Committee positions in other Companies as on March 31, 2026 have been made by the Directors. As per the disclosures received from them, none of the Directors of the Company is a member of more than 10 (Ten) Committees or Chairman of more than 5 (Five) Committees across all listed entities in which he / she is a Director (for the said purpose, the term Committee includes Audit Committee and Stakeholders' Relationship Committee in terms of Regulation 26 of the Listing Regulations). Also, none of the Directors serve as a Director in more than 7 (Seven) listed entities.

The composition of the Board during the Financial Year under review and position held by Directors on the Board / Committees of the Company as on March 31, 2026 along with their attendance at Board meetings and Annual General Meeting ("AGM") of the Company during the Financial Year under review, are given below:

Name of Directors	Category of Directors	No. of Board Meetings attended (total held during the year)	Attendance at last AGM (August 28, 2025) attended through VC/ OAVM	No. of positions held on March 31, 2026			
				No. of other Directorship[1]	Committee[2] (including the Company)		Name of Listed Entity where the person is a Director (Category)
					Membership	Chairmanship	
Ramesh Kumar Dua[3]	Promoter Chairman & Managing Director-Executive	6(6)	Yes	1	1	-	-

Name of Directors	Category of Directors	No. of Board Meetings attended (total held during the year)	Attendance at last AGM (August 28, 2025) attended through VC/ OAVM	No. of positions held on March 31, 2026			
				No. of other Directorship[1]	Committee[2] (including the Company)		Name of Listed Entity where the person is a Director (Category)
					Membership	Chairmanship	
Mukand Lal Dua[3]	Promoter Whole Time Director-Executive	6(6)	Yes	-	1	-	-
Nikhil Dua[3]	Promoter Group Whole Time Director-Executive	6(6)	Yes	-	1	-	-
Gaurav Kumaar Dua[3]	Promoter Group Whole Time Director- Executive	5(6)	Yes	-	-	-	-
Sushil Batra[4]	Whole Time Director-Executive	6(6)	Yes	-	-	-	-
Rajeev Rupendra Bhadauria	Independent Director- Non-Executive	6(6)	Yes	-	2	1	-
Kuldip Singh Dhingra	Independent Director- Non-Executive	1(6)	No	3	0	0	1. Berger Paints India Limited, Non-Executive Non Independent Director
Yogesh Kapur	Independent Director- Non-Executive	6(6)	Yes	8	10	5	1. Greenlam Industries Limited, Independent Director; 2. ASK Automotive Limited, Independent Director; 3. Rico Auto Industries Limited, Independent Director; 4. Kirlosker Oil Engines Limited, Independent Director; 5. Polyplex Corporation Limited, Independent Director
Raj Kumar Jain	Independent Director-Non-Executive	5(6)	Yes	4	7	2	1. J.K Agri Genetics Limited, Independent Director; 2. SRF Limited, Independent Director; 3. Network18 Media & Investments Limited, Independent Director

Name of Directors	Category of Directors	No. of Board Meetings attended (total held during the year)	Attendance at last AGM (August 28, 2025) attended through VC/ OAVM	No. of positions held on March 31, 2026			
				No. of other Directorship[1]	Committee[2] (including the Company)		Name of Listed Entity where the person is a Director (Category)
					Membership	Chairmanship	
Richa Arora	Independent Director- Non-Executive	5(6)	Yes	4	5	1	1. Sundrop Brands Limited, Independent Director 2. J B Chemicals and Pharmaceuticals Limited Independent Director

Notes:

1. For the purpose of considering the limit of the number of directorship and Chairmanship/ membership of committees, all Public Companies (whether listed or unlisted) have been included and all other companies including Private Limited Companies, Foreign Companies, and Companies under Section 8 of the Act are excluded which is in line with the requirement of relevant conditions of Regulation 26 of the Listing Regulations. Further, the directorships held by Directors as mentioned above do not include the directorships held in Relaxo Footwears Limited.
2. The Committees considered for the purpose are those prescribed under Regulation 26 of the Listing Regulations viz. Audit Committee and Stakeholders' Relationship Committee of listed entities and unlisted public companies including Relaxo Footwears Limited. Further, membership also includes chairmanship of the Committees, if any.
3. Mr. Ramesh Kumar Dua and Mr. Mukand Lal Dua are related to each other. Mr. Mukand Lal Dua is also related to Mr. Nikhil Dua. Mr. Ramesh Kumar Dua is also related to Mr. Gaurav Kumaar Dua. None of the Directors other than above have any relationship with any Director of the Company as per Sec 2(77) of the Act including rules thereunder.
4. Mr. Sushil Batra relinquished the position of Chief Financial Officer w.e.f. close of business hours of May 15, 2025 and continued as Whole Time Director-Executive of the Company.

The matrix below summarizes the skills, expertise and competencies possessed by our individual directors, which are key to corporate governance and board effectiveness as on March 31, 2026:

Name of Directors	Skills, expertise and competencies identified by the Board			
	Strategy & Planning - Business strategy and Corporate Management	Governance - developing governance practices, serving the best interests of all stakeholders and driving corporate ethics and values	Manufacturing & Operations - Production and Product development, Quality enhancement, Plant Management, environment & safety	Finance, Marketing & Human Resource Development - finance, investment & commercial banking, institution affairs, human resource, marketing & sales
Ramesh Kumar Dua	√	√	√	√
Mukand Lal Dua	√		√	
Nikhil Dua	√		√	
Gaurav Kumaar Dua	√		√	√
Sushil Batra	√	√		√
Rajeev Rupendra Bhadauria	√			√
Kuldip Singh Dhingra	√	√		√
Yogesh Kapur	√	√	√	√
Raj Kumar Jain	√	√	√	
Richa Arora	√	√	√	√

Familiarization Program

In order to encourage active participation of Independent Directors and in order to understand the business of the Company, programs are conducted for the Independent Directors with detailed presentations covering all aspects of information that they need to possess/update. The details of the programs/sessions conducted for familiarization of Independent Directors can be accessed on the Company website at https://relaxofootwear.com/pages/disclosures-under-regulation-46-of-the-lodr

Board Support

The Company Secretary is responsible for the collation, review and distribution of all papers submitted to the Board and its Committees for consideration. The Company Secretary is also responsible for the preparation of the Agenda and the convening of Board and Committee Meetings. The Company Secretary attends all the Meetings of the Board and its Committees and acts as the Secretary of the Committees. The Company Secretary advises and assures the Board and its Committees on compliance and governance principles and ensures the appropriate recording of minutes of the Meetings. The draft minutes of the Board and its Committees are sent to the members for their comments in accordance with the Secretarial Standard on Meetings of Board of Directors and after incorporating their comments, the minutes are entered in the minutes book within 30 days of the conclusion of the respective meeting.

Follow-up: The Company has an effective post meeting follow-up, review and reporting process of decisions taken by the Board and its Committees. The significant decisions of the Board are promptly communicated to the concerned departments/ business unit head(s).

Independent Directors

All Independent Directors of the Company have been appointed as per the provisions of the Act and Listing Regulations. Formal letters of appointment / re-appointment have been issued to the Independent Directors, which inter-alia explain the role, function, duties and responsibilities as an Independent Director of the Company. The terms and conditions of their appointment / re-appointment are disclosed on the Company's website in the investor section at https://relaxofootwear.com/pages/terms-conditions-of-independent-director

At the time of appointment and thereafter at the beginning of each financial year or whenever there is any change in the circumstances which may affect their status, the Independent Directors submit a declaration confirming their independence and compliance with various eligibility criteria laid down by the Company, among other disclosures. The Company also ensures that its Directors meet the aforesaid eligibility criteria. All such declarations are placed before the Board for its information. Each of the Independent Directors have registered their names on the online databank maintained by the Indian Institute of Corporate Affairs ('IICA'). Further, all Independent Directors of the Company have submitted the declarations to the Company that they are exempt from appearing in the test as required under Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014.

The Independent Directors in their respective disclosures have confirmed that they are independent of the Management and not aware of any circumstances or situation, which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the disclosures received from the Independent Directors, the Board of Directors have confirmed that Independent Directors of the Company fulfill the conditions specified in the Act and Listing Regulations and are independent of the management.

Further, no Independent Director resigned before the expiry of his/her tenure during the year under review.

Meeting of Independent Directors

The Independent Directors meet separately at least once in a Financial Year, without the attendance of Non-Independent Directors and members / representatives of management of the Company. They meet to discuss and form an independent opinion on the agenda items and other Board-related matters, identify areas where they need clarity or information from management and annually review the performance of Non-Independent Directors, the Board as a whole and the Chairman of the Board. They also assess the quality, quantity, and timeliness of the flow of information between the management and the Board of Directors, which is necessary for them to effectively perform their duties.

During the Financial Year 2025-26, the Independent Directors of the Company met once on March 26, 2026. All the Independent Directors except Mr. Kuldip Singh Dhingra attended the meeting of Independent Directors.

The Company familiarizes its Independent Directors with their roles, rights and responsibilities, as well as the nature of the industry in which the Company operates and its business model etc., through various programs. These programs include discussions on issues arising from Committee meetings and Board discussion, including the quality, quantity and timely flow of information between the Company Management and the Board, which is necessary for the Board to effectively and reasonably perform their duties.

Company Secretary

Mr. Ankit Jain is the Company Secretary and Compliance Officer of the Company.

4. COMMITTEES OF THE BOARD OF DIRECTORS

To focus effectively on the issues and ensure the expedient resolution of diverse matters, the Board has constituted several Committees with specific terms of reference. These Committees operate as empowered agents of the Board, as per their terms of reference that set forth their purposes, goals and responsibilities. Committee members are appointed by the Board with the consent of individual Directors. The Board-level Committees constituted in the Company are:

i. Audit Committee

ii. Stakeholders Relationship Committee ("SRC")

iii. Nomination and Remuneration Committee ("NRC")

iv. CSR & ESG Committee ("CSR")

v. Risk Management Committee ("RMC")

The Company Secretary acts as the Secretary of all the Committees. Detailed terms of reference, composition, quorum, meetings, attendance and other relevant details of these Committees are as under:

I. AUDIT COMMITTEE

As required under Section 177 of the Act, and Regulation 18 read with Part C of Schedule II of Listing Regulations and as a measure for good Corporate Governance and to provide assistance to the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company, an Audit Committee has been constituted. The Audit Committee primarily constitutes a formal and transparent arrangement for accurate financial reporting and strong internal controls. All members of the Audit Committee, including the Chairman, are financially literate.

The terms of reference of the Audit Committee include all the matters prescribed under the applicable provisions of the Act and Listing Regulations which, *inter alia*, include the following:

a) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

b) Recommendation for appointments, remuneration and terms of appointment of auditors of the company;

c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

- Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report in terms of clause (c) of subsection 3 of Section 134 of the Act.
- Changes, if any, in accounting policies and practices and reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgment by management.
- Significant adjustments made in the financial statements arising out of audit findings.
- Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of any related party transactions.
- Modified opinion(s) in the draft audit report, if any.

e) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of public issue or rights issue or preferential issue or qualified institutions placement , and making appropriate recommendations to the Board to take up steps in this matter;

g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;

h) Approval or any subsequent modification of transactions of the company with related parties;

i) Scrutiny of inter-corporate loans and investments;

j) Valuation of undertakings or assets of the company, wherever it is necessary;

k) Evaluation of internal financial controls and risk management systems;

l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

n) Discussion with internal auditors of any significant findings and follow up there on;

o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

r) To review the functioning of the Whistle Blower mechanism.;

s) Approval of appointment of Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

t) Reviewing compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 on quarterly basis;

u) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc. on the listed entity and its shareholders; and

v) Undertake/ carrying out any other function as is mentioned in the terms of reference of the Audit Committee or as may be assigned by the Board of Directors, from time to time, or as may be stipulated under any law, rule or regulation including Listing Regulations and the Act.

The Audit Committee is empowered, pursuant to the terms of reference, to investigate any activity within its terms of reference and to seek any information it requires from any employee, obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant expertise, which is considered necessary and reviews other matters also which are referred to it from time to time by the Board or it considers appropriate for discharging its various functions.

The Audit Committee shall mandatorily review the following information:

a) Management discussion and analysis of financial condition and results of operations;

b) Management letters / letters of internal control weaknesses issued by the statutory auditors;

c) Internal audit reports relating to internal control weaknesses;

d) Appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;

e) Statement of deviations;

f) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); and

g) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

Composition and Attendance

As on March 31, 2026, the Audit Committee comprised of 5 (Five) members namely Mr. Yogesh Kapur, Chairman, Mr. Rajeev Rupendra Bhadauria, Mr. Raj Kumar Jain, Ms. Richa Arora and Mr. Nikhil Dua - Members.

During the Financial Year under review, the Audit Committee met 6 (Six) times i.e. May 9, 2025, May 15, 2025, July 30, 2025, November 13, 2025, January 30, 2026 and March 26, 2026. Not more than 120 days elapsed between the two consecutive meetings of the Audit Committee. The necessary quorum was present in all the meetings of the Committee.

All the recommendations made by the Audit Committee were accepted by the Board. The composition and attendance of members at the meetings held during the year under review is as follows:

Name of Members	Designation	Category	No. of meeting held during the Financial Year	No. of Meetings attended
Mr. Yogesh Kapur	Chairman	Non-Executive & Independent Director	6	6
Mr. Rajeev Rupendra Bhadauria	Member	Non-Executive & Independent Director	6	6
Mr. Raj Kumar Jain	Member	Non-Executive & Independent Director	6	5
Ms. Richa Arora	Member	Non-Executive & Independent Director	6	5
Mr. Nikhil Dua	Member	Whole Time Director	6	6

Notes:

Members of the Audit Committee have requisite Financial and Management expertise. The meetings of Audit Committee were also attended by the Chief Financial Officer, Statutory Auditors and Internal Auditors of the Company as special invitees, as and when required.

The Chairman of the Committee was present at the last AGM held on August 28, 2025 through VC/OAVM. The Company Secretary of the Company acts as the Secretary to this Committee.

II. STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with Regulation 20 read with Part D of Schedule II of the Listing Regulations and Section 178 of the Act, the Company has constituted Stakeholders' Relationship Committee.

The role of the Committee inter-alia includes the following:

(a) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(b) Review of measures taken for effective exercise of voting rights by shareholders.

(c) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

(d) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

(e) Any allied matter out of and incidental to these functions.

Composition and Attendance

As on the Financial Year ended March 31, 2026, the Stakeholders' Relationship Committee comprised of 3 (Three) members. Mr. Rajeev Rupendra Bhadauria, a Non-Executive Independent Director of the Company is the Chairman of the Committee. The other members of the Committee are Mr. Ramesh Kumar Dua and Mr. Mukand Lal Dua.

During the Financial Year under review, the Stakeholders' Relationship Committee met 4 (Four) times, i.e., April 29, 2025, June 13, 2025, September 16, 2025 and January 30, 2026. The necessary quorum was present in all the meetings of the Committee. The composition and attendance of members at the meetings held during the Financial Year under review is as follows:

Name of Members	Designation	Category	No. of Meetings held during the Financial Year	No. of Meetings attended
Mr. Rajeev Rupendra Bhadauria	Chairman	Non-Executive & Independent Director	4	4
Mr. Ramesh Kumar Dua	Member	Chairman & Managing Director	4	4
Mr. Mukand Lal Dua	Member	Whole Time Director	4	4

Status of total complaints received during the Financial Year ended March 31, 2026:

S. N.	Particulars	No. of Complaints
1	Complaints and grievances received during the year	71
2	Complaints resolved within 15 days	71
3	Complaints not solved to the satisfaction of shareholders	0
4	Complaints pending on March 31, 2026	0

The Chairman of the Committee was present at the last AGM held on August 28, 2025 through VC/OAVM. The Company Secretary of the Company acts as the Secretary to this Committee.

III. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee functions according to its terms of reference that define its authority, responsibility and reporting functions in accordance with Section 178 of the Act and Regulation 19 read with Part D of Schedule II to the Listing Regulations. The role of the Nomination and Remuneration Committee inter-alia includes the following:

(a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;

(b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description;

(c) Formulation of criteria for effective evaluation of performance of the Board, Independent Directors and other individual directors and review its implementation and compliance thereof;

(d) Devising a policy on diversity of board of directors;

(e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal;

(f) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(g) Recommend to the Board all remuneration, in whatever form, payable to Directors, KMP, Senior Management, i.e., salary, benefits, bonus, stock options etc. and determining policy on service contracts, notice period, severance fees for Directors, KMP and Senior Management; and

(h) Reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria.

As required under SEBI (Share Based Employee Benefit and Sweat Equity) Regulations, 2021, the Board has also designated the existing Nomination and Remuneration Committee for ensuring the compliance and to perform all functions and responsibilities stated under the said Regulations and the Committee is also responsible for administering the Stock Option Plan of the Company and determining eligibility of employees for stock options.

Composition and Attendance

As on March 31, 2026, the Committee comprised of 3 (Three) members. Mr. Rajeev Rupendra Bhadauria, Non-Executive Independent Director of the Company is the Chairman of the Committee. The other members of the Committee are Mr. Yogesh Kapur and Ms. Richa Arora.

During the Financial Year under review, the Committee met 6 (Six) times i.e. May 9, 2025, May 15, 2025, July 30, 2025, November 13, 2025, January 30, 2026 and March 26, 2026.

The Chairman of the Committee was present at the last AGM held on August 28, 2025, through VC/OAVM. The necessary quorum was present in all the meetings of the Committee. The Company Secretary of the Company acts as the Secretary to this Committee.

The composition and attendance of members at the meetings held during the Financial Year under review is as follows:

Name of Members	Designation	Category	No. of Meetings held during the Financial Year	No. of Meetings attended
Mr. Rajeev Rupendra Bhadauria	Chairman	Non-Executive & Independent Director	6	6
Mr. Yogesh Kapur	Member	Non-Executive & Independent Director	6	6
Ms. Richa Arora	Member	Non-Executive & Independent Director	6	5

Nomination and Remuneration Policy of the Company

The Nomination and Remuneration Policy is also available on the website of the Company at the following link https://cdn.shopify.com/s/files/1/0673/0003/2740/files/Nomination_and_Remuneration_Policy.pdf?v=1741684578

Pursuant to applicable provisions of the Act and the Listing Regulations, the Board of Directors, in consultation with NRC, has formulated a Board evaluation framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and individual Directors including Independent Directors.

The NRC has specified the manner for effective evaluation of performance of Board, its Committee and individual Director including Independent Directors. The Board has carried out evaluation of performance of each of them. The NRC reviews its implementation and ensures the compliances thereof.

Board's functioning was evaluated on various aspects including, inter alia, degree of fulfillment of key responsibilities, Board structure and composition, role and accountability, management oversight, risk management, culture and communication, frequency and effectiveness of meetings.

The Committees of the Board were assessed on the basis of degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. The Chairman for the Board Meetings was also evaluated by all the Directors on the basis of managing relations, leadership, competence and diligence. Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings, guidance/ support to the management outside Board/ Committee Meetings, professional qualifications and prior experience.

The Independent Directors' performance evaluation was carried out by the entire Board excluding the Director being evaluated.

The evaluation was carried out by way of framework recommended by the renowned consultants containing, inter-alia, the criteria for the performance evaluation.

The performance evaluation of the Chairman of the Board Meetings and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole.

Remuneration Details

The details of remuneration paid to Executive and Non-Executive Directors during the Financial Year 2025-26 are given below:

i) Executive Directors

The Chairman & Managing Director and Whole-Time Directors are paid remuneration as per the terms recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and approved by the members of the Company subject to such other statutory approvals as may be necessary. Details of remuneration paid to the Executive Directors in the Financial Year 2025-26 is as follows: (₹ in Lacs)

Particulars	(Chairman & Managing Director)	(Whole-Time Directors)			Executive Director
	Mr. Ramesh Kumar Dua	Mr. Mukand Lal Dua	Mr. Nikhil Dua	Mr. Gaurav Kumaar Dua**	Mr. Sushil Batra***
Salary	240.00	240.00	117.13	117.13	159.13
Commission Payable	-	-	-	-	-
Contribution to Provident Fund	28.80	28.80	6.12	6.12	8.31
Other Earning	-	-	-	-	15.00
Gratuity/Leave*	-	-	-	-	-
Allowance/ Perquisites	8.78	8.78	4.65	4.65	7.79
Performance Incentive*	-	-	27.76	27.76	15.65
Total	**277.58**	**277.58**	**155.66**	**155.66**	**205.88**

*On Payment basis.

**Mr. Gaurav Kumaar Dua re-designated as Co-Chief Executive Officer & Whole-Time Director of the Company w.e.f. April 01, 2026.

***Mr. Sushil Batra relinquished the position of CFO w.e.f. closure of business hours of May 15, 2025 and continues as a Whole Time Director designated as an Executive Director of the company.

Notes:

1. No severance fee is payable to Chairman & Managing Director and Whole-Time Directors.
2. No other remuneration is payable to Executive Directors other than those mentioned above.
3. The Executive Directors are not being paid sitting fees for attending meetings of the Board and its Committee(s).

ii) Non-Executive Directors

The Company has formulated the criteria of making payments to Non-Executive Directors which forms part of the terms and conditions of appointment of Independent Director as all the Non-Executive Directors of the Company are also the independent directors which is also available on the website of the Company at the following link https://relaxofootwear.com/pages/terms-conditions-of-independent-director

The details of remuneration paid by way of sitting fees and commission to the Non-Executive and Independent Directors for attending Board and its Committees Meetings during the Financial Year ended March 31, 2026 and the number of shares held by the Non-Executive and Independent Directors as on March 31, 2026, are as under: (₹ in Lacs)

Name of Directors	Category	Sitting Fees	Commission	Total	No. of shares held
Mr. Rajeev Rupendra Bhadauria	Non-Executive & Independent Director	8.10	10.00	18.10	-
Mr. Kuldip Singh Dhingra	Non-Executive & Independent Director	1.00	10.00	11.00	10,457
Mr. Yogesh Kapur	Non-Executive & Independent Director	8.40	10.00	18.40	-
Mr. Raj Kumar Jain	Non-Executive & Independent Director	6.40	10.00	16.40	-
Ms. Richa Arora	Non-Executive & Independent Director	6.70	10.00	16.70	-

Notes:

The remuneration to Directors is within the overall limit approved by shareholders.

During the year, there were no pecuniary relationships or transactions between the Company and any of its Non-Executive Independent Directors apart from sitting fees and commission. The Company has not granted any stock options to any of its Non-Executive Independent Directors.

IV. CSR & ESG COMMITTEE

The Company has constituted CSR & ESG Committee which functions according to its terms of reference in accordance with Section 135 of the Act which, inter alia, include:

a) Formulate and recommend to the Board, a CSR Policy indicating the activity(ies) to be undertaken by the Company as specified in Schedule VII of the Act.

b) Recommend the amount to be spent on the CSR activities.

c) Monitor the Company's CSR Policy periodically.

d) Attend to such other matters and functions as may be prescribed from time to time.

The Board has adopted the CSR Policy as formulated and recommended by the CSR Committee and is available on the website of the Company at following link: https://cdn.shopify.com/s/files/1/0673/0003/2740/files/corporate-social-responsibility-policy-1716526796.pdf?v=1725434537

The Report on CSR activities for the Financial Year 2025-26 forms a part of the Board's Report.

Composition and Attendance

As on March 31, 2026, the Committee comprised of 5 (Five) members namely Mr. Ramesh Kumar Dua - Chairman, Mr. Mukand Lal Dua, Mr. Rajeev Rupendra Bhadauria, Mr. Yogesh Kapur, and Ms. Richa Arora - Members.

During the Financial Year under review, the Committee met 1 (One) time on May 9, 2025. The necessary quorum was present in the said meeting of the Committee. The Company Secretary of the Company acts as the Secretary to this Committee. The composition and attendance of members at the meeting held during the Financial Year under review is as follows:

Name of Members	Designation	Category	No. of Meetings held during the Financial Year	No. of Meetings attended
Mr. Ramesh Kumar Dua	Chairman	Chairman & Managing Director	1	1
Mr. Mukand Lal Dua	Member	Whole Time Director	1	1
Mr. Rajeev Rupendra Bhadauria	Member	Non -Executive & Independent Director	1	1
Mr. Yogesh Kapur	Member	Non -Executive & Independent Director	1	1
Ms. Richa Arora	Member	Non -Executive & Independent Director	1	1

V Risk Management Committee

In compliance with Regulation 21 of the Listing Regulations, the Company has constituted the Risk Management Committee.

The role of Risk Management Committee is to focus on risk management including determination of Company's risk appetite, risk tolerance & risk assessments (risk identification, risk evaluation, risk management and mitigation) etc. including cyber security. It functions according to its terms of reference which, *inter-alia*, includes the following:

a) Ensuring the establishment of an adequate risk management system.

b) Overseeing and implementing risk management strategies, ensuring transparency and helping the Board make informed risk-reward decisions.

c) The Risk Manager works with the Board, Audit Committee, and RMC in risk identification, impact assessment, mitigation, and reporting.

d) Risk Owners are responsible for managing and mitigating risks, with ultimate accountability for their assigned risks.

e) Risk Champions coordinate departmental risks, ensure ERM compliance, and report on risk status quarterly to the RMC and Risk Manager.

The risk management policy is available at the website of the Company at following link https://cdn.shopify.com/s/files/1/0673/0003/2740/files/risk-management-policy-1708068852_31877989-eeb1-41fa-8bfb-a5dcaac7e9f8.pdf?v=1733560348

As on March 31, 2026, the Committee comprised of 5 (Five) members namely Mr. Ramesh Kumar Dua-Chairman, Mr. Sushil Batra, Mr. Yogesh Kapur, Mr. Raj Kumar Jain and Mr. Ritesh Dua- Members.

As per Listing Regulations, the Risk Management Committee shall meet at least twice in a year. During the Financial Year under review, the Committee met 2 (Two) times on July 30, 2025 and January 30, 2026.

All the Risk Management Committee meetings were held within the period of 210 days. The attendance of each member at the meeting held during the Financial Year under review is as follows:

Name of Members	Designation	Category	No. of Meetings held during the Financial Year	No. of Meetings attended
Mr. Ramesh Kumar Dua	Chairman	Chairman & Managing Director	2	2
Mr. Sushil Batra	Member	Executive Director	2	2
Mr. Yogesh Kapur	Member	Non –Executive & Independent Director	2	2
Mr. Raj Kumar Jain	Member	Non –Executive & Independent Director	2	2
Mr. Ritesh Dua[1]	Member	Executive Vice President (Finance)	2	2

1. Mr. Ritesh Dua re-designated as Co-Chief Executive Officer of the Company w.e.f. April 1, 2026.

5. SENIOR MANAGEMENT

As on the date of this report the following officials of the Company are categorized as Senior Management in terms of the provisions of the SEBI Listing Regulations.

S. N.	Name	Designation
1	Mr. Ritesh Dua[1]	Co- Chief Executive Officer
2	Mr. Nitin Dua	Executive Vice President - Retail
3	Mr. Rahul Dua	Executive Vice President - Manufacturing
4	Mr. Amit Roy	Chief Financial Officer (CFO)
5	Mr. Ankit Jain	Company Secretary & Compliance Officer
6	Mr. Verinder Kumar	Sr. Vice President - Manufacturing
7	Mr. Gaurav Malik	Vice President - Product Development
8	Mr. Vijay Kumar	Vice President - Supply Chain Planning & Logistics
9	Mr. Karan Singh Suryawanshi	Vice President- GT Sales (SPARX)
10	Mr. Manoj Taneja	Vice President - Ecommerce
11	Mr. Harpreet Singh Bhatia	Vice President - Revenue Growth
12	Mr. Manoj Lalwani	Vice President - Marketing
13	Mr. Navin Trivedi	General Manager - Legal
14	Mr. Rohit Khaneja	General Manager - Internal Audit
15	Ms. Manju Kohli	Chief Human Resources Officer
16	Mr. Raghubir Singh	Asst. Vice President - IT
17	Mr. Sandeep Singh	Sr. General Manager - Export

The details of changes in the Senior Management Personnel of the Company during the Financial Year 2025-26 and as on the date of this Report are set out below:

S. N.	Name	Date of Appointment	Date of Cessation	Reason
1	Mr. H.R. Sapra, Sr. Vice President CPD	-	April 01, 2025	Superannuation
2	Mr. Prince Jain, Chief Financial Officer	May 16, 2025	-	Appointment as Chief Financial Officer (Key Managerial Personnel) of the Company.
3	Mr. Ajay Kumar Agarwal, General Manager – Banking	-	July 30, 2025	Ceased to be classified as Senior Management Personnel pursuant to changes in the organizational structure and reporting framework of the Company.
4	Mr. Amit Roy, Sr. General Manager – Taxation			
5	Mr. Supriyam Vatsa, Sr. General Manager – Accounts			
6	Mr. Rakesh Singh Gautam, Vice President – HR			
7	Mr. Sachin Chabbra, Vice President – Marketing	-	September 15, 2025	Resignation from the Company
8	Mr. Surender Bansal, Vice President – Sales	-	October 09, 2025	
9	Mr. Prince Jain, Chief Financial Officer	-	March 11, 2026	Resignation as Chief Financial Officer of the Company.
10	Mr. Amit Roy, Chief Financial Officer	April 01, 2026	-	Appointment as Chief Financial Officer (Key Managerial Personnel) of the Company.

S. N.	Name	Date of Appointment	Date of Cessation	Reason
11	Mr. Vijay Kumar, Vice President – Supply Chain Planning & Logistics	May 05, 2026	–	Designated as Senior Management Personnel pursuant to his role and reporting structure within the Company.
12	Mr. Rishi Mutreja, Senior General Manager – SCM	–	May 28, 2026	Ceased to be classified as Senior Management Personnel pursuant to changes in the organizational structure and reporting framework of the Company.
13	Mr. Sandeep Singh, Senior General Manager – Export	May 28, 2026	–	Included in Senior Management Personnel consequent to changes in the organizational structure and reporting framework of the Company.
14	Mr. Raghubir Singh, Assistant Vice President – Information Technology			
15	Ms. Manju Kohli, Chief Human Resources Officer			
16	Mr. Rohit Khaneja, General Manager – Internal Audit			
17	Mr. Navin Trivedi, General Manager – Legal			
18	Mr. Manoj Lalwani, Vice President – Marketing			
19	Mr. Harpreet Singh Bhatia, Vice President – Revenue Growth			
20	Mr. Manoj Taneja, Vice President – E-commerce			
21	Mr. Karan Singh Suryawanshi, Vice President – GT Sales (SPARX)			
22	Mr. Gaurav Malik, Vice President – PD			

1 Mr. Ritesh Dua was re-designated as Co-Chief Executive Officer of the Company w.e.f. April 1, 2026.

Notes:

Further, there have been no changes in the Senior Management Personnel pertaining to appointments, resignations, retirements, or superannuation, other than those for which the requisite disclosures have been duly submitted to the stock exchange(s) within the stipulated timelines. Hence, the same are not being reiterated herein.

6. VENUE & TIME OF ANNUAL GENERAL MEETINGS

The last 3 (Three) AGMs of the Company were held within the statutory time period and the details of the same are reproduced herein below:

Year	Venue/ location	No. of Special Resolution	Day and Date	Time	Details of Resolution Passed
2024-25	AGM held through Video Conferencing ('VC") / Other Audio-Visual Means ("OAVM"), in compliance with various circulars issued by MCA and SEBI.	2	Thursday, August 28, 2025	10.30 a.m. (IST)	1. Re-appointment of Mr. Ramesh Kumar Dua, Chairman & Managing Director (DIN: 00157872) of the Company. 2. Re-appointment of Mr. Mukand Lal Dua, Whole Time Director (DIN: 00157898) of the Company.
2023-24	AGM held through Video Conferencing ('VC") / Other Audio-Visual Means ("OAVM"), in compliance with various circulars issued by MCA and SEBI.	1	Thursday, August 29, 2024	10.30 a.m. (IST)	1. Re-appointment of Mr. Rajeev Rupendra Bhaduria (DIN: 00376562), as non executive and independent director of the Company.

Year	Venue/ location	No. of Special Resolution	Day and Date	Time	Details of Resolution Passed
2022-23	AGM held through Video Conferencing ('VC") / Other Audio-Visual Means ("OAVM"), in compliance with various circulars issued by MCA and SEBI.	7	Thursday, August 24, 2023	10.30 a.m. (IST)	1. Re-appointment of Mr. Ramesh Kumar Dua (DIN: 00157872) as Managing Director of the Company. 2. Re-appointment of Mr. Mukand Lal Dua (DIN- 00157898) As A Whole Time Director of The Company. 3. Re-appointment of Mr. Nikhil Dua (DIN – 00157919) as a Whole Time Director of the Company. 4. Re-appointment of Mr. Gaurav Dua (DIN-09674786) as a Whole Time Director of the Company. 5. Re-appointment of Mr. Ritesh Dua (Relative of Directors) as an Executive Vice President (Finance) of the Company. 6. Re-appointment of Mr. Nitin Dua (Relative of Directors) as an Executive Vice President (Retail) of the Company. 7. Re-appointment of Mr. Rahul Dua (Relative of Director) as an Executive Vice President (Manufacturing) of the Company.

7. EXTRA ORDINARY GENERAL MEETING

During the Financial Year 2025-26, no Extra Ordinary General Meeting was held.

8. POSTAL BALLOT

No special resolution was passed through postal ballot during the last year.

Whether any Special Resolution is proposed to be passed through Postal Ballot

No Special Resolution was passed through Postal Ballot during the Financial Year and no resolution is proposed to be passed through Postal Ballot.

9. DISCLOSURES

a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of your Company at large

During the Financial Year 2025-26, there was no materially significant Related Party Transaction entered into by the Company that may have potential conflict with the interests of your Company at large.

All transactions entered into with related parties as defined under the Act and the Listing Regulations during the Financial Year were on an arm's length basis. Further, during the Financial Year 2025-26, the Company had entered into a transaction with related parties not in the normal course of business but on an arm's length basis under the provisions of Section 188 of the Act.

None of the transactions with any of the related parties were in conflict with the interest of the Company rather, they synchronize and synergies with the Company's operations. Attention of members is drawn to the disclosure of transactions with the related parties set out in Note No. 41 of the Financial Statements, forming part of the Annual Report.

The required statements / disclosures, with respect to the related party transactions, are placed before the Audit Committee / Board, on quarterly basis in terms of Regulation 23(3) of the Listing Regulations and other applicable laws for approval / information. Prior omnibus approval is obtained for Related Party Transactions which are repetitive in nature.

Further, the Company as a measure of good corporate governance practice and irrespective of the value of related party transactions, has adopted disclosure format of minimum information as per Industry Standards in line with the SEBI Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, to be placed before the Audit Committee.

The Company does not have any subsidiary.

The Board of Directors has formulated a Policy on materiality of Related Party Transactions ('RPT Policy'), pursuant to the provisions of the Act and the Listing Regulations. The RPT Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties. The RPT Policy is posted on the website of the Company at following link: https://cdn.shopify.com/s/files/1/0673/0003/2740/files/Policy_on_Materiality_of_Related_Party_Transactions.pdf?v=1741684578

The Board of Directors reviews the said policy at least once every three years for any updation on the recommendation of the Audit Committee. The RPT Policy was last updated on January 31, 2025.

The Audit Committee reviews the statement of related party transactions on a standalone basis and the disclosure of such statement is made to the Stock Exchanges on the date of publication of financial results for the half year.

b) Disclosure of Accounting Treatment

The Company has followed all relevant Indian Accounting Standards (Ind-AS) while preparing the Financial Statements.

c) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years

There has not been any non-compliance by the Company, and no penalties or stricture have been imposed on the Company by Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years. The Company has complied with applicable rules and regulations prescribed by Stock Exchange, SEBI or any other statutory authority relating to Capital Market.

All Returns/Reports were generally filed within stipulated time with the Stock Exchanges / other authorities.

d) Vigil Mechanism/ Whistle Blower Policy

In accordance with the requirement of Section 177 of the Act read with the Rules made thereunder and Regulation 22 of Listing Regulations, the Company has formulated a 'Vigil Mechanism / Whistle Blower Policy' which provides a tool to the Directors, Employees, Vendors and Other Business Partners ('Whistle Blower') of the Company to report genuine concerns including unethical behavior, actual or suspected fraud or violation of the Code of Conduct or Policy. The Policy also provides for adequate safeguards against victimization of Whistle Blower who avail the mechanism and provides direct access to the Chairman of the Audit Committee in exceptional cases. The Audit Committee reviews the functioning of Whistle Blower Mechanism. The Whistle Blower Policy is available at the website of the company at: https://cdn.shopify.com/s/files/1/0673/0003/2740/files/vigil-mechanism-policy-1725856876.pdf?v=1731406745

The Audit Committee periodically reviews the existence and functioning of the mechanism. It reviews the status of complaints received under this policy on a quarterly basis. This is affirmed that no personnel have been denied access to the Chairman of the Audit Committee.

During the Financial Year 2025-26, no complaint was received under the Whistle Blower Mechanism.

e) Compliance of Corporate Governance Requirements of the Listing Regulations

The Company has complied with the mandatory Corporate Governance requirements specified under Regulation 17 to 27 & clause 'b' to 'i' of sub-regulation (2) of Regulation 46 of the Listing Regulations and Quarterly Integrated Report (Governance) including the Compliance Report on Corporate Governance, in the prescribed format duly signed by the compliance officer, is submitted quarterly with the Stock Exchanges where the shares of the Company are listed. The Company has also complied with relevant para of Schedule V of Listing Regulations on Corporate Governance.

Further, Certificate from M/s Gupta & Dua, Chartered Accountants, (ICAI Firm Registration No. -003849N), Statutory Auditors of the Company, confirming the compliance of the Corporate Governance requirements, as stipulated under the Listing Regulations, is attached to the Report of Corporate Governance as **Annexure-F**.

f) Compliance of Mandatory and Non-Mandatory Requirements

The Company has complied with all the mandatory requirements of relevant regulations and schedules of the Listing Regulations, relating to Corporate Governance. In addition to the mandatory requirements, the Company has also adopted the following non-mandatory requirements, as specified under Regulation 27(1) read with Part E of Schedule II of the Listing Regulations:

i. **Modified opinion(s) in the audit reports**

The Statutory Auditors of the Company have issued Audit Reports with unmodified opinion on the financial statements for the financial year ended March 31, 2026.

ii. **Reporting of Internal Auditors**

Internal Auditors directly reports to the Audit Committee.

g) **Policy for Prevention of Insider Trading**

With a view to prevent trading of shares of the Company by an insider on the basis of unpublished price sensitive information, the Board has approved Code for Prohibition of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. Under the Policy, insiders are prohibited to deal in the Company's shares while in possession of unpublished price sensitive information of the Company. The Code, inter alia, lays down the procedures to be followed by Designated Persons (DPs) while trading/ dealing in Company shares and while sharing Unpublished Price Sensitive Information (UPSI). The Code includes the obligations and responsibilities of DPs, obligation to maintain the digital database, mechanism for prevention of insider trading and handling of UPSI.

The Company follows highest standards of transparency and fairness in dealing with all stakeholders and ensures that no insider shall use his or her position with or without knowledge of the Company to gain personal benefit or to provide benefit to any third party.

h) **Commodity price risk or foreign exchange risk and Commodity hedging activities**

The Company has not entered into any commodity hedging activities, however, to mitigate price risk and availability issues, the Company continuously monitors the price trend of key materials in global/ domestic markets by subscribing to various commodity reports, development of new vendors and alternate material for better price competitiveness and quality sustainability / improvement etc. Further, Company had foreign exchange exposure towards imports and export during the Financial Year 2025-26. However, the Company has hedged major part of the import transactions.

Since the Company has not entered into any derivative contract to hedge exposure to fluctuations in commodity prices, no disclosure is required pursuant to SEBI Circular dated November 15, 2018.

i) **Policy for Determining Material Subsidiary Companies**

The Company does not have any subsidiary, therefore, there is no policy for determining material subsidiary companies.

j) **Details of utilization of funds raised through preferential allotment or qualified institutional placements as specified under Regulation 32 (7A)**

During the Financial Year 2025-26, No allotment of shares was made through preferential allotment or qualified institutional placements as specified under Regulation 32 (7A) of the Listing Regulations.

k) **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part**

The total fee paid to statutory auditor is given in note no. 44 of Financial Statements.

l) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

As per the requirement of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH), your Company has a robust mechanism in place to redress complaints reported under it. Status of Complaints during the Financial Year are as follows:-

a. number of complaints pending at the start of the Financial Year - Nil

b. number of complaints filed during the Financial Year - 1

c. number of complaints disposed of during the Financial Year - 1

d. number of complaints pending as on end of the Financial Year - Nil

m) **Certificate from Practicing Company Secretary:**

Your Company has obtained a certificate from CS Baldev Singh Kashtwal (ICSI Peer Review Certificate No.: 7700/2026), Company Secretaries in practice, certifying that none of the Directors on the board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by SEBI, Ministry of Corporate Affairs or any such statutory authority in accordance with Listing Regulations. The certificate is enclosed and forms part of this report.

n) All the recommendations of Board Committees were duly accepted by the Board of Directors.

10. RECONCILIATION OF SHARE CAPITAL

A qualified Practicing Company Secretary carried out quarterly examination of Secretarial Records to reconcile the total admitted share capital with NSDL and CDSL and the total issued and listed capital. The audit confirmed that the total issued /paid-up capital was in agreement with the aggregate of total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

11. CODE OF CONDUCT

The Company has framed and adopted a Code of Conduct ("Code") for all the Board members and Senior Management Personnel of the Company. The Code is available on the Company's website i.e. https://cdn.shopify.com/s/files/1/0673/0003/2740/files/Code_of_Conduct_for_Directors_and_Senior_Management.pdf?v=1741684578.

The Code is applicable to all Board members and Senior Management Personnel. The Code is circulated to all the Board Members and Senior Management personnel and its compliance is affirmed by them annually.

A declaration signed by Mr. Gaurav Kumaar Dua, Co-CEO & Whole-time Director and Mr. Ritesh Dua, Co-CEO of the Company, regarding affirmation of the compliance with the Code by Board members and Senior Management for the Financial Year ended March 31, 2026, is enclosed with this report.

12 MEANS OF COMMUNICATION

The Company ensures timely disclosure of all corporate financial information and other details relevant to the members of the Company.

Publication of financial results:

During the Financial Year, Company's quarterly, half-yearly and annual Audited Financial Results were published in Economic Times (in English Language- Mumbai and Delhi); and Navbharat Times (in Hindi Language- Delhi). Also, the results were filed with the Stock Exchanges and uploaded on the website of the Company. i.e.https://relaxofootwear.com/pages/financial-results

News releases, presentations to Institutional Investors or to the Analysts: Official news releases, official media releases and presentation to institutional investors and analysts are filed with the stock exchanges and uploaded on the Company's website i.e. https://relaxofootwear.com/pages/investor-relations

NSE Electronic Application Processing System (NEAPS)/ BSE Corporate Compliance & Listing Centre: The NEAPS/ BSE Listing Centre is a web-based application designed for corporates. All periodical compliance fillings, like shareholding pattern, Integrated Reporting (governance/ financial), financial results, media releases and other material information are also filed electronically on the designated portals.

Website: Upto date financial results, annual reports, shareholding patterns, official news releases, financial analysis reports, latest presentation made to the institutional investors and other general information about the Company are available on the Company's website https://relaxofootwear.com/pages/investor-relations.

13. GENERAL SHAREHOLDERS INFORMATION

a) Annual General Meeting

Date	:	September 24, 2026
Day	:	Thursday
Time	:	10.30 a.m.
Venue	:	The Company is conducting meeting through VC / OAVM pursuant to the MCA General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025. Accordingly, there is no requirement to have a venue for the AGM. For details, please refer to the Notice of this AGM.

b) Financial Year

The Company follows April to March as its Financial Year, Accordingly, for year under review the financial year shall be i.e., April 1, 2025 – March 31, 2026. The results for every quarter, beginning from April, will be declared within 45 days of the end of quarter, except for the last quarter, which will be submitted, along with the annual audited results within 60 days of the end of the last quarter or such extended date prescribed by SEBI from time to time.

c) Cut-off Date (Record Date):

Friday, September 18, 2026

d) Dividend Payment Date:

On or before October 23, 2026
(subject to approval of shareholders in AGM).

e) Registered Office:

Aggarwal City Square, Plot No. -10 Manglam Place, District Centre, Sector-3 Rohini, Delhi -110085, Tel.: 011- 46800600, 46800700.

f) Listing on Stock Exchanges:

Name and address of the Stock Exchange	Scrip Code	Status of listing fee paid for FY 2026-27
National Stock Exchange of India Limited Exchange Plaza C-1, Block - G, Bandra-Kurla Complex, Bandra (E) Mumbai-400051, Maharashtra.	RELAXO	Paid
BSE Limited 25th Floor, P.J. Towers, Dalal Street, Mumbai-400001, Maharashtra.	530517	Paid

Further, the trading in the securities of the Company were not suspended during the year under review on any of the exchange.

g) Registrar and Share Transfer Agent (RTA): SEBI has made it mandatory for all the listed companies that all the work relating to share transfer / registry, physical and demat registry work, to be handled either wholly 'in house' by companies or wholly by a SEBI registered external Registrar and Share Transfer Agent. The Company has appointed M/s. Kfin Technologies Limited (Formerly known as Kfin Technologies Private Limited) as the Registrar and Share Transfer Agent of the Company. Detail of the Registrar and Share Transfer Agent of the Company is given below: -

KFin Technologies Limited
Selenium Building
Plot No. 31 & 32, Tower-B Serilingampally,
Nanakramguda Financial District,
Hyderabad - 500 032, State of Telangana, India
Email : einward.ris@kfin.com
website: https://ris.kfintech.com
Phone: 1800 309 4001

h) Share Transfer System

As per the mandate of SEBI, transfer of Equity Shares of the Company is permitted only in dematerialised form. Accordingly, the requests for effecting transfer of physical securities shall not be processed by the Company/ RTA unless the Equity Shares are held in dematerialised form.

Further, SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, issued operational guidelines for processing requests for (i) Transmission; (ii) Transposition; (iii) Issue of duplicate securities certificate; (iv) Claim from Unclaimed Suspense Account; (v) Renewal/ Exchange of securities certificate; (vi) Endorsement; (vii) Sub-division/ Splitting of securities certificate; and (viii) Consolidation of securities certificates/ folios of securities would be carried out in dematerialised form only. Accordingly, requests for effecting the above-mentioned dealings in respect of physical securities will be carried out in accordance with the afore-stated SEBI Master Circular.

The shareholders may note that pursuant to SEBI circular dated January 30, 2026 (effective April 2, 2026), investor service requests are processed through direct credit of securities to the demat account of the investor upon completion of verification. Accordingly, no physical share certificates or letter of confirmation are issued for requests received on or after April 2, 2026.

Requests received prior to April 2, 2026, were processed in accordance with the then applicable framework, including issuance of Letter of Confirmation (LOC), which remains valid for dematerialisation within the prescribed timelines. In cases where such LOCs are not acted upon within the stipulated period, the securities are transferred to the Suspense Escrow Demat Account in accordance with applicable SEBI regulations.

The Board of Directors has delegated the authority for share transfers, transmissions, transpositions, remat / demat of shares/ sub-division/ consolidation/ issue of renewed and duplicate share certificates etc. to the Board constituted Stakeholders' Relationship Committee. For any such action request is to be made to the RTA, which after scrutinizing all such requests, forwards it for approval of Stakeholders' Relationship Committee.

i) Distribution Pattern as on March 31, 2026

i) Shareholding pattern* (in form of size):

S. N.	No. of Equity Shares held	2026				2025			
		No. of Share-holders	% of total Share holders	No. of Shares held	% of total Shares	No. of Share-holders	% of total Share-holders	No. of Shares held	% of total Shares
1	1 - 5000	2,25,546	99.83	1,27,99,946	5.14	2,36,333	99.85	1,10,86,992	4.45
2	5001 - 10000	211	0.09	15,29,067	0.62	184	0.08	13,58,017	0.55
3	10001 - 20000	62	0.03	8,80,316	0.35	52	0.02	7,58,572	0.30
4	20001 - 30000	28	0.01	6,83,738	0.27	21	0.01	5,11,318	0.21
5	30001 - 40000	16	0.01	5,61,326	0.23	13	0.01	4,65,959	0.19
6	40001 - 50000	7	0.00	3,18,965	0.13	8	0.00	3,59,931	0.14
7	50001 - 100000	22	0.01	15,23,567	0.61	24	0.01	15,63,319	0.63
8	100001 & Above	39	0.02	23,06,41,661	92.65	42	0.02	23,28,34,478	93.53
Total		**2,25,931**	**100.00**	**24,89,38,586**	**100.00**	**2,36,677**	**100.00**	**24,89,38,586**	**100.00**

*on the basis of consolidation of PAN.

ii) Shareholding pattern* (in form of Ownership Category):

S. N.	Category	2026				2025			
		No. of Share-holders	% of total Share-holders	No. of Shares held	% of total Shares	No. of Share-holders	% of total Share-holders	No. of Shares held	% of total Shares
1	Promoter & Promoter Group	14	0.01	17,74,16,171	71.27	12	0.01	17,74,16,146	71.27
2	Bodies corporate	231	0.10	2,28,14,736	9.16	264	0.11	2,28,20,197	9.17
3	Resident individuals	220633	97.66	1,58,79,436	6.38	2,31,114	97.65	1,35,08,050	5.43
4	H U F	1401	0.62	2,75,206	0.11	1,351	0.57	2,23,461	0.09
5	Clearing Members	1	0.00	200	0.00	4	0.00	224	0.00
6	Non-resident Indians	3534	1.56	6,23,789	0.25	3,734	1.58	5,44,354	0.22
7	Foreign Portfolio Investors	102	0.05	75,58,857	3.04	110	0.05	76,32,117	3.07
8	Others	15	0.01	2,43,70,191	9.79	88	0.04	2,67,94,037	10.76
Total		**2,25,931**		**24,89,38,586**	**100.00**	**2,36,677**	**100.00**	**24,89,38,586**	**100.00**

*on the basis of consolidation of PAN.

j) Dematerialization of Shares:

The Company's shares are compulsorily traded in Dematerialized form and are available for trading with both the Depositories:

- National Securities Depository Limited ("NSDL")
- Central Depository Services (India) Limited ("CDSL")

The shareholders can hold the Company's shares with any of the depository participants, registered with these depositories. ISIN for the Company's shares is INE131B01039. The Company's equity shares are frequently traded, thus maintaining liquidity, at the BSE Limited and National Stock Exchange of India Limited.

The details of shares of the Company in demat and physical forms, as on March 31, 2026, is given below:

Particulars	No. of Shares	% of Paid up Capital	No. of Shareholders*
National Securities Depository Limited (a)	23,79,14,696	95.57	45,600
Central Depository Services (India) Limited (b)	1,07,26,080	4.31	1,86,395
Shares in Demat Form (a+b)	**24,86,40,776**	**99.88**	**2,31,995**
Shares in Physical Form (c)	2,97,810	0.12	103
Total (a+b+c)	**24,89,38,586**	**100.00**	**2,32,098**

* for the purpose of showing no. of shareholders in NSDL & CDSL, only number of record are counted as number of shareholders (i.e. without PAN Consolidation).

k) Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity;

As on March 31, 2026, the Company does not have any outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments.

l) Address for Correspondence:

i. For enquiries, clarifications and correspondence relating to transmission/ transposition/ dematerialisation of equity shares, non-receipt of dividend etc., Investors may contact the Registrar and Share Transfer Agent of the Company at:

KFin Technologies Limited
Selenium Building
Plot No. 31 & 32,
Tower-B Serilingampally, Nanakramguda
Financial District, Hyderabad - 500 032
State of Telangana, India
Email: einward.ris@kfin.com
website: https://ris.kfintech.com
Phone: 1800 309 4001

ii. All enquiries, clarifications and correspondence may be addressed to the Compliance Officer at the following address:

Mr. Ankit Jain,
Company Secretary & Compliance Officer / Nodal Officer,
Relaxo Footwears Limited
Aggarwal City Square, Plot No. -10, Manglam Place,
District Centre, Sector-3, Rohini, Delhi -110085
E-mail: cs@relaxofootwear.com

The Company addresses all complaints, suggestions, grievances and other correspondence expeditiously and replies are sent usually within 7-10 working days except in case of other impediments. The Company endeavors to implement suggestions as and when received from the investors.

m) Plant Locations

As on March 31, 2026, location of Plants of the Company is given below:-

- **RFL-I & II** - 326-327, MIE, Bahadurgarh, (Haryana)*
- **RFL-III -** A-1130 & 1130 (A), RIICO Industrial Area, Phase-III, Bhiwadi, (Rajasthan)
- **RFL-IV -** 30/3/2, Mooja Hasanpur, Tikri Border Bahadurgarh, (Haryana)
- **RFL-V -** 83-92, SIDCUL Industrial Area, BHEL, Haridwar, (Uttarakhand)
- **RFL-VI -** 342-343, Footwear Park, Industrial Estate, Sector-17, Bahadurgarh, (Haryana)
- **RFL-VII -** 328-329, MIE, Bahadurgarh, (Haryana)
- **RFL-VIII -** 37, Sector 4B, Bahadurgarh, (Haryana)
- **RFL-IX -** Plot No. SP – 6 & 7 Kaharani, Bhiwadi Extn, (Rajasthan)

*The plant is under reconstruction, and its activities have temporarily been shifted to alternative facility of the company.

n) Corporate Identity Number (CIN): L74899DL1984PLC019097

o) Per Share Data:

Particulars	2025-26	2024-25	2023-24	2022-23	2021-22
Net Earning (₹ in Crores)	179.27	170.33	200.47	154.47	232.68
Cash Earning (₹ in Crores)	333.00	327.90	349.53	280.52	343.16
EPS-Basic (in ₹)	7.20	6.84	8.05	6.21	9.36
Dividend (including Interim Dividend per share) (in ₹)	3.50	3.00	3.00	2.50	2.50
Dividend Pay out (%)	48.61	43.86	37.27	40.26	26.71
Book Value Per Share (in ₹)	88.63	84.28	80.39	74.52	70.71
Face value Per Share (in ₹)	1.00	1.00	1.00	1.00	1.00

p) Credit Rating

During the Financial Year 2025-26, ICRA Limited (ICRA) has reaffirmed the long-term rating of the Company at [ICRA] AA (pronounced ICRA Double A). The Outlook on the long-term rating is Stable.

Additionally, ICRA has also reaffirmed short term rating of the Company at [ICRA] A1+ (pronounced ICRA A one plus) which is the highest rating for the category.

Further, the Company does not have any debt instruments as on date of this report and during the year under review. Accordingly, the requirement of obtaining credit rating is not applicable.

Also, the Company does not have any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad, as on date and during the year under review.

q) Transfer of unpaid/ unclaimed dividend amount/ shares to Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of Section 124 and 125 of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), the dividend amounts declared by the Company which remain unpaid/ unclaimed by the shareholder for a period of seven years from the date of transfer to the unpaid dividend account shall be transferred by the Company to IEPF established by the Central Government.

Further, the IEPF Rules also mandate the Company to transfer those equity shares in respect of which dividend amount remains unpaid/ unclaimed for seven consecutive years or more in the name of IEPF Authority.

In view of the above, during the year under review, the Company has deposited/ transferred:

a) unclaimed dividend amounts of ₹4,77,096/- from the Final Dividend Account for the FY 2017-18 to IEPF; and

b) 427 number of equity shares pertaining to FY 2017-18 to IEPF Authority.

The details of disclosure with respect to unclaimed demat suspense account / unclaimed suspense account is provided in point no. 47 of the Board's Report.

r) Other useful information for the shareholders:

i) Equity Shares of the Company are under compulsory demat trading. To avail the advantage of scripless trading, Shareholders are advised to consider dematerialization of their shareholding so as to avoid inconvenience in future.

ii) Members/Beneficial owners are requested to quote their Folio No./ D.P. & Client ID Nos. as the case may be, in all correspondence with the Company.

iii) In case of loss/misplacement of shares, a complaint shall be lodged with the Police Station and an intimation shall be sent to the Company along with original or certified copy of FIR/acknowledgement of the Complaint.

iv) Beneficial owners of shares, in demat form, are advised that in terms of the Regulations of NSDL & CDSL, their Bank Account details, as furnished to the Depository Participants ("DP") will be printed on their Dividend Warrants. The Company will not entertain requests for change of such bank details printed on their dividend warrants.

v) Members holding shares in physical form, are requested to notify to the Company, change in their Address/Pin Code Number and Bank Account details promptly.

vi) Beneficial owners of shares in demat form, are requested to send their instructions regarding change of address, bank details, nomination, power of attorney etc. directly to their DP as the same are maintained by them.

vii) Section 72 of the Act extends nomination facility to individuals holding shares in physical form in Companies. Members, in particulars those holding shares in single name, may avail of the above facility by furnishing the particulars of their nomination in the prescribed Nomination form.

viii) As per SEBI Master Circular No. SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 , it is mandated by the SEBI to mandatorily update the PAN, KYC, Nomination details, Bank details, Contact details and Specimen Signature of all shareholders holding shares in physical form and compulsory linking of PAN with Aadhar number by all shareholders.

ix) Disclosure of Loans and advances given by Company and its subsidiaries, in the nature of loans to firms/companies in which directors are interested by name and amount: Not applicable

x) Details of material subsidiaries; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries: Not applicable, since Company has no subsidiary.

xi) Disclosure of certain types of agreements binding the company: (Information disclosed under clause 5A of paragraph A of Part A of Schedule III): Not Applicable, since during the FY 2025-26, none of the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company among themselves or with the Company or with a third party, solely or jointly, entered into an agreement, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company.

xii) Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Para C of Schedule V of Listing Regulations, with reasons thereof shall be disclosed: Not applicable.

xiii) Other items (if any) which are not applicable to the Company have not been separately commented upon.

For and on behalf of the Board of Directors

Ramesh Kumar Dua	**Mukand Lal Dua**
Chairman & Managing Director	Whole Time Director
DIN: 00157872	DIN: 00157898

Delhi,
August 13, 2026

CEO /CFO CERTIFICATION

Certificate pursuant to Regulation 17(8) read with Part B of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To,
The Board of Directors
Relaxo Footwears Limited
Aggarwal City Square, Plot No. 10,
Manglam Place, District Centre,
Sector- 3, Rohini, Delhi- 110085 (India)

Subject: CEO and CFO Certification

We, Gaurav Kumaar Dua, Co-Chief Executive Officer & Whole Time Director, Ritesh Dua, Co-Chief Executive Officer and Amit Roy, Chief Financial Officer of Relaxo Footwears Limited, hereby certify that:

1. We have reviewed financial statements and the cash flow statements for the Financial Year ended on March 31, 2026 and to the best of our knowledge and belief:

    (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

    (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions, entered into by the Company during the Financial Year ended on March 31, 2026 which are fraudulent, illegal or violative of the Company's Code of Conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4. We have indicated to the Auditors and the Audit Committee that:

    (i) There have not been any Significant changes in internal control over financial reporting during the year under reference;

    (ii) There have not been any significant changes in accounting policies during the year and that the same was not required to be disclosed in the notes to the financial statements; and

    (iii) We are not aware of any instances during the year of significant fraud with involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Relaxo Footwears Limited

Gaurav Kumaar Dua	**Ritesh Dua**	**Amit Roy**
Co-CEO & Whole Time Director	Co-CEO	Chief Financial officer
DIN: 09674786		

Delhi, May 28, 2026

Certificate of compliance of Regulation 26(3) read with Para D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To,
The Board of Directors
Relaxo Footwears Limited
Aggarwal City Square, Plot No. 10,
Manglam Place, District Centre,
Sector- 3, Rohini, Delhi- 110085 (India)

We, Gaurav Kumaar Dua, Co-Chief Executive Officer & Whole-time Director and Ritesh Dua, Co-Chief Executive Officer of Relaxo Footwears Limited (the 'Company'), hereby confirm that Company has received from all the members of the Board and Senior Management, for the financial year ended March 31, 2026, a confirmation that they are in compliance with the Company's Code of Conduct.

For **Relaxo Footwears Limited**

Gaurav Kumaar Dua
Co-CEO & Whole Time Director
DIN: 09674786

Ritesh Dua
Co-CEO

Delhi, May 28, 2026

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) read with Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Relaxo Footwears Limited
Aggarwal City Square, Plot No. 10, Manglam Place,
District Centre, Sector-3, Rohini,
Delhi-110085

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Relaxo Footwears Limited having CIN L74899DL1984PLC019097 and having registered office at Aggarwal City Square, Plot No. 10, Manglam Place, District Centre, Sector-3, Rohini, Delhi-110085, (hereinafter referred to as 'the Company'), produced before me by the Company and for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment
1.	Ramesh Kumar Dua	00157872	13/09/1984
2.	Mukand Lal Dua	00157898	13/09/1984
3.	Nikhil Dua	00157919	22/02/1997
4.	Gaurav Kumaar Dua*	09674786	26/07/2022
5.	Sushil Batra	09351823	01/04/2024
6.	Rajeev Rupendra Bhadauria	00376562	23/08/2019
7.	Kuldip Singh Dhingra	00048406	26/07/2022
8.	Yogesh Kapur	00070038	01/04/2024
9.	Raj Kumar Jain	01741527	01/04/2024
10.	Richa Arora	07144694	09/05/2024

* Mr. Gaurav Kumaar Dua, Whole time Director (WTD) was re-designated as Co-Chief Executive Officer & Whole-time Director (Co-CEO & WTD) of the Company w.e.f. April 1, 2026.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

CS Baldev Singh Kashtwal
Membership No.: 3616
C. P. No. : 3169
ICSI - UDIN: F003616H001103726
ICSI - Peer Review Certificate No. : 7700/2026
ICSI - Unique Identification No. : I19990DE144000

Place: Delhi
Date : August 13, 2026

MANAGEMENT DISCUSSION & ANALYSIS

This report includes statements representing the Company's belief and may be regarded as 'Forward-Looking Statements' describing our objectives and plans. These forward-looking statements are subject to various risks and uncertainties including but not limited to, government actions, local & global political or economic developments, legislative changes, technological advancements, risks inherent in the Company's growth strategy, reliance on specific suppliers and other factors that could lead to actual results which could materially differ from those anticipated by the pertinent forward-looking statements.

The forward-looking statements contained in this report are provided as on the date of this report and we commit to continuously evaluate and update these statements as necessary to reflect any subsequent events or circumstances.

Industry Structure and Developments

The global footwear market was valued at approximately USD 477 billion in 2025 and is projected to reach USD 676 billion by 2033, growing at a CAGR of 4.5%[1]. Within this, the athletic footwear market is expected to grow from USD 162 billion in 2025 to USD 243 billion by 2033, reflecting a CAGR of approximately 5.2%[1], highlighting the growing importance of athletic footwear category. At the same time, Asia-Pacific leads with the largest regional share at 40.7% of the global market in 2025[1].

Rising disposable incomes, particularly across emerging economies, continue to fuel higher spending on footwear. The global market continues to evolve as consumers place increasing emphasis on comfort, functionality and long term wearability across everyday professional and performance driven use cases.

India's Footwear Industry is flourishing and currently ranks as the world's second largest producer of footwear after China. The Indian footwear market, valued at approximately ₹1,964 billion in FY25, is projected to expand to ₹4,515 billion by 2034 at a CAGR of 9.7%.[2] Non-athletic footwear continues to hold the majority at 68% of the market, while the athletic segment, representing 32%, is growing rapidly[2].

The Indian footwear industry is experiencing significant transformation driven by evolving consumer preferences, rising income levels, rapid urbanisation and a deepening digital ecosystem. India is the world's second largest footwear producer after China, with an annual output exceeding 2.1 billion pairs. However, per capita footwear consumption in India stands at just 1.9 pairs annually, well below the global average of 3.2 pairs[3]. This consumption gap further highlights a significant long-term growth opportunity for the Indian footwear industry.

Rising Shift Toward Premium Footwear

India is increasingly moving towards premium and branded footwear. The premiumization trend in the Indian footwear industry represents a significant market evolution driven by the country's expanding middle class with rising disposable incomes. This shift is characterized by increasing consumer willingness to invest in higher quality, branded footwear that offers superior comfort, durability and style attributes. Additionally, increasing workforce participation, particularly among women and evolving fashion preferences are expanding demand across categories.

The premium segment already accounts for 54% of market value in FY25, with Average Selling Prices (ASPs) consistently rising, having grown from ₹219 in FY15 to ₹344 in FY25 for the overall market, while women's footwear ASPs rose from ₹192 to ₹332 over the same period[4].

Furthermore, the increasing awareness towards fitness and wellbeing has additionally spurred the growth and styling of footwear; particularly, in the branded segment. Consumers are now seeking footwear products which not only provide comfort and support for their active lifestyles but also look stylish. The branded segment of the footwear market is particularly benefiting from this trend, with consumers seeking out premium footwear products that offer a blend of style, comfort and functionality.

Growth of Sports & Athleisure Category

The Sports & Athleisure (S&A) category has been the fastest growing segment within Indian footwear in recent years, estimated to grow at a CAGR of approximately 11.8%, outpacing the broader market. Athletic footwear currently constitutes 32% of the total Indian footwear market and its share continues to climb.[5] This growth is being driven by Gen-Z consumers who have embraced sneaker culture and a wider population that is increasingly adopting fitness conscious lifestyles.

Industry leaders are continuously innovating their offerings with a focus on optimising price, performance and aesthetics to cater to this evolving demand. The convergence of athleisure and everyday fashion wear has expanded the addressable market well beyond traditional sports enthusiasts, making this one of the most exciting growth vectors for organised footwear players.

Growth of E-Commerce and Q-Commerce Channels

The Indian footwear retail landscape has undergone a remarkable transformation through the growth of e-commerce, q-commerce and omni-channel channels. While 85% of footwear purchases

[1]Grand View Research Industry Report on Global Footwear Market
[2]IMARC Report on India Footwear Market (INR-USD Exchange Rate 1 USD = 95 INR)
[3]IIFL Securities – India Footwear Report Dated 14 Oct 2024
[4]SMIFS Research Report on Indian Footwear Sector
[5]IMARC Report on Indian Footwear Market

in India remain offline as of FY25, the online channel's trajectory is consistently upward, supported by the broader global trend of e-commerce outperforming overall footwear market growth.[6]

Established e-commerce marketplaces continue to dominate the online footwear space with their vast assortments and robust delivery networks, while innovative direct-to-consumer (D2C) brands are leveraging digital first strategies and social media marketing to reach aspirational consumers directly.

The introduction of innovative retail experiences such as omni-channel integration and quick commerce has further expanded the ecosystem. These features have enabled businesses to create a more personalised and engaging shopping experience for consumers across India, while simultaneously offering brands improved visibility and reach. Indian consumers have become increasingly comfortable with digital ecosystems, making them more receptive to these newer formats and channels.

Opportunities and Challenges

Opportunities:

The Indian footwear industry presents a promising set of growth opportunities driven by the multiple structural and macroeconomic factors. The organised segment of the market is expected to grow supported by increasing brand consciousness and formalisation of the sector. This transition is further supported by favourable government initiatives, including the implementation of BIS quality standards and GST rationalisation which are aimed at strengthening domestic manufacturing and enhancing export potential.

India's position as the fifth largest global footwear exporter by volume, coupled with ongoing supply chain diversification away from China due to geopolitical developments, presents an opportunity for the country to enhance its share in global exports. Further, increasing digitisation and the growth of e-commerce are enabling companies to strengthen their direct-to-consumer capabilities, improve operational efficiencies and expand their reach through omni-channel models.

In addition, category level opportunities are emerging, with the women's footwear segment benefiting from rising workforce participation and evolving fashion preferences, while the children's segment continues to offer long term growth potential. Increasing consumer awareness regarding sustainability is also driving demand for eco-friendly and responsibly manufactured products, creating opportunities for organised players to differentiate themselves.

Challenges, Risks & Concerns:

The Indian footwear industry continues to navigate a range of structural and operational challenges that require proactive management. Despite steady gains by organised players, the unorganised sector continues to account for a significant portion of the market, estimated at approximately 65% as of 2025, making it difficult for organised players to compete on pricing due to higher compliance and operating costs. This segment is dominated by small scale manufacturers and local artisans who often operate without formal compliance, quality standards, or modern infrastructure. In addition, increasing competition from global brands is intensifying pressure on domestic players, particularly in the premium and athleisure segments.

The industry is also heavily labour intensive, while this creates significant employment, it also presents challenges. A major issue is the shortage of skilled workers, especially in advanced design and mechanised operations, which affects productivity and product quality. Additionally, dependence on manual labour makes scaling up difficult and limits consistency in output. Rising labour costs and a lack of formal training infrastructure further compound the problem, making it harder for the industry to modernise and compete with more automated global manufacturing hubs.

The industry also remains exposed to input cost volatility, with fluctuations in key raw materials such as Rubber and other synthetic materials such as EVA, PU, PVC, LDPE, SBR, POE, etc. thereby, impacting production costs and margins.

Financial performance is also subject to foreign exchange fluctuations, particularly for companies with exposure to imported raw materials or export markets. In addition, infrastructure constraints, including limitations in logistics and manufacturing capabilities in certain regions, may impact efficiency and scalability, especially in the context of expanding into Tier II, III and rural markets.

The continued accumulation of input tax credit under the inverted duty structure is resulting in significant blockage of working capital. While GST refunds are available for unutilized credit pertaining to inputs of goods, credit attributable to input services and capital goods remains ineligible for refund, leading to permanent tax cost and cash flow blockage. This adversely impacts liquidity, increases the cost of operations and disproportionately affects manufacturing sectors which have substantial service and capital expenditure requirements. The issue continues to be a key concern requiring policy intervention to ensure tax neutrality and improve ease of doing business.

Lastly, relatively lower levels of investment in research & development and design capabilities across the industry may limit the ability to develop globally competitive products, thereby impacting long term growth in premium segments and export markets.

Despite facing challenges such as labour management and technological developments, your Company has consistently

[6] Vyansa Intelligence Industry Report on Indian Footwear Market

demonstrated its ability to navigate through the risks and uncertainties. To mitigate risks, your Company proactively monitors its major concerns and takes appropriate steps in consultation with the Risk Management Committee and the Board of Directors of the Company.

With over four decades of experience in the manufacturing and marketing of footwear, your Company has a strong foundation to overcome any obstacle. Your Company is committed to deliver high quality products and services to customers while maintaining a safe and fair work environment for its employees.

Internal Control System and its Adequacy

A separate paragraph on internal control systems and its adequacy has been provided in the Board's Report.

Human Resources / Industrial Relations

The Company has made significant strides in enhancing its human capital through a series of focused initiatives aimed at employee development, digital transformation and elevation of leadership capabilities. Key actions taken include the introduction of innovative app based training modules, strategic recruitment from leading educational institutions and the implementation of a comprehensive cloud based Human Resource Management System (HRMS). As of March 31, 2026, the company had a total of 7,548 employees, reflecting its sustained efforts to build a strong and future ready workforce. The Company is committed towards fostering a dynamic culture characterized by trust, collaboration and mutual growth, thereby empowering employees to thrive and to make meaningful contributions to the organization's continued success.

Financial Performance of the Company

During the FY26, your Company achieved a revenue of ₹2,702.16 crores and profit of ₹179.27 crores. Detailed report on financial performance of the Company is provided in point no. 2 & 3 of the Board's Report.

The Board has recommended a final dividend @350% equivalent to ₹3.50 /- per equity share of ₹1/- each fully paid up for the FY26.

The capital expenditure incurred during the FY26 amounted to ₹139.38 Crores as compared to ₹61.64 Crores in FY25. The capital expenditure was in line with the growth strategy of your Company and was funded through internal accruals.

Your Company has no term loan outstanding as on March 31, 2026.

Your Company has only one segment i.e. 'Footwear and related products' and the performance is already captured in point no. 2 & 3 of the Board's Report and Financial Statements.

Details of Significant changes in Key financial ratios along with explanation

In compliance with the requirement of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as Listing Regulations), the key financial ratios along with explanation for significant changes (i.e. changes of 25% or more as compared to the immediately preceding financial year) has been provided hereunder:

S.N.	Particulars	UOM	2025-26	2024-25	Change in % between Current FY & Previous FY	Explanation / Reason for Change
1	Debtors Turnover	Times	7.78	7.44	4.57	-
2	Inventory Turnover	Times	3.13	3.12	0.32	-
3	Interest Coverage Ratio	Times	12.22	12.13	0.74	-
4	Current Ratio	Times	2.33	2.74	(14.96)	-
5	Debt Equity Ratio	Times	-	-	-	-
6	Operating Margin i.e. EBITDA	%	13.84	13.69	1.10	-
7	Net Profit Margin	%	6.66	6.14	8.47	-
8	Return on Net worth	%	8.33	8.31	0.24	-

Disclosure of Accounting Treatment, if different from that prescribed in an Accounting Standard: Not Applicable

Outlook

India's economy continues on a strong growth trajectory, cementing its position as the 4th largest economy in the world and targeting 3rd position within the next few years. A stable political environment, sustained infrastructure development, conducive economic policies, improving ease of doing business and a rapidly expanding middle class continue to underpin India's enduring growth story.

For the Indian footwear industry, the long term fundamentals remain deeply promising. The organised segment's share of the market is set to expand meaningfully over the coming decade, benefiting players with strong brands, quality manufacturing and wide distribution reach.

Your Company's diversified portfolio of brands, combined with a 'Customer First' approach, a committed distribution network and proactive marketing strategies, provides effective protection against competitive threats and a strong platform for continued growth. By continuing to focus on innovation, premium products and customer centric practices, we aim to further strengthen our position in the Indian footwear market.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

SECTION A General disclosures

SECTION B Management and process disclosures

SECTION C Principle-wise performance disclosure

Principle 1 Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent, and accountable

Principle 2 Businesses should provide goods and services in a manner that is sustainable and safe

Principle 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Principle 4 Businesses should respect the interests of and be responsive to all its stakeholders

Principle 5 Businesses should respect and promote human rights

Principle 6 Businesses should respect and make efforts to protect and restore the environment

Principle 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Principle 8 Businesses should promote inclusive growth and equitable development

Principle 9 Businesses should engage with and provide value to their consumers in a responsible manner

Section A: General Disclosures

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L74899DL1984PLC019097
2.	Name of the Listed Entity	Relaxo Footwears Limited
3.	Year of Incorporation	1984
4.	Registered office address	Aggarwal City Square, Plot No.-10, Manglam Place, District Centre, Sector-3, Rohini, Delhi- 110085
5.	Corporate address	Aggarwal City Square, Plot No.-10, Manglam Place, District Centre, Sector-3, Rohini, Delhi- 110085
6.	E-mail	esgfeedback@relaxofootwear.com
7.	Telephone	011-46800600 / 46800700
8.	Website	www.relaxofootwear.com
9.	Financial year for which reporting is being done	2025-26
10.	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited (NSE) and BSE Limited (BSE)
11.	Paid-up Capital	₹24,89,38,586/-
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Rajiv Kumar 011-46800600 / 46800729 esgfeedback@relaxofootwear.com
13.	Reporting boundary- Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Disclosures made in this report are on a standalone basis and pertain only to Relaxo Footwears Limited
14.	Name of assurance provider	Not Applicable
15.	Type of assurance obtained	Not Applicable

II. Products/Services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing and Sale of Footwear	Relaxo Footwears Limited is a leading manufacturer of a diverse range of high-quality footwear articles. Our extensive product line is distributed and made available to customers through an extensive network of authorized distributors and retailers	99.61%

17. Products/Services sold by the entity (accounting for 90% of the turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Manufacture of footwear	1520	99.61

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

S. No.	Location	Number of plants	Number of offices	Total
1.	National	10*	1	11
2.	International	-	1	1

*"The number of plant count of 10 includes the company-owned warehouse situated in Lovakhurd."

19. Markets served by the entity:

a. Number of locations

S. No.	Locations	Number
1.	National (No. of States)	PAN India
2.	International (No. of Countries)	37

b. What is the contribution of exports as a percentage of the total turnover of the entity?

4.65%

c. A brief on types of customers

The Company is engaged in the manufacturing and sale of footwear products, catering to a diverse customer base across different age groups, genders, and market segments. Its products are made available through an extensive network of distributors and retailers. In addition, the Company connects directly with end consumers through its Exclusive Brand Outlets and e-commerce platforms, ensuring wider accessibility and market reach.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B/A)	No. (C)	% (C/A)
	Employees					
1.	Permanent (D)	2,550	2,466	97%	84	3%
2.	Other than permanent (E)	453	450	99.33%	3	0.67%
3.	**Total employees (D+E)**	**3,003**	**2,916**	**97.10%**	**87**	**2.89%**
	Workers					
4.	Permanent (F)	4,998	4,550	91%	448	9%
5.	Other than permanent (G)	12,575	9,279	73.79%	3,296	26.21%
6.	**Total workers (F+G)**	**17,573**	**13,829**	**78.69%**	**3,744**	**21.31%**

b. Differently abled Employees and workers:

S. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B/A)	No. (C)	% (C/A)
	DIFFERENTLY ABLED EMPLOYEES					
1.	Permanent (D)	12	12	100%	-	-
2.	Other than permanent (E)	-	-	-	-	-
3.	**Total Differently abled employees (D+E)**	**12**	**12**	**100%**	**-**	**-**
	DIFFERENTLY ABLED WORKERS					
4.	Permanent (F)	8	8	100%	-	-
5.	Other than permanent (G)	-	-	-	-	-
6.	**Total Differently abled workers (F+G)**	**8**	**8**	**100%**	**-**	**-**

21. Participation/Inclusion/Representation of women:

Particulars	Total No. (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	10	1	10%
Key Management Personnel	6	-	-

22. Turnover rate for permanent employees and workers:

Category	FY (2025-26)			FY (2024-25)			FY (2023-24)		
	Male (%)	Female (%)	Total (%)	Male (%)	Female (%)	Total (%)	Male (%)	Female (%)	Total (%)
Permanent employees	19.83%	20.36%	19.84%	17.28%	14.46%	17.19%	12.59%	12.99%	12.62%
Permanent workers	22.87%	18.6%	22.48%	19.95%	10.19%	19.14%	15.52%	6.91%	14.84%

V. Holding, Subsidiary and Associate Companies (including Joint ventures)

23. (a) Names of holding/subsidiary / associate companies / joint ventures

The Company does not have any holding, subsidiary, associate companies, or joint ventures during the Financial Year under review.

VI. CSR details

24. (i) Whether CSR is applicable as per section 135 of the Companies Act, 2013: Yes

(ii) Turnover (in ₹) – 2,690.21 Crores

(iii) Net worth (in ₹) – 2,206.36 Crores

VII. Transparency and Disclosure Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redressal policy)	FY (2025-26)			FY (2024-25)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	0	0	0	0
Investors (Other than Shareholders)	Yes	0	0	0	0	0	0
Shareholders	Yes	71	0	0	104	0	0
Employees and workers	Yes	72	0	0	154	0	0
Customers	Yes	2572	0	0	2595	0	0
Value Chain Partners	Yes	0	0	0	0	0	0
Other (please specify)	No	0	0	0	0	0	0

Web link for Grievance Redressal policies –

https://cdn.shopify.com/s/files/1/0673/0003/2740/files/grievance-redressal-policy-1688134044.pdf?v=1

Employees :

https://relaxofootwear.com/pages/investor-support (Shareholders)

Contact – Relaxo Footwears Limited (Customers)

Web link for Vigil Mechanism/Whistle Blower Policy :

https://cdn.shopify.com/s/files/1/0673/0003/2740/files/vigil-mechanism-policy-1725856876.pdf?v=17314

Web link for POSH Policy :

https://cdn.shopify.com/s/files/1/0673/0003/2740/files/posh-policy-march-2019-_1_-_1_-1607580841.pdf?v=1725434536

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, and approach to adapt or mitigate the risk along with its financial implications, as per the following format

- Identification of key ESG topics: The Company identified relevant ESG topics through a combination of internal stakeholder interactions, industry benchmarking, sector trend analysis, and review of publicly available reports and secondary information sources. The identified topics were further evaluated based on their strategic significance to the business and alignment with recognized ESG frameworks and standards.

- Stakeholder engagement approach: The Company carried out a structured stakeholder engagement exercise to understand the expectations and priorities of key stakeholder groups. Inputs were obtained from external stakeholders such as customers, shareholders, and suppliers/vendors, as well as internal stakeholders including employees and management personnel. For stakeholder groups not directly covered through consultations, such as regulators, communities, and industry associations, relevant secondary research and publicly available information were considered.

- Collection and assessment of stakeholder inputs: Stakeholder inputs were gathered through online questionnaires and focused discussions to assess key ESG concerns, risks, and opportunities. The exercise helped in prioritizing material ESG topics relevant to the Company and its stakeholders.

- Review by management and governance bodies: The findings of the stakeholder engagement and materiality assessment exercise were shared with the management team, CSR & ESG Committee, and the Board for review and identification of priority ESG focus areas, considering business relevance, stakeholder expectations, and sustainable development priorities.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Water Scarcity and Pollution	Risk	Manufacturing facilities rely on the availability of adequate water resources for operations. Water-intensive processes and evolving regulatory requirements may pose risks related to water availability, regulatory compliance, and operational continuity.	Strengthen water stewardship through water conservation, wastewater recycling and reuse, upgradation of STPs/ETPs (including ultrafiltration technology where applicable), progressive implementation of Zero Liquid Discharge (ZLD) where technically feasible, real-time water monitoring and improvement in water-use efficiency.	Short-term investments in water infrastructure may increase costs; improved efficiency, compliance and operational resilience may create long-term value.
2	Carbon Emissions and Climate Change	Risk	Growing climate regulations, BRSR Core assurance requirements and physical climate risks increase exposure to regulatory, operational and transition risks.	Maintain Scope 1, Scope 2 and material Scope 3 GHG inventories; strengthen energy efficiency through LED lighting and energy-efficient motors; expand renewable energy adoption; transition to cleaner fuels (e.g., PNG), retrofit DG sets for hybrid operation, convert diesel vehicles to CNG/battery-operated vehicles where feasible, optimize logistics and undertake tree plantation initiatives to reduce operational GHG emissions.	Near-term investments may increase costs; reduced emissions, regulatory readiness and energy savings may improve long-term performance.
3	Waste Management	Risk	Manufacturing generates PU, EVA, PVC and packaging waste. Increasing regulatory focus on waste management and circularity creates compliance and operational risks.	Continue enhancing waste management through targeted reduction in PU waste, optimization of material utilization, increased recycling and resource recovery through authorized recyclers, and continuous improvement in circular resource management practices.	Investments in waste management may increase short-term costs; improved resource efficiency and reduced disposal costs may create long-term value.
		Opportunity	Existing waste reduction and recycling initiatives provide opportunities to improve material efficiency and circularity.	Not applicable.	Improved resource efficiency and recycling may reduce costs and strengthen ESG performance
4	Product Safety and Quality Assurance	Risk	Maintaining product quality and compliance is essential to customer trust, regulatory compliance and brand reputation amid expanding quality standards.	Strengthen testing, BIS compliance, supplier quality management and product performance monitoring.	Investments in testing and R&D may improve customer satisfaction, reduce recalls and strengthen brand value.
5	Community Engagement and Social Impact	Opportunity	The existing retailer ecosystem provides opportunities to expand inclusive livelihood initiatives through the Relaxo Parivaar platform.	Not applicable.	Improved retailer engagement may strengthen long-term market growth.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	Energy Management and Renewable Sources	Risk	Rising energy costs and regulatory requirements increase operating cost and compliance risks.	Strengthened energy management through increase in renewable energy consumption, along with LED lighting upgrades, installation of energy-efficient motors, continuous monitoring of energy implementation of energy efficiency initiatives across manufacturing operations.	Short-term investments may reduce long-term energy costs and improve resilience.
		Opportunity	Increase in renewable energy capacity from the previous year and efficiency initiatives provide opportunities to reduce costs and access sustainable finance.	Not applicable.	Lower energy costs and improved ESG performance may enhance long-term profitability.
7	Digital Transformation Technology Adoption & cyber security	Opportunity	Integrated digital platforms create opportunities to enhance operational efficiency, improve data visibility, and strengthen ESG performance. During the reporting year, the Company introduced the DocuSign initiative to streamline the secure signing, sending, and management of agreements electronically, enabling greater efficiency, accessibility, and paperless operations	Not applicable.	Digital investments may improve productivity, inventory optimization and business scalability.
		Risk	Expanding digital infrastructure increases exposure to cyber threats, data breaches and operational disruptions.	Implement Zero Trust architecture, MFA, SOC monitoring, periodic testing and DPDP compliance.	Cybersecurity investments reduce operational, legal and reputational risks.
8	Human Capital, Health & Safety	Risk	A large workforce across manufacturing operations requires continuous investment in safety, capability development and employee wellbeing to maintain productivity and compliance.	Strengthen ISO 45001 systems, safety training, employee development, engagement and wellbeing programs.	Investments in people and safety may improve productivity, retention and operational resilience.
		Opportunity	Employee capability building, leadership development and workplace culture provide opportunities to strengthen innovation and long-term organizational performance.	Not applicable.	Improved workforce capability and engagement support sustainable value creation.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
9	Ethical Business Conduct	Risk	Sustaining a strong culture of integrity, transparency and responsible decision-making is fundamental to long-term business resilience. As the Company's operations, digital ecosystem and stakeholder interactions continue to expand, any lapse in ethical conduct or governance practices could erode stakeholder trust, disrupt business continuity and expose the Company to legal, operational and reputational risks.	Foster an organization-wide culture of ethics through strong governance frameworks, leadership accountability, a robust Code of Conduct, periodic ethics and compliance training, effective whistle-blower mechanisms, conflict-of-interest management, and independent oversight to strengthen ethical decision-making across operations and the value chain.	Continued investment in ethical governance enhances stakeholder confidence, protects brand value, strengthens investor trust and business resilience, and reduces potential financial losses arising from fraud, misconduct, regulatory actions, litigation and reputational damage.
10	Responsible Value chain	Risk	Increasing stakeholder expectations require stronger supplier ESG management, traceability and responsible sourcing.	Strengthen supplier assessments, ESG integration, audits and supplier engagement.	Responsible sourcing investments improve resilience, product quality and business continuity.
		Opportunity	Established supplier relationships provide opportunities to enhance transparency, sustainability and long-term value creation.	Not applicable.	A stronger value chain may improve operational efficiency and stakeholder confidence.

Section B: Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies, and processes put in place towards adopting the NGRBC principles and Core Elements.

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and Management processes										
1.	(a) Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs.	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes
	(b) Has the policy been approved by the Board?	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes
	(c) Web Link of the Policies, if available	https://relaxofootwear.com/pages/policies								
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes, Code of Conduct, Anti-Bribery & Vigil Mechanism Policies extend to our Value Chain Partners.								
4.	Name of the national and international codes/certifications/ labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	• ISO 9001:2015 (Quality Management System) • ISO 14001:2015 (Environmental Management System)· • ISO 27001:2022 (Information Security Management Systems) • ISO 45001:2018 (Occupational Health and Safety Management System)								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	Relaxo is actively enhancing its sustainability efforts across various fronts: GHG Emissions: • **Climate Change & GHG Emissions:** Reduce GHG emissions through expanded renewable energy adoption, cleaner fuel transition (PNG), hybrid DG sets, cleaner mobility solutions, and tree plantation initiatives. • **Energy Efficiency:** Enhance energy performance through LED lighting, energy-efficient motor upgrades and continuous energy optimization. • **Waste Management:** Reduce PU waste and strengthen material efficiency, recycling and resource recovery. • **Water Stewardship:** Improve water-use efficiency through rainwater harvesting and advanced wastewater treatment technologies. • **Digital Transformation:** Expand paperless operations through DocuSign to reduce paper consumption, conserve natural resources, minimize waste and lower carbon emissions. • **Diversity & Inclusion:** Increase female workforce representation, ensure 100% human rights training coverage Relaxo and achieve a minimum of five training hours per employee annually.								
6.	Performance of the entity against the specific commitments, goals, and targets along with reasons in case the same are not met.	**Climate Change & GHG Emissions:** expansion of renewable energy capacity through additional solar installations across manufacturing facilities, complemented by cleaner fuel transition, energy efficiency initiatives and tree plantation programs to support long-term decarbonization. **Energy Efficiency:** Continued implementation of LED lighting upgrades, energy-efficient motors and energy optimization initiatives across manufacturing operations, increased renewable energy adoption (renewable energy consumption increased by approximately 54 times compared to the previous year) **Waste Management:** Initiatives to reduce PU waste while improving material efficiency, recycling, and resource recovery across manufacturing operations. **Water Stewardship:** Implemented **Zero Liquid Discharge (ZLD)** at identified manufacturing facilities and is progressively expanding ZLD implementation across additional units. Continued rainwater harvesting and STP upgradation with ultrafiltration technology to enhance water-use efficiency. **Diversity & Inclusion:** Female workforce increased by **22%** during FY 2025–26, reflecting continued progress towards improving workforce diversity. **Digital Transformation:** Expanded adoption of DocuSign to strengthen paperless business processes, improve operational efficiency and reduce paper consumption. The environmental benefits achieved are summarized below.								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9

DocuSign Initiative

Impact Metrics	FY 2025-26	FY 2024-25
Carbon emissions Reduced	7267 lb	4,871 lb
Water conserved	9116 gal	6,110 gal
Wood saved	3096 lb	2,075 lb
Waste eliminated	503 lb	337 lb

Governance, leadership, and oversight

7.	Statement by the director responsible for the business responsibility report, highlighting ESG-related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure)	As the Director overseeing the Business Responsibility Report, together with the ESG & CSR Committee head, we are committed to advancing the Company's Environmental, Social, and Governance (ESG) agenda. Our focus on energy efficiency, waste reduction, and climate action is supported by initiatives such as hybrid DG sets and the conversion of biomass-based boilers to PNG-based boilers. We continue to prioritize employee well-being through robust health, safety, and welfare measures, while strong Board oversight and governance practices ensure transparency, accountability, and ethical conduct. These efforts reflect our commitment to sustainable growth and long-term value creation for all stakeholders.
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Managing Director is the highest authority responsible for overseeing the Company's Business Responsibility and Sustainability (BRSR) commitments. This includes providing strategic direction, ensuring the integration of ESG principles into business operations and decision-making, reviewing sustainability performance, and overseeing the effective implementation of Business Responsibility policies across the organization, with support from the senior management team.
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision-making on sustainability-related issues? (Yes / No). If yes, provide details.	Yes, the Company has constituted a CSR & ESG Committee at the Board level for oversight and decision-making on sustainability-related matters. The Committee reviews and guides the Company's ESG and sustainability initiatives to ensure alignment with its business objectives and responsible business practices. Further, an execution-level ESG Committee comprising departmental heads supports the implementation, coordination, and monitoring of sustainability initiatives across various functions of the Company.

10. Details of Review of NGRBCs by the Company

Subject for Review	a. Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against the above policies and follow-up action	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes

Subject for Review	b. Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against the above policies and follow up action	As part of standard procedure, the Company's Business Responsibility policies are reviewed periodically or as required by the Senior Leadership Team, including the Managing Director. During these reviews, the effectiveness of the policies is evaluated and necessary updates or corrective actions are undertaken to ensure alignment with regulatory requirements and industry practices.								
Compliance with statutory requirements of relevance to the principles, and the rectification of any non-compliances	The Company ensures compliance with applicable statutory requirements on an ongoing basis. A Statutory Compliance Certificate on applicable laws is periodically submitted by the Managing Director/Chief Financial Officer/Company Secretary to the Board of Directors. Any identified non-compliances are addressed through appropriate corrective actions.								

		P1	P2	P3	P4	P5	P6	P7	P8	P9
11	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.	No, the company has not carried out an independent evaluation of its policies by any external agency but the Company conducts periodic internal reviews of its policies by the Senior Leadership Team and Board of Directors of the Company or its Committee(s) as may be applicable. These reviews ensure that policies remain current, effective, and aligned with the Company's objectives and regulatory requirements.								

12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a responsible manner. The Company is a member of various industrial and trade bodies and actively participates in these forums on issues and policy matters that impact the interests of our stakeholders. We prefer to be part of the broader policy development process and do not practice lobbying on any specific issue and hence do not feel such policy is necessary, given our way of doing business.								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Section C: Principle-wise Performance Disclosure

Principle 1

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programs on any of the principles during the financial year

Segment	Total number of training & awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	-	-	-
Key Managerial Personnel*	6	Human Rights, POSH, Environmental, Social, and Governance, Accountability and Ownership, Whistle Blower Policy Awareness Training, MDM, ISMS, Cyber Security & Data Privacy	50%
Employees other than BOD and KMPs	8	Environmental, Social, and Governance (ESG), Human Rights, POSH, Relaxo-Information Security Awareness-OHL, Relaxo-Code of Conduct-OHL, Cyber Security, Induction Training Day 1 - Human Rights, POSH, IT, COC, Whistle Blower Policy Awareness Training	100%
Workers	7	Code of Conduct, Human Rights Policy, POSH, EHS, 5S, IMS, Grievance Handling	100%

*We have only two Key Managerial Personnel (excluding the Whole-time Directors & Executive Director). Kindly refer to the Corporate Governance Report for details.

2. **Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format.**

(Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

There were no instances of any material monetary or non-monetary fines, penalties, punishments, awards, compounding fees, or settlement amounts paid in proceedings involving the Company or its directors/KMPs with regulators, law enforcement agencies, or judicial institutions during the financial year 2025–26, based on the materiality criteria specified under Regulation 30 of SEBI (LODR) Regulations, 2015.

3. **Of the instances disclosed in Question 2 above, details of the Appeal / Revision preferred in cases where monetary or non-monetary action has been appealed.**

Not Applicable, as there were no instances of material monetary or non-monetary actions reported during the financial year, and therefore no appeals or revisions were preferred

4. **Does the entity have an anti-corruption policy or anti-bribery policy? If yes, provide details in brief and if available, provide a web link to the policy.**

The Company currently covers its Anti-bribery and Anti-Corruption policy as a part of its code of conduct. The document applies to all personnel who must adhere to the Company's ideals.

Link to the Company's code of conduct Policy:
https://cdn.shopify.com/s/files/1/0673/0003/2740/files/code-of-conduct-relaxo-1688134018.pdf?v=1725434544

The Company has an in-house monitoring process for whistleblower protection in addition to the Code of conduct. The policy empowers both internal and external stakeholders to file grievances, if any.

Link to the Company's Vigil Mechanism Policy:
https://cdn.shopify.com/s/files/1/0673/0003/2740/files/vigil-mechanism-policy-1725856876.pdf?v=1731406745

5. **Number of Directors/KMPs/Employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:**

	FY (2025-26)	FY (2024-25)
Directors	Nil	Nil
KMPs		
Employees		
Workers		

6. **Details of complaints with regard to conflict of interest:**

	FY (2025-26)		FY (2024-25)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil		Nil	
Number of complaints received in relation to issues of Conflict of Interest of the KMPs				

7. **Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/ law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.**

Not Applicable

As there were no instances of fines, penalties, or actions taken by regulators/law enforcement agencies/judicial institutions in cases of corruption or conflict of interest during the financial year, no corrective actions were required or undertaken.

8. **Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:**

	FY (2025-26)	FY (2024-25)
Number of days of accounts payables	51	37

9. **Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY (2025-26)	FY (2024-25)
Concentration of Purchases*	a. Purchases from trading houses as % of total purchases	23	7.12
	b. Number of trading houses where purchases are made from	162	77
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	57	73
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	83	83
	b. Number of dealers/distributors to whom sales are made	707	685
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	11	10
Share of RPTs in	a. Purchase (Purchases with related parties/Total Purchases)**	1.54	Nil
	b. Sales (Sales to related parties/Total Sales)	0.001	0.001
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	Nil	Nil
	d. Investments (Investments in related parties/Total Investments made)	Nil	Nil

*During the reporting year, the Company expanded its engagement with trading houses to strengthen sourcing flexibility, enhance procurement resilience, and support evolving business requirements. As a result, purchases through trading houses and the number of trading house partners increased. At the same time, procurement was distributed across a broader supplier base, resulting in a lower concentration of purchases from the top 10 trading houses.

**Input material and total purchases shall include all types of procurements, such as raw materials, spares and services, and shall exclude CAPEX procurement items

LEADERSHIP INDICATORS

1. **Awareness programs conducted for value chain partners on any of the principles during the financial year:**

   The Company is committed to conducting its business in an ethical, fair, legally compliant, socially responsible, and environmentally conscious manner. This commitment extends to its value chain partners, who are encouraged to align with these principles.

   All agreements, contracts, and purchase orders with business partners include provisions reflecting these expectations, ensuring a shared commitment to responsible business practices. In addition, the Company engages with its value chain partners through ongoing discussions and interactions to promote awareness of ethical conduct, legal compliance, social responsibility, and environmental considerations across the value chain.

2. **Does the entity have processes in place to avoid/ manage conflict of interest involving members of the Board? (Yes/No) If yes, provide details of the same.**

   Yes, the Company has a robust Code of Conduct specifically tailored for the Board of Directors and Senior Management Personnel. The Code is intended to maintain the high standards of transparency, business conduct ethics, corporate culture and the values. The Code will also act as a deterrent from unethical doings and to promote ethical values and is the manifestation of the Company's commitment to successful operation of the Company's business in the best interest of the shareholders, creditors, employees and other business associates. The code is in accordance with the regulatory requirements, and the Directors are obligated to disclose any interests or potential conflicts that may arise in the course of their duties. These disclosures are included in the Annual Disclosures submitted to the Board, fostering a culture of accountability and transparency. The Code of Conduct policy is regularly reviewed and updated to reflect evolving governance standards and best practices, reinforcing the Company's commitment to ethical conduct and corporate governance excellence.

   The detailed Code of Conduct policy can be accessed through the link provided below:

   https://cdn.shopify.com/s/files/1/0673/0003/2740/files/code-of-conduct-relaxo-1688134018.pdf?v=1725434544

Principle 2

Businesses should provide goods and services in a manner that is sustainable and safe

ESSENTIAL INDICATORS

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&D and capex investments made by the entity, respectively.**

	FY (2025-26)	FY (2024-25)	Details of improvements in environmental and social impacts
R&D	Nil	Nil	-
*Capex	12.21*		-

*Expenditure on solar installation (including AUC) in the plants.

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes, The Company is dedicated to integrating sustainability practices across its inbound supply chain and remains committed to furthering these efforts. In line with this commitment, the Company prioritizes indigenous sourcing, utilizing locally available raw materials whenever feasible. This not only supports local economies but also reduces the environmental impact associated with transportation. By prioritizing indigenous sourcing, utilizing sustainable materials, and optimizing transportation logistics, the Company continues to enhance the sustainability profile of its supply chain while aligning with global environmental goals and best practices.

b. **If yes, what percentage of inputs were sourced sustainably?**

The Company currently does not track the percentage of inputs sourced sustainably. Mechanisms to assess and monitor this metric are being evaluated for future reporting.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

As of the reporting period, the Company does not have a formal product take-back, reclamation, reuse, recycling, or end-of-life product management program. Accordingly, no specific mechanisms are in place to reclaim products after consumer use. While waste generated from operations is managed in compliance with applicable regulations, the Company currently does not undertake collection or processing of products at the end of their useful life . The Company continues to evaluate opportunities to strengthen circularity and end-of-life product management practices.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Yes. Extended Producer Responsibility (EPR) is applicable to the Company's activities. The Company is registered with the Central Pollution Control Board (CPCB) as a Brand Owner and Importer under the Plastic Waste Management Rules, 2016 (as amended). The Company has obtained the necessary registrations and has an approved EPR Action Plan under the applicable regulatory framework

LEADERSHIP INDICATORS

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

The Company continues to evaluate the implementation of Life Cycle Perspective/Assessment (LCA) studies for its key products as part of its broader sustainability initiatives. Efforts are being undertaken to assess relevant product categories and associated environmental aspects for future implementation of LCA practices.

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

The Company remains committed to strengthening its sustainability practices and continues to evaluate environmental and social aspects associated with its products as part of its broader sustainability approach. Assessment of related impacts and mitigation measures may be considered progressively in line with evolving sustainability priorities and business requirements.

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate input material	Recycled or re-used input material to total material	
	FY (2025-26)	FY (2024-25)
Polymer, Pigments & Additives	15.5	2.5

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

   The Company currently does not have a formal product take-back or reclamation mechanism for its products at end of life. However, the packaging materials used for the Company's products are recyclable in nature, and the Company encourages responsible disposal and recycling of such packaging materials by customers, wherever feasible.

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

   The Company currently does not have a formal mechanism for reclaiming products or packaging materials at the end of their useful life. Accordingly, the percentage of reclaimed footwear products and packaging materials as a proportion of products sold during the reporting period was Nil (0%).

Principle 3

Businesses should respect and promote the well-being of all employees, including those in their value chains

ESSENTIAL INDICATORS

1. a. **Details of measures for the well-being of employees:**

Category	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	2,466	2,466	100%	2,466	100%	NA	NA	2,466	100%	0	0
Female	84	84	100%	84	100%	84	100%	NA	NA	84	100%
Total	**2,550**	**2,550**	**100%**	**2,550**	**100%**	**84**	**3.29%**	**2,466**	**96.71%**	**84**	**3.29%**
Other than Permanent employees											
Male	450	450	100%	450	100%	NA	0	450	100%	0	0
Female	3	3	100%	3	100%	3	100%	NA	0	3	100%
Total	**453**	**453**	**100%**	**453**	**100%**	**3**	**0.66%**	**450**	**99.34%**	**3**	**0.66%**

   b. **Details of measures for the well-being of workers:**

Category	% of workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	4,550	4,550	100%	4,550	100%	NA	NA	4,550	100%	0	0
Female	448	448	100%	448	100%	448	100%	NA	NA	448	100%
Total	**4,998**	**4,998**	**100%**	**4,998**	**100%**	**448**	**9%**	**4,550**	**91%**	**448**	**9%**
Other than Permanent workers											
Male	9,279	9,279	100%	9,279	100%	NA	NA	9,279	100%	0	0
Female	3,296	3,296	100%	3,296	100%	3,296	100%	NA	NA	3,296	100
Total	**12,575**	**12,575**	**100%**	**12,575**	**100%**	**3,296**	**26.21%**	**9,279**	**73.79%**	**3,296**	**26.21%**

c. **Spending on measures towards the well-being of employees and workers (including permanent and other than permanent) in the following format -**

	FY (Current)	FY (Previous)
Cost incurred on well-being measures as a % of total revenue of the company	0.29	0.27

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY (2025-26)			FY (2024-25)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity*	100%	100%	NA*	100%	100%	NA*
ESI**	100%	100%	Yes	100%	100%	Yes
Others (please specify)	-	-	-	-	-	-

* The Company has a defined benefit gratuity plan and pays annual contribution to Life Insurance Corporation of India (LIC) through a Trust, namely Relaxo Footwears Limited Employees Group Gratuity Scheme.

** Employees who are not covered under the ESI component are provided separate Health Insurance Policy.

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the Company endeavors to provide an accessible and inclusive workplace environment for differently-abled employees in line with applicable accessibility requirements. Necessary accessibility support measures, including ramps/slopes and mobility assistance such as wheelchairs or walking aids, are made available at the Company's premises to facilitate ease of access and movement.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the Company has adopted an Equal Opportunity Policy in line with the provisions of the Rights of Persons with Disabilities Act, 2016.
Link to the Company's :
https://cdn.shopify.com/s/files/1/0673/0003/2740/files/equal-opportunity-policy-1681896636.pdf?v=1725434540

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to work Rate (%)	Retention Rate (%)	Return to work Rate (%)	Retention Rate (%)
Male	100%	100%	100%	100%
Female	100%	100%	100%	100%
Total	**100%**	**100%**	**100%**	**100%**

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.**

		Yes/No (If yes, then give details of the mechanism in brief)
1	Permanent workers	The Company has established grievance redressal mechanisms for employees and workers to address workplace-related concerns and complaints in a fair, transparent, and confidential manner. Employees and workers may raise concerns through designated reporting and escalation channels, including HR and other internal mechanisms, which are reviewed and addressed in accordance with the Company's policies and procedures. Additionally, the Company has a Vigil Mechanism and Whistle Blower Policy in place to enable the reporting of concerns relating to unethical conduct, misconduct, or other serious violations. **Link to the policy:** https://cdn.shopify.com/s/files/1/0673/0003/2740/files/grievance-redressal-policy-1688134044.pdf?v=1 https://cdn.shopify.com/s/files/1/0673/0003/2740/files/vigil-mechanism-policy-1725856876.pdf?v=1731406745
2	Other than Permanent Workers	
3	Permanent Employees	
4	Other than Permanent Employees	

7. **Membership of employees and workers in association(s) or Unions recognized by the listed entity:**

As of the reporting period, no employees or workers were members of any association(s) or union recognized by the Company.

8. **Details of training given to employees and workers:**

Category	FY (2025-26)					FY (2024-25)				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No (B)	% (B/A)	No (C)	% (C/A)		No (E)	% (E/D)	No (F)	% (F/D)
Employees										
Male	2,916	2,916	100%	2,916	100%	2,904	2,904	100%	2,904	100%
Female	87	87	100%	87	100%	84	84	100%	84	100%
Total	**3,003**	**3,003**	**100%**	**3,003**	**100%**	**2,988**	**2,988**	**100%**	**2,988**	**100%**
Workers										
Male	13,829	13,829	100%	13,829	100%	13,939	13,939	100%	13,939	100%
Female	3,744	3,744	100%	3,744	100%	3,034	3,034	100%	3,034	100%
Total	**17,573**	**17,573**	**100%**	**17,573**	**100%**	**16,973**	**16,973**	**100%**	**16,973**	**100%**

9. **Details of performance and career development reviews of employees and workers:**

Category	FY (2025-26)			FY (2024-25)		
	Total (A)	No (B)	% (B/A)	Total (C)	No (D)	% (D/C)
Employees						
Male	2,916	2,916	100%	2,904	2,904	100%
Female	87	87	100%	84	84	100%
Total	**3,003**	**3,003**	**100%**	**2,988**	**2,988**	**100%**
Workers						
Male	13,829	13,829	100%	13,939	13,939	100%
Female	3,744	3,744	100%	3,034	3,034	100%
Total	**17,573**	**17,573**	**100%**	**16,973**	**16,973**	**100%**

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes / No). If yes, the coverage of such a system?

Yes, the Company has implemented a robust Occupational Health and Safety Management System (OHSMS) aligned with ISO 45001:2018, along with an Environmental Management System (EMS) in accordance with ISO 14001:2015, across all manufacturing units. These systems establish a comprehensive framework for the identification, assessment, and mitigation of occupational health, safety, and environmental risks. Through structured processes, regular audits, and continuous monitoring, the Company ensures adherence to statutory requirements and global best practices The Company remains committed to providing a safe, healthy, and environmentally responsible workplace by promoting a strong safety culture, enhancing employee awareness, and driving continuous improvement in EHS performance across all operations.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company has established a structured process for identifying work-related hazards and assessing associated risks across its operations. The Hazard Identification and Risk Assessment (HIRA) methodology is applied to both routine and non-routine activities.

This process includes review of Material Safety Data Sheets (MSDS), machine manuals, and shop floor operations, along with analysis of past incident and injury records. Regular interaction with machine operators and personnel is also undertaken to identify potential hazards and implement appropriate risk control measures.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, the Company has established multiple mechanisms for workers to report work-related hazards, including Safety Committee meetings, daily shop floor meetings, and regular interactions with plant supervisors during routine inspections.

Workers are encouraged to report unsafe conditions and are empowered to stop work and immediately inform their supervisor upon identifying any potential hazard, enabling them to remove themselves from such risks.

d. Do the employees/workers of the entity have access to non-occupational medical and healthcare services? (Yes / No)

Yes, the Company provides access to non-occupational medical and healthcare services through periodic medical camps, consultations with qualified healthcare professionals (including online consultations), and health awareness initiatives. In addition, all employees and their nominated dependents are covered under medical insurance or the Employees' State Insurance (ESI) scheme.

11. Details of Safety related incidents, in the following format:

Safety Incident/Number	Category*	FY (2025-26)	FY (2024-25)
Lost Time Injury Frequency Rate (LTIFR) (per one million person-hours worked)	Employees	0	0
	Workers	0.09	0.08
Total recordable work-related injuries	Employees	0	0
	Workers	3	4
No. of fatalities	Employees	0	0
	Workers	0	0
High-consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	2

*Including in the contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company has implemented a range of measures to ensure a safe and healthy workplace across its operations. These include adoption of 6S practices, installation of machine guarding systems, and deployment of modern machinery and technologies to enhance operational safety.

The Company also conducts regular safety training programs, maintains emergency preparedness and response plans, and promotes active participation and consultation with workers on health and safety matters. In addition, workplace environment monitoring and employee health monitoring are carried out, along with the use of environment-friendly processes and chemicals to support a safe and sustainable work environment.

13. **Number of Complaints on the following made by employees and workers:**

	FY (2025-26)			FY (2024-25)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	105	0	-
Health & Safety	0	0	-	-	-	-

14. **Assessments for the year:**

		% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
1	Health and safety practices	100%
2	Working Conditions	

15. **Provide details of any corrective action taken or underway to address safety- related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.**

The Company has identified all critical machinery across the group and implemented enhanced safety features to mitigate operational risks and horizontally deployed across the group, Key equipment covered includes Rotary Injection Machines, Mills, Refiners, Roll Calendars, Splitting Machines, and PVC Horizontal Machines.

Robust measures such as machine guarding, interlocks, Two Hand Push Button, Limit Switch and emergency stop switch have been standardized. These interventions have significantly reduced high-risk exposure and strengthened workplace safety.

The initiative reflects the Company's commitment to zero harm and proactive risk management. As a result, the potential for major accidents has been effectively minimized across the group

LEADERSHIP INDICATORS

1. **Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N)?**

Yes, The Company extends compensatory support in the event of death through Group Accident Insurance Policy and Group Term Life Insurance Policy for its employees and workers.

2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partner.**

The Company's value chain partners come under the PF Act and ESI Act which makes them liable to deduct and deposit statutory dues. In addition to this, the service contract with the service provider also contains a necessary clause under 'payment terms' for necessary statutory payments like PF, ESI etc. by the service provider.

3. **Provide the number of employees/workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY (2025-26)	FY (2024-25)	FY (2025-26)	FY (2024-25)
Employees	0	0	0	-
Workers	0	2	0	2

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

No. The Company does not currently have a formal transition assistance program for employees retiring or separating from employment. However, as part of its employee-centric approach, the Company provides retirement-related guidance, knowledge transfer and support, wherever required, to facilitate a smooth transition on a case-by-case basis.

5. **Details on assessment of value chain partners:**

The Company has in place a Code of Conduct for Value Chain Partners. Accordingly, they are expected to provide a safe and healthy workplace for their employees and contractors. Value Chain Partners must be compliant with local and national laws and regulations on Occupational Health and Safety, and have the required permits, licenses and permissions granted by local and national authorities. However, no formal assessment of value chain partners against health and safety practices or working conditions was conducted during the reporting year.

		% of value chain partners (by value of business done with such partners) that were assessed
1	Health and safety practices	Nil
2	Working Conditions	

6. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

Not Applicable

Principle 4

Businesses should respect the interests of and be responsive to all its stakeholders

ESSENTIAL INDICATORS

1. **Describe the processes for identifying key stakeholder groups of the entity.**

The Company identifies its key stakeholder groups based on their influence on, and impact from, its business operations and decision-making processes. Both internal and external stakeholders are identified through regular business interactions, operational engagement, and assessment of their relevance to the Company's activities and value chain.

The key stakeholder groups identified by the Company include:

- Shareholders/Investors
- Suppliers
- Employees & Workers
- Distributors & Retailers
- Communities
- Government & Regulatory Authorities
- End Consumers.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders/ Investors	No	• Annual General Meeting • Investor Relations Web Page • Quarterly condensed financial statements • Annual Report • Investor conference calls • Television Interviews • Press Releases	Quarterly, Half yearly & Annually and as and when required	• Performance and value creation • Dividend Updates • Annual Reports • Intimation to Physical shareholders regarding Dispute Resolution Mechanism

Stakeholder group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Suppliers	No	• One-to-one meetings • Regular operational reviews	Continuous	• Long-term business relations and growth opportunities • Skill development support • Effective information dissemination, technical knowledge exchange and other collaborations
Employees & Workers	No	• E-mail • Intranet portal • Newsletters • Employee engagement activities and Surveys • Rewards and recognitions	Continuous	• Scope of learning and career development • Remuneration and benefits • Equal opportunities • Occupational health and safety • Wealth creation
Distributors & Retailers	No	• After-sales services • Relationship building activities • Sales Officer visits • Surveys and feedback sessions	Engagement sessions conducted periodically	• Fair and transparent terms and conditions • Steady business with long-term growth prospects • Communication of Schemes and benefits • Resolution of grievances and obtaining market feedback
Communities	Yes	• CSR initiatives • Volunteering initiatives	Continuous	• Responsible corporate citizenship • To develop the CSR project along with the community, according to the needs of the community
Government & Regulatory Authorities	No	• Disclosures and filings for compliance reporting • Meeting authorities for permissions/ approvals	Audits are conducted periodically/ monthly/ quarterly/ annually and on a need basis	• Compliance • Tax Payments • Policy Advocacy
End Consumers	No	• Engagement through website, social media, in-store promotions • Brand campaigns conducted regularly during festive seasons and sales promotions	Continuous	• Information on business offerings, discounts, and promotions. • Collection of feedback • Complaints and grievances resolution.

LEADERSHIP INDICATORS

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The Company recognizes stakeholder engagement as an integral part of its sustainability approach and long-term business strategy. The Board of Directors provides oversight of the Company's ESG commitments and sustainability priorities, while responsibility for engaging with key internal and external stakeholders is delegated to relevant business functions. During the reporting year, the Company undertook a stakeholder engagement and materiality reassessment exercise, with the support of an experienced external agency, to identify and evaluate the ESG topics that are most relevant to the Company and its stakeholders. Feedback and insights gathered through these engagements were analyzed to develop the materiality matrix and identify the Company's key ESG focus areas. The outcomes of the stakeholder engagement and materiality assessment are presented to the Board of Directors, which, with guidance and oversight from the CSR & ESG Committee, periodically reviews the Company's CSR and sustainability initiatives and provides strategic direction to ensure alignment with its long-term business and sustainability objectives.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into the policies and activities of the entity.**

   Yes, The Company engages with its key stakeholders to support the identification and management of environmental and social topics. Inputs received through such engagements are considered during periodic reviews and are used to update relevant policies and guide the implementation of ESG initiatives and business practices, in line with evolving requirements.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

   Communities are identified as a key vulnerable stakeholder group. Through continuous engagement with local communities, government authorities and implementing partners, the Company identifies region-specific development needs and undertakes targeted CSR interventions. During FY 2025–26, the Company incurred a total CSR expenditure of ₹793.80 lakh on initiatives across education, healthcare and environmental conservation in Uttarakhand, Rajasthan, Haryana and Delhi, benefiting approximately 3.2 lakh people directly and indirectly.

   Key initiatives undertaken during the year include:-

   i. Parivartan Model School Project- Haridwar, Uttarakhand

   ii. Remedial Education Project- Delhi

   iii. Skill Development Project- Delhi

   iv. Environment Conservation Initiatives:

      a. Water Conservation- Alwar, Rajasthan

      b. Plantation Drives – Alwar & Khairthal, Rajasthan and Jhajjar, Haryana

   v. Nayan Avoidable Blindness Project- Khairthal, Rajasthan

   vi. Mobile Health Unit – Comprehensive Healthcare Project – Khairthal, Rajasthan

Principle 5

Businesses should respect and promote human rights

ESSENTIAL INDICATORS

1. **Employees and workers who have been provided training on human rights issues and policy(ices) of the entity, in the following format:**

Category	FY (2025-26)			FY (2024-25)		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Employees						
Permanent	2,550	2,550	100%	2,531	2,531	100%
Other than permanent	453	453	100%	457	457	100%
Total employees	**3,003**	**3,003**	**100%**	**2,988**	**2,988**	**100%**
Workers						
Permanent	4,998	4,998	100%	4,824	4,824	100%
Other than permanent	12,575	12,575	100%	12,149	12,149	100%
Total workers	**17,573**	**17,573**	**100%**	**16,973**	**16,973**	**100%**

2. **Details of minimum wages paid to employees and workers, in the following format:**

Category	FY (2025-26)					FY (2024-25)				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No (B)	% (B/A)	No (C)	% (C/A)		No (E)	% (E/D)	No (F)	% (F/D)
Employees										
Permanent										
Male	2,466	20	0.81%	2,446	99.19%	2,447	13	0.53%	2,434	99.46%
Female	84	-	-	84	100%	84	-	-	84	100%
Other than permanent										
Male	450	324	72%	126	28%	457	14	3.06%	443	96.93%
Female	3	-	-	3	100%	-	-	-	-	-
Workers										
Permanent										
Male	4,550	231	5.08%	4,319	94.92%	4,409	389	8.82%	4,020	91.17%
Female	448	-	-	448	100%	415	3	0.72%	412	99.27%
Other than permanent										
Male	9,279	1,871	20.16 %	7,408	79.86 %	9,530	3,770	39.55%	5,760	60.44%
Female	3,296	830	25.18 %	2,466	74.82 %	2,619	663	25.31%	1,956	74.68%

3. **Details of remuneration/salary/wages:**

a. **Median remuneration/wages:**

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	9	1,55,66,000	1	16,70,000
Key Managerial Personnel (excluding Whole Time Director)	2*	1,15,97,500	0	-
Employees other than BoD and KMP	2,460	5,40,000	84	7,11,474
Workers	4,550	1,95,648	448	1,80,096

* During the period under review, Mr. Sushil Batra, Executive Director and Chief Financial Officer (CFO) of the Company relinquished the position of Chief Financial Officer (CFO) with effect from May 15, 2025. Pursuant to, Mr. Prince Jain was appointed as CFO with effect from May 16, 2025, and continued in office until March 11, 2026. Subsequently, Mr. Amit Roy was appointed as CFO of the Company with effect from April 1, 2026.

b. **Gross wages paid to females as % of total wages paid by the entity, in the following format:**

	FY (2025-26)	FY (2024-25)
Gross wages paid to females as % of total wages	5.85%	4.15%

4. **Do you have a focal point (Individual / Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes, The Human Resources (HR) function serves as the focal point for addressing human rights-related impacts, concerns and grievances across the Company's operations. The Company is committed to upholding human rights through its policies and practices, which promote dignity, equality, non-discrimination, fair treatment and compliance with applicable laws. These principles are embedded across the workforce and are extended to relevant business partners, suppliers and service providers, as applicable.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

The Company has established grievance redressal mechanisms to address human rights-related concerns across its workforce. Employees are encouraged to initially raise concerns with their reporting manager, Plant P&A Head or HR Business Partner (HRBP) for informal resolution. Where concerns remain unresolved, they may be escalated through the formal grievance redressal process outlined in the Company's Grievance Redressal Policy. The mechanism provides a structured framework for reporting, escalation, investigation and resolution of grievances in a fair, transparent and timely manner.

6. **Number of Complaints on the following made by employees and workers:**

	FY (2025-26)		FY (2024-25)	
	Filed during the year	Pending resolution at the end of year	Filed during the year	Pending resolution at the end of year
Sexual Harassment	1	Nil	1	Nil
Discrimination at workplace	-	-	-	-
Child Labour	-	-	-	-
Forced Labour/ Involuntary Labour	-	-	-	-
Wages	72	0	49	0
Other human rights-related issues	-	-	-	-

7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY (2025-26)	FY (2024-25)
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	1	1
Complaints on POSH as a % of female employees/workers	Negligible	Negligible
Complaints on POSH upheld	Nil	Nil

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

The Company is committed to maintaining a workplace that is free from discrimination, harassment, and retaliation, including sexual harassment, and follows a zero-tolerance approach towards such conduct.

The Company has established grievance redressal mechanisms and procedures to ensure that complaints are addressed in a fair, sensitive, and confidential manner. Investigations are conducted with due care and impartiality, while safeguarding the privacy, dignity, and well-being of all individuals involved.

In accordance with the Prevention of Sexual Harassment (POSH) Policy and other applicable internal policies, the Company provides protection to complainants against retaliation, victimization, or any adverse action arising from the reporting of concerns. Appropriate disciplinary action may be taken against individuals found guilty of misconduct, discrimination, harassment, or retaliatory behavior, as applicable.

9. **Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes

10. **Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	100% Coverage- Assessment done internally
Forced Involuntary Labour	
Sexual Harassment	
Discrimination at workplace	
Wages	
Others - Please specify	

11. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above.**

No significant risks or concerns requiring major corrective action were identified through the assessments conducted during the reporting year. Any observations, where applicable, were addressed through the Company's established compliance and monitoring processes

LEADERSHIP INDICATORS

1. **Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.**

No modifications or introduction of business processes were required during the reporting year, as no human rights-related grievances or complaints were reported.

2. **Details of the scope and coverage of any Human rights due diligence conducted.**

The Company undertakes internal assessments relating to human rights aspects across its operations. However, no independent third-party human rights due diligence assessment was conducted during the reporting year.

3. **Is the premise/office of the entity accessible to differently-abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes, the Company endeavors to provide accessible facilities for differently-abled visitors at its premises, in line with applicable accessibility requirements. Necessary accessibility support measures, such as ramps/slopes and mobility assistance including wheelchairs or walking aids, are made available to facilitate ease of access and movement.

4. **Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	Nil*
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	
Others - Please specify	

*The Company has established a Code of Conduct for its Value Chain Partners, which outlines expectations relating to ethical business practices, human rights, workplace safety, and labor standards. Value Chain Partners are expected to treat employees with dignity and respect and maintain zero tolerance towards practices such as sexual harassment, workplace discrimination, child labor, forced labor, or involuntary labor. Further, Value Chain Partners are expected to provide safe, healthy, and humane working conditions for employees and contractors, and comply with applicable local and national laws and regulations relating to occupational health and safety, including maintaining necessary permits, licenses, and approvals.

5. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments in Question 4 above.**

Not Applicable

Principle 6

Businesses should respect and make efforts to protect and restore the environment

ESSENTIAL INDICATORS

1. **Details of total energy consumption (in Joules or Multiples) and energy intensity, in the following format:**

Parameter	Unit	FY (2025-26)	FY (2024-25)
From renewable sources			
Total electricity consumption (A)	GJ	9,488.84	173.16
Total fuel consumption (B)	GJ	NA	NA
Energy consumption through other sources (C)	GJ	NA	NA
Total energy consumed from renewable sources (A+B+C)*	GJ	9,488.84	173.16
From non-renewable sources			
Total electricity consumption (D)	GJ	2,46,334.90	2,88,134.50
Total fuel consumption (E)	GJ	1,05,818.70	83,453.92
Energy consumption through other sources (F)	GJ	NA	NA
Total energy consumed from non-renewable sources (D+E+F)	GJ	3,52,153.59	3,71,588.42
Total energy consumed (A+B+C+D+E+F)	GJ	3,61,642.44	3,71,761.58
Energy intensity per rupee of turnover (Total energy consumed / turnover in ₹ Crore)	GJ/ ₹ Crore	134.43	133.91
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / turnover in ₹ Crore adjusted for PPP)**	GJ/ (PPP) USD	2.699×10^3	2.683×10^3
Energy intensity in terms of physical output (per Crore Pairs)		21,223.15	22,020.84
Energy intensity (optional) – the relevant metric may be selected by the entity		-	-

Data captured and shown under principle 6 is representative data for Manufacturing plants and Company-owned Lovakhurd warehouses. Corporate Office, Retail Shops and rented warehouses etc. are not included.

* Renewable electricity consumption increased significantly during FY 2025–26 due to the expansion of solar power infrastructure across manufacturing facilities, leading to improved utilization of renewable energy.

** Prior year revenue - based intensity metrics have been restated following a refinement in the methodology used for calculating PPP-adjusted revenue, to enhance consistency and comparability across reporting periods. Accordingly, comparative intensity values presented in this report have been updated.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Independent Assessment has not been carried out by any external agency.

2. **Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

The Company does not have sites/facilities identified as designated consumers under the PAT Scheme.

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY (2025-26)	FY (2024-25)
Water withdrawal by source (in kiloliters)		
(i) Surface water	-	-
(ii) Groundwater	2,07,490.58	2,20,154.00
(iii) Third-party water*	1,04,830.70	1,11,094.70
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	**3,12,321.28**	**3,31,249.00**
Total volume of water consumption (in kiloliters)	**2,39,462.74**	**2,50,240.54**

Parameter	FY (2025-26)	FY (2024-25)
Water intensity per rupee of turnover (Total water consumption / Turnover in ₹Crore) (in Kl/₹Crore)	89.01	90.13
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total water consumption / Turnover in ₹ Crore adjusted for PPP)	1.787×10^3	1.806×10^3
Water intensity in terms of physical output (per crore pairs)	14,052.98	14,822.69
Water intensity (optional) - the relevant metric may be selected by the entity		

Data captured and shown under principle 6 is representative data for Manufacturing plants and Company owned Lovakhurd warehouse. Corporate Office, Retail Shops and rented warehouses etc. are not included.

* Previous year's figures have been regrouped/reclassified, to align with the current year's reporting methodology.

* * Prior year revenue - based intensity metrics have been restated following a refinement in the methodology used for calculating PPP-adjusted revenue, to enhance consistency and comparability across reporting periods. Accordingly, comparative intensity values presented in this report have been updated.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, the name of the external agency.

Independent Assessment has not been carried out by any external agency.

4. Provide the following details related to water discharged:

Parameter	FY (2025-26)	FY (2024-25)
Water discharge by destination and level of treatment (in kilo-liters)		
(i) To Surface water		
- No treatment	-	-
- With Primary treatment	-	-
(ii) To Groundwater		
- No treatment	0	-
- With Primary treatment	68,833.41	74,481.00
(iii) To Seawater		
- No treatment	0	-
- With treatment – please specify the level of treatment	0	-
(iv) Sent to third-parties		
- No treatment	0	-
- With Primary treatment	4,025.15	6,527.16
(v) Others		
- No treatment	0	-
- With treatment – please specify the level of treatment	0	-
Total water discharged (in kilo-liters)	**72,858.56**	**81,008.16**

Data captured and shown under principle 6 is representative data for Manufacturing plants and Company-owned Lovakhurd warehouses. Corporate Office, Retail Shops and rented warehouses etc. are not included.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Independent Assessment has not been carried out by any external agency

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes. During FY 2025-26, the Company installed and commissioned a Zero Liquid Discharge (ZLD) system at its RFL-9 manufacturing facility. The ZLD system enables treatment, recovery, and reuse of wastewater, thereby minimizing liquid discharge and strengthening water management practices. In addition, sewage wastewater generated across manufacturing facilities is treated through STPs, with treated water being utilized for gardening and flushing purposes.

6. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY (2025-26)	FY (2024-25)
NOx	Tonnes	6.011	18.812
SOx*	Tonnes	0.080	0.008
Particulate matter (PM)	Tonnes	0.547	0.352
Persistent organic pollutants (POP)		Not Measured	Not Measured
Volatile organic compounds (VOC)		Not Measured	Not Measured
Hazardous air pollutants (HAP)		Not Measured	Not Measured
Others - please specify			

Data captured and shown under principle 6 is representative data for Manufacturing plants and Company owned Lovakhurd warehouses. Corporate Office, Retail Shops and rented warehouses etc. are not included

*The year-on-year variation in air emissions reflects the actual emissions recorded during the reporting period based on the Company's monitoring and emission estimation methodology.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Independent assessment has not been carried out by any external agency.

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY (2025-26)	FY (2024-25)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)*	Metric tonnes of CO2 equivalent (tCO2e)	5,753.45	11,272.48
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)**	Metric tonnes of CO2 equivalent (tCO2e)	48,582.71	58,187.16
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions/ Turnover in ₹Crore)	tCO2e/₹ Crores	20.20	25.02
Total Scope 1 and Scope 2 emission intensity per adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/ turnover in ₹ Crore adjusted for PPP)***	tCO2e/PPP USD	4.056×10^2	5.014×10^2
Total Scope 1 and Scope 2 emission intensity in terms of physical output (per crore pairs)	tCO2e/units in Crores	3,188.74	4,114.35
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

Data captured and shown under principle 6 is representative data for Manufacturing plants and Company owned Lovakhurd warehouses. Corporate Office, Retail Shops and rented warehouses etc. are not included.

*The reduction in Scope 1 emissions is primarily attributable to the increased use of PNG in boilers, DG sets, and canteen operations, which contributed to a lower overall emission intensity from direct fuel combustion.

**The reduction in Scope 2 emissions was primarily driven by the increased use of renewable electricity during the reporting year, leading to lower indirect greenhouse gas emissions.

***Prior year revenue - based intensity metrics have been restated following a refinement in the methodology used for calculating PPP-adjusted revenue, to enhance consistency and comparability across reporting periods. Accordingly, comparative intensity values presented in this report have been updated

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

Independent assessment has not been carried out by any external agency.

8. **Does the entity have any project related to reducing Green House Gas emissions? If yes, then provide details.**

Yes. The Company continues to reduce GHG emissions through renewable energy adoption, cleaner fuel transition and energy efficiency initiatives. It is evaluating the phased expansion of rooftop solar installations across high electricity-consuming manufacturing facilities and assessing increased use of Piped Natural Gas (PNG), where technically and commercially feasible, to further reduce operational GHG emissions.

9. **Provide details related to waste management by the entity, in the following Format:**

Parameter	FY (2025-26)	FY (2024-25)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	231.48	201.77
E-waste (B)	5.32	5.78
Bio-medical waste (C)	0.39	0.30
Construction and demolition waste (D)	-	-
Battery waste (E)	1.8	3.44
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	257.39	251.09
Other Non-hazardous waste generated (I). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector) (H)	10,504.62	10,464.89
Total (A+B+C+D+E+F+G+H+I)	**11,001.00**	**10,927.27**
Waste intensity per rupee of turnover (Total waste generated/Turnover in ₹ Crore)	4.09	3.94*
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/turnover in ₹ Crores adjusted for PPP)	82.11	78.88
Waste intensity in terms of physical output (per crore pairs)	645.60	698.33
Waste intensity (optional) – the relevant metric may be selected by the entity		
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tons)		
Category of waste		
(i) Recycled**	1,689.23	1,667.654
(ii) Re-used**	9,046.875	8,931.346
(iii) Other recovery operations	-	-
Total	**10,736.10**	**10,599.00**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0	-
(ii) Landfilling	0	-
(iii) Other disposal operations	264.90	328.27
Total	**264.90**	**328.27**

*The FY 2024-25 waste intensity has been recalculated based on the final reported data to ensure accuracy, consistency and year-on-year comparability.

**FY 2024-25 comparative figures have been restated to separately present recycled and re-used waste. The previous year's combined values have been apportioned using a consistent methodology for comparability.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Independent assessment has not been carried out by any external agency.

10. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce the usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

The Company follows waste management practices such as waste minimization, segregation at source, recycling, and responsible disposal. It also undertakes initiatives to reduce single-use plastics and promote paperless operations. Authorized recyclers are engaged for the environmentally sound management of various waste streams, including e-waste. The Company also seeks to optimize the use of chemicals and, where feasible, adopts environmentally preferable alternatives.

11. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/ clearances are required, specify details in the following format:**

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/ clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not Applicable			

12. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

13. **Is the entity compliant with the applicable environmental law/regulations/guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act, and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

S. No.	Specify the law/regulation/guideline which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or courts	Corrective action taken, if any
Yes. The Company was in compliance with the applicable environmental laws, regulations, and guidelines during the reporting period. Accordingly, there were no instances of non-compliance requiring disclosure.				

LEADERSHIP INDICATORS

1. **Water withdrawal, consumption, and discharge in areas of water stress (in kiloliters):**

Not Applicable. Based on the Company's assessment, none of its operations are located in areas identified as water-stressed during the reporting period.

2. **Please provide details of total Scope 3 emissions & their intensity, in the following format:**

Parameter	Unit	FY (2025-26)	FY (2024-25)
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	Not Measured	
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

3. **With respect to the ecologically sensitive areas reported in Question 11 of Essential Indicators above, provide details of the significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities.**

Not Applicable

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as the outcome of such initiatives, as per the following format:

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along with summary)	Outcome of the initiative
1	Replacement of old version of EVA injection machines with pre installed VFD's	-	Energy Conservation
2	Installation of Sue Moto insulation of PVC horizontal machine barrels	-	Energy Conservation
3	Switching from LPG to CNG	-	Transition of green fuel
4	Retro fitment of DGs to duel fuel mode	-	Transition of green fuel
5	Transitioned to Servo Motors instead conventional motors	-	Energy Conservation
6	Installation of ZLD	-	Emission Reduction

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Yes. The Company recognizes the importance of business continuity and operational resilience and has established processes and controls to support the continuity of critical business functions during unforeseen events and disruptions. These include risk identification, incident escalation mechanisms, and response measures aimed at minimizing operational disruptions.

As part of its broader risk management framework, the Company periodically assesses key operational and technology-related risks and implements appropriate mitigation measures. The Company is also certified to ISO 27001:2022 for its Information Security Management System, which supports the protection of information assets and sensitive data through risk-based controls and continual improvement practices.

Further, cybersecurity awareness programs, defined reporting and escalation procedures, and oversight by the Risk Management Committee strengthen the Company's preparedness and response capabilities.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

The Company has not undertaken a specific assessment to identify significant adverse environmental impacts arising from its value chain during the financial year. Accordingly, no mitigation or adaptation measures have been identified in this regard.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

0.

The Company has not undertaken an assessment of its value chain partners for environmental impacts during the financial year.

8. How many Green Credits have been generated or procured:

a. By the listed entity

b. By the top ten (in terms of value of purchases and sales, respectively) value chain partners

None

Principle 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

ESSENTIAL INDICATORS

1. a. **Number of affiliations with trade and industry chambers/associations:** 17

   b. **List the top 10 trade and industry chambers/associations (determined based on the total members of such a body) the entity is a member of / affiliated to.**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1.	PHD Chamber of Commerce	National
2.	CIFI (Confederation of Indian Footwear Industries)	National
3.	CFLA (Council for Footwear Leather and Accessories)	National
4.	All India Rubber Association	National
5.	Development Council For Footwear & Leather Industry	National
6.	Federation of Exporters Organization (FIEO)	National
7.	All India Federation of Plastic Industries- (Delhi)	State
8.	Bahadurgarh Chamber of Commerce & Industries	State
9.	Footwear Park Association- HSIIDC - (Bahadurgarh)	State
10.	Bahadurgarh Footwear Development Services Pvt. Ltd.	State

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of Authority	Brief of the case	Corrective action taken
As there were no adverse orders relating to anti-competitive conduct during the financial year, and therefore no corrective actions were required or undertaken.		

LEADERSHIP INDICATORS

1. **Details of public policy positions advocated by the entity:**

   Not Applicable, The Company did not directly advocate any specific public policy positions during the reporting period. However, it may engage with relevant industry associations and forums to stay informed on matters affecting the footwear and manufacturing sector, in compliance with applicable laws and regulations

Principle 8

Businesses should promote inclusive growth and equitable development

ESSENTIAL INDICATORS

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

   The requirement for Social Impact Assessments (SIA) did not arise during the financial year, as no applicable projects were undertaken. The Company continues to monitor regulatory provisions and will conduct SIAs, where applicable.

2. **Provide information on the project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

   Not Applicable. The Company's operations and expansion activities have not resulted in the displacement of any communities or livelihoods. Accordingly, no Rehabilitation and Resettlement (R&R) activities were required or undertaken.

3. **Describe the mechanisms to receive and redress grievances of the community:**

   The Company engages with community stakeholders to understand and resolve their concerns. A structured grievance redressal mechanism for community stakeholders is a place where community members can raise their concerns through multiple channels, including e-mail and the toll-free number available on the Company's website.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

Category of waste	FY (2025-26) (In %)	FY (2024-25) (In %)
Directly sourced from MSMEs/ small producers	50%	43.54%
Directly from within India	75%	74.55%

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Location	FY (2025-26)	FY (2024-25)
Rural	1%	1.56%
Semi-urban	0	0.34%
Urban	52%	48.80%
Metropolitan	47%	49.31%

The reporting boundary for the above table includes employees and workers as disclosed in Section A – IV (20). Personnel engaged indirectly, such as the salesforce, are outside the scope of this disclosure

LEADERSHIP INDICATORS

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

   Not Applicable. As no Social Impact Assessments (SIA) were conducted during the financial year under review, no negative social impacts requiring mitigation were identified. Accordingly, no mitigation actions were required or undertaken.

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

S. No.	State	Aspirational District	Amount Spent (in ₹)
1.	Uttarakhand	Haridwar	3.996 Crore

3. a. **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

   No

   b. **From which marginalized /vulnerable groups do you procure?**

   Not Applicable

   c. **What percentage of total procurement (by value) does it constitute?**

   Not Applicable

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

   Not Applicable, as the Company does not own or acquire any intellectual property based on traditional knowledge during the financial year.

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

   Not Applicable, as there were no adverse orders in intellectual property-related disputes involving the use of traditional knowledge during the financial year

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1.	Parivartan Model School Project	1,43,957	75%
2.	Mobile Health Unit	66,769	90%
3.	Nayan- Avoidable Blindness	76,937	90%
4.	Remedial Education	2,568	100%
5.	Skill Development	606	100%
6.	Env. Cons. Water	29,047	70%

Principle 9

Businesses should engage with and provide value to their consumers in a responsible manner

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company has established multiple channels for receiving and addressing consumer complaints and feedback, including online service requests, a dedicated toll-free number, email support, and Exclusive Brand Outlets (EBOs). These mechanisms enable customers to conveniently share their concerns, queries, and feedback regarding the Company's products and services.

An internal team regularly monitors and manages these communication channels to ensure timely resolution of complaints and effective response to customer feedback, thereby supporting continuous improvement in customer experience and satisfaction.

2. Turnover of products and / services as a percentage of turnover from all products/services that carry information about:

	As a percentage of total turnover
Environmental and social parameters relevant to the product	Relevant environmental and social information, as applicable, is provided on the packaging/product box of Relaxo products in line with regulatory and compliance requirements.
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	FY (2025-26)			FY (2024-25)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data Privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	0	0	-	0	0	-
Restrictive trade practices	0	0	-	0	0	-
Unfair trade practices	0	0	-	0	0	-
Others (please specify)	2,572	0	-	2,595	0	-

4. Details of instances of product recalls on accounts of safety issues:

	Number	Reasons for recall
Voluntary recalls	Not Applicable	
Forced recalls		

5. **Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web link to the policy.**

   Yes, The Company has established a framework to manage cyber security and data privacy risks, supported by its information security policies and procedures. The Company is ISO 27001:2013 certified and conducts periodic audits to ensure the effectiveness of its information security controls.

   Cyber security and data privacy risks are also integrated into the Company's Risk Management Framework, with appropriate mitigation measures in place.

   The Data Privacy Policy is available at : Policy for Data privacy

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.**

   Not Applicable

   There were no instances during the financial year requiring corrective action in relation to advertising, delivery of essential services, cyber security and data privacy, product recalls, or regulatory actions on product/service safety

7. **Provide the following information relating to data breaches:**

   a. **Number of instances of data breaches** - 0

   b. **Percentage of data breaches involving personally identifiable information of customers** - Not applicable

   c. **Impact, if any, of the data breaches** - Not Applicable

LEADERSHIP INDICATORS

1. **Channels/platforms where information on products and services of the entity can be accessed (provide a web link, if available).**

   Information on the products and services of the entity can be accessed on the Company's Website.
   Link to the website – Relaxo website Link

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   The Company provides relevant product information and usage guidance, where applicable, through product labels, packaging, and product-related communications. For certain products, care and usage instructions are provided to assist consumers in the appropriate use, handling, and maintenance of products, thereby supporting responsible product usage and product longevity.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   Not applicable

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/ Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

   The Company displays the necessary information on the product which is mandatory as per applicable Laws. The Company takes periodic surveys to identify its performance as well as assess customer satisfaction.

FINANCIAL STATEMENTS

Independent Auditors' Report

TO THE MEMBERS OF RELAXO FOOTWEARS LIMITED

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of Relaxo Footwears Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Description of Key Audit Matters:

Key audit matters	How our audit addressed the key audit matter
Revenue Recognition **(Refer Note no.20,31 and 49 to the financial statements)**	
As per the accounting policy of the Company, the revenue is recognised upon transfer of control of goods to the customer and thus requires an estimation of the revenue taking into consideration the rebates and discounts as per the terms of the contracts. With regard to the determination of revenue, the management is required to make significant estimates in respect of following: • the rebates/ discounts linked to sales, which will be given to the customers pursuant to schemes offered by the Company; and • discounts offered by the customers to the ultimate consumers at the behest of the Company. The matter has been determined to be a key audit matter in view of the involvement of significant estimates by the management.	Our audit procedures included the following: • Obtained an understanding from the management with regard to controls relating to recording of rebates and discounts and period end provisions relating to estimation of revenue and tested the operating effectiveness of such controls; • Tested the inputs used in the estimation of revenue in context of rebates and discounts to source data; • Assessed the underlying assumptions used for determination of rebates and discounts; • Ensured the completeness of liabilities recognised by evaluating the parameters for sample schemes; • Performed look-back analysis for past trends by comparing recent actuals with the estimates of earlier periods and assessed subsequent events; • Tested credit notes issued to customers and payments made to them during the year and subsequent to the year-end along with the terms of the related schemes. Based on the above procedures, we did not identify any significant deviation to the assessment made by management in respect of estimation of rebates and discounts.

Key audit matters	How our audit addressed the key audit matter
Provisions, Litigations, Claims and Contingent Liabilities: **(Refer Note-15, 31 and 32)**	
The management is required to make judgements and estimates in relation to the issues and exposures arising from a range of matters relating to direct tax, indirect tax, general legal proceedings and other eventualities arising in the regular course of business. The Company is also subject to complexities arising from uncertain tax positions on deductibility of expenses and allowance of certain tax deductions. The key judgement lies in determining the likelihood and magnitude of the possible cash outflows and interpretations of the legal aspects, tax legislations and judgements previously made by authorities. By nature, these are complex and include many variables.	Our audit procedures included the following: • We tested the design, implementation and operating effectiveness of key internal controls around the recognition and measurement of provisions. • We inquired about the status in respect of significant provisions with the Company's internal tax and legal team. • We assessed the value of material provisions in light of the nature of the exposures, applicable regulations and related correspondence with the authorities. • We challenged the assumptions and critical judgements made by the Company which impacted their estimate of provision required, considering judgements previously made by the authorities in the relevant jurisdictions or any relevant opinions given by the Company's advisors and assessing whether there was an indication of management bias. • We verified the calculation of provision on a test check basis.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. The Other Information is expected to be made available to us after the date of this auditor's report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has an adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
   (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under section 133 of the Act.
   (e) On the basis of written representations received from the directors as at March 31, 2026 and taken on record by the Board of Directors, none of the directors is disqualified as at March 31, 2026 from being appointed as a director in terms of section 164 (2) of the Act.
   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 'B'.
   (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

       In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i) The Company has disclosed the impact of pending litigations on its financial position in Note-32 to financial statements.

ii) The Company did not have any long-term contracts including any derivative contracts for which there were any material foreseeable losses.

iii) There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.

iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) a) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend (Refer Note No.13 to the financial statements);

b) As stated in Note No.50 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend;

vi) Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2026 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **Gupta & Dua**
Chartered Accountants
Firm's Registration No.003849N

Mukesh Dua
Partner
Membership No.085323
UDIN: 26085323YUPZQL1494

New Delhi, May 28, 2026

Annexure "A" to the Independent Auditor's Report

(Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

1. a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, plant and equipment.

   (B) The Company has maintained proper records showing full particulars of intangible assets.

   b) According to the information and explanations given to us, property, plant and equipment have been physically verified by the management in a phased periodical manner which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.

   c) Based upon the audit procedure performed and according to the records of the Company, the title deeds of the immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

   d) The Company has not revalued its property, plant and equipment (including Right of use Assets) and intangible assets during the year end.

   e) According to the information and explanations given to us, no proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

2. In respect of its inventories:

   a) The inventories except for goods in transit were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and the procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. In respect of goods in transit, some of the goods have been received subsequent to the year-end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification when compared with books of account.

   b) The Company has been sanctioned working capital limits in excess of ₹5 crores, in aggregate, from banks on the basis of security of current assets during the year. According to the information and explanations given to us, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of accounts of the Company.

3. In our opinion and according to the information and explanations given to us, the Company has not made any investments in, provided any guarantee or security or granted any loans or, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties.

4. In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under section 185 of the Act. In respect of investments made by the Company, the provisions of section 186 of the Act have been complied with.

5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public during the year in terms of the provisions of section 73 to 76 of the Act or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder.

6. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

7. In respect of statutory dues:

   a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

   There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2026 on account of disputes are given below:

(₹ in Crore)

S. No.	Name of the Statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount
1.	i) Haryana General Sales Tax Act, 1973	Purchase Tax	Jt. Commissioner, Haryana	2001-2002 2002-2003	0.20 0.15
	ii) Haryana Goods & services Tax-2017	Goods & Service Tax	Excise & Taxation Officer, Jhajjar, Rohtak, Haryana	2017-18 2018-19 2019-20 2020-21 2021-22	0.62 0.33 0.25 0.03 10.77
2.	i) Delhi Value Added Tax Act, 2005	Input Tax	Appellate Tribunal, Delhi	2008-2009 2013-2014	0.02 0.22
	ii) Delhi Goods & services Tax-2017	Goods & Service Tax	Additional Commissioner, Delhi West	2017-18	5.34
3.	i) Rajasthan Goods & services Tax-2017	Goods & Service Tax	Jt. Commissioner (State Tax), Jaipur	2019-20 to 2021-22	36.45
	ii) Rajasthan Goods & services Tax-2017	Goods & Service Tax	Jt. Commissioner (State Tax), Circle -A , Bhiwadi	2017-18	0.10
4.	Uttarakhand Goods & services Tax-2017	Goods & Service Tax	Dy. Commissioner (State tax), Haridwar	2018-19 & 2019-20 2018-19	0.74 0.50
5.	Uttar Pradesh Goods & services Tax-2017	Goods & Service Tax	Additional Commissioner Grade-II Appeal	2017-18	0.08
6.	Odisha Goods & services Tax-2017	Goods & Service Tax	Superintendent & Choudwar Range -Cuttack -II Division, Bhubneshwar, Odisha	2018-19 2020-21 & 2021-22	0.01 0.04
7.	Gujrat Goods & services Tax-2017	Commissioner (Appeals), CGST & Central Excise, CGST Bhavan, Ambawadi	Superintendent & Jurisdiction - Ghatak 8 Range 2 - Division - Ahmedabad	2018-19	0.01
8.	Central Excise Act, 1944	Penalty	Assistant commissioner Central tax, Rohini Division , New Delhi	2017-18	0.02
9.	Custom Act, 1962	Custom Duty	Custom, Excise and Service Tax Appellate Tribunal -New Delhi	2008-2009	0.10
10.	Income Tax Act, 1961	Income Tax	Assessing Officer, CIT (A) and CPC	2008-09, 2013-14, 2017-18 to 2019-20 and 2023-24	2.19
		TDS	Assessing Officer, CIT (A) and ITAT	2008-09 to 2011-12, 2013-14 to 2015-16, 2017-18 to 2019-20 and 2022-23	0.04
	Total				**58.21**

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9. a) Based on the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lenders.

   b) The Company is not declared a wilful defaulter by any bank or financial institution or other lender.

   c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

   d) On an overall examination of the financial statements of the Company, funds raised on a short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

   e) The Company has no subsidiaries, associates or joint ventures. Hence, reporting under clause 3 (ix)(e) and (f) of the Order is not applicable.

10. a) The Company has not raised money by way of an initial public offer or further public offer (including debt instruments) during the year. Hence, reporting under clause 3(x)(a) of the Order is not applicable.

    b) The Company has not made any preferential allotment of shares or fully or partially convertible debentures during the year. Hence, reporting under clause 3 (x) (b) of the Order is not applicable.

11. a) No fraud by the Company and no fraud on the Company has been noticed or reported during the year.

    b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

    c) We have taken into consideration the whistle blower complaints received by the Company during the year (and up to the date of this report), while determining the nature, timing and extent of our audit procedures.

12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.

13. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14. a) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.

    b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

15. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not entered into any non- cash transaction with directors or persons connected with him, therefore, reporting under clause 3(xv) of the Order is not applicable.

16. a) The Company is not engaged in business of Non-Banking Financial Company or Housing Finance Company or Core Investment Company requiring registration under the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

    b) The Company is not a part of a Group as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable.

17. The Company has not incurred any cash losses in the financial year covered by our audit and in the immediately preceding financial year.

18. There has been no resignation of the statutory auditors of the Company during the year.

19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

    b) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year, to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act.

    In respect of ongoing projects, the Company has transferred the unspent Corporate Social Responsibility (CSR) amount as at the Balance Sheet date out of the amounts that was required to be spent during the year, to a Special Account in compliance with the provision of sub-section (6) of section 135 of the Act.

For **Gupta & Dua**
Chartered Accountants
Firm's Registration No.003849N

Mukesh Dua
Partner
Membership No.085323
UDIN: 26085323YUPZQL1494

New Delhi, May 28, 2026

Annexure "B" to the Independent Auditors' Report

(Referred to in Paragraph 2(f) under the heading "Report on other legal and regulatory requirements" of our report of even date)

Report on the Internal Financial Controls under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Relaxo Footwears Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Gupta & Dua**
Chartered Accountants
Firm's Registration No.003849N

Mukesh Dua
Partner
Membership No.085323
UDIN: 26085323YUPZQL1494

New Delhi, May 28, 2026

Balance Sheet as at March 31, 2026

(₹ in Crore)

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	1	966.37	959.75
Capital work-in-progress	1	96.70	53.21
Intangible assets	2	8.28	12.99
Intangible assets under development	2	0.57	0.68
Right-of-use assets	3	390.00	371.48
Financial assets			
Investments	4	247.40	73.87
Loans	5	0.02	0.08
Other financial assets	6	20.84	21.00
Other non-current assets	7	25.24	34.81
		1755.42	**1527.87**
Current assets			
Inventories	8	556.72	557.59
Financial assets			
Investments	4	188.42	269.14
Trade receivables	9	298.89	312.05
Cash and cash equivalents	10	17.69	22.37
Bank balances other than cash and cash equivalents	11	6.50	19.69
Loans	5	0.35	0.45
Other financial assets	6	15.81	2.78
Other current assets	7	109.14	50.53
		1193.52	**1234.60**
Total assets		**2948.94**	**2762.47**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	24.89	24.89
Other equity	13	2181.47	2073.18
		2206.36	**2098.07**
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities		187.67	168.58
Other financial liabilities	14	-	0.55
Provisions	15	21.19	21.13
Deferred tax liabilities (net)	16	21.09	23.32
		229.95	**213.58**
Current liabilities			
Financial liabilities			
Borrowings	17	-	-
Lease liabilities		44.98	43.94
Trade payables			
Total outstanding dues of micro and small enterprises (*refer note no. 45 & 46*)		76.35	59.16
Total outstanding dues of creditors other than micro and small enterprises (*refer note no. 46*)		186.29	137.74
Other financial liabilities	14	85.67	80.23
Other current liabilities	18	63.28	77.53
Provisions	15	51.03	46.12
Current tax liabilities (net)	19	5.03	6.10
		512.63	**450.82**
Total equity and liabilities		**2948.94**	**2762.47**

Material accounting policies (*refer note no. 31*)

The accompanying notes are an integral part of financial statements.

As per our report of even date

For **Gupta & Dua**
Chartered Accountants
Firm's Registration No.: 003849N

Mukesh Dua
Partner
Membership No.: 085323

Delhi, May 28, 2026

For and on behalf of the Board of Directors

Ramesh Kumar Dua
Chairman & Managing Director
DIN: 00157872

Mukand Lal Dua
Whole Time Director
DIN: 00157898

Ritesh Dua
Co-Chief Executive Officer

Gaurav Kumaar Dua
Co-Chief Executive Officer & Whole Time Director
DIN: 09674786

Amit Roy
Chief Financial Officer

Ankit Jain
Company Secretary
Membership No.: FCS 8188

Statement of Profit and Loss for the year ended March 31, 2026

(₹ in Crore)

Particulars	Note No.	Year ended March 31, 2026	Year ended March 31, 2025
INCOME			
Revenue from operations	20	2702.16	2789.61
Other income	21	46.20	26.96
Total income		**2748.36**	**2816.57**
EXPENSES			
Cost of materials consumed, including packing material		990.96	1037.83
Purchases of stock-in-trade		106.06	105.57
Changes in inventories of finished goods, stock-in-trade and work-in-progress	22	6.01	5.53
Employee benefits expense	23	411.81	400.55
Finance costs	24	21.52	20.66
Depreciation and amortisation expense	25	157.20	158.43
Other expenses	26	813.34	858.13
Total expenses		**2506.90**	**2586.70**
Profit before tax		**241.46**	**229.87**
Tax expense	27		
Current tax		65.66	60.40
Deferred tax		(3.47)	(0.86)
		62.19	**59.54**
Profit for the year		**179.27**	**170.33**
Other comprehensive income not to be reclassified to profit or loss			
Remeasurement gains / (losses) on defined benefit plan	33(b)	4.94	1.75
Income tax effect on above		(1.24)	(0.44)
		3.70	**1.31**
Total comprehensive income for the year		**182.97**	171.64
(comprising profit and other comprehensive income for the year)			
Earnings per equity share (face value of ₹1/- each) (In ₹)	35		
Basic		7.20	6.84
Diluted		7.20	6.84

Material accounting policies (*refer note no. 31*)

The accompanying notes are an integral part of financial statements.

As per our report of even date

For **Gupta & Dua**
Chartered Accountants
Firm's Registration No.: 003849N

Mukesh Dua
Partner
Membership No.: 085323

Delhi, May 28, 2026

For and on behalf of the Board of Directors

Ramesh Kumar Dua
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DIN: 00157872

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Co-Chief Executive Officer & Whole Time Director
DIN: 09674786

Amit Roy
Chief Financial Officer

Ankit Jain
Company Secretary
Membership No.: FCS 8188

Statement of Cash Flows for the year ended March 31, 2026

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Cash flow from operating activities		
Profit before tax	241.46	229.87
Adjustments for		
Depreciation and amortisation expense	157.20	158.43
Finance costs	21.52	20.66
Interest income on bonds, debentures, commercial papers and security / bank deposits	(28.27)	(9.01)
Net gain on investments	(4.74)	(10.01)
Net unrealised (gain) / loss on foreign currency transactions and translations	(1.78)	(0.32)
Gain on lease modification and termination	(4.52)	(3.08)
Government grants^	(4.73)	(1.03)
Net unrealised (gain) / loss on fair valuation of derivative instruments	(2.03)	0.58
Write down of inventories	5.05	0.38
Bad debts written off	0.50	0.13
Net impairment (gain) / loss on trade receivables	4.52	0.63
Net impairment (gain) / loss on vendor advances	0.97	-
Net (gain) / loss on disposal / write off of property, plant and equipment and intangible assets	0.30	(0.00)
Operating profit before working capital changes	**385.45**	**387.23**
Changes in working capital		
Adjustments for (increase) / decrease in operating assets		
Current and non-current financial assets	0.32	(0.13)
Other non-current assets	(0.07)	(1.27)
Trade receivables	10.54	45.26
Other current assets	(59.21)	56.21
Inventories	(4.18)	40.83
Adjustments for increase / (decrease) in operating liabilities		
Trade payables	67.42	(57.71)
Other financial liabilities	3.21	(19.02)
Provisions	12.72	11.87
Other current liabilities	(1.22)	0.36
Net cash flow from / (used in) working capital	**29.53**	**76.40**
Cash generated from operations	**414.98**	**463.63**
Taxes paid*	(66.73)	(57.62)
Net cash generated from / (used in) operating activities	**348.25**	**406.01**
Cash flow from investing activities		
Purchase of property, plant and equipment including capital work-in-progress	(136.47)	(114.90)
Purchase of intangible assets including intangible assets under development	(0.65)	(0.93)
Proceeds from sale of property, plant and equipment	1.40	1.25
Receipt of government grant related to assets	-	21.95
(Purchase) / redemption of bonds, debentures, commercial papers and mutual funds (net)	(85.56)	(225.34)
Interest income on bonds, debentures, commercial papers and security / bank deposits	14.76	9.95
(Investment) / maturity of bank deposits with original maturity of more than three months (net)	-	45.99
Net cash flow from / (used in) investing activities	**(206.52)**	**(262.03)**

Statement of Cash Flows for the year ended March 31, 2026 (contd.)

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Cash flow from financing activities		
Proceeds from / (repayment) of current borrowings (net)	-	(18.54)
Principal payment of lease liabilities	(50.23)	(48.02)
Dividend paid	(74.68)	(74.68)
Interest paid on lease liabilities	(18.95)	(18.09)
Other finance costs	(2.57)	(2.63)
Net cash flow from / (used in) financing activities	**(146.43)**	**(161.96)**
Net increase / (decrease) in cash and cash equivalents	**(4.70)**	**(17.98)**
Cash and cash equivalents at the beginning of year	22.37	40.35
Exchange fluctuation gain / (loss) on foreign currency bank balances	0.02	(0.00)
Cash and cash equivalents at the end of year	**17.69**	**22.37**
Components of cash and cash equivalents (at the end of year)		
Balances with banks on current accounts	6.72	5.04
Bank deposits with original maturity of less than three months (including accrued interest)	10.00	14.99
Cash on hand	0.97	2.34
	17.69	**22.37**

The above cash flow statement has been prepared under the indirect method as set out in Ind AS 7 - "Statement of Cash Flows".

Total cash outflow for leases ₹69.18 crores (previous year ₹66.11 crores).

^₹4.21 crores (previous year ₹1.03 crores) towards promotion of indian brands, ₹0.15 crore (previous year nil) for development of design studios and ₹0.37 crore (previous year nil) under the VAT assistance scheme.

*Direct Taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.

Changes in liabilities arising from financing activities, including changes arising from cash flows and non cash changes as per IND AS 7 - "Statement of Cash Flows" are shown below :

(₹ in Crore)

Particulars	As at April 1, 2025	Cash flows from / (used in)	Non cash changes		As at March 31, 2026
			Recognition of new leases	Lease modification and termination	
Borrowings	-	-	-	-	-
Lease liabilities	212.52	(50.23)	74.88	(4.52)	232.65
	212.52	**(50.23)**	**74.88**	**(4.52)**	**232.65**

(₹ in Crore)

Particulars	As at April 1, 2024	Cash flows from / (used in)	Non cash changes		As at March 31, 2025
			Recognition of new leases	Lease modification and termination	
Borrowings	18.54	(18.54)	-	-	-
Lease liabilities	186.43	(48.02)	77.19	(3.08)	212.52
	204.97	**(66.56)**	**77.19**	**(3.08)**	**212.52**

Material accounting policies (*refer note no. 31*)

The accompanying notes are an integral part of financial statements.

As per our report of even date

For **Gupta & Dua**
Chartered Accountants
Firm's Registration No.: 003849N

Mukesh Dua
Partner
Membership No.: 085323

Delhi, May 28, 2026

For and on behalf of the Board of Directors

Ramesh Kumar Dua
Chairman & Managing Director
DIN: 00157872

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Co-Chief Executive Officer & Whole Time Director
DIN: 09674786

Amit Roy
Chief Financial Officer

Ankit Jain
Company Secretary
Membership No.: FCS 8188

Statement of Changes in Equity for the year ended March 31, 2026

Equity Share Capital *(refer note no. 12)* (₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Balance at the beginning of year		
24,89,38,586 (previous year 24,89,38,586) equity shares of face value of ₹1/- each (previous year ₹1/- each)	24.89	24.89
Changes in share capital during the year	-	-
Balance at the end of year		
24,89,38,586 (previous year 24,89,38,586) equity shares of face value of ₹1/- each (previous year ₹1/- each)	**24.89**	**24.89**

There are no changes in equity share capital due to prior period errors.

Other Equity *(refer note no. 13)* (₹ in Crore)

Particulars	Reserves and surplus					Total
	Securities premium	Share options outstanding account	General reserve	Retained earnings	Other comprehensive income	
As at April 1, 2025	216.83	0.17	1733.24	114.53	8.41	2073.18
Profit for the year	-	-	-	179.27	-	179.27
Remeasurement gains / (losses) on defined benefit plan (net of tax)	-	-	-	-	3.70	3.70
Transfer from retained earnings to general reserve	-	-	75.00	(75.00)	-	-
Transferred from share options outstanding account to general reserve on cancellation of vested options under employee stock option plan	-	(0.17)	0.17	-	-	-
Final dividend on equity shares for the year ended March 31, 2025 @ ₹3.00 per equity share	-	-	-	(74.68)	-	(74.68)
As at March 31, 2026	**216.83**	**-**	**1808.41**	**144.12**	**12.11**	**2181.47**

(₹ in Crore)

Particulars	Reserves and surplus					Total
	Securities premium	Share options outstanding account	General reserve	Retained earnings	Other comprehensive income	
As at April 1, 2024	216.83	6.19	1652.22	93.88	7.10	1976.22
Profit for the year	-	-	-	170.33	-	170.33
Remeasurement gains / (losses) on defined benefit plan (net of tax)	-	-	-	-	1.31	1.31
Transfer from retained earnings to general reserve	-	-	75.00	(75.00)	-	-
Transferred from share options outstanding account to general reserve on cancellation of vested options under employee stock option plan	-	(6.02)	6.02	-	-	-
Final dividend on equity shares for the year ended March 31, 2024 @ ₹3.00 per equity share	-	-	-	(74.68)	-	(74.68)
As at March 31, 2025	**216.83**	**0.17**	**1733.24**	**114.53**	**8.41**	**2073.18**

Material accounting policies (*refer note no. 31*)

The accompanying notes are an integral part of financial statements.

As per our report of even date

For **Gupta & Dua**
Chartered Accountants
Firm's Registration No.: 003849N

Mukesh Dua
Partner
Membership No.: 085323

Delhi, May 28, 2026

For and on behalf of the Board of Directors

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DIN: 09674786

Amit Roy
Chief Financial Officer

Ankit Jain
Company Secretary
Membership No.: FCS 8188

Notes forming part of Financial Statements

Note No. 1: Property, Plant and Equipment & Capital Work-in-Progress

(₹ in Crore)

Particulars	Gross carrying amount				Accumulated depreciation				Net carrying amount
	As at April 1, 2025	Additions	Disposals/ adjustments	As at March 31, 2026	As at April 1, 2025	Depreciation	Disposals/ adjustments	As at March 31, 2026	As at March 31, 2026
Property, plant and equipment									
Freehold land	163.30	18.78	-	182.08	-	-	-	-	182.08
Buildings	430.44	0.49	-	430.93	97.91	15.50	-	113.41	317.52
Leasehold improvements	36.26	6.89	1.26	41.89	16.46	3.73	0.82	19.37	22.52
Plant and equipments	523.08	33.68	2.56	554.20	199.23	34.66	2.18	231.71	322.49
Moulds	180.59	28.49	0.44	208.64	138.43	24.92	0.43	162.92	45.72
Furniture and fixtures	36.94	9.20	0.88	45.26	18.24	3.55	0.62	21.17	24.09
Vehicles	19.40	1.48	1.26	19.62	10.20	2.01	0.79	11.42	8.20
Office equipments	16.59	0.86	0.48	16.97	11.67	1.55	0.44	12.78	4.19
Computers and data processing units	28.14	1.60	1.11	28.63	20.57	3.47	1.06	22.98	5.65
Electrical installations	55.62	1.92	0.38	57.16	26.31	4.54	0.33	30.52	26.64
Temporary structure	3.74	0.31	0.08	3.97	2.89	0.46	0.08	3.27	0.70
Wind power generation plant	17.32	-	-	17.32	9.76	0.99	-	10.75	6.57
	1511.42	**103.70**	**8.45**	**1606.67**	**551.67**	**95.38**	**6.75**	**640.30**	**966.37**
Capital work-in-progress^	53.21	47.70	4.21	96.70	-	-	-	-	96.70
	53.21	**47.70**	**4.21**	**96.70**	**-**	**-**	**-**	**-**	**96.70**

^Includes net expenditure of ₹1.08 crores (previous year ₹0.74 crore) towards security expense.

For capital commitments, refer note no. 32.

There are no changes due to revaluation and acquisition through business combination.

Title deeds of immovable properties are held in the name of the Company.

For ageing of capital work-in-progress, refer note no. 51(a).

Financial assistance of nil (previous year ₹15.00 crores) received for acquisition of Plant and Machinery under Integrated Development of Leather Sector sub-scheme of Indian Footwear and Leather Development Programme.

Financial assistance for ₹4.16 crores (previous year ₹2.07 crores) under sub-scheme of Indian Footwear and Leather Development Programme for development of design studios has been adjusted from relevant items of additions during the year. (*refer note no. 11 & 18*)

Notes forming part of Financial Statements

Note No. 1: Property, Plant and Equipment & Capital Work-in-Progress (contd.)

(₹ in Crore)

Particulars	Gross carrying amount				Accumulated depreciation				Net carrying amount
	As at April 1, 2024	Additions	Disposals/ adjustments	As at March 31, 2025	As at April 1, 2024	Depreciation	Disposals/ adjustments	As at March 31, 2025	As at March 31, 2025
Property, plant and equipment									
Freehold land	163.30	-	-	163.30	-	-	-	-	163.30
Buildings	430.05	0.39	0.00	430.44	82.40	15.51	0.00	97.91	332.53
Leasehold improvements	33.45	3.91	1.10	36.26	14.08	3.15	0.77	16.46	19.80
Plant and equipments	517.79	21.76	16.47	523.08	165.59	34.75	1.11	199.23	323.85
Moulds	156.28	24.32	0.01	180.59	114.95	23.48	0.00	138.43	42.16
Furniture and fixtures	32.64	4.73	0.43	36.94	15.62	2.89	0.27	18.24	18.70
Vehicles	19.35	0.85	0.80	19.40	8.80	2.07	0.67	10.20	9.20
Office equipments	15.29	1.78	0.48	16.59	10.61	1.50	0.44	11.67	4.92
Computers and data processing units	27.11	1.60	0.57	28.14	17.05	4.04	0.52	20.57	7.57
Electrical installations	53.08	3.17	0.63	55.62	22.31	4.47	0.47	26.31	29.31
Temporary structure	3.26	0.54	0.06	3.74	2.45	0.50	0.06	2.89	0.85
Wind power generation plant	17.32	-	-	17.32	8.76	1.00	-	9.76	7.56
	1468.92	**63.05**	**20.55**	**1511.42**	**462.62**	**93.36**	**4.31**	**551.67**	**959.75**
Capital work-in-progress	32.52	26.67	5.98	53.21	-	-	-	-	53.21
	32.52	**26.67**	**5.98**	**53.21**	**-**	**-**	**-**	**-**	**53.21**

Notes forming part of Financial Statements

Note No. 2: Intangible Assets & Intangible Assets under Development

(₹ in Crore)

Particulars	Gross carrying amount				Accumulated amortisation				Net carrying amount
	As at April 1, 2025	Additions	Disposals/ adjustments	As at March 31, 2026	As at April 1, 2025	Amortisation	Disposals/ adjustments	As at March 31, 2026	As at March 31, 2026
Intangible assets									
Computer software and licenses	18.15	0.53	-	18.68	10.48	2.78	-	13.26	5.42
Intellectual property rights**	67.03	0.22	-	67.25	61.71	2.68	-	64.39	2.86
	85.18	**0.75**	**-**	**85.93**	**72.19**	**5.46**	**-**	**77.65**	**8.28**
Intangible assets under development*	0.68	0.09	0.20	0.57	-	-	-	-	0.57
	0.68	**0.09**	**0.20**	**0.57**	**-**	**-**	**-**	**-**	**0.57**

*Intangible assets under development primarily comprise costs related to intellectual property rights under registration.
**Net of financial assistance for ₹0.01 crore (previous year nil) under sub-scheme of Indian Footwear and Leather Development Programme for promotion of Indian brands.(refer note no. 11 & 18)
There are no changes due to revaluation and acquisition through business combination.
For ageing of intangible assets under development, refer note no. 51(a).

Note No. 2: Intangible Assets & Intangible Assets under Development

(₹ in Crore)

Particulars	Gross carrying amount				Accumulated amortisation				Net carrying amount
	As at April 1, 2024	Additions	Disposals/ adjustments	As at March 31, 2025	As at April 1, 2024	Amortisation	Disposals/ adjustments	As at March 31, 2025	As at March 31, 2025
Intangible assets									
Computer software and licenses	26.55	0.64	9.04	18.15	16.65	2.86	9.03	10.48	7.67
Intellectual property rights	66.67	0.36	-	67.03	54.62	7.09	-	61.71	5.32
	93.22	**1.00**	**9.04**	**85.18**	**71.27**	**9.95**	**9.03**	**72.19**	**12.99**
Intangible assets under development	0.75	0.39	0.46	0.68	-	-	-	-	0.68
	0.75	**0.39**	**0.46**	**0.68**	**-**	**-**	**-**	**-**	**0.68**

Notes forming part of Financial Statements

Note No. 3: Right-of-Use Assets

(₹ in Crore)

Particulars	Gross carrying amount				Accumulated depreciation				Net carrying amount
	As at April 1, 2025	Additions	Disposals/ adjustments	As at March 31, 2026	As at April 1, 2025	Depreciation	Disposals/ adjustments	As at March 31, 2026	As at March 31, 2026
Leasehold land*	186.06	-	-	186.06	6.90	2.18	-	9.08	176.98
Buildings	307.62	106.04	71.56	342.10	115.30	54.18	40.40	129.08	213.02
	493.68	**106.04**	**71.56**	**528.16**	**122.20**	**56.36**	**40.40**	**138.16**	**390.00**

There are no changes due to revaluation and acquisition through business combination.
*Title deeds of leasehold land are held in name of the Company.

Note No. 3: Right-of-Use Assets

(₹ in Crore)

Particulars	Gross carrying amount				Accumulated depreciation				Net carrying amount
	As at April 1, 2024	Additions	Disposals/ adjustments	As at March 31, 2025	As at April 1, 2024	Depreciation	Disposals/ adjustments	As at March 31, 2025	As at March 31, 2025
Leasehold land	179.50	6.56	-	186.06	4.75	2.15	-	6.90	179.16
Buildings	270.85	100.40	63.63	307.62	102.75	52.97	40.42	115.30	192.32
	450.35	**106.96**	**63.63**	**493.68**	**107.50**	**55.12**	**40.42**	**122.20**	**371.48**

Notes forming part of Financial Statements

Note No. 4: Investments

(₹ in Crore)

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		
Investments at fair value through other comprehensive income (FVTOCI)		
Unquoted		
Equity shares	0.20	0.20
	0.20	**0.20**
Investments at fair value through profit or loss (FVTPL)		
Quoted		
Perpetual bonds	-	29.79
Non-convertible debentures	247.20	43.88
	247.20	**73.67**
	247.40	**73.87**
Current		
Investments at amortised cost		
Unquoted		
Commercial papers	97.46	24.56
	97.46	**24.56**
Investments at fair value through profit or loss (FVTPL)		
Quoted		
Mutual funds	40.05	199.93
Perpetual bonds	39.90	43.65
Non-convertible debentures	11.01	1.00
	90.96	**244.58**
	188.42	**269.14**
Aggregate amount of unquoted investments		
Non-current	0.20	0.20
Current	97.46	24.56
Aggregate amount of quoted investments and market value thereof		
Non-current	247.20	73.67
Current	90.96	244.58

Note No. 5: Loans

Unsecured, considered good unless otherwise stated

(₹ in Crore)

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		
Loans to employees	0.02	0.08
	0.02	**0.08**
Current		
Loans to employees	0.35	0.45
	0.35	**0.45**

There are no loans granted to promoters, directors, KMPs and related parties.
There are no loans which have significant increase in credit risk and no loans are credit impaired.

Notes forming part of Financial Statements

Note No. 6: Other Financial Assets

Unsecured, considered good unless otherwise stated (₹ in Crore)

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		
Security deposits*	20.83	20.98
Bank deposits pledged as security with government authorities	0.01	0.02
Interest accrued on bank deposits	0.00	0.00
	20.84	**21.00**
Current		
Interest accrued on bonds and debentures	13.78	2.78
Derivative instruments measured at fair value through profit or loss		
Foreign exchange forward contracts	2.03	-
	15.81	**2.78**

*Security deposits are recoverable upon termination of agreement unless otherwise agreed.

Note No. 7: Other Assets

Unsecured, considered good unless otherwise stated (₹ in Crore)

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		
Capital advances (*refer note no. 32*)*	14.91	24.55
Prepaid expenses	1.96	3.09
Balances / deposits with statutory or government authorities	8.37	7.17
	25.24	**34.81**
Current		
Advance for supply of goods and rendering of services*	7.15	7.47
Prepaid expenses	13.98	15.07
Insurance claims receivable	0.55	1.01
Export incentives receivable	0.55	0.37
Duty credit scripts	0.94	0.44
Input tax balances	62.56	18.86
GST refundable	23.41	7.31
	109.14	**50.53**

*There are no advances given to promoters, directors, KMPs and related parties.

Note No. 8: Inventories

Valued at lower of cost and net realisable value (₹ in Crore)

Particulars	As at March 31, 2026	As at March 31, 2025
Raw materials including packing material (includes in transit ₹23.97 crores (previous year ₹13.64 crores))	132.66	128.57
Work-in-progress (includes in transit ₹0.02 crore (previous year ₹0.05 crore))	86.17	84.34
Finished goods	263.30	278.70
Stock-in-trade	48.72	41.16
Stores and spares including fuel (includes in transit ₹0.16 crore (previous year ₹0.07 crore))	25.87	24.82
	556.72	**557.59**

Inventories are hypothecated by way of first pari passu charge against working capital facilities. (*refer note no. 17*)

Write down of inventories to net realisable value related to raw materials, work-in-progress and finished goods amounted to ₹5.05 crores (previous year ₹0.38 crore).

Notes forming part of Financial Statements

Note No. 9: Trade Receivables

(₹ in Crore)

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Secured, considered good*	1.86	2.56
Unsecured, considered good	297.03	309.49
Unsecured, credit impaired	8.36	3.84
	307.25	**315.89**
Impairment loss on trade receivables- expected credit loss (*refer note no. 26 & 38*)	(8.36)	(3.84)
	298.89	**312.05**

*Against bank guarantees.

There are no trade receivables which have significant increase in credit risk. For ageing of trade receivables refer note no. 37.

There are no debts due by promoters, directors, KMPs and related parties.

For information related to credit risk of trade receivables refer note no. 38.

Note No. 10: Cash and Cash Equivalents

(₹ in Crore)

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks on current accounts	6.72	5.04
Bank deposits with original maturity of less than three months	10.00	14.99
Cash on hand	0.97	2.34
Interest accrued on bank deposits	0.00	0.00
	17.69	**22.37**

There are no repatriation restrictions with regard to cash and cash equivalents.

Note No. 11: Bank Balances other than Cash and Cash Equivalents

(₹ in Crore)

Particulars	As at March 31, 2026	As at March 31, 2025
Earmarked balances with banks		
Unpaid dividends (*refer note no. 14*)	0.42	0.40
Trust and retention accounts* (*refer note no. 1,2,18 & 26*)	1.84	12.25
Bank deposits pledged as security with government authorities	0.01	-
Unspent corporate social responsibility accounts ^ (*refer note no. 15*)	4.23	7.04
Interest accrued on bank deposits	0.00	-
	6.50	**19.69**

*Financial assistance including Company's contribution under sub-scheme of Indian Footwear and Leather Development Programme for development of design studios and promotion of Indian brands.

^Earmarked for CSR projects. (*refer note no. 43*)

Note No. 12: Equity Share Capital

(₹ in Crore)

Particulars	As at March 31, 2026	As at March 31, 2025
Authorised		
51,00,00,000 (previous year 51,00,00,000) equity shares of face value of ₹1/- each (previous year ₹1/- each)	51.00	51.00
	51.00	**51.00**
Issued, subscribed and fully paid up		
24,89,38,586 (previous year 24,89,38,586) equity shares of face value of ₹1/- each (previous year ₹1/- each)	24.89	24.89
	24.89	**24.89**

Notes forming part of Financial Statements

Reconciliation of share capital

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Balance at the beginning of year		
24,89,38,586 (previous year 24,89,38,586) equity shares of face value of ₹1/- each (previous year ₹1/- each)	24.89	24.89
Changes in share capital during the year	-	-
Balance at the end of year		
24,89,38,586 (previous year 24,89,38,586) equity shares of face value of ₹1/- each (previous year ₹1/- each)	**24.89**	**24.89**

There are no changes in equity share capital due to prior period errors.

Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a face value of ₹1/- each (previous year ₹1/- each). Each shareholder is eligible for one vote per share held and carry a right to dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Equity shares reserved for issue under employee stock option plan

For details of shares reserved under Employee Stock Option Plan refer note no. 34.

The equity shares of the Company are listed at BSE Limited and National Stock Exchange of India Ltd. The annual listing fee has been paid for the year.

Details of shareholders holding more than 5% shares in the company

Name of Shareholders	As at March 31, 2026		As at March 31, 2025	
	No. of shares	% of total shares	No. of shares	% of total shares
Ramesh Kumar Dua	5,83,25,744	23.43%	5,84,27,744	23.47%
Mukand Lal Dua	5,11,01,160	20.53%	5,10,53,160	20.51%
SBI Mutual Fund & Sub accounts	2,33,65,223	9.39%	2,35,59,442	9.46%
VLS Securities Limited	1,45,44,000	5.84%	1,45,94,000	5.86%

Details of promoters shareholding

Name of promoters	As at March 31, 2026		As at March 31, 2025		% change during the Year
	No. of shares	% of total shares	No. of shares	% of total shares	
Ramesh Kumar Dua	5,83,25,744	23.43%	5,84,27,744	23.47%	(0.04%)
Mukand Lal Dua	5,11,01,160	20.53%	5,10,53,160	20.51%	0.02%
Usha Dua	97,60,510	3.92%	97,60,510	3.92%	-
Lalita Dua	95,32,362	3.83%	95,32,362	3.83%	-
Ritesh Dua	92,43,674	3.71%	92,43,674	3.71%	-
Gaurav Kumaar Dua	93,43,674	3.75%	93,43,674	3.75%	-
Nitin Dua	90,93,674	3.65%	92,43,674	3.71%	(0.06%)
Rahul Dua	93,43,674	3.75%	93,43,674	3.75%	-
Nikhil Dua	89,43,674	3.59%	89,43,674	3.59%	-
Sakshi Dua	20,20,000	0.81%	20,20,000	0.81%	-
Mukand Lal Dua (HUF)	4,64,000	0.19%	4,64,000	0.19%	-
Ramesh Kumar Dua (HUF)	40,000	0.02%	40,000	0.02%	-
Shashi Mehra	1,02,000	0.04%	-	-	0.04%
Pushpa Juneja	1,02,025	0.04%	-	-	0.04%
	17,74,16,171	**71.27%**	**17,74,16,146**	**71.27%**	**-**

Notes forming part of Financial Statements

Details of promoters shareholding

Name of Promoters	As at March 31, 2025		As at March 31, 2024		% change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
Ramesh Kumar Dua	5,84,27,744	23.47%	5,84,27,744	23.47%	-
Mukand Lal Dua	5,10,53,160	20.51%	5,07,53,160	20.39%	0.12%
Usha Dua	97,60,510	3.92%	95,60,510	3.84%	0.08%
Lalita Dua	95,32,362	3.83%	95,32,362	3.83%	-
Ritesh Dua	92,43,674	3.71%	93,43,674	3.75%	(0.04%)
Gaurav Kumaar Dua	93,43,674	3.75%	93,43,674	3.75%	-
Nitin Dua	92,43,674	3.71%	93,43,674	3.75%	(0.04%)
Rahul Dua	93,43,674	3.75%	93,43,674	3.75%	-
Nikhil Dua	89,43,674	3.59%	92,43,674	3.71%	(0.12%)
Sakshi Dua	20,20,000	0.81%	20,20,000	0.81%	-
Mukand Lal Dua (HUF)	4,64,000	0.19%	4,64,000	0.19%	-
Ramesh Kumar Dua (HUF)	40,000	0.02%	40,000	0.02%	-
	17,74,16,146	**71.27%**	**17,74,16,146**	**71.27%**	**-**

Note No. 13: Other Equity (₹ in Crore)

Particulars	As at March 31, 2026	As at March 31, 2025
Reserves and surplus		
Securities premium	216.83	216.83
Share options outstanding account	-	0.17
General reserve	1808.41	1733.24
Retained earnings	144.12	114.53
Other comprehensive income		
Remeasurement gains / (losses) on defined benefit plan	12.11	8.41
	2181.47	**2073.18**

Movement in Other Equity (₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Securities premium	216.83	216.83
	216.83	**216.83**
Share options outstanding account		
Opening balance	0.17	6.19
Transferred to general reserve on cancellation of vested options under employee stock option plan	(0.17)	(6.02)
Closing balance	**-**	**0.17**
General reserve		
Opening balance	1733.24	1652.22
Transferred from retained earnings	75.00	75.00
Transferred from share options outstanding account on cancellation of vested options under employee stock option plan	0.17	6.02
Closing balance	**1808.41**	**1733.24**

Notes forming part of Financial Statements

Movement in Other Equity (₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Retained earnings		
Opening balance	114.53	93.88
Profit for the year	179.27	170.33
Transferred to general reserve	(75.00)	(75.00)
Final dividend on equity shares @ ₹3.00 per equity share for the year March 31, 2025 (March 31, 2024 @ ₹3.00 per equity share)	(74.68)	(74.68)
Closing balance	**144.12**	**114.53**
Other comprehensive income		
Opening balance	8.41	7.10
Remeasurement gains / (losses) on defined benefit plan (net of tax)	3.70	1.31
Closing balance	**12.11**	**8.41**
	2181.47	**2073.18**

Nature and purpose of reserves

Securities premium - Securities premium represents the amount received in excess of par value of equity shares of the Company. The same, inter alia, may be utilised by the Company to issue fully paid-up bonus shares to its members and buying back the shares in accordance with provisions of the Companies Act, 2013.

Share options outstanding account - The share options outstanding Account is used to record the fair value of equity-settled, share-based payment transactions with employees. The amount recorded in share options outstanding account is transferred to securities premium upon issuance of equity shares and transferred to general reserve on cancellation of vested options.

General reserve - General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purposes. It is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

Retained earnings - Retained earnings represents the undistributed profits of the Company accumulated as on balance sheet date.

Remeasurement gains / (losses) on defined benefit plan in other comprehensive income - Remeasurement comprises of the actuarial gains and losses on the defined benefit obligation, the difference between the actual total return on assets and the interest income on plan assets calculated based on the discount rate used to determine the defined benefit obligation, as well as any changes in the effect of the asset ceiling excluding the amount included in net interest. These are subsequently not to be reclassified to profit or loss.

Notes forming part of Financial Statements

Note No. 14: Other Financial Liabilities

(₹ in Crore)

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		
Retention money	-	0.55
	-	**0.55**
Current		
Retention money	6.18	3.22
Interest accrued on borrowings from banks	0.00	0.00
Security deposit		
Customers* (*refer note no. 24*)	32.64	30.95
Others**	0.53	0.59
Unpaid dividends^ (*refer note no. 11*)	0.42	0.40
Payable to employees	43.37	41.72
Director's commission payable (*refer note no. 41*)	0.45	0.50
Payable for capital goods	2.08	2.27
Derivative instruments measured at fair value through profit or loss		
Foreign exchange forward contracts	-	0.58
	85.67	**80.23**

*Deposit from customers are interest bearing and repayable on termination of agreement.

**Amount received from vendors as non interest bearing security towards performance of contract terms.

^No amount is due to be transferred to Investor Education and Protection Fund.

Note No. 15: Provisions

(₹ in Crore)

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		
Provision for employee benefits		
Compensated absences	16.64	17.07
Others		
Corporate social responsibility (*refer note no. 11, 26, 32 & 43*)	4.55	4.06
	21.19	**21.13**
Current		
Provision for employee benefits		
Compensated absences	7.12	7.69
Gratuity (*refer note no. 23 & 33(b)*)	0.17	0.37
Others		
Corporate social responsibility (*refer note no. 11, 26, 32 & 43*)	4.23	7.82
Rebates and discounts	39.51	30.24
	51.03	**46.12**

Movement in provision for compensated absences

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening balance	24.76	22.37
Created during the year	4.29	6.24
Utilised during the year	5.29	3.85
Closing balance	23.76	24.76

Notes forming part of Financial Statements

Movement in provision for corporate social responsibility

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening balance	11.88	13.88
Created during the year	4.55	4.84
Utilised during the year	7.65	6.84
Closing balance	8.78	11.88

Movement in provision for rebates and discounts

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening balance	30.24	22.92
Created during the year	38.51	30.12
Utilised during the year	29.24	22.80
Closing balance	39.51	30.24

Movement in provision for gratuity

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening balance	0.37	0.11
Created during the year	0.17	0.37
Utilised during the year	0.37	0.11
Closing balance	0.17	0.37

Note No. 16: Deferred Tax Liabilities (Net)

(₹ in Crore)

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred tax liabilities	21.09	23.32
	21.09	**23.32**

Movement in deferred tax assets / (liabilities)

(₹ in Crore)

Particulars	As at April 1, 2025	Recognised in profit and loss	Recognised in other comprehensive income	As at March 31, 2026
Deferred tax assets / (liabilities)				
Fair valuation of financial instruments through profit or loss				
Investments	(0.74)	1.77	-	1.03
Derivative instruments	0.14	(0.66)	-	(0.52)
Expenses allowable on payment basis	18.30	0.55	(1.24)	17.61
Impact of lease liabilities	53.49	5.07	-	58.56
Net impairment loss on trade receivables & write down of inventories	2.71	2.65	-	5.36
Accumulated depreciation and amortisation	(97.22)	(5.91)	-	(103.13)
	(23.32)	**3.47**	**(1.24)**	**(21.09)**

Notes forming part of Financial Statements

Movement in deferred tax assets / (liabilities) (contd.)

(₹ in Crore)

Particulars	As at April 1, 2024	Recognised in profit and loss	Recognised in other comprehensive income	As at March 31, 2025
Deferred tax assets / (liabilities)				
Fair valuation of financial instruments through profit or loss				
Investments	0.29	(1.03)	-	(0.74)
Derivative instruments	(0.02)	0.16	-	0.14
Expenses allowable on payment basis	17.44	1.30	(0.44)	18.30
Impact of lease liabilities	46.92	6.57	-	53.49
Net impairment loss on trade receivables & write down of inventories	2.62	0.09	-	2.71
Accumulated depreciation and amortisation	(90.99)	(6.23)	-	(97.22)
	(23.74)	**0.86**	**(0.44)**	**(23.32)**

Note No. 17: Borrowings

(₹ in Crore)

Particulars	Maturity Date	Interest Rate	As at March 31, 2026	As at March 31, 2025
Current				
Secured working capital facilities from banks				
Loans repayable on demand	On demand	6.76% - 10.30%	-	-
			-	**-**

Secured by way of first pari passu charge on entire current assets and personal guarantee of Chairman & Managing Director and Whole Time Director. (*refer note no. 8, 24 & 40*)

The borrowings have been used towards the specific purpose for which they were taken.

There is no default in repayment of principal borrowings or interest thereon.

Note No. 18: Other Current Liabilities

(₹ in Crore)

Particulars	As at March 31, 2026	As at March 31, 2025
Contract liabilities - advance from customers*	2.82	2.02
Government grant**		
Development of design studios (*refer note no. 1 & 11*)	0.57	4.88
Promotion of Indian brands (*refer note no. 2, 11 & 26*)	-	1.97
Statutory dues		
Entry tax (*refer note no. 32*)	46.80	46.80
Others^	13.09	21.86
	63.28	**77.53**

*Revenue recognised during current year includes customer advances outstanding at the beginning of year.

**Financial assistance of nil (previous year ₹6.95 crores) received for development of design studios and ₹2.25 crores (previous year ₹3.00 crores) for promotion of Indian brands under sub-scheme of Indian Footwear and Leather Development Programme.

^Includes statutory dues on account of TDS, PF, ESI and GST etc.

Note No. 19: Current Tax Liabilities (Net)

(₹ in Crore)

Particulars	As at March 31, 2026	As at March 31, 2025
Income tax (net of advance tax and tax deducted at source)	4.89	5.93
Interest on income tax	0.14	0.17
	5.03	**6.10**

Notes forming part of Financial Statements

Note No. 20: Revenue from Operations

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Revenue from contracts with customers		
Manufactured and traded		
Footwear (*refer note no. 47 & 49*)	2679.62	2765.36
Wind power	3.10	3.19
Others*	7.49	7.60
	2690.21	**2776.15**
Other operating revenue		
Scrap sale	8.82	10.13
Export incentives	2.96	2.97
Other operating income^	0.17	0.36
	11.95	**13.46**
	2702.16	**2789.61**

*Includes accessories, raw material etc.
^Includes franchisee fees, commission etc.

Note No. 21: Other Income

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest income on		
Financial assets measured at amortised cost	7.55	2.44
Financial assets measured at FVTPL	20.72	6.57
Other non operating income		
Net gain on investments measured at FVTPL*	4.74	10.01
Net gain on foreign currency transactions and translations	5.92	4.85
Net gain on fair valuation of derivative instruments measured at FVTPL	2.63	-
Gain on lease modification and termination (*refer note no. 48*)	4.52	3.08
Miscellaneous income	0.12	0.01
	46.20	**26.96**

*Includes realised net gain on sale of investments ₹8.84 crores (previous year ₹7.07 crores).

Notes forming part of Financial Statements

Note No. 22: Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Inventories at the end of year		
Finished goods	263.30	278.70
Stock-in-trade	48.72	41.16
Work-in-progress	86.17	84.34
	398.19	**404.20**
Inventories at the beginning of year		
Finished goods	278.70	289.93
Stock-in-trade	41.16	36.81
Work-in-progress	84.34	82.99
	404.20	**409.73**
Net (increase) / decrease		
Finished goods	15.40	11.23
Stock-in-trade	(7.56)	(4.35)
Work-in-progress	(1.83)	(1.35)
	6.01	**5.53**

Note No. 23: Employee Benefits Expense

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Salaries, wages and other benefits	355.32	347.39
Contribution to provident and other funds (*refer note no. 33(a)*)	26.67	26.85
Gratuity expenses* (*refer note no. 33(b)*)	11.24	7.84
Staff welfare expenses	18.58	18.47
	411.81	**400.55**

*Includes past service cost of ₹3.90 crores, pursuant to the new labour codes.

Note No. 24: Finance Costs

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest on		
Borrowings (*refer note no. 17*)	0.17	0.27
Security deposits (*refer note no. 14*)	2.18	2.01
Lease liabilities	18.95	18.09
Income tax	0.14	0.17
Other borrowing costs		
Processing fees	0.06	0.12
Other interest	0.02	0.00
	21.52	**20.66**

Notes forming part of Financial Statements

Note No. 25: Depreciation and Amortisation Expense

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation on property, plant and equipment (*refer note no. 1*)	95.38	93.36
Amortisation of intangible assets (*refer note no. 2*)	5.46	9.95
Depreciation on right-of-use assets (*refer note no. 3*)	56.36	55.12
	157.20	**158.43**

Note No. 26: Other Expenses

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Advertisement and sales promotion*	97.04	103.54
Freight and forwarding	130.06	146.09
Power and fuel**	101.62	102.60
Consumption of stores	11.19	11.32
Processing charges	278.94	289.51
Handling charges	33.27	30.15
Repair and maintenance		
Plant and equipment	21.67	21.96
Computer equipment & software	20.85	23.86
Others	8.16	8.77
Legal and professional*^ (*refer note no. 44*)	22.31	30.25
Security expenses	15.20	16.47
Insurance	10.03	9.20
Rates and taxes	2.49	1.80
Printing and stationery	1.94	2.14
Courier and communication expenses*	3.26	3.80
Travelling and conveyance^	25.45	25.37
Net loss on fair valuation of derivative instruments measured at FVTPL	-	0.41
Corporate social responsibility (*refer note no.15 & 43*)	4.84	5.38
Festival expenses	2.77	2.88
Bank / collection charges	2.64	2.93
Net loss on disposal / write off of property, plant & equipment and intangible assets	0.30	-
Net impairment loss on trade receivables (*refer note no. 9 & 38*)	4.52	0.63
Net impairment loss on vendor advances	0.97	-
Bad debts written off	0.50	0.13
Contribution to political party	0.04	0.05
Miscellaneous	13.28	18.89
	813.34	**858.13**

*Net of financial assistance for ₹4.21 crores (previous year ₹1.03 crores), comprising ₹4.16 crores towards advertisement and sales promotion (previous year ₹1.03 crores), ₹0.03 crore towards courier and communication (previous year nil) and ₹0.02 crore towards legal and professional (previous year nil) under sub-scheme of Indian Footwear and Leather Development Programme for promotion of Indian brands.(*refer note no. 11 & 18*)

^Net of financial assistance for ₹0.15 crore (previous year nil) under sub-scheme of Indian Footwear and Leather Development Programme for development of design studios.(*refer note no. 11 & 18*)

**Net of financial assistance of ₹0.37 crore (previous year nil) under the VAT assistance scheme for industries operating on cleaner fuels.

Notes forming part of Financial Statements

Note No. 27: Tax Expense

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Current tax		
Current year	65.68	60.48
Adjustments related to previous years	(0.02)	(0.08)
	65.66	**60.40**
Deferred tax	**(3.47)**	**(0.86)**

Reconciliation of tax expense and the accounting profit

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Profit before tax	241.46	229.87
Tax @ 25.168% (previous year @ 25.168%)	60.77	57.85
Items giving rise to difference in tax		
Deduction under chapter VI-A of the Income Tax Act, 1961	(1.04)	(0.77)
Non-deductible expenses for tax purpose on account of CSR	1.23	1.37
Others	1.23	1.09
Tax expense	**62.19**	**59.54**

Notes forming part of Financial Statements

Note No. 28: Corporate Information

Relaxo Footwears Limited ("the Company") is a public limited company incorporated in India in the year 1984, with its registered office at Aggarwal City Square, Plot No.10, Manglam Place, District Centre, Sector 3, Rohini, Delhi-110085, India. Its shares are listed at BSE Limited and National Stock Exchange of India Ltd. The Company is a market leader in the Footwear Industry. The Company has 'state of the art' manufacturing facilities at Bahadurgarh (Haryana), Bhiwadi (Rajasthan) and Haridwar (Uttarakhand) and sells primarily in India through distributors. For details of promoters shareholding and shareholders holding more than 5% shares in the Company, refer note no.12.

Note No. 29: Statement of compliance, basis of preparation & measurement and recent accounting pronouncements

(a) Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto along with other provisions of the Act and relevant guidelines issued by the Securities and Exchange Board of India ("SEBI").

The financial statements for the year ended March 31, 2026 are authorised for issue by the Board of Directors at their meeting held on May 28, 2026. The revision to the financial statements is permitted by the Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Act.

(b) Basis of preparation and measurement

The financial statements have been prepared on accrual and going concern basis. Historical cost is used in preparation of financial statements except following assets and liabilities which have been measured at fair value.

- Certain financial assets and liabilities, including derivative financial instruments and investments
- Defined benefit plan
- Share based payment

Classification of current or non-current assets and liabilities

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Division II of Schedule III to the Companies Act, 2013 and Ind AS 1 "Presentation of Financial Statements".

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Assets

An asset is classified as current when it satisfies any of the following criteria

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or
- There is no right at the end of the reporting period to defer settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Figures have been rounded off to the nearest crore of rupees upto two decimal places, unless otherwise stated. The figure 0.00 wherever stated represents amount less than ₹50,000.

(c) Recent accounting pronouncements

Ministry of Corporate Affairs (MCA) vide notifications issued from time to time during the year notified amendments to Ind AS 21 "The Effects of Changes in Foreign Exchange Rates", Ind AS 1 "Presentation of

Financial Statements", Ind AS 7 "Statement of Cash Flows", Ind AS 10 " Events after the Reporting Period", Ind AS 107 "Financial Instruments: Disclosures", Ind AS 108 "Operating Segments", Ind AS 109 "Financial Instruments" and Ind AS 12 "Income Taxes", effective from April 1, 2025. The Company has reviewed the new pronouncements and based on evaluation has determined that it does not have any significant impact on its financial statements.

Note No. 30: Use of Accounting Judgements, Estimates and Assumptions

The preparation of financial statements in conformity with Ind AS requires the Company's management to make judgements, estimates and assumptions about the carrying amount of assets and liabilities recognised in the financial statements that are not readily apparent from other sources. The judgements, estimates and associated assumptions are based on historical experience and other factors including estimation of effects of uncertain future events that are considered to be relevant, however actual results may differ from these estimates.

The following are the judgements, estimates & assumptions that have been made by the management in the process of applying the Company's accounting policies.

- Management uses judgement in deciding whether individual item or group of items are material in the financial statements. Materiality is judged by reference to the size and nature of the item. The deciding factor is whether omission, misstatement or obscuring the information could individually or collectively influence the economic decision that users make on the basis of the financial statements.
- Tax expense is calculated using applicable tax rate and laws that have been enacted or substantially enacted. In arriving at taxable profit and all tax bases of assets and liabilities, the Company determines the taxability based on tax enactments, relevant judicial pronouncements and tax expert opinions and makes appropriate provisions which includes an estimation of the likely outcome of any open tax assessments / litigations. Any difference is recognised on closure of assessment or in the period in which they are agreed.
- Defined benefit obligations are measured at fair value for financial reporting purposes. Fair value determined by actuary is based on actuarial assumptions. Management judgement is required to determine such actuarial assumptions. Such assumptions are reviewed annually using the best information available with the management.
- When the fair value of financial assets and financial liabilities recorded in these financial statements cannot be measured based on quoted price in active markets, their fair value is measured using valuation techniques. The inputs to these valuation techniques are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include consideration of inputs such as liquidity risk, credit risk and volatility etc.
- The Company makes allowance for impairment loss on trade receivables based on a provision matrix which takes into account historical credit loss experience and adjusted for current estimates.
- The determination of depreciation and amortisation charge depends on the useful lives for which judgements and estimates are required. The residual values, useful lives, and method of depreciation/amortisation of property, plant and equipment and intangible assets are reviewed at each financial year end and if any of these estimates differ from previous estimates, such change is accounted for as a change in an accounting estimate.
- Inventories are stated at the lower of cost and net realisable value. In estimating the net realisable value of inventories the Company makes an estimate of future selling prices and costs necessary to make the sale.
- Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies / claims / litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.
- The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116 "Leases". Identification of a lease requires judgment in assessing the lease term (including anticipated renewals) and the applicable discount rate.
- The contracts with customers include transfer of promised goods to the customers. Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as rebates and discounts etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

Material Accounting Policies

Note No. 31: Material Accounting Policies

a. Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment loss, if any. Freehold land is disclosed at cost less impairment, if any. The cost comprises its purchase price, other non-refundable taxes, duties and any directly attributable costs of bringing the asset to its working condition for its intended use.

Subsequent expenditure is recognised as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the Company and the cost of the item can be measured reliably.

The Company identifies and determines cost of each component of the asset separately, if the component has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

The present value of the expected cost for decommissioning of an asset, if any, after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

The cost of self-constructed assets includes the cost of material, direct labour, borrowing cost and any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management.

Property, plant and equipment not ready for their intended use as on the reporting date are disclosed as "Capital work-in-progress". Advances given towards acquisition / construction of property, plant and equipment outstanding as on the reporting date are disclosed as capital advances under other non-current assets. Other indirect expenses incurred related to project, net of income earned during the project development stage prior to its intended use, are included in capital work-in-progress.

An item of property, plant and equipment and any significant part initially recognised, is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

b. Intangible Assets

Intangible assets are stated at cost less accumulated amortisation and impairment loss, if any. The cost comprises its purchase price, other non- refundable taxes, duties and any directly attributable costs of bringing the asset to its working condition for its intended use.

Intangible assets which are not ready for intended use as on the reporting date are disclosed as "Intangible assets under development".

Subsequent expenditure is recognised as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the Company and the cost of the item can be measured reliably.

Revenue expenditure pertaining to research is charged to the statement of profit and loss. Development costs of products are also charged to the statement of profit and loss unless a product's commercial feasibility has been established, in which case such expenditure is capitalised.

Intangible asset initially recognised, is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

c. Leases

The Company as a lessee

The Company assesses whether the contract is or contains a lease, if the contract involves:

- The use of an identified asset,
- The right to obtain substantially all the economic benefits from use of the identified asset, and
- The right to direct the use of the identified asset.

Lease liabilities

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless this is not readily determinable, in which case the Company's incremental borrowing rate on commencement of the lease is used.

The lease liability is presented separately on the face of the balance sheet as "Lease liabilities". The payment of principal and interest portion of lease liabilities have been classified within financing activities in the statement of cash flows.

Material Accounting Policies

Right-of-use assets

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for

- Lease payments made at or before commencement of the lease
- Initial direct costs incurred and
- The amount of any provision recognised where the Company is contractually required to dismantle, remove or restore the leased asset.

Subsequently, the right-of-use assets are measured at cost less any accumulated depreciation and impairment losses, if any.

Right-of-use assets are depreciated from the date of commencement of the lease on a straight line method over the remaining term of the lease or useful life of the assets whichever is shorter.

Right-of-use assets are tested for impairment whenever there is any indication that their carrying amount may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

Modifications to a lease agreement beyond the original terms and conditions are generally accounted for as a remeasurement of the lease liability with a corresponding adjustment to the right-of-use asset. Any gain or loss on modification is recognised in the statement of profit and loss.

The right of use assets is presented separately on the face of the balance sheet as "Right-of-use assets".

d. Inventories

The cost of raw material, packing material, stores and spares includes purchase price, non-refundable taxes, duties, freight inward and other costs incurred in bringing the inventories to their present location and condition. Trade discounts, rebates and other similar items are deducted in determining the cost.

The cost of work-in-progress and finished goods includes all cost of purchases, conversion and other costs incurred in bringing the inventories to their present location and condition.

The cost of stock-in-trade includes purchase price, non-refundable taxes, duties, freight inward and other costs incurred in bringing the inventories to their present location and condition.

Material and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be used are expected to be sold at or above cost.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and other costs necessary to make the sale.

Inventories are valued at the lower of cost and net realisable value. Cost is determined on moving weighted average basis.

e. Impairment of Non-Financial Assets

The carrying amount of assets are reviewed at each reporting date if there is any indication of impairment based on internal and external factors.

An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. An asset's recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

A previously recognised impairment loss is further provided or reversed depending on changes in circumstances.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior periods. A reversal of an impairment loss is recognised as income immediately.

f. Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets. These include trade receivables, cash & cash equivalents, bank balances other than cash & cash equivalents, investments and other financial assets.

Classification and subsequent measurement

Financial assets are subsequently measured at amortised cost or fair value through other comprehensive income or fair value through profit or loss depending on its business model for managing those financial assets and the asset contractual cash flow characteristics.

Financial assets at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company may make an irrevocable election to present subsequent changes in the fair value of equity investment not held for trading in other comprehensive income.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories is subsequently measured at fair value through profit or loss.

Derecognition

The Company derecognises a financial asset only when the contractual right to the cash flow from the asset expires or it transfer the financial asset and substantially all the risk and reward of ownership of the asset to another entity and does not retain control of the asset.

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for impairment on financial assets. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 "Financial Instruments" for recognition of impairment loss. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the impairment loss on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Financial liabilities

Initial Recognition and Measurement

Financial liabilities include borrowings, lease liability, trade payables and other financial liabilities.

All financial liabilities are recognised initially at fair value and in the case of borrowings and trade payables, net of directly attributable transaction costs.

Classification and subsequent measurement

The financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'financial liabilities at amortised cost'.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified at fair value through profit or loss if they are held for trading or designated upon initial recognition as fair value through profit or loss. It includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships. All changes in the fair value of such liability are recognised in the statement of profit and loss.

Financial liabilities at amortised Cost

Other financial liabilities (including borrowings and trade payables etc.) are subsequently measured at amortised cost using effective interest method.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. Any gain or loss arising on derecognition is included in the statement of profit and loss when the liability is derecognised.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Effective interest method (EIR)

Financial assets and liabilities are subsequently measured at amortised cost using the effective interest rate method.

Material Accounting Policies

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

Derivative financial instruments

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Although these derivatives constitute hedges from an economic perspective, they do not qualify for hedge accounting under Ind AS 109 - Financial Instruments and consequently such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken to statement of profit and loss.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liabilities and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by Company are recognised at the value of the proceeds. Transaction costs related to issue of equity instruments is reduced from equity. Dividend paid on equity instruments is reduced from equity.

g. Foreign Currency Transactions and Translations

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The Company's financial statements are presented in Indian rupee (INR) which is also the Company's functional and presentation currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate between the functional & foreign currency prevailing at the date of transaction.

Foreign currency denominated monetary assets and liabilities at the reporting date are translated at the rate prevailing on reporting date. The difference thereon and also the exchange difference on settlement of foreign currency transactions during the year is recognised as income or expense in statement of profit and loss.

Foreign currency denominated non-monetary assets and liabilities are carried at historical cost and reported using the exchange rate at the date of transaction.

h. Cash and Cash Equivalents

Cash and cash equivalents comprise of balances with banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

i. Government Grants

Government grants and subsidies are recognised when there is reasonable assurance that the grant / subsidy will be received and all attaching conditions will be complied with.

Where the government grant / subsidy relates to revenue, it is recognised as income on a systematic basis in the statement of profit and loss over the period necessary to match them with the related cost, which they are intended to compensate. Government grant and subsidy receivable against an expense are deducted from such expense.

Where the grant / subsidy relates to an asset, government grant and subsidy receivable against an asset are deducted from the carrying value of such asset. The grant is recognised as income over the life of a depreciable asset by way of a reduced depreciation charge.

j. Income Taxes

Income tax expense represents the sum of current and deferred tax. Tax expense is recognised in the statement of profit and loss except to the extent that it relates to items recognised directly in equity or other comprehensive income, in such case the tax expense is also recognised directly in equity or in other comprehensive income. Any subsequent change in income tax on items initially recognised in equity or other comprehensive income is also recognised in equity or other comprehensive income, such change could be for change in tax rate.

Current tax

Current tax is measured at the amount expected to be paid to or recovered from the tax authorities in accordance with the provisions of Income Tax Act, 1961 including the relevant transfer pricing regulations prescribed thereunder, read with applicable judicial precedents or interpretations, wherever relevant.

Current tax assets and liabilities are offset when there is a legally enforceable right to set-off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the balance sheet approach.

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences and carry forward tax losses to the extent it is probable that future taxable profits will be available against which those deductible temporary differences and carry forward tax losses can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or liability is settled, based on tax rates and tax laws that have been enacted or substantially enacted at the reporting date.

The carrying amount of deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is legally enforceable right to set-off current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

k. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when there is a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. The expense relating to any provision is presented in the statement of profit and loss, net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as part of finance costs.

Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from the past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent assets are disclosed, where an inflow of economic benefits is probable. Contingent assets are not recognised in financial statements since this may result in the recognition of income that will never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

l. Revenue from Contracts with Customers

The Company derives revenues primarily from the following major sources.

- Sale of footwear and related products
- Sale of generated wind power

The Company recognises revenue from sale of footwear and related products at a point in time when control of the goods is transferred to the customer in accordance with the terms of the contract and the revenue can be reliably measured, regardless of when payment is being made. No element of financing is present as the sales are generally made with a credit term of 0-30 days, which is consistent with market practice. The performance obligation in contracts are considered fulfilled in accordance with the terms agreed with the respective customers.

The Company recognises revenue from sale of generated wind power at a point in time on the basis of net power delivered as per power purchase agreement signed with the Discom(s).

The transaction price is the amount of consideration which the Company expects to be entitled in exchange for transferring promised goods to a customer.

The consideration promised in a contract with a customer may include fixed consideration, variable consideration (if reversal is less likely in future), or both.

Revenue is disclosed net of goods and services tax (GST), rebates, discounts, returns and claims as applicable.

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

A contract liability is recognised if a payment is received from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs as per the terms of contract.

m. Other Operating Revenue

Other operating revenue include revenue arising from a Company's operating activities, i.e., either its principal or ancillary revenue generating activities, but which is not revenue arising from sale of products or rendering of services. The other operating revenue of the Company includes revenue from scrap sales, export incentives, franchisee fees etc.

Export incentives are recognised as income on accrual basis to the extent its realisation is certain.

n. Other Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Difference between the sale price and carrying value of investment is recognised in other income.

Other income is recognised on accrual basis in the financial statements, except when there is uncertainty of collection.

o. Employee Benefits

All employee benefits like salaries, wages etc. payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Contribution towards provident fund and employee state insurance is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as defined contribution plans as the Company does not carry any further obligations, apart from the contributions made on a monthly basis. Such contributions are charged to the statement of profit and loss for the period of service rendered by the employees.

The Company has a defined benefit gratuity plan and pays annual contribution to Life Insurance Corporation of India ("LIC") through a Trust, namely Relaxo Footwears Limited Employees Group Gratuity Scheme.

Remeasurement of the net defined benefit liability (asset) comprise:

- Actuarial gains and losses
- The return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset) and
- Any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset),

are recognised immediately in the balance sheet with a corresponding debit or credit to other comprehensive income (OCI) in the period in which they occur. Remeasurements are not reclassified to statement of profit and loss in subsequent periods.

Past service cost is recognised as an expense at the earlier of:

- when the plan amendment or curtailment occurs, and
- when the entity recognises related restructuring costs or termination benefits.

Compensated absences which are expected to be availed or encashed within twelve months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulated absences as the additional amount expected to be paid as a result of the unused entitlement as on the reporting date.

Compensated absences which are expected to be availed or encashed beyond twelve months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined by an independent valuer using the projected unit credit method at the end of each year.

Actuarial gains/losses on compensated absences are immediately taken to the statement of profit and loss.

p. Share Based Payment

Employees of the Company receive part remuneration in the form of share-based payments in consideration of the services rendered. The Company recognises compensation expense relating to share based payments in accordance with Ind AS 102 "Share Based Payment". Stock options granted by the Company to its employees are accounted as equity settled share based payment. Accordingly, the estimated fair value of options granted that is determined on the date of grant, is charged to statement of profit and loss on a proportionate basis over the vesting period of options which is the requisite service period, with a corresponding increase in equity.

The fair value of the options at the grant date is calculated by an independent valuer basis Black Scholes model.

q. Borrowing Costs

Borrowing cost includes interest and ancillary costs incurred in connection with the arrangement of borrowings and charged to statement of profit and loss on the basis of effective interest rate (EIR).

Borrowing cost includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing cost that are attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use.

All other borrowing costs are expensed in the period in which they occur.

r. Depreciation and Amortisation

Depreciation on property, plant and equipment is provided pro-rata to the period of use on straight line method based on the estimated useful lives of the assets, which have been determined as per Schedule II of Companies Act, 2013.

Freehold land is not depreciated.

Leasehold improvements are depreciated on straight line method over shorter of the asset's useful life and their initial agreement period.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and if any of these estimates differ from previous estimates such change is accounted for as a change in an accounting estimate.

Intellectual property rights are amortised on straight line method over their useful life.

Computer software and licenses are amortised on straight line method over the period of five years.

The amortisation period and method for intangible assets with a finite useful life are reviewed at each financial year end and if any of these estimates differ from previous estimates, such change is accounted for as a change in an accounting estimate.

s. Earnings Per Share

Basic earnings per share is computed by dividing the profit after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events i.e. bonus issue, share splits and further issue of share capital.

Diluted earnings per share is computed by dividing the profit after tax for the year attributable to equity shareholders by the weighted-average number of equity shares outstanding during the year and adjusted for the effects of all dilutive potential equity shares.

t. Dividend Payments

Final dividend is recognised, when it is approved by the shareholders and the distribution is no longer at the discretion of the Company. However, Interim dividend is recorded as a liability on the date of declaration by the Company's Board of Directors.

Notes forming part of Financial Statements

Note No. 32: Contingent Liabilities and Commitments (to the extent not provided for)

(₹ in Crore)

Particulars	As at March 31, 2026	As at March 31, 2025
Contingent liabilities*		
Claims against the Company not acknowledged as debt in respect of :		
Sales tax, purchase tax, input tax, entry tax and GST	55.86	45.87
Income tax	2.23	2.23
Custom / excise duty	0.12	0.12
	58.21	**48.22**
Other matters for which the Company is contingently liable		
Interest on entry tax, Haryana**	104.63	96.20
Additional demand of industrial plot no.37, Bahadurgarh, Haryana***	18.73	18.73
Additional demand of industrial plot no.342-343, Bahadurgarh, Haryana***	1.51	1.51
	124.87	**116.44**
Commitments		
Capital commitments		
Estimated amount of contracts remaining to be executed on capital account, net of advance (*refer note no. 7*)	34.52	55.55
	34.52	**55.55**
Other commitments		
Export obligation under Export Promotion Capital Goods (EPCG) scheme	63.79	148.92
Unspent corporate social responsibility obligations (*refer note no. 15*)	8.78	11.88
	72.57	**160.80**

*Cash outflows related to disputed tax matters are determinable only on outcome of the pending cases at various forums/authorities. The potential undiscounted amount of total payments for taxes that the Company may be required to make if there was an adverse decision related to these disputed demands of regulators are as stated above.

**The Supreme Court of India vide order passed in November 2016, upheld the constitutional validity of entry tax and directed the Company to file fresh appeal before the High Court to decide other matters related to levy of entry tax in the state of Haryana. The matter is pending before the Punjab & Haryana High Court. However, the principal liability amounting to ₹46.80 crores for entry tax has been disclosed in note no.18.

***The Company along with other plot allottees has received a demand notice from Haryana State Industrial & Infrastructure Development Corporation ('HSIIDC') towards enhanced cost for the industrial plots allotted to the Company.

Based on the Company's own assessment and advice given by its legal counsel, the Company has a good case in the above cases. Pending final disposal of the matters before the appropriate forum, the same have been disclosed as contingent liability.

The lawsuits in respect of certain intellectual property rights and other laws / matter are pending in courts / forums. The proceedings are going on before appropriate authorities and the ultimate outcome of the matter cannot presently be determined. In the opinion of management the amount involved is not material.

Notes forming part of Financial Statements

Note No. 33 : Disclosure on Employee Benefits

Disclosure is hereby given in pursuant to Ind AS19 "Employee Benefits".

(a) Defined Contribution Plan

During the year, the Company has recognised the following amounts in the statement of profit and loss. (*refer note no. 23*)

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Employer's contribution to provident fund	21.68	21.81
Employer's contribution to ESIC scheme	3.31	3.29
Employer's contribution to other funds	1.68	1.75
	26.67	**26.85**

(b) Defined Benefit Plan - Gratuity (funded): The Company contributes annually to the Life Insurance Corporation of India (LIC) through a trust, namely the Relaxo Footwears Limited Employees Group Gratuity Scheme. In accordance with the provisions of the Code on Social Security, 2020, gratuity is payable to employees upon separation, retirement, death, or disablement. For employees (other than in case of death or disablement), eligibility arises upon completion of at least five years of continuous service. The gratuity benefit is calculated as 15 days of qualifying wages (as defined under the Code) for each completed year of service or part thereof in excess of six months, based on the last drawn wages. The present value of gratuity obligation is determined based on actuarial valuation using the projected unit credit method.

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Present value of obligation at the beginning of year	61.63	56.92
Current service cost	7.30	7.83
Interest cost	3.92	4.04
Remeasurement (gains) / losses arising from :		
Change in demographic assumptions	(0.44)	(0.44)
Change in financial assumptions	(2.57)	(1.40)
Experience variance (i.e. actual experience vs assumptions)	(1.93)	0.09
Past service cost	3.90	-
Benefits paid	(8.55)	(5.41)
Present value of obligation at the end of year	**63.26**	**61.63**
Fair value of plan assets at the beginning of year	61.26	56.81
Investment income	3.88	4.03
Employer's contribution	6.50	5.83
Return on plan assets, excluding amount recognised in net interest cost	-	-
Benefits paid	(8.55)	(5.41)
Fair value of plan assets at the end of year	**63.09**	**61.26**
Major categories of plan assets (as percentage of total plan assets)		
Funds managed by insurer (%)	100	100
Balance sheet position at the end of year (*refer note no. 15*)		
Present value of obligation	63.26	61.63
Fair value of plan assets	63.09	61.26
Net liability	**0.17**	**0.37**

Notes forming part of Financial Statements

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Expenses recognised in the income statement (*refer note no. 23*)		
Current service cost	7.30	7.83
Past service cost	3.90	-
Net interest cost / (income) on the net defined benefit liability / (asset)	0.04	0.01
	11.24	**7.84**
Other comprehensive income		
Remeasurement (gains) / losses arising from :		
Change in demographic assumptions	(0.44)	(0.44)
Change in financial assumptions	(2.57)	(1.40)
Experience variance (i.e. actual experience vs assumptions)	(1.93)	0.09
	(4.94)	**(1.75)**
Expected contribution during the next annual reporting period (₹ in crore)	7.47	7.72
Financial assumptions		
Discount rate (per annum %)	6.85	6.55
Salary growth rate (per annum %)	8.50	9.00
Demographic assumptions		
Mortality rate	100% of IALM 2012-2014	
Normal retirement age (years)		
For employees of group A	58	58
For employees of group B	65	65
Attrition / Withdrawal rate (per annum %)	19.00	17.50

Sensitivity analysis for significant assumptions are given below:

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Present value of defined benefit obligation at the end of year	63.26	61.63
Change in discount rate		
Increase by 1%	(2.67)	(2.91)
Decrease by 1%	2.90	3.19
Change in salary growth rate		
Increase by 1%	2.83	3.08
Decrease by 1%	(2.66)	(2.87)
Change in attrition rate		
Increase by 50%	(2.10)	(2.75)
Decrease by 50%	3.77	5.35
Change in mortality rate		
Increase by 10%	(0.00)	(0.01)
Decrease by 10%	0.00	0.01

Figures in bracket denotes reduction in defined benefit obligation.

The above sensitivity analysis have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in significant assumptions occurring at the end of reporting period if all other assumptions remain constant.

Notes forming part of Financial Statements

Maturity profile of defined benefit obligation based on discounted cash flows

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Weighted average duration of the defined benefit obligation (years)	4	5
Expected payment in future years		
Within next 12 months	11.88	10.54
Between 1 and 5 years	32.44	28.95
More than 5 years	18.94	22.14
	63.26	**61.63**

The estimates of escalation in salary takes into account inflation, seniority, promotion and other relevant factors.

Risk exposure

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest Rate Risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of liability.

Liquidity risk: This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash / cash equivalents to meet the liabilities or holding of illiquid assets not being sold in time.

Salary escalation risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic risk: The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Regulatory risk: Gratuity benefit is paid in accordance with the requirements of chapter V (Gratuity) of the Code on Social Security, 2020 (as amended from time to time). There is a risk of change in regulation requiring higher gratuity payouts.

Asset liability mismatch or market risk: The duration of the liability is longer compared to duration of assets, exposing the Company to market risk for volatilities / fall in interest rate.

Investment risk: The probability or likelihood of occurrence of losses relative to the expected return on investment. .

Note No. 34: Disclosure on Employee Share Based Payment

Disclosure is hereby given in pursuant to Ind AS 102 "Share Based Payment".

RFL Employee Stock Option Plan 2014 (hereinafter referred to as the "ESOP 2014" / "The Plan"), was approved by the shareholders through postal ballot on August 5, 2014. The plan entitles the permanent employees, existing and future, including the Whole Time Director (but excluding the Independent Directors and Promoter Directors) of the Company to exercise the option granted for purchase of equity shares in the Company at the exercise price i.e. the latest available closing price, prior to the date of meeting of the Board / Nomination & Remuneration Committee, in which options are granted subject to compliance with vesting conditions.

Particulars	Details
Name of the plan	RFL Employee Stock Option Plan 2014
Method used to account for the employee share based payment plan	Fair value
Stock options reserved (No. of shares)	31,79,940
Persons entitled	Whole Time Director and employees
Options grant date during the year	No grant issued
Vesting period	1 - 2 years from grant date
Exercise period	Maximum 4 years from the date of vesting of options
Lock-in-period	No lock-in-period after exercise

Notes forming part of Financial Statements

Details of activity under the scheme are summarised below:

Particulars	Year ended March 31, 2026		Year ended March 31, 2025	
	No. of options	Weighted average exercise price (₹)	No. of options	Weighted average exercise price (₹)
Outstanding at the beginning of year	8,950	687.07	7,16,910	760.66
Granted during the year	-	-	18,400	850.28
Cancelled/Lapsed during the year	8,950	687.07	7,26,360	763.84
Exercised during the year	-	-	-	-
Outstanding at the end of year	-	-	8,950	687.07
Exercisable at the end of year	-	-	8,950	687.07

Details of options outstanding are summarised below:

Particulars	As at March 31, 2026			As at March 31, 2025		
	No. of options outstanding	Range of exercise price (₹)	Weighted average remaining contractual life (Years)	No. of options outstanding	Range of exercise price (₹)	Weighted average remaining contractual life (Years)
RFL Employee Stock Option Plan 2014	-	-	-	8,950	501-1000	0.36

The weighted average fair value of stock options granted during the year ended on March 31, 2026 is Nil. (previous year ₹176.47 per option)

During the year, 6,750 (previous year 7,26,360) number of options vested were cancelled and 2,200 (previous year nil) number of options were lapsed. There are no options outstanding as at March 31, 2026.

The Black Scholes valuation model has been used for computing weighted average fair value of stock options granted during the year considering the following inputs:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Stock price (₹)	-	850.28
Volatility (%)	-	21.52
Risk free rate (%)	-	6.82
Exercise price (₹)	-	850.28
Time to maturity (years)	-	2.46
Dividend yield (%)	-	0.30

Note No. 35: Disclosure on Earnings Per Share (EPS)

Disclosure is hereby given in pursuant to Ind AS 33 "Earnings Per Share".

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Basic earnings per share		
Profit attributable to equity shareholders as per statement of profit and loss (₹ in crore)	179.27	170.33
Weighted average number of equity shares outstanding	24,89,38,586	24,89,38,586
Basic earnings per equity share (face value of ₹1/- each) (In ₹)	7.20	6.84
Diluted earnings per share		
Numerator for calculating dilutive earnings per share (₹ in crore)	179.27	170.33
Weighted average number of equity shares outstanding	24,89,38,586	24,89,38,586
Dilutive impact for employee stock options (No. of equity shares)	-	639
Diluted weighted average number of equity shares outstanding	24,89,38,586	24,89,39,225
Diluted earnings per equity share (Face value of ₹1/- each) (In ₹)	7.20	6.84

Notes forming part of Financial Statements

Note No. 36: Foreign Currency Exposure

The details of foreign currency (FCY) exposure are given below: (Amount in Crore)

Nature of foreign currency exposure	UoM	As at March 31, 2026		As at March 31, 2025	
		FCY	INR	FCY	INR
Unhedged foreign currency exposure					
Import payables	USD	0.08	7.49	0.11	9.47
Import payables	AED	0.01	0.18	0.01	0.16
Import payables	EUR	0.00	0.07	0.00	0.08
Import payables	CAD	-	-	0.00	0.02
Import payables	QAR	-	-	0.00	0.05
Export receivables	USD	0.47	44.57	0.30	25.62
Export receivables	EUR	0.00	0.37	0.00	0.15
Export receivables	QAR	0.01	0.25	0.19	4.46
Export receivables	CAD	0.00	0.31	0.00	0.19
Bank balance	AED	0.03	0.77	0.02	0.45
Cash on hand (Dubai office)	AED	0.00	0.01	0.00	0.00
Employee benefits payable	AED	0.01	0.22	0.02	0.37
Security deposit	AED	0.00	0.03	0.00	0.03
Expenses payable	AED	-	-	0.00	0.00
Hedged foreign currency exposure					
Number of buy forward contracts	Nos.	40		15	
Import payables	USD	0.21	19.44	-	-
Import orders	USD	0.31	29.45	0.35	30.26

Note No. 37: Trade Receivables Ageing Schedule

Disclosure is hereby given on ageing schedule of trade receivables in pursuant to Division II - Ind AS schedule III to the Companies Act, 2013.

(₹ in Crore)

Particulars	Not Due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
As at March 31, 2026							
Undisputed trade receivables							
Considered good	259.27	30.65	5.12	2.47	-	-	297.51
Credit impaired	0.26	0.28	0.54	2.47	0.33	-	3.88
Disputed trade receivables							
Considered good	-	-	0.14	1.24	-	-	1.38
Credit impaired	-	-	0.02	1.24	1.08	2.14	4.48
	259.53	**30.93**	**5.82**	**7.42**	**1.41**	**2.14**	**307.25**
As at March 31, 2025							
Undisputed trade receivables							
Considered good	250.81	47.97	8.23	1.91	0.05	-	308.97
Credit impaired	0.25	0.42	0.39	0.21	0.05	-	1.32
Disputed trade receivables							
Considered good	-	0.23	1.40	1.20	0.25	-	3.08
Credit impaired	-	0.00	0.08	0.13	0.25	2.06	2.52
	251.06	**48.62**	**10.10**	**3.45**	**0.60**	**2.06**	**315.89**

Refer note no. 9 & 38

Notes forming part of Financial Statements

Note No. 38: Financial Risk Management

Financial risk management is an ongoing process within the Company. The Company has a robust risk management framework to identify, monitor, mitigate and minimise risks arising from financial instruments.

The Company's financial liabilities other than derivative instruments comprise of borrowings, trade payables, lease liabilities and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations.

The Company's financial assets include investments, balances with banks, cash and cash equivalents, trade receivables, security deposits and other financial assets that are derived directly from its operations.

The Company's financial risk management is an integral part of planning and execution of its business strategies.

The Company is exposed to credit risk, liquidity risk and market risk that are summarised as under:

Nature	Exposure arising from	Measurement	Management
Credit risk	Balances with banks including cash and cash equivalents, trade receivables, investments and other financial assets.	Credit ratings and ageing analysis	a. Trade receivables are reviewed and assessed for impairment losses at every reporting period. b. Fixing of credit limits for customers. c. Customer creditworthiness is also assessed using external credit rating agency inputs. d. Dealing with high credit rated banks / mutual funds / corporates.
Liquidity risk	Borrowings, trade payables and other financial liabilities.	Maturity analysis	a. Preparing and monitoring forecasts of cash flows as well as maintaining sufficient cash and cash equivalents. b. Availability of committed credit lines / borrowing facilities from banks.
Market risk			
Currency risk	Financial assets and liabilities denominated in other than functional currency.	Sensitivity analysis	Risk coverage through foreign exchange forward contracts.
Interest rate risk	Working capital facilities from bank.	Sensitivity analysis	Periodical review of interest rate linked to market.
Price risk	Commodities mainly raw material and investment in mutual funds, perpetual bonds & non-convertible debentures.	Sensitivity analysis	Portfolio diversification and continuously monitoring the price trend of key raw material in global / domestic markets.

Credit risk

Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities, primarily from trade receivables, balances with banks including cash and cash equivalents and from its investing activities including derivative instruments.

Management of credit risk

Concentration of credit risk with respect to trade receivables is limited, due to the customer base being large across all regions. All trade receivables are reviewed and assessed at every reporting period. The Company has adopted a policy of only dealing with creditworthy counterparties, therefore the Company does not expect any material risk on this account.

Historical experience of collecting receivables of the Company is supported by low level of past defaults and hence the credit risk is perceived to be low.

Credit risk arising from balances with banks, including cash and cash equivalents, investments in mutual funds, perpetual bonds, non-convertible debentures, commercial papers and derivative instruments is limited because the counterparties are banks / mutual funds / corporates with high credit ratings.

Notes forming part of Financial Statements

The Company has exposure in financial assets as per details given below. The Company has set counter-party limits based on multiple factors including financial position, credit rating etc.

(₹ in Crore)

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
Financial assets for which loss allowance is measured using 12 months expected credit loss			
Non-current assets			
Investments	4	247.40	73.87
Loans	5	0.02	0.08
Other financial assets	6	20.84	21.00
Current assets			
Investments	4	188.42	269.14
Cash and cash equivalents	10	17.69	22.37
Bank balances other than cash and cash equivalents	11	6.50	19.69
Loans	5	0.35	0.45
Other financial assets	6	15.81	2.78
		497.03	**409.38**
Financial assets for which loss allowance is measured using life time expected credit loss			
Current assets			
Trade receivables (*refer note no. 37*)	9	298.89	312.05
		298.89	**312.05**

The following table summarises the movement in impairment loss on trade receivables, measured using the life time expected credit loss model.

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening balance	3.84	3.21
Net impairment loss on trade receivables (refer note no. 26)	4.52	0.63
Closing balance (refer note no. 9)	8.36	3.84

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's main source of liquidity is cash and cash equivalents and the cash flows that are generated from operations. The Company's approach to managing liquidity is to ensure that it will always have sufficient funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company manages liquidity risk by maintaining adequate reserves, continuously monitoring forecast with actual cash flows and matching the maturity profiles of the financial assets and liabilities.

The table below provides the maturity profile of the Company's financial liabilities based on contractual undiscounted payments. (₹ in Crore)

Particulars	Note No.	As at March 31, 2026				As at March 31, 2025			
		Less than 1 year	1 - 5 years	More than 5 years	Total	Less than 1 year	1 - 5 years	More than 5 years	Total
Non-current liabilities									
Financial liabilities									
Lease liabilities*		-	174.61	69.14	243.75	-	154.48	61.67	216.15
Other financial liabilities	14	-	-	-	-	-	0.55	-	0.55
Current liabilities									
Financial liabilities									
Borrowings	17	-	-	-	-	-	-	-	-
Lease liabilities*		63.25	-	-	63.25	60.39	-	-	60.39

**Refer note no. 48*

Notes forming part of Financial Statements

(₹ in Crore)

Particulars	Note No.	As at March 31, 2026				As at March 31, 2025			
		Less than 1 year	1 - 5 years	More than 5 years	Total	Less than 1 year	1 - 5 years	More than 5 years	Total
Trade payables									
Micro and small enterprises		76.35	-	-	76.35	59.16	-	-	59.16
Other than micro and small enterprises		186.29	-	-	186.29	137.74	-	-	137.74
Other financial liabilities	14	85.67	-	-	85.67	80.23	-	-	80.23
		411.56	**174.61**	**69.14**	**655.31**	**337.52**	**155.03**	**61.67**	**554.22**

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises of currency risk, interest rate risk and price risk, such as equity price risk and commodity price risk. Financial instruments affected by market risk includes borrowings, trade payables and Investments etc.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities i.e. import of materials, capital items and export of finished goods, where revenue or expenses are denominated in foreign currencies.

Exposure to currency risk

The Company uses foreign exchange forward contracts to mitigate foreign exchange related risk exposures. The Company's exposure to unhedged foreign currency risk as at March 31, 2026 and March 31, 2025 has been disclosed in note no. 36.

Currency risk sensitivity

The following table demonstrate the sensitivity analysis on profit before tax due to change in USD exchange rate, with all other variables held constant. The impact on the Company's profit before tax due to changes in the fair value of unhedged monetary assets and liabilities is given below:

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Impact on profit before tax due to change in USD rate*		
Increase by 2%	0.74	0.32
Decrease by 2%	(0.74)	(0.32)

*Figures in bracket denotes reduction in profit.

The Company's unhedged foreign currency exposure denominated in EUR, CAD, QAR and AED are insignificant, hence sensitivity analysis has not been disclosed.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is mainly exposed to interest rate risk due to its variable interest rate borrowings. The interest rate risk arises due to uncertainties about the future market interest rate of these borrowings.

Exposure to interest rate risk

As at March 31, 2026, the exposure to interest rate risk due to variable interest rate borrowings amounted to nil (previous year nil).

Notes forming part of Financial Statements

Interest rate risk sensitivity

The following table demonstrate the sensitivity to a reasonably possible change in interest rate with all other variables held constant. The impact on the Company's profit before tax due to changes in the interest rates on variable rate portion of borrowings is given below:

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Impact on profit before tax due to change in interest rate*		
Increase by 0.50%	(0.01)	(0.03)
Decrease by 0.50%	0.01	0.03

*Figures in bracket denotes reduction in profit.

Price risk

The Company's exposure to price risk arises from investment in mutual funds, bonds & non-convertible debentures and equity instruments held and classified as FVTPL or FVTOCI. To manage the price risk arising from investments, the Company diversifies its portfolio of assets with banks / mutual funds / corporates with high credit ratings.

The Company's unquoted equity instruments are susceptible to market price risk arising from uncertainties about future value of the investment. The investment in unquoted equity instruments is not significant, hence sensitivity analysis has not been disclosed.

The following table demonstrate the sensitivity to a reasonably possible change in prices of investment in mutual funds, bonds & non-convertible debentures with all other variables held constant. The impact on the Company's profit before tax due to changes in the prices of investments is given below:

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Impact on profit before tax due to change in price of investments*		
Increase by 0.50%	2.33	1.20
Decrease by 0.50%	(2.33)	(1.20)

* Figures in bracket denotes reduction in profit

Commodity price risk

The primary raw materials used in our manufacturing include natural rubber and various polymers such as EVA and PU. Prices are highly sensitive to global supply-and-demand dynamics, as well as fluctuations in crude oil and its derivatives. Since many of these polymers are not produced domestically, the Company relies significantly on imports.

To mitigate these risks, the Company proactively monitors global political trends and price movements. Strategic initiatives include diversifying our sourcing network-specifically across markets like South Korea and China-developing new vendor partnerships and exploring alternative materials to ensure price competitiveness, quality and long-term sustainability.

The impact on the Company's profit before tax due to change in price of commodity is given below:

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Impact on profit before tax due to change in commodity prices*		
Natural / Synthetic rubber		
Increase by 10%	(7.63)	(8.28)
Decrease by 10%	7.63	8.28
EVA		
Increase by 4%	(6.92)	(6.44)
Decrease by 4%	6.92	6.44

Notes forming part of Financial Statements

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
PU		
Increase by 5%	(5.18)	(5.30)
Decrease by 5%	5.18	5.30

*Figures in bracket denotes reduction in profit.

Note No. 39: Capital Management

Capital includes equity share capital and other equity attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an optimal capital structure and maximise the shareholder's value. The Company has complied with those covenants throughout the reporting period.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions to meet requirements of the financial covenants. To maintain or adjust the capital structure, the Company may review the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Company monitors its capital using gearing ratio, which is net debt divided by total equity. Net debt comprises of total debts minus cash and cash equivalents, bank deposits and current investments.

(₹ in Crore)

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
Equity share capital	12	24.89	24.89
Other equity	13	2181.47	2073.18
Total equity		**2206.36**	**2098.07**
Net debt		**(206.11)**	**(291.51)**
Gearing ratio		**-**	**-**

No changes were made in the objectives, policies or processes for managing capital.

Note No. 40: Collaterals

The Company has hypothecated its entire current assets against its working capital borrowings. (*refer note no. 17*)

Notes forming part of Financial Statements

Note No. 41: Related Party Transactions

Disclosure is hereby given in pursuant to Ind AS 24 “Related Party Disclosures”.

i) Names of related parties with whom transactions have taken place during the year and their relationship

(a) Individuals having control and significant influence over the Company and Key Management Personnel (KMP)

Ramesh Kumar Dua, Chairman & Managing Director

Mukand Lal Dua, Whole Time Director

(b) Key Management Personnel (KMP)

Nikhil Dua, Whole Time Director

Gaurav Kumaar Dua, Whole Time Director

Sushil Batra, Executive Director

(c) Entities where individuals and Key Management Personnel (KMP) as defined in note no. 41 (i) (a) and 41 (i) (b) exercise significant influence

Patel Oil Mills

Ramesh Kumar Dua (H.U.F)

Mukand Lal Dua (H.U.F)

Smt. Ram Ditti Dua Memorial Society

Shri Mool Chand Dua Memorial Society

(d) Close Members of individuals and Key Management Personnel (KMP) as defined in note no. 41 (i) (a) and 41 (i) (b)

Lalita Dua, wife of Ramesh Kumar Dua

Rahul Dua, son of Ramesh Kumar Dua

Sakshi Dua, daughter of Ramesh Kumar Dua

Usha Dua, wife of Mukand Lal Dua

Ritesh Dua, son of Mukand Lal Dua

Nitin Dua, son of Mukand Lal Dua

Pratima Batra, wife of Sushil Batra

Shashi Mehra, sister of Ramesh Kumar Dua

Pushpa Juneja, sister of Ramesh Kumar Dua

(e) Independent Directors (KMP) and their close members

Deepa Verma (up to 17.9.2024)

Rajeev Rupendra Bhadauria

Kuldip Singh Dhingra

Richa Arora (w.e.f. 9.5.2024)

Yogesh Kapur

Raj Kumar Jain

Meeta Dhingra, wife of Kuldip Singh Dhingra

(f) Post Employment Benefit Plan Trust

Relaxo Footwears Limited Employees Group Gratuity Scheme

ii) Related Party Transactions

(₹ in Crore)

Particulars		Individuals having control and significant influence over the Company and KMP	KMP	Entities where individuals and KMP exercise significant Influence	Close members of individuals and KMP	Independent Directors and their close members	Post Employment Benefit Plan Trust	Total
Transactions during the year								
Purchase of property		-	-	17.50	-	-	-	17.50
		-	-	-	-	-	-	-
Sale of goods		-	-	0.03	-	-	-	0.03
		-	-	(0.02)	-	-	-	(0.02)
Lease rent		1.00	1.71	2.43	2.42	-	-	7.56
		(1.18)	(1.71)	(2.43)	(2.24)	-	-	(7.56)
Dividend		32.86	5.50	0.15	14.73	0.00	-	53.24
		(32.76)	(5.59)	(0.15)	(14.75)	(0.00)	-	(53.25)
Short-term employee benefits								
Salary	(a)	4.98	4.97	-	4.48	-	-	14.43
		(4.93)	(4.69)	-	(4.26)	-	-	(13.88)
Sitting fee	(b)	-	-	-	-	0.31	-	0.31
		-	-	-	-	(0.29)	-	(0.29)
Director's commission		-	-	-	-	0.50	-	0.50
(*refer note no.14*)	(c)	-	-	-	-	(0.55)	-	(0.55)
	(a+b+c)	**4.98**	**4.97**	**-**	**4.48**	**0.81**	**-**	**15.24**
		(4.93)	**(4.69)**	**-**	**(4.26)**	**(0.84)**	**-**	**(14.72)**
Post-employment benefits (Provident Fund and Gratuity)		0.58	0.43	-	0.18	-	-	1.19
		(0.58)	(0.33)	-	(0.17)	-	-	(1.08)
Other long-term benefits (Compensated absences)		-	0.06	-	-	-	-	0.06
		-	(0.14)	-	-	-	-	(0.14)
Contribution to post employment benefit plan trust		-	-	-	-	-	6.52	6.52
		-	-	-	-	-	(5.83)	(5.83)
Guarantees and collaterals taken*		260.00	-	-	-	-	-	260.00
		(260.00)	-	-	-	-	-	(260.00)

Previous year figures are given in bracket.
*Off balance sheet item.

Note No. 42: Fair Value Measurements

Fair value of financial assets and liabilities is generally determined by reference to the transaction price or market price. If the fair value is not reliably determinable, the Company determines the fair value using valuation techniques that are appropriate in the circumstances and for which sufficient data are available, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The following section describes the valuation techniques used and key inputs for fair valuation:

a. Foreign exchange forward contracts are valued using market observable inputs, such as spot rates and forward rates at the end of reporting period.

b. Fair value of mutual funds are at published net asset value (NAV).

c. The fair value of perpetual bonds / non-convertible debentures are determined based on prevailing yield to discount future cash flows.

d. Commercial Paper is valued using the effective interest rate method.

e. Unquoted equity instruments where most recent information to measure fair value is insufficient, cost has been considered as best estimate of fair value.

f. The carrying amount of other financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values, since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

Fair Value Hierarchy

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed as per Ind AS 113 "Fair Value Measurement".

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

The below table provides comparison by class of carrying amount and fair value of the Company's financial instruments along with fair value hierarchy.

(₹ in Crore)

Particulars	Note No.	As at March 31, 2026			As at March 31, 2025		
		Carrying amount	Fair value	Fair value hierarchy	Carrying amount	Fair value	Fair value hierarchy
Financial assets carried at amortised cost							
Non-current assets							
Loans	5						
Loans to employees		0.02	0.02	Level 3	0.08	0.08	Level 3
Other financial assets	6						
Security deposits		20.83	20.83	Level 3	20.98	20.98	Level 3
Bank deposits pledged as security with government authorities		0.01	0.01	Level 2	0.02	0.02	Level 2
Interest accrued on bank deposits		0.00	0.00	Level 2	0.00	0.00	Level 2
Current assets							
Investments	4						
Commercial paper - unquoted		97.46	97.46	Level 2	24.56	24.56	Level 2
Trade receivables	9	298.89	298.89	Level 3	312.05	312.05	Level 3
Cash and cash equivalents	10	17.69	17.69	Level 1	22.37	22.37	Level 1
Bank balances other than cash and cash equivalents	11	6.50	6.50	Level 2	19.69	19.69	Level 2
Loans	5						
Loans to employees		0.35	0.35	Level 3	0.45	0.45	Level 3
Other financial assets	6						
Interest accrued on bonds and debentures		13.78	13.78	Level 2	2.78	2.78	Level 2
		455.53	**455.53**		**402.98**	**402.98**	

Notes forming part of Financial Statements

(₹ in Crore)

Particulars	Note No.	As at March 31, 2026			As at March 31, 2025		
		Carrying amount	Fair value	Fair value hierarchy	Carrying amount	Fair value	Fair value hierarchy
Financial assets carried at fair value through profit or loss							
Non-current assets							
Investments	4						
Perpetual bonds - quoted		-	-	-	29.79	29.79	Level 2
Non-convertible debentures - quoted		247.20	247.20	Level 2	43.88	43.88	Level 2
Current assets							
Investments	4						
Mutual funds - quoted		40.05	40.05	Level 1	199.93	199.93	Level 1
Non-convertible debentures - quoted		11.01	11.01	Level 2	1.00	1.00	Level 2
Perpetual bonds - quoted		39.90	39.90	Level 2	43.65	43.65	Level 2
Other financial assets	6						
Foreign exchange forward contracts		2.03	2.03	Level 2	-	-	-
		340.19	**340.19**		**318.25**	**318.25**	
Financial assets carried at fair value through other comprehensive income							
Non-current assets							
Investments	4						
Unquoted equity instruments		0.20	0.20	Level 3	0.20	0.20	Level 3
		0.20	**0.20**		**0.20**	**0.20**	
Financial liabilities carried at amortised cost							
Non-current liabilities							
Retention money	14	-	-	-	0.55	0.55	Level 3
Current liabilities							
Borrowings	17	-	-	-	-	-	-
Trade payables							
Micro and small enterprises		76.35	76.35	Level 3	59.16	59.16	Level 3
Other than micro and small enterprises		186.29	186.29	Level 3	137.74	137.74	Level 3
Other financial liabilities	14						
Retention money		6.18	6.18	Level 3	3.22	3.22	Level 3
Interest accrued on borrowings from banks		0.00	0.00	Level 2	0.00	0.00	Level 2
Security deposit							
Customers		32.64	32.64	Level 3	30.95	30.95	Level 3
Others		0.53	0.53	Level 3	0.59	0.59	Level 3
Unpaid dividends		0.42	0.42	Level 2	0.40	0.40	Level 2
Payable to employees		43.37	43.37	Level 3	41.72	41.72	Level 3
Director's commission payable		0.45	0.45	Level 3	0.50	0.50	Level 3
Payable for capital goods		2.08	2.08	Level 3	2.27	2.27	Level 3
		348.31	**348.31**		**277.10**	**277.10**	
Financial liabilities carried at fair value through profit or loss							
Current liabilities							
Other financial liabilities	14						
Foreign exchange forward contracts		-	-	-	0.58	0.58	Level 2
		-	**-**		**0.58**	**0.58**	

Notes forming part of Financial Statements

Note No. 43: Corporate Social Responsibility (CSR)

Company implements its CSR activities through partner organisations registered with Ministry of Corporate Affairs (MCA). Company has a vision of ensuring sustained human development of the most deprived communities primarily under thematic areas viz. Education, Health & Hygiene, Skill Development and Environment Conservation.

Company has formed a CSR & ESG committee under section 135 of the Companies Act 2013 for implementation of CSR policy.

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Gross amount required to be spent by the Company during the year (refer note no. 26)	4.84	5.38
Expenditure incurred*	0.29	0.54
Shortfall at the end of year**	4.55	4.84
Total of previous years shortfall	-	-

*₹7.65 crores (previous year ₹6.84 crores) spent against CSR provision for earlier years. (*refer note no. 15*)

**Provision of ₹4.55 crores (previous year ₹4.84 crores) for unspent CSR amount has been made. (*refer note no. 15*)

There is no transaction with related party in relation to CSR expenditure as per Ind AS 24 "Related Party Disclosures".

Nature of CSR activities

Short Term Project: Remedial education project in Delhi focusses on government school students, by providing them with remedial classes.

Long Term Projects: The company is executing some long term projects, the details of which are as follows:

Education- In collaboration with Samagra Shiksha Uttarakhand, the Company continues to implement its flagship 'Parivartan Model School Project', aimed at providing equitable learning opportunities to students in rural government schools. Owing to the project's impact and continued demand from Samagra Shiksha, the initiative has now been expanded to Dehradun district. Currently, 128 Government Primary, Upper Primary, Higher Secondary Schools, and Inter Colleges across Haridwar and Dehradun are being covered, with a focus on school infrastructure improvement and capacity building of teachers, students, SMC members, parents, and community as well.

Skill Development- Company also focuses over the skilling youth under the 'Skill Development Project' in Delhi with traits like customer service, front desk jobs, with placement assistance.

Health- Under the thematic area of health, company is implementing projects like 'Mobile Health Unit' (MHU) and project 'Nayan'. MHU is providing basic primary health care facilities to the residents of eleven villages near Bhiwadi and project Nayan is focusing on the preventive and corrective procedures related to the avoidable blindness covering population of 189 villages including screening at 281 government schools of Tijara Block in Khairthal district of Rajasthan.

Environment Conservation- The company understands the need of the hour and environment conservation projects are focused to mitigate the impacts of global warming, climate change and loss of biodiversity. In coordination with the 'Forest Department' and 'Watershed Development & Soil Conservation Department' of Alwar District Rajasthan, construction/renovation of 11 anicut/check dams with an approximate 3.4 lac cubic meter of water in single filling were done. On the plantation front the maintenance of 55,000 saplings at Bachedi village, Thanagazhi block of Alwar district, as well as on the road dividers at Bhiwadi, Khairthal district Rajasthan and green belt area at Lowakhurd Jhajjar district of Haryana is being undertaken.

Reasons for shortfall: Company is on track in spending the allocated funds towards the long term projects envisaged for the year. The amount of ₹4.55 crores has been transferred to unspent CSR account on April 29, 2026.

Notes forming part of Financial Statements

Note No. 44: Payments to Statutory Auditor

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Audit fees	0.24	0.24
Limited review and certification services	0.09	0.09
Tax audit fees	0.05	0.05
Reimbursement of expenses	0.01	0.01
	0.39	**0.39**

Included in legal and professional.(*refer note no.26*)

Note No. 45: The Micro, Small and Medium Enterprises Development Act, 2006

Disclosure is hereby given in pursuant to requirement of section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006.

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of accounting year.		
Principal amount	76.35	59.16
Interest due	-	-
The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	0.01	0.00
The amount of interest accrued and remaining unpaid at the end of accounting year.	0.04	0.06
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	0.04	0.06

The above information has been determined to the extent such parties have been identified on the basis of information available with the Company. (*refer note no. 46*)

Note No. 46: Trade Payables Ageing Schedule

Disclosure is hereby given on ageing schedule of trade payables in pursuant to Division II - Ind AS schedule III to the Companies Act, 2013.

(₹ in Crore)

Particulars	Not Due	Outstanding for following periods from due date of payment				
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
As at March 31, 2026						
Undisputed dues						
Micro and small enterprises	76.35	-	-	-	-	76.35
Others	176.56	9.69	0.04	-	-	186.29
Disputed dues						
Micro and small enterprises	-	-	-	-	-	-
Others	-	-	-	-	-	-
	252.91	**9.69**	**0.04**	**-**	**-**	**262.64**

Notes forming part of Financial Statements

(₹ in Crore)

Particulars	Not Due	Outstanding for following periods from due date of payment				
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
As at March 31, 2025						
Undisputed dues						
Micro and small enterprises	59.16	-	-	-	-	59.16
Others	122.93	14.15	0.64	0.02	-	137.74
Disputed dues						
Micro and small enterprises	-	-	-	-	-	-
Others	-	-	-	-	-	-
	182.09	**14.15**	**0.64**	**0.02**	**-**	**196.90**

Refer note no. 45.

Note No. 47: Segment Reporting

Operating Segment

Based on guidance given in Ind AS 108 on "Operating Segments", the Company's business activities falls within a single operating segment namely, "Footwear and Related Products", hence no specific disclosures have been made.

Entity-wide disclosure under Ind AS 108 "Operating Segments"

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Geographical area wise revenue (Footwear)*		
Within India	2554.57	2640.71
Outside India	125.05	124.65
	2679.62	**2765.36**

Refer note no. 20 & 49.

There is no customer having revenue amounting to 10% or more of Company's total revenue.

Note No. 48: Disclosure as per Ind AS 116 "Leases"

The movement in lease liabilities is given below :

(₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening balance	212.52	186.43
Recognition of new leases	74.88	77.19
Gain on lease modification and termination (refer note no. 21)	(4.52)	(3.08)
Principal payment of lease liabilities	(50.23)	(48.02)
Closing balance	**232.65**	**212.52**

Maturity profile of lease liabilities is given in note no.38.

Additional information for leases excluding leasehold land

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Number of leases	418	418
Range of remaining term (years)	0.05 - 8.99	0.08 - 9
Average remaining lease term (years)	4.27	4.25
Leases with extension option (number)	-	-
Leases with termination option (number)	418	418
Leases not yet commenced to which the lessee is committed (number)	-	-
Incremental borrowing rate (%)	8.55	9.75

Variable lease payments of ₹0.43 crore (previous year ₹0.33 crore) are not included in measurement of lease liability.

Notes forming part of Financial Statements

Note No. 49: Disclosure as per Ind AS 115 ''Revenue from Contracts with Customers''

Reconciliation of revenue (footwear) as per contract price and as recognised in statement of profit and loss is given below: (₹ in Crore)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Revenue as per contract price	2894.59	2962.18
Less:		
Discounts	56.35	47.34
Rebates	158.62	149.48
Revenue as per statement of profit and loss*	**2679.62**	**2765.36**

**Refer note no. 20 & 47.*

Note No. 50: Events Occurring after the Balance Sheet Date

The Board of Directors at its meeting held on May 28, 2026 have recommended final dividend at the rate of ₹3.50 per share of face value of ₹1/- each for the approval of shareholders aggregating to ₹87.13 crores for the year ended March 31, 2026.

Note No. 51: Additional Regulatory Information

a. Capital work-in-progress and intangible assets under development ageing schedule

Disclosure is hereby given on ageing schedule of capital work-in-progress and intangible assets under development in pursuant to Division II - Ind AS schedule III to the Companies Act, 2013. (₹ in Crore)

Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
As at March 31, 2026					
Capital work-in-progress	47.70	23.44	6.22	19.34	96.70
Intangible assets under development	0.09	0.25	0.01	0.22	0.57
	47.79	**23.69**	**6.23**	**19.56**	**97.27**
As at March 31, 2025					
Capital work-in-progress	26.67	7.03	19.31	0.20	53.21
Intangible assets under development	0.39	0.01	0.01	0.27	0.68
	27.06	**7.04**	**19.32**	**0.47**	**53.89**

Refer note no.1 & 2.

There are no projects where activity has been suspended.

b. Details of benami property held

Company does not hold any benami property. No proceedings have been initiated or pending against the Company for holding any benami property under Prohibition of Benami Property Transactions Act,1988 and the rules made thereunder.

c. Borrowings secured against current assets

Quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

d. Wilful defaulter

The Company is not declared wilful defaulter by any bank in accordance with the guidelines on wilful defaulters issued by the RBI.

e. Relationship with struck off Companies

The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013. This is determined to the extent such parties have been identified on the basis of information available with the Company.

Notes forming part of Financial Statements

f. Registration of charges or satisfaction with Registrar of Companies (ROC)

The Company has registered all charges or satisfaction with Registrar of Companies (ROC) within the statutory period.

g. Compliance with number of layers of Company

The number of layers prescribed under clause (87) section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable to the Company.

h. Financial ratios

Financial ratios are hereby given in pursuant to Division II - Ind AS schedule III to the Companies Act, 2013

Ratio	UoM	Numerator	Denominator	Year ended March 31, 2026	Year ended March 31, 2025	% Variance
Current ratio	Times	Current assets	Current liabilities	2.33	2.74	(14.96)
Debt - Equity ratio	Times	Total debt	Shareholder's equity	-	-	-
Debt service coverage ratio*	Times	Earnings available for debt service	Debt service excluding lease liabilities	-	-	-
Trade receivables turnover ratio	Times	Net credit sales	Trade receivables (average)	7.78	7.44	4.57
Trade payables turnover ratio	Times	Net credit purchases	Trade payables (average)	8.22	8.72	(5.73)
Net capital turnover ratio	Times	Net sales	Working capital (average)	3.67	3.68	(0.27)
Inventory turnover ratio	Times	Cost of goods sold	Inventory (average)	3.13	3.12	0.32
Return on equity (ROE)	%	Net profit after tax before OCI	Shareholder's equity (average)	8.33	8.31	0.24
Net profit ratio	%	Net profit after tax before OCI	Net sales	6.66	6.14	8.47
Return on capital employed (ROCE)	%	Earnings before interest and taxes	Capital employed (average)	12.09	12.03	0.50
Return on investment	%	Income generated from invested funds	Invested funds (average)	7.21	8.11	(11.10)

No cases with variation of more than 25% as compared to previous year.

*Company does not have any long term borrowings, hence debt service coverage ratio has not been computed.

i. Compliance with approved scheme(s) of arrangements

During the year, no scheme of arrangements has been approved by the competent authority in terms of sections 230 to 237 of the Companies Act, 2013.

j. Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested funds to any other persons (intermediaries) with the understanding that the intermediary shall directly or indirectly lend or invest in other persons or provide any guarantee in any manner whatsoever on behalf of the Company (ultimate beneficiary).

The Company has also not received any fund from any persons with the understanding that the Company shall directly lend or invest or provide any guarantee to any other persons on behalf of the funding party.

Notes forming part of Financial Statements

Note No. 52: Undisclosed Income

Company does not have any transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

Note No. 53: Details of Crypto Currency or Virtual Currency

Company has not traded or invested in crypto currency or virtual currency during the year.

Note No. 54: Audit Trail

As proviso to rule 3(1) of Companies (Accounts) Rules, 2014 (as amended), the Company is using accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility in terms of laid down requirements along with change log management and the same has operated throughout the financial year including previous year for all relevant transactions recorded in the software.

As per our report of even date

For **Gupta & Dua**
Chartered Accountants
Firm's Registration No.: 003849N

Mukesh Dua
Partner
Membership No.: 085323

Delhi, May 28, 2026

For and on behalf of the Board of Directors

Ramesh Kumar Dua
Chairman & Managing Director
DIN: 00157872

Mukand Lal Dua
Whole Time Director
DIN: 00157898

Ritesh Dua
Co-Chief Executive Officer

Gaurav Kumaar Dua
Co-Chief Executive Officer & Whole Time Director
DIN: 09674786

Amit Roy
Chief Financial Officer

Ankit Jain
Company Secretary
Membership No.: FCS 8188

AWARDS & ACCOLADES

India's Retail Champions Awards
(Category - Footwear)
2025

Northern Region Export Excellence Award
2025

Rotary India National CSR Award 2025
(Northern Region)
under the Mega Category - Education & Literacy

Prithvi Awards 2024
Recognition to Sustainability Icons

Best Supply Chain Reach Strategy
ISCM Supply Chain Ranking
2024

1st Place for Excellent Export Performance
(Non-Leather Footwear)
2023-24

Sustainable Development Goals (SDG) Achievers Award 2023-24
under United Nations SDG 4 - Quality Education

BW Retail World -Retail Reboot Awards 2024
for Best Use of Festive Marketing

Ministry of Commerce and Industry
Government of India

Status of Three Star Export House
2023

Amongst India's Top 500 Companies
2022

India's Top 500 Company-2021
Rank 444

India's Most Valuable Company-2019
Rank 220

India Manufacturing Excellence Awards
2019

India's Top Mid Size Company-2019
Rank 11

NOTES

NOTES

RELAXO FOOTWEARS LIMITED
Registered Office: Aggarwal City Square, Plot No. 10, Manglam Place, District Centre, Sector-3, Rohini, Delhi-110085 (India)
Phone: 91-11-46800600, 46800700, Fax: 91-11-46800692
Email: rfl@relaxofootwear.com | Investor's email: cs@relaxofootwear.com
www.relaxofootwear.com
CIN No.: L74899DL1984PLC019097
/relaxofootwears | @relaxofootwears | /relaxoindia

RELAXO FOOTWEARS LIMITED

CIN: L74899DL1984PLC019097

Registered Office: - Aggarwal City Square, Plot No. 10, Manglam Place, District Centre, Sector-3, Rohini, Delhi-110085 (India)
Telephone: (011)-46800600, **Fax:** (011)-46800692, **E-mail:** cs@relaxofootwear.com **Website:** www.relaxofootwear.com

NOTICE OF THE 42ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 42nd Annual General Meeting ("AGM or e-AGM or Meeting") of the Members of Relaxo Footwears Limited ("the Company") will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on Thursday, 24th day of September 2026 at 10:30 a.m. to transact the following business:

ORDINARY BUSINESSES

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, comprising of the Balance Sheet as at March 31, 2026, and the statement of Profit and Loss Account for the financial year ended on that date including Statement of cash flows for the year ended as at March 31, 2026, together with the Reports of Board of Directors and Auditors thereon.

2. To declare a final dividend @350% equivalent to ₹3.50/- per equity share having Face Value of ₹1/- each for the financial year 2025-26.

3. To consider the re-appointment of Mr. Gaurav Kumaar Dua, Director (DIN- 09674786), who retires by rotation and being eligible, offers himself for reappointment and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, approval of the shareholders be and is hereby accorded for re-appointment of Mr. Gaurav Kumaar Dua, Director (DIN- 09674786) who retires by rotation, and being eligible has offered himself for reappointment, as a Director liable to retire by rotation."

4. To consider the re-appointment of Mr. Sushil Batra, Director (DIN- 09351823) of the Company, who retires by rotation and being eligible, offers himself for reappointment and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, approval of the shareholders be and is hereby accorded for re-appointment of Mr. Sushil Batra, Director (DIN- 09351823), who retires by rotation, and being eligible has offered himself for reappointment, as a Director liable to retire by rotation."

SPECIAL BUSINESSES

5. TO RE-APPOINT MR. NIKHIL DUA (DIN – 00157919) AS A WHOLE TIME DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other relevant rules & provisions (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the consent of members of the Company be and is hereby accorded for re-appointment of Mr. Nikhil Dua (DIN – 00157919), as a Whole Time Director of the Company for a further period with effect from October 1, 2026 till March 31, 2029, liable to retire by rotation at a monthly remuneration of ₹14.00 Lacs in the pay scale of ₹14.00 Lacs - ₹3.00 Lacs - ₹20.00 Lacs and such other allowances, perquisites, benefits and amenities as applicable to the Company's Executives in the similar grade and performance bonus / variable payout i.e. 0.20 % of Profit After Tax of the Company, up to a maximum of ₹75.00 Lacs in a financial year and such other terms and conditions including remuneration as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify the terms and conditions of re-appointment including remuneration of Mr. Nikhil Dua, subject to the same not exceeding the limits specified under Section 197 read with Schedule V to the Act or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT in the absence or inadequacy of the profits in any year, Mr. Nikhil Dua shall be entitled to receive and to be paid as minimum remuneration in that year by way of salary, allowances, perquisites and other benefits as stated in the Explanatory Statement hereto, subject to the compliance as specified under Schedule V and any other provisions of the Act (including any statutory modifications and re-enactments thereof).

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to sign and execute such documents/writings or other papers as may be necessary and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable, expedient or incidental for the purpose and to settle any question, difficulty or doubt that may arise in giving effect to this resolution."

6. TO RE-APPOINT MR. GAURAV KUMAAR DUA (DIN - 09674786) AS CO-CHIEF EXECUTIVE OFFICER & WHOLE TIME DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other relevant rules & provisions (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the consent of members of the Company be and is hereby accorded for re-appointment of Mr. Gaurav Kumaar Dua (DIN - 09674786) as a Co-Chief Executive Officer & Whole Time Director of the Company for a further period with effect from October 1, 2026 till March 31, 2029, liable to retire by rotation at a monthly remuneration of ₹14.00 Lacs in the pay scale of ₹14.00 Lacs - ₹3.00 Lacs - ₹20.00 Lacs and such other allowances, perquisites, benefits and amenities as applicable to the Company's Executives in the similar grade and performance bonus / variable payout i.e. 0.20 % of Profit After Tax of the Company, up to a maximum of ₹75.00 Lacs in a financial year and such other terms and conditions including remuneration as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify the terms and conditions of re-appointment including remuneration of Mr. Gaurav Kumaar Dua, subject to the same not exceeding the limits specified under Section 197 read with Schedule V to the Act or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT in the absence or inadequacy of the profits in any year, Mr. Gaurav Kumaar Dua shall be entitled to receive and be paid a minimum remuneration in that year by way of salary, allowances, perquisites and other benefits as stated in the Explanatory Statement hereto, subject to the compliance as specified under Schedule V and any other provisions of the Act (including any statutory modifications and re-enactments thereof).

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to sign and execute such documents/writings or other papers as may be necessary and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable, expedient or incidental for the purpose and to settle any question, difficulty or doubt that may arise in giving effect to this resolution."

7. TO RE-APPOINT MR. SUSHIL BATRA (DIN - 09351823) AS A WHOLE-TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 ("Act") read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other relevant rules & provisions (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee, and Board of Directors of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the consent of members of the Company be and is hereby accorded for re-appointment of Mr. Sushil Batra (DIN - 09351823) as a Whole Time Director designated as Executive Director of the Company for a further period of 2 years with effect from April 1, 2027 till March 31, 2029, liable to retire by rotation on a monthly remuneration of ₹18.00 Lacs in the pay scale of ₹18.00 Lacs - ₹20.00 Lacs and such other allowances, perquisites, benefits, amenities as applicable to the Company's Executives in the similar grade and performance bonus / variable payout as per company's policy and such other terms and conditions including remuneration as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify the terms and conditions of re-appointment including remuneration of Mr. Sushil Batra, subject to the same not exceeding the limits specified under Section 197 read with Schedule V to the Act or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT in the absence or inadequacy of the profits in any year, Mr. Sushil Batra shall be entitled to receive and be paid a minimum remuneration in that year by way of salary, allowances, perquisites and other benefits as stated in the Explanatory Statement hereto, subject to the compliance as specified under Schedule V and any other provisions of the Act (including any statutory modifications and re-enactments thereof).

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to sign and execute such documents/writings or other papers as may be necessary and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable, expedient or incidental for the purpose and to settle any question, difficulty or doubt that may arise in giving effect to this resolution."

8. TO RE-APPOINT MR. RITESH DUA (RELATIVE OF DIRECTORS) AS CO-CHIEF EXECUTIVE OFFICER OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 188, 203 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the approval of members of the Company be and is hereby accorded to the Board of Directors for re-appointment of Mr. Ritesh Dua (relative of Mr. Mukand Lal Dua & Mr. Nikhil Dua, Whole Time Directors) to hold and continue to hold office or place of profit in the Company as a Co-Chief Executive Officer of the Company for a period with effect from October 1, 2026 till March 31, 2029 at a monthly remuneration of ₹14.00 Lacs in the pay scale of ₹14.00 Lacs - ₹3.00 Lacs - ₹20.00 Lacs and such other allowances, perquisites, benefits and amenities as applicable to the Company's Executives in the similar grade and performance bonus / variable pay out i.e. 0.20 % of Profit After Tax of the Company, up to a maximum of ₹75.00 Lacs in a financial year and on the terms and conditions including remuneration as detailed in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify the terms and conditions of re-appointment including remuneration of Mr. Ritesh Dua within the limit approved by the members of the Company.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to sign and execute such documents/writings or other papers as may be necessary and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable, expedient or incidental for the purpose and to settle any question, difficulty or doubt that may arise in giving effect to this resolution."

9. TO RE-APPOINT MR. NITIN DUA (RELATIVE OF DIRECTORS) AS AN EXECUTIVE VICE PRESIDENT (RETAIL) OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the approval of members of the Company be and is hereby accorded to re-appointment of Mr. Nitin Dua (relative of Mr. Mukand Lal Dua, Mr. Nikhil Dua, Whole Time Directors & Mr. Ritesh Dua, Co-CEO) to hold and continue to hold office or place of profit in the Company as an Executive Vice President (Retail) of the Company for a period with effect from October 1, 2026 till March 31, 2029 at a monthly remuneration of ₹14.00 Lacs in the pay scale of ₹14.00 Lacs - ₹3.00 Lacs - ₹20.00 Lacs and such other allowances, perquisites, benefits and amenities as applicable to the Company's Executives in the similar grade and performance bonus / variable pay out i.e. 0.20 % of Profit After Tax of the Company, up to a maximum of ₹75.00 Lacs in a financial year and on the terms and conditions including remuneration as detailed in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify the terms and conditions of re-appointment including remuneration of Mr. Nitin Dua within the limit approved by the members of the Company.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to sign and execute such documents/writings or other papers as may be necessary and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable, expedient or incidental for the purpose and to settle any question, difficulty or doubt that may arise in giving effect to this resolution."

10. TO RE-APPOINT MR. RAHUL DUA (RELATIVE OF DIRECTOR) AS AN EXECUTIVE VICE PRESIDENT (MANUFACTURING) OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the approval of members of the Company be and is hereby accorded to re-appoint Mr. Rahul Dua (relative of Mr. Ramesh Kumar Dua, Managing Director & Mr. Gaurav Kumaar Dua, Whole Time Directors) to hold and continue to hold office or place of profit in the Company as an Executive Vice President (Manufacturing) of the Company for a period with effect from October 1, 2026 till March 31, 2029 at a monthly remuneration of ₹14.00 Lacs in the pay scale of ₹14.00 Lacs - ₹3.00 Lacs - ₹20.00 Lacs and such other allowances, perquisites, benefits and amenities as applicable to the Company's Executives in the similar grade and performance bonus / variable pay out i.e. 0.20 % of Profit After Tax of the Company, up to a maximum of ₹75.00 Lacs in a financial year and on the terms and conditions including remuneration as detailed in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify the terms and conditions of re-appointment including remuneration of Mr. Rahul Dua within the limit approved by the members of the Company.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to sign and execute such documents/writings or other papers as may be necessary and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable, expedient or incidental for the purpose and to settle any question, difficulty or doubt that may arise in giving effect to this resolution."

By Order of the Board
For **Relaxo Footwears Limited**

Ankit Jain
Company Secretary & Compliance Officer
ICSI Membership No. - FCS No. 8188
Correspondence Address: Aggarwal City Square, Plot No.-10, Manglam Place, District Centre, Sector-3, Rohini, Delhi – 110085

Date: August 13, 2026
Place: Delhi

NOTES

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (the "Act") with respect to special business set out in the Notice is annexed.

2. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard 2 ("SS-2") issued by The Institute of Company Secretaries of India ("ICSI") and notified by the Ministry of Corporate Affairs ("MCA") details of Director retiring by rotation / seeking re-appointment at the ensuing meeting are provided in the **"Annexure-I"** to the Notice. Directors seeking re-appointment/ retire by rotation have furnished requisite declarations/ disclosure under section 164/184 and other applicable provisions of the Act, including rules framed there under and the Listing Regulations.

3. The MCA vide its, General Circular No. 14/2020 dated April 8, 2020 and subsequent circulars issued in this regard, latest being General Circular No. 3/2025 dated September 22, 2025 (hereinafter collectively referred to as **"MCA Circulars"**) read with the relevant circulars issued by the Securities and Exchange Board of India ("SEBI") and any other relevant circulars issued by MCA or SEBI (hereinafter collectively referred as "Applicable Circulars") have permitted companies to hold their AGM through VC/OAVM without physical presence of Members. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

4. The Company has appointed Kfin Technologies Limited, Registrar & Share Transfer Agent ("RTA") of the Company, ("Kfin" or "Kfintech") to provide facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM facility and e-voting at the e-AGM through Insta Poll during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No 15 below.

5. All the documents referred to in the Notice and explanatory statement will be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 24, 2026. Members seeking to inspect such documents can send an e-mail to cs@relaxofootwear.com. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and all the documents referred in the Notice of AGM and explanatory statement including certificate from the Secretarial Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits) Regulations, 2021, will be available electronically for inspection by the Members during the AGM.

6. Final Dividend @ 350% i.e. ₹3.50/- per equity share for the year ended March 31, 2026 as recommended by the Board of Directors in their meeting held on May 28, 2026 if declared at AGM will be payable to those members whose name appears on the Company's Register of Members at the close of business hours on September 18, 2026. The Final Dividend will be paid on or before October 23, 2026 to the eligible shareholders. Pursuant to the Income Tax Act, 2025 ("IT Act"), dividend income will be taxable in the hands of the shareholders and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates mentioned in the IT Act. In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the RTA by sending e-mail to the RTA's e-mail address at einward.ris@kfintech.com. For details members may refer to the communication on TDS on Dividend Distribution appended to this notice as **"Annexure-II"**.

7. **Pursuant to the circulars issued by MCA on conducting the AGM through VC/OAVM:**

   a) Members can attend the meeting through log in credentials provided to them to connect to VC. Physical attendance of the Members at the Meeting venue has been dispensed with. Further, appointment of proxy to attend and cast vote on behalf of the member is not available for the AGM. Hence, the Route map, Attendance Slip and Proxy Form are not annexed to this Notice.

   b) Body Corporate (i.e. other than individuals, HUF's, NRI's, etc.) intending to participate through their authorized representative(s) are requested to send a scanned copy (JPEG/ PDF format) of their Board resolution/ authority letter/ power of attorney, etc. authorizing their representative(s) to participate in the AGM (through VC/ OAVM) and to vote on their behalf through remote e-voting or e-voting during the AGM. The said resolution/ authority letter/ power of attorney, etc. shall be sent through registered email address to the Scrutinizer at bskashtwal@gmail.com with a copy marked to evoting@kfintech.com and to the Company at cs@relaxofootwear.com.

8. The facility of participation at the AGM through VC/OAVM will be made available for 2,000 members on first come first served ("FCFS") basis. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the conclusion of the AGM.

9. No restrictions on account of FCFS entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors (i.e. Statutory Auditors and Secretarial Auditors) etc.

10. The attendance of the Members (through member's logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. Remote e-Voting: Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and applicable Circulars the Company is providing facility of remote e-voting to its Members through Kfin on all the businesses/ resolutions set forth in this Notice.

12. E-voting system at the e-AGM: Members who could not vote through remote e-voting may avail the e-voting system at the e-AGM i.e. InstaPoll provided by Kfin.

13. In line with applicable MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.relaxofootwear.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of e-voting agency Kfin at the website address https://evoting.kfintech.com

14. Procedure for obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose e-mail addresses are not registered with the depositories or with RTA on physical folios:

In Compliance with applicable Circulars, and to support 'Green Initiative' Financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the financial year ended March 31, 2026, including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ Kfintech or the Depository Participant(s) and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report is available to those shareholder(s) who have not registered their e-mail address with the Company/Registrar and Transfer Agent/ Depositories/Depository Participants. The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member.

Further, members desirous of obtaining the physical copy of the Notice of the 42nd AGM and the Annual Report for FY 2025-26, may send request mentioning their Folio No./DP Id and Client Id to the Company at cs@relaxofootwear.com

Members are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through the Depository Participants concerned and in respect of physical holdings with Kfintech by following due procedure:

a) Members are requested to register their e-mail addresses in respect of shares held in electronic form with their Depository Participant(s) and in respect of shares held in physical form by clicking at https://ris.kfintech.com/clientservices/isc/default.aspx or by submitting physical copy of Form ISR-1 to the RTA along with relevant documents at below mentioned address at Kfin Technologies Limited, Unit: Relaxo Footwears Limited, Selenium Building Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Hyderabad – 500032, India or by sending e-mail to einward.ris@kfintech.com.

b) After due verification, the Company/Kfin will forward your login credentials to your registered e-mail address.

c) Members are advised to receive the Notice convening the 42nd AGM and Annual Report for FY 2025-26 via e-mail, by updating their e-mail ID by accessing the link https://ris.kfintech.com/clientservices/isc/default.aspx

d) Alternatively, Notice of 42nd AGM can be downloaded through https://evoting.kfintech.com/public/Downloads.aspx

e) Members are also requested to visit the website of the Company www.relaxofootwear.com or the website of the RTA www.kfintech.com for downloading the Annual Report and Notice of the e-AGM.

15. Instructions for the Members for attending the e-AGM through Video Conference:

The Company is providing VC/OAVM facility to its members for joining/participating at the AGM. Members may join the Meeting through Desktops, Laptops, Smartphones, Tablets and iPads. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. The Company will provide VC / OAVM facility to its members for participating at the e-AGM.

a) Members will be able to attend the e-AGM through VC/ OAVM at https://emeetings.kfintech.com by using their e-voting login credentials. **Members are requested to follow the procedure given below:**

   i. Launch internet browser (chrome/firefox/ safari) by typing the URL: https://emeetings.kfintech.com

   ii. Enter the login credentials (i.e., User ID and password for e-voting).

   iii. After logging in, click on "Video Conference" tab, and select the EVEN of the Company

   iv. Click on the video symbol and accept the meeting etiquettes to join the meeting.

b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the e-voting instructions.

   Members who would like to express their views or ask questions during the e-AGM may register themselves by logging on to https://emeetings.Kfintech.com and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during September 19, 2026 (09:00 Hours) to September 21, 2026 (17:00 Hours). Only those members who have registered themselves as speaker will be allowed to express their views or ask questions at the e-AGM. Members shall be provided with a queue number before the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the e-AGM. Members are requested to remember the same and wait for their turn to be called by the Chairman of the Meeting during the Question and Answer Session. Due to inherent limitation of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Question and Answer Session. Hence, Members are encouraged to get themselves registered as speaker during that period to ask questions/queries etc. at the e-AGM. The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com.Members may login through the user ID and password provided in the mail received from Kfintech. On successful login, members may post the questions in the 'Post Your Question' tab

c) Members who need assistance before or during the e-AGM can contact Kfin on evoting@kfintech.com or call on toll free numbers 1-800-3094-001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

d) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the e-AGM.

e) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the e-AGM.

16. Instructions for members for e-Voting during the e-AGM:

a) Only those Members/ shareholders, who will be present in the e-AGM through Video Conference facility and have not casted their vote through remote e-Voting are eligible to vote through 'InstaPoll' in the e-AGM.

b) However, Members who have cast their vote through remote e-Voting will be eligible to attend the e-AGM. However, they will not be entitled to cast their vote at the meeting.

c) The procedure for Instapoll on the day of the e-AGM is same as the instructions mentioned for Remote e-voting.

17. (a) Members holding shares in physical mode:

a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company as mandated by SEBI;

b) are advised to register the nomination in respect of their shareholding in the Company in Nomination Form (SH-13);

c) are requested to register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically;

d) are requested to notify the Company / RTA, of any change in their address or bank mandates immediately.

e) As per Regulation 40(1) of the Listing Regulations, as amended, read with SEBI Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, members are advised to dematerialise their shares held in physical form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact RTA to seek guidance in the demat procedure. Members may also visit website of the depositories, NSDL viz. Frequently Asked Questions (FAQ) - NSDL or CDSL viz. https://www.cdslindia.com/Investors/open-demat.html for further understanding of the demat procedure.

Members holding shares in physical mode are requested to always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company.

(b) Procedure for Registration of e-mail and Mobile: Securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx

ISR Form(s) and the supporting documents can be provided through hard copies which are self-attested, which can be shared on the address below:

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India – 500 032.

Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html

For more information on updating the e-mail and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT A/c is being held.

18. Members holding shares in electronic mode:

a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts;

b) are advised to contact their respective DPs for registering the nomination;

c) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically;

d) are requested to notify respective depository participant of any change in their addresses and particulars of their bank accounts immediately.

19. Non-Resident Indian members are requested to inform RTA/ respective DPs, immediately of:

a) change in their residential status on return to India for permanent settlement;

b) particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

20. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules, 2019 notified by the Ministry of Corporate Affairs, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the members for seven consecutive years or more in the name of Investor Education and Protection Fund ("IEPF") Demat Account. Adhering to various requirements set out in the Rules, the Company has taken appropriate action for transferring the shares to the Demat Account opened by the IEPF Authority. The Company has also uploaded details of such Members whose shares are transferred to IEPF Demat Account on its website at https://relaxofootwear.com/pages/details-of-shares-transferred-to-iepf . The said information was also filed with MCA which is available on their website at www.iepf.gov.in. The shares transferred to IEPF Demat Account including all benefits accruing on such shares, if any, can be claimed by the members from IEPF Authority, after following the procedure prescribed under the Rules. Pursuant to the provisions of Sections 124 and 125 of the Act, dividends which remain unclaimed for a period of seven years from the date of transfer to the unpaid dividend account are required to be transferred to IEPF established by the Central Government. The details of unpaid dividend are placed on the website of the Company at www.relaxofootwear.com. During FY26, the Company transferred unclaimed dividend amounts of ₹4,77,096/- from the Final Dividend for the financial year 2017-18 to the IEPF.

Members who have not encashed their dividend warrants towards the Final Dividend for the financial year 2018-2019 or thereafter are requested to write to the Company's RTA.

Please note that no claim shall lie against the Company in respect of the shares transferred to such IEPF Demat Account and dividend transferred to IEPF Account.

Members are requested to note that the unclaimed dividends will be transferred to IEPF after the below mentioned due dates:

Financial Year	Date of Declaration	Date of Transfer to Unpaid Dividend A/C	Due Date of transfer to IEPF	Last date of transfer to IEPF	Amount of Unclaimed Dividend as on March 31, 2026 (in ₹)
2018-19	26.09.2019	01.11.2019	31.10.2026	30.11.2026	2,58,336.00
2019-20	27.02.2020	03.04.2020	02.04.2027	02.05.2027	5,64,162.50
2020-21	26.08.2021	02.10.2021	01.10.2028	31.10.2028	5,91,547.00
2021-22	25.08.2022	01.10.2022	30.09.2029	30.10.2029	5,41,193.50
2022-23	24.08.2023	30.09.2023	29.09.2030	29.10.2030	6,28,340.50
2023-24	29.08.2024	05.10.2024	04.10.2031	03.11.2031	7,83,765.00
2024-25	28.08.2025	03.10.2025	02.10.2032	01.11.2032	8,11,918.00

Members who have not encashed their dividend warrants are requested to send back their warrants for revalidation or lodge their claims to our RTA.

a) Pursuant to Regulation 39 and Schedule V and VI of the Listing Regulations, the details of unclaimed shares in its Unclaimed Suspense Account are given in Board's Report.

   The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

b) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Company or RTA for doing the needful.

c) In accordance with the proviso to Regulation 40(1) of the Listing Regulations, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions as per amendment in SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2022, w.e.f. January 24, 2022, transmission or transposition of securities held in physical or dematerialized form shall be effected in dematerialized form only.

GENERAL INFORMATION AND INSTRUCTIONS FOR REMOTE E- VOTING:

a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations, and in terms of SEBI Master circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Kfin, on all the resolutions set forth in this Notice.

b) Further pursuant to SEBI circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

c) The members of the Company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cut-off date, may cast their vote electronically either through remote e-voting or at the meeting through InstaPoll. The cut-off date for eligibility for remote e-voting is September 18, 2026. A person who is not a member on cut-off date should treat this notice for information purpose only. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. The Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting through VC/OAVM but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.

d) The e-voting facility will be available during the following period:

   - Commencement of e-voting: 09:00 Hours (IST) on Monday, September 21, 2026.
   - End of e-voting: 17:00 Hours (IST) on Wednesday, September 23, 2026.

e) The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Kfin upon expiry of aforesaid period.

f) The Board of Directors has appointed Mr. Baldev Singh Kashtwal, Practicing Company Secretary, (C.P. No. 3169) as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.

g) The Scrutinizer, after scrutinizing the voting through remote e-voting and e-voting at the AGM, shall make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or any other person authorised by the Chairman within two working days from the conclusion of the AGM. The Chairman or the authorized person shall declare the voting results, along with the consolidated scrutinizer's report within the timeframe prescribed under the Act and Listing Regulations. The voting results declared shall be available on the website of the Company www.relaxofootwear.com and on the website of Kfin at https://evoting.kfintech.com and shall also be displayed on the notice board at the registered office and corporate office of the Company. The results shall simultaneously be communicated to the Stock Exchanges. The resolutions set out in this Notice, shall be deemed to be passed on the date of AGM, subject to receipt of the requisite number of votes in favour of the resolutions.

h) The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company www.relaxofootwear.com in the Investor Section.

i) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

j) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method" for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

k) The procedure and instructions for the remote e-voting facility for Individual shareholders holding securities in demat mode are provided as follows:

<table>
<tr><th>Type of shareholders</th><th>Login Method</th></tr>
<tr><td>Individual Shareholders holding securities in demat mode with NSDL</td><td>
1. User already registered for IdeAS facility:
i. Visit URL: https://eservices.nsdl.com
ii. Click on the "Beneficial Owner" icon under "Login" under 'IdeAS' section.
iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
2. User not registered for IdeAS e-Services
i. To register click on link : https://eservices.nsdl.com
ii. Select "Register Online for IdeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
iii. Proceed with completing the required fields.
iv. Follow steps given in point 1.
3. Alternatively by directly accessing the e-Voting website of NSDL
i. Open URL: https://www.evoting.nsdl.com/
ii. Click on the icon "Login" which is available under 'Shareholder/Member' section.
iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
iv. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. Kfintech.
v. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.
</td></tr>
<tr><td>Individual Shareholders holding securities in demat mode with CDSL</td><td>
1. Existing user who have opted for Easi / Easiest
i. Visit URL: https://web.cdslindia.com/myeasitoken/home/login/ or URL: www.cdslindia.com
ii. Click on New System Myeasi
iii. Login with your registered user id and password.
iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.
v. Click on e-Voting service provider name to cast your vote.
2. User not registered for Easi/Easiest
i. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration
ii. Proceed with completing the required fields.
iii. Follow the steps given in point 1.
3. Alternatively, by directly accessing the e-Voting website of CDSL
i. Visit URL: www.cdslindia.com
ii. Provide your demat account number and PAN.
iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the demat Account.
iv. After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e-Voting is in progress.
</td></tr>
<tr><td>Individual Shareholder login through their demat accounts / Website of Depository Participant</td><td>
i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
iii. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.
</td></tr>
</table>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 1020 990** and **1800 22 44 30**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022-23058738** or **022-23058542-43**

l) The procedure and instructions for remote e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode are provided as follows:

Members whose e-mail IDs are registered with the Company/ Depository Participants (s), will receive an e-mail from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://emeetings.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password mentioned in the e-mail). In case of physical folio, User ID will be EVEN (E-Voting Event Number) of Relaxo Footwears Ltd e-AGM, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for login.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of 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 (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e. e-voting event number for Relaxo Footwears Ltd e-AGM.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id bskashtwal@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVEN No."

m) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID - Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID - Client ID to 9212993399

√ Example for NSDL:
MYEPWD <SPACE> IN12345612345678

√ Example for CDSL:
MYEPWD <SPACE> 1402345612345678

√ Example for Physical:
MYEPWD <SPACE> XXXX1234567890

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID - Client ID, then on the home page of https://evoting.kfintech.com, the member may click "Forgot Password" and enter Folio No. or DP ID - Client ID and PAN to generate a password.

iii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

n) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being September 18, 2026. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.

o) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) for shareholders' and 'e-voting user manual for shareholders', available at the download section of Kfin's website for e-voting: https://evoting.kfintech.com and/or contact Mr. D Suresh Babu , Senior Manager - Corporate Registry, Unit: Relaxo Footwears Limited of Kfin Technologies Limited, Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or at einward.ris@kfintech.com or contact no. 040 – 6716 2222 or call Kfin's toll free No. 1-800-3094-001 for any further clarifications. The members of the Company can also contact Mr. Ankit Jain, Company Secretary, Relaxo Footwears Limited, Aggarwal City Square, Plot No.10, Manglam Place, District Centre, Sector-3, Rohini, Delhi-110085, Contact No: 011 – 46800600 and may write an e-mail to cs@relaxofootwear.com.

p) With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI vide its circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 as amended from time to time, mandated establishment of common Online Dispute Resolution Portal ("ODR Portal"), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTAs) or specified intermediaries/regulated entities, in Indian Securities Market.

The ODR Portal allows the investors/shareholders to enroll themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/ its RTA.

The process for initiation of Dispute Resolution process is enumerated below:

- An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
- If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (https://scores.sebi.gov.in/) in accordance with SCORES Guidelines in accordance with the process laid out.
- If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client may initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation(s).
- The concerned Market Participant may also initiate dispute resolution through the ODR Portal after having given due notice of at least 15 calendar days to the investor/client for resolution of the dispute which has not been satisfactorily resolved between them.
- The SMART ODR Portal can be accessed at: https://smartodr.in/login.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("THE ACT").

ITEM NO. 5:

Mr. Nikhil Dua is one of the promoters associated with the Company since 1997. He is a B. Com graduate and has studied from International School of Modern Shoemaking, Czech Republic.

He has spent 29 years with the Company and has been instrumental in the growth of the Company over the last decade. His contribution has been mainly in the strategy & planning, manufacturing and product development of the Company which has grown substantially in the last decade. He has been instrumental in enhancing production capabilities, driving operational efficiencies, and supporting innovation initiatives that have strengthened the Company's competitive position in the industry.

Mr. Nikhil Dua was re-appointed as Whole Time Director of the Company by way of a special resolution passed by the members of the Company at the 39th Annual General Meeting of the Company held on August 24, 2023, for a period of 3 (three) years from October 1, 2023, to September 30, 2026.

During his current tenure, Mr. Nikhil Dua has spearheaded several manufacturing excellence and product development initiatives, resulting in improved operational efficiency, enhanced production capabilities, quality improvements, and the successful implementation of process optimization measures supporting the Company's growth objectives.

Mr. Nikhil Dua has been instrumental in driving manufacturing excellence through capacity enhancement, process optimization, quality improvement initiatives, modernization of manufacturing facilities, and product development programs. His leadership has contributed to improved production efficiency, enhanced product quality, cost optimization, and strengthening of the Company's manufacturing capabilities.

Under the guidance of Mr. Nikhil Dua, the Company has strengthened its manufacturing capabilities through process improvements, capacity enhancement initiatives, product development, and operational efficiencies. These initiatives have supported revenue growth, improved productivity, optimized costs, and strengthened the Company's competitive position in the market.

Through his extensive industry experience and domain expertise, he has been actively contributing to the deliberations and decision-making processes of the Board and its Committees.

In view of his significant contribution to the overall business operations, financial performance, strategic direction and sustained growth of the Company, and based on his leadership experience and continued value addition, the Nomination and Remuneration Committee ("NRC"), after carrying out performance evaluation, has recommended the re-appointment of Mr. Nikhil Dua as Whole Time Director of the Company liable to retire by rotation from October 01, 2026 to March 31, 2029 subject to approval of the members of the Company.

The Audit Committee of the Company has also reviewed and recommended the proposed remuneration payable to Mr. Nikhil Dua, considering that the same constitutes a related party transaction under the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The members may note that the proposed remuneration payable to Mr. Nikhil Dua is within the threshold prescribed for material related party transactions under Regulation 23 of the Listing Regulations and accordingly, separate approval of the members as a material related party transaction is not applicable.

The Board of Directors, at its meeting held on August 13, 2026, based on the recommendations of the NRC and the Audit Committee, considered and approved the re-appointment of Mr. Nikhil Dua to be in the best interests of the Company due to his extensive experience in manufacturing operations, product development, and operational management. His continued guidance and leadership will be valuable in enhancing operational efficiencies, driving innovation, strengthening manufacturing capabilities, and supporting the Company's long-term growth objectives.

Further, Mr. Nikhil Dua has confirmed that he is not drawing any remuneration, commission, sitting fees or any other pecuniary benefits from any other company.

Mr. Nikhil Dua has also confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has furnished his consent to act as Director in Form DIR-2. He has further confirmed that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority.

The Company is presently earning adequate profits and the overall managerial remuneration payable to all managerial personnel is within the limits prescribed under Section 197 of the Act. However, as an abundant caution, and considering that during the tenure of Mr. Nikhil Dua, the remuneration proposed to be paid to him, together with the remuneration payable to other executive directors of the Company, may exceed the overall managerial remuneration limit of eleven per cent (11%) of the net profits of the Company, as computed in accordance with the provisions of Sections 197 and 198 read with Schedule V of the Act, approval of the members is being sought in advance by way of a Special Resolution set out at Item No. 5 forming part of this Notice.

Further, pursuant to Regulation 17(6)(e) of the Listing Regulations, the remuneration payable to executive directors who are promoters or members of the promoter group shall be subject to approval of the members by way of Special Resolution in the event that:

(i) the annual remuneration payable to such executive director exceeds ₹5 crore or 2.5% of the net profits of the listed entity, whichever is higher; or

(ii) where there is more than one such director, the aggregate annual remuneration payable to all such directors exceeds 5% of the net profits of the listed entity.

Accordingly, it is proposed and considered desirable to appoint Mr. Nikhil Dua as the Whole Time Director of the Company for a term commencing from October 01, 2026, to March 31, 2029, on the terms and conditions given below: -

1. **Term:** Commencing from October 01, 2026, to March 31, 2029.

2. **Nature of Duties:** Mr. Nikhil Dua shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole and in the best interests of the Company, its employees, the stakeholders and the community. He shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and/ or the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company. He shall also exercise his duties with due and reasonable care, skill and diligence and independent judgment.

3. **Gross Salary:** Gross Salary per month ₹14.00 Lacs in the pay scale of ₹14.00 Lacs - ₹3.00 Lacs - ₹20.00 Lacs.

4. **Performance Bonus / Variable Payout:**

   0.20% of Profit After Tax of the Company, up to a maximum of ₹75.00 Lacs in a financial year.

5. **Other benefits:**

   In addition to the above remuneration Mr. Nikhil Dua shall be entitled to the following perquisites:-

   a) Contribution to Retirement funds, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 2025.

   b) Perquisites include use of Company's Car up to 2 driver, Club Membership Fee subject to maximum two clubs, Medical Insurance, Group Personal Accidental coverage as applicable to all employees of the Company from time to time and reimbursement of entertainment and all other expenses incurred by him for business of Company as per the Company Rules.

Explanation: -

Perquisites shall be evaluated as per the Income Tax Rules wherever applicable and in the absence of any such rule perquisites shall be evaluated at actual cost to the Company.

No Sitting fee for attending the meetings of Board of Directors / Committee thereof shall be paid to Mr. Nikhil Dua till the time he is functioning as a Whole Time Director of the Company.

Overall Remuneration

The total remuneration payable to Mr. Nikhil Dua by way of salary, perquisites, allowances, benefits and amenities as approved by the Board shall not exceed the limits laid down in Sections 197, 198 and other relevant provisions of Companies Act, 2013 or any statutory modifications or re-enactments thereof and the Listing Regulations.

Minimum Remuneration:

In the absence of or inadequacy of profits in any year, Mr. Nikhil Dua shall be entitled to receive and be paid as minimum remuneration in that year by way of salary, allowances, perquisites and other benefits in that year subject to the ceiling specified under Schedule V of the Act (including any statutory modifications and re-enactments thereof).

The Board considers the re-appointment of Mr. Nikhil Dua to be in the best interests of the Company due to his extensive experience in manufacturing operations, product development, and operational management. His continued guidance and leadership will be valuable in enhancing operational efficiencies, driving innovation, strengthening manufacturing capabilities, and supporting the Company's long-term growth objectives.

The terms and conditions of appointment of Mr. Nikhil Dua, including the remuneration payable to him, as set out in the respective resolution forming part of this Notice, together with the letter of appointment /service contract with him, shall be available for inspection by the members in accordance with the provisions of Section 190 of the Act.

Mr. Mukand Lal Dua, Whole-time Director of the Company, and Mr. Ritesh Dua, Co-Chief Executive Officer of the Company, being the father and brother, respectively, of Mr. Nikhil Dua, along with their respective relatives, may be deemed to be interested in Item No. 5 to the extent of their shareholding, in the Company.

None of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 5 of the accompanying Notice.

Information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India is attached as Annexure I.

The Board recommends the resolution set out at Item No. 5 of the Notice for approval by the members as a special resolution.

ITEM NO. 6

Mr. Gaurav Kumaar Dua is one of the promoters associated with the Company since 2001. He is a MBA from University of Wales.

Mr. Gaurav Kumaar Dua has been associated with the Company for over 25 years and has played a key role in driving the Company's growth, particularly in the areas of sales and marketing. Under his leadership, the Company has significantly expanded its market presence, strengthened customer relationships, and achieved substantial business growth over the last decade.

Mr. Gaurav Kumaar Dua was appointed as Whole Time Director of the Company by way of a special resolution passed by the members at the 39th Annual General Meeting of the Company held on August 24, 2023 for a period of 3 (three) years commencing from October 1, 2023 to September 30, 2026.

Further during the year, Mr. Gaurav Kumaar Dua was re-designated as Co-Chief Executive Officer & Whole Time Director of the Company with effect from April 1, 2026, on his existing remuneration, without any change in the tenure and other terms and conditions of his appointment.

During his current tenure, Mr. Gaurav Kumaar Dua has played a significant role in driving sales growth, strengthening the Company's market presence, expanding customer relationships, and implementing strategic marketing initiatives. His leadership has contributed to sustained business growth and enhanced brand positioning across key markets.

Mr. Gaurav Kumaar Dua has contributed significantly towards improving operational efficiency through enhanced sales planning, market expansion initiatives, demand forecasting, and optimization of distribution networks. His efforts have supported business growth, improved capacity utilization, and strengthened the Company's market position.

Under the leadership of Mr. Gaurav Kumaar Dua, the Company has witnessed sustained growth in revenues through expansion of its customer base, enhancement of market penetration, and strengthening of sales and marketing initiatives. His contribution has been instrumental in driving business growth, improving market presence, and supporting the achievement of key business milestones.

In view of his significant contribution to the overall business operations, financial performance, strategic direction and sustained growth of the Company, and based on his leadership experience and continued value addition, the Nomination and Remuneration Committee ("NRC"), after carrying out performance evaluation, has recommended the re-appointment of Mr. Gaurav Kumaar Dua as Co-Chief Executive Officer and Whole Time Director of the Company liable to retire by rotation from October 01, 2026 to March 31, 2029 subject to approval of the members of the Company.

The Audit Committee of the Company has also reviewed and recommended the proposed remuneration payable to Mr. Gaurav Kumaar Dua, considering that the same constitutes a related party transaction under the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The members may note that the proposed remuneration payable to Mr. Gaurav Kumaar Dua is within the threshold prescribed for material related party transactions under Regulation 23 of the Listing Regulations and accordingly, separate approval of the members as a material related party transaction is not applicable.

The Board of Directors, at its meeting held on August 13, 2026, based on the recommendations of the NRC and the Audit Committee, considered and approved the re-appointment of Mr. Gaurav Kumaar Dua to be in the best interests of the Company due to his extensive experience in Sales & Marketing operations.

Further, Mr. Gaurav Kumaar Dua has confirmed that he is not drawing any remuneration, commission, sitting fees or any other pecuniary benefits from any other company.

Mr. Gaurav Kumaar Dua has also confirmed that he is not disqualified from being appointed as a Co-Chief Executive Officer & Whole Time Director in terms of Section 164 of the Act and has furnished his consent to act as Director in Form DIR-2. He has further confirmed that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority.

The Company is presently earning adequate profits and the overall managerial remuneration payable to all managerial personnel is within the limits prescribed under Section 197 of the Act. However, as an abundant caution, and considering that during the tenure of Mr. Gaurav Kumaar Dua, the remuneration proposed to be paid to him, together with the remuneration payable to other executive directors of the Company, may exceed the overall managerial remuneration limit of eleven per cent (11%) of the net profits of the Company, as computed in accordance with the provisions of Sections 197 and 198 read with Schedule V of the Act, approval of the Members is being sought in advance by way of a Special Resolution set out at Item No. 6 forming part of this Notice.

Further, pursuant to Regulation 17(6)(e) of the Listing Regulations, the remuneration payable to executive directors who are promoters or members of the promoter group shall be subject to approval of the members by way of Special Resolution in the event that:

(i) the annual remuneration payable to such executive director exceeds ₹5 crore or 2.5% of the net profits of the listed entity, whichever is higher; or

(ii) where there is more than one such director, the aggregate annual remuneration payable to all such directors exceeds 5% of the net profits of the listed entity.

Accordingly, it is proposed and considered desirable to appoint Mr. Gaurav Kumaar Dua as the Co-Chief Executive Officer & Whole Time Director of the Company for a term of commencing from October 01, 2026, to March 31, 2029 on the terms and conditions given below: -

1. **Term:** Commencing from October 01, 2026, to March 31, 2029

2. **Nature of Duties:** Mr. Gaurav Kumaar Dua shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole and in the best interests of the Company, its employees, the stakeholders and the community. He shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and/or the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company. He shall also exercise his duties with due and reasonable care, skill and diligence and independent judgment.

3. **Gross Salary:** Gross Salary per month ₹14.00 Lacs in the pay scale of ₹14.00 Lacs - ₹3.00 Lacs - ₹20.00 Lacs.

4. **Performance Bonus / Variable Payout:**

   0.20% of Profit After Tax of the Company, up to a maximum of ₹75.00 Lacs in a financial year.

5. **Other benefits:**

   In addition to the above remuneration Mr. Gaurav Kumaar Dua shall be entitled to the following perquisites: -

   a) Contribution to Retirement funds, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 2025.

   b) Perquisites include use of Company's Car up to 2 driver, Club Membership Fee subject to maximum two clubs, Medical Insurance, Group Personal Accidental coverage as applicable to all employees of the Company from time to time and reimbursement of entertainment and all other expenses incurred by him for business of Company as per the Company Rules.

Explanation: -

Perquisites shall be evaluated as per the Income Tax Rules wherever applicable and in the absence of any such rule perquisites shall be evaluated at actual cost to the Company.

No Sitting fee for attending the meetings of Board of Directors / Committee thereof shall be paid to Mr. Gaurav Kumaar Dua till the time he is functioning as a Whole Time Director of the Company.

Overall Remuneration

The total remuneration payable to Mr. Gaurav Kumaar Dua by way of salary, perquisites, allowances, benefits and amenities as approved by the Board shall not exceed the limits laid down in Section 197, 198 and other relevant provisions of Companies Act, 2013 or any statutory modifications or re-enactments thereof and the ("Listing Regulations").

Minimum Remuneration

In the absence of or inadequacy of profits in any year, Mr. Gaurav Kumaar Dua shall be entitled to receive and be paid the above remuneration as minimum remuneration in that year by way of salary, allowances, perquisites and other benefits in that year, subject to the ceiling specified under Schedule V of the Companies Act, 2013 (including any statutory modifications and re-enactments thereof).

The Board considers the re-appointment of Mr. Gaurav Kumaar Dua to be in the best interests of the Company in view of his extensive experience, deep understanding of the Company's business and markets, and his significant contribution towards strengthening the Company's sales and marketing functions. His continued association will ensure continuity in leadership, support the Company's growth strategy, and contribute to the creation of long-term value for stakeholders.

The terms and conditions of appointment of Mr. Gaurav Kumaar Dua, including the remuneration payable to him, as set out in the respective resolution forming part of this Notice, together with the letter of appointment /service contract with him, shall be available for inspection by the members in accordance with the provisions of Section 190 of the Act.

Mr. Ramesh Kumar Dua, Managing Director of the Company, who is related to Mr. Gaurav Kumaar Dua as a father, along with their relatives, may be deemed to be interested in Item No. 6 to the extent of their shareholding, in the Company.

None of the other Directors and Key Managerial Personnel of the Company and their respective relative is, in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 6 of the accompanying Notice.

Information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India is attached to the Notice.

The Board recommends the resolution set out at Item No. 6 of the Notice for approval by the members as a special resolution.

ITEM NO. 7-

Mr. Sushil Batra has been associated with the Company for over 19 years and has served as Chief Financial Officer since July 30, 2007. He is a qualified Chartered Accountant and a fellow member of the Institute of Chartered Accountants of India. He has played a pivotal role in strengthening the Company's financial position, enhancing corporate governance practices, ensuring regulatory compliance, and supporting strategic business initiatives that have contributed to the Company's sustained growth and value creation.

Mr. Sushil Batra was appointed as Whole Time Director of the Company designated as an Executive Director of the Company by way of a special resolution passed by the members of the Company through postal Ballot on June 19, 2024, for a period of 3 (three) years from April 1, 2024, to March 31, 2027.

In view of the CFO succession plan of the Company, Mr. Sushil Batra relinquished the position of Chief Financial Officer with effect from the close of business hours on May 15, 2025, and has since continued as the Executive Director of the Company.

During his current tenure, Mr. Sushil Batra has successfully led various financial and strategic initiatives aimed at strengthening the Company's financial position, optimizing resource utilization, enhancing treasury management, and ensuring robust corporate governance and regulatory compliance. His contributions have supported the Company's long-term growth and financial stability.

Mr. Sushil Batra has led various initiatives focused on financial efficiency, cost optimization, working capital management, treasury management, and strengthening internal financial controls. His strategic financial oversight has contributed to improved resource utilization, operational effectiveness, and long-term financial sustainability of the Company.

Mr. Sushil Batra has played a pivotal role in maintaining the Company's financial strength through effective financial planning, cost management, treasury optimization, and prudent capital allocation. His leadership has supported profitability, financial stability, efficient working capital management, and long-term value creation for stakeholders.

Through his extensive industry experience and domain expertise, he has been actively contributing to the deliberations and decision-making processes of the Board and its Committees.

In view of his significant contribution to the overall business operations, financial performance, strategic direction and sustained growth of the Company, and based on his leadership experience and continued value addition, the Nomination and Remuneration Committee ("NRC"), after carrying out performance evaluation, has recommended the re-appointment of Mr. Sushil Batra as a Whole Time Director designated as Executive Director of the Company liable to retire by rotation from April 01, 2027 to March 31, 2029 subject to approval of the members of the Company.

The Board of Directors, at its meeting held on August 13, 2026, based on the recommendation of the Nomination and Remuneration Committee, considered and approved the re-appointment of Mr. Sushil Batra to be in the best interests of the Company due to his pivotal role in maintaining the Company's financial strength through effective financial planning, cost management, treasury optimization, and prudent capital allocation. His leadership has supported profitability, financial stability, efficient working capital management, and long-term value creation for stakeholders.

Further, Mr. Sushil Batra has confirmed that he is not drawing any remuneration, commission, sitting fees or any other pecuniary benefits from any other company.

Mr. Sushil Batra has also confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has furnished his consent to act as Director in Form DIR-2. He has further confirmed that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority.

The Company is presently earning adequate profits and the overall managerial remuneration payable to all managerial personnel is within the limits prescribed under Section 197 of the Act. However, as an abundant caution, and considering that during the tenure of Mr. Sushil Batra, the remuneration proposed to be paid to him, together with the remuneration payable to other executive directors of the Company, may exceed the overall managerial remuneration limit of eleven per cent (11%) of the net profits of the Company, as computed in accordance with the provisions of Sections 197 and 198 read with Schedule V of the Act, approval of the members is being sought in advance by way of a Special Resolution set out at Item No. 7 forming part of this Notice.

Accordingly, it is proposed and considered desirable to appoint Mr. Sushil Batra as an Executive Director of the Company for a term of 2 years on the terms and conditions given below: -

1. **Term:** 2 (Two) years commencing from April 1, 2027 to March 31, 2029
2. **Nature of Duties:** He shall devote his whole time and attention to the business of the Company and fulfill such duties as may be entrusted to him by the Managing Director and / or Board from time to time and shall exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Managing

Director and / or Board in connection with and in the best interests of business of the Company.

3. **Gross Salary:** Gross Salary per month ₹18.00 Lacs in the pay scale of ₹18.00 Lacs - ₹20.00 Lacs.

4. **Performance Bonus/ Variable payout:** As per Company's policy.

5. **ESOP** in accordance with Rules of the Company.

Treatment of perquisite

In addition to the remuneration as detailed herein above he shall also be eligible for the following perquisites, treatment of which shall be evaluated as per Income Tax Act, 2025 and rules made thereunder, as applicable and in absence of any such provisions/ rules, perquisite shall be evaluated at actual cost to the Company:

a) Contribution to Retirement funds, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 2025;

b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service;

c) Encashment of leave as per Rules of the Company; and

d) Perquisites include use of Company's Car with driver, Medical Insurance, Group Personal Accidental coverage, Group Term Life Insurance and all other benefits as may be applicable to all employees of the Company from time to time and reimbursement of entertainment and all other expenses incurred by him for business of the Company as per the Company Rules.

Overall Remuneration

The total remuneration payable to Mr. Sushil Batra by way of salary, perquisites, allowances, benefits and amenities as approved by the Board shall not exceed the limits laid down in Sections 197, 198 and other relevant provisions of Companies Act, 2013 or any statutory modifications or re-enactments thereof and the Listing Regulations.

Minimum Remuneration:

In the absence of or inadequacy of profits in any year, Mr. Sushil Batra shall be entitled to receive and be paid as minimum remuneration in that year by way of salary, allowances, perquisites and other benefits in that year subject to the ceiling specified under Schedule V of the Companies Act, 2013 (including any statutory modifications and re-enactments thereof).

The proposed remuneration structure is in line with prevailing industry practices and remuneration levels for similarly placed key managerial personnel in comparable listed companies and is considered appropriate having regard to the responsibilities proposed to be entrusted to him and is in the best interests of the Company and its stakeholders.

The terms and conditions of appointment of Mr. Sushil Batra, including the remuneration payable to him, as set out in the respective resolution forming part of this Notice, together with the letter of appointment /service contract with him, shall be available for inspection by the members in accordance with the provisions of Section 190 of the Act.

Except Mr. Sushil Batra, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 7 of the accompanying Notice.

The Board recommends the resolution set out at Item No. 7 of the Notice for approval by the members as a special resolution.

ITEM NO. 8

Mr. Ritesh Dua holds a Master of Business Administration (MBA) degree and possesses extensive industry experience and has contributed significantly to the Company's growth through his strategic leadership and business acumen. He has played an important role in strengthening business operations, driving strategic initiatives, enhancing operational efficiency, and supporting the Company's long-term growth and value creation objectives.

In accordance with the provisions of Section 188 of the Companies Act 2013, the members, in the 39th Annual General Meeting held on August 24, 2023, had approved the appointment of Mr. Ritesh Dua as Executive Vice President (Finance) in the place of profit for a period of three years with effect from October 1, 2023, to September 30, 2026.

Further, during the year, Mr. Ritesh Dua was re-designated as Co-Chief Executive Officer (Co-CEO) of the Company with effect from April 1, 2026, on his existing remuneration, without any change in the tenure and other terms and conditions of his appointment as approved by the shareholders at the 39th Annual General Meeting of the Company held on August 24, 2023, for a period of three (3) years commencing from October 1, 2023 and ending on September 30, 2026.

During his current tenure, Mr. Ritesh Dua has led various strategic business initiatives focused on operational excellence, business expansion, organizational development, and value creation. His leadership has contributed to strengthening the Company's competitive position, improving operational performance, and driving sustainable business growth.

Mr. Ritesh Dua has played a key role in implementing strategic and operational improvement initiatives, including process efficiencies, business expansion, organizational development, and optimization of operational resources. His leadership has supported sustainable growth, enhanced operational performance, and long-term value creation for the Company.

In view of his significant contribution to the overall business operations, financial performance, strategic direction and sustained growth of the Company, and based on his leadership experience and continued value addition, the Nomination and Remuneration Committee ("NRC"), has recommended the re-appointment of Mr. Ritesh Dua as Co-Chief Executive Officer of the Company from October 01, 2026 to March 31, 2029 subject to approval of the members of the Company.

Further, Mr. Ritesh Dua has confirmed that he is not drawing any remuneration, commission, sitting fees or any other pecuniary benefits from any other company.

Mr. Ritesh Dua is the son of Mr. Mukand Lal Dua and brother of Mr. Nikhil Dua, both Whole Time Directors of the Company. He is also a member of the Promoter Group and forms part of the Senior Management Personnel of the Company. Accordingly, Mr. Ritesh Dua qualifies as a related party of the Company.

In accordance with the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rule, 2014 and shall require approval of the members by way of an Ordinary Resolution. Further, pursuant to the first proviso to Section 188(1) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, an appointment of the related party to the office or place of profit in the Company at a monthly remuneration exceeding ₹2,50,000/- shall require prior approval of the members by way of Ordinary Resolution.

The Members are further informed that the proposed transaction does not constitute a material related party transaction under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, approval of the Members under the said Regulation is not required in respect of the transaction.

The Board and Audit Committee at their respective meetings held on August 13, 2026, based on the recommendation of Nomination and Remuneration Committee in its meeting held on August 13, 2026, had accorded their approval for re-appointment of Mr. Ritesh Dua as Co-Chief Executive Officer of the Company on the following terms and remuneration: -

Particulars	Item No. 8
Term	Period commencing from October 1, 2026, to March 31, 2029
Gross Salary	Gross Salary per month ₹14.00 Lacs in the pay scale of ₹14.00 Lacs - ₹3.00 Lacs - ₹20.00 Lacs.
Performance Bonus/ Variable Pay-out	0.20% of Profit After Tax of the Company, up to a maximum of ₹75.00 Lacs in a financial year.
Other benefits	a) Contribution to Retirement funds, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 2025. b) Perquisites include use of Company's Car up to 2 driver, Club Membership Fee subject to maximum two clubs, Medical Insurance, Group Personal Accidental coverage as applicable to all employees of the Company from time to time and reimbursement of entertainment and all other expenses incurred by him for business of Company as per the Company Rules.

Explanation: -

Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such rule perquisites shall be evaluated at actual cost to the Company.

Mr. Mukand Lal Dua and Mr. Nikhil Dua, Whole Time Directors of the Company are related to Mr. Ritesh Dua, and may be deemed to be interested in resolution no. 8 of the accompanying Notice to the extent of their shareholding in the Company, if any in the Company.

None of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested financially or otherwise in the Resolution set out in Item No. 8 of the accompanying Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 8 of the Notice for approval by the members.

Information as required to be given under Rule 15 of the Companies (Meeting of Board and its powers) Rule 2014 is mentioned below:

S. N.	Particulars	Description (Item No. 8)
1	Name of Related Party	Mr. Ritesh Dua
2	Name of Director or Key Management Personnel who is related, if any	Mr. Mukand Lal Dua & Mr. Nikhil Dua
3	Nature of Relationship	Son of Mr. Mukand Lal Dua & Brother of Mr. Nikhil Dua.
4	Nature, material terms, monetary value and particulars of the Contract or arrangement.	Re-appointment as Co-Chief Executive Officer on terms & conditions as mentioned above
5	Any other information relevant or important for the members to take a decision on the proposed resolution.	As per information stated in the explanatory statement

ITEM NO. 9

Mr. Nitin Dua holds a Master of Business Administration (MBA) degree and has over 21 years of extensive experience in retail operations and business management. He has played a significant role in strengthening the Company's retail business through effective leadership, operational excellence, business expansion initiatives, and customer-centric strategies, thereby contributing to the Company's sustained growth and value creation.

In accordance with the provisions of Section 188 of the Companies Act 2013 ("Act"), the members in the 39th Annual General Meeting held on August 24, 2023, had approved the appointment of Mr. Nitin Dua as an Executive Vice President (Retail) under the provisions of Section 188 of the Act for a period of three years commencing from October 1, 2023 and ending on September 30, 2026.

In view of his significant contribution to the overall business operations and sustained growth of the Company, the Nomination and Remuneration Committee ("NRC"), has recommended the re-appointment of Mr. Nitin Dua as Executive Vice President (Retail) of the Company from October 01, 2026 to March 31, 2029 subject to approval of the Members of the Company.

Mr. Nitin Dua is the son of Mr. Mukand Lal Dua and brother of Mr. Nikhil Dua, both Whole Time Directors of the Company, and Mr. Ritesh Dua, Co-Chief Executive Officer of the Company. He is a member of the Promoter Group and is also part of the Senior Management Personnel of the Company. Accordingly, he qualifies as a related party of the Company.

In accordance with the provisions of Section 188(1)(f) of the Act read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rule, 2014 and shall require approval of the members by way of an Ordinary Resolution. Further, pursuant to the first proviso to Section 188(1) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, an appointment of the related party to the office or place of profit in the Company at a monthly remuneration exceeding ₹2,50,000/- shall require prior approval of the members by way of Ordinary Resolution.

The Members are further informed that the proposed transaction does not constitute a material related party transaction under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, approval of the Members under the said Regulation is not required in respect of the transaction.

The Board and Audit Committee at their respective meetings held on August 13, 2026, based on the recommendation of Nomination and Remuneration Committee in its meeting held on August 13, 2026, had accorded their approval for re-appointment of Mr. Nitin Dua as an Executive Vice President (Retail) of the Company on the following terms and remuneration: -

Particulars	Item No. 9
Term	Period commencing from October 1, 2026, to March 31, 2029
Gross Salary	Gross Salary per month ₹14.00 Lacs in the pay scale of ₹14.00 Lacs - ₹3.00 Lacs - ₹20.00 Lacs.
Performance Bonus/ Variable Pay-out	0.20% of Profit After Tax of the Company, up to a maximum of ₹75.00 Lacs in a financial year.
Other benefits	a) Contribution to Retirement funds, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 2025.
Other benefits	b) Perquisites include use of Company's Car up to 2 driver, Club Membership Fee subject to maximum two clubs, Medical Insurance, Group Personal Accidental coverage as applicable to all employees of the Company from time to time and reimbursement of entertainment and all other expenses incurred by him for business of Company as per the Company Rules.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such rule perquisites shall be evaluated at actual cost to the Company.

Further, Mr. Nitin Dua has confirmed that he is not drawing any remuneration, commission, sitting fees or any other pecuniary benefits from any other company.

The Board is of the opinion that Mr. Nitin Dua possesses the requisite qualifications, knowledge and experience in the retail business and has been playing an important role in the growth of the Company. The proposed remuneration is commensurate with his responsibilities, experience and industry practices and is in the best interests of the Company. Further, the terms of employment are not less favorable than those applicable to similarly placed employees of the Company.

Mr. Nitin Dua is related to Mr. Mukand Lal Dua and Mr. Nikhil Dua, Whole Time Directors of the Company & Ritesh Dua Co-Chief Executive Officer of the Company. Accordingly, Mr. Mukand Lal Dua, Mr. Nikhil Dua and Mr. Ritesh Dua & their relatives may be deemed to be concerned or interested in the Resolution set out at Item No. 9 to the extent of their shareholding in the Company.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 9 for approval of the members.

Information as required to be given under Rule 15 of the Companies (Meeting of Board and its powers) Rule 2014 is mentioned below:

S. N.	Particulars	Description (Item No. 9)
1	Name of Related Party	Mr. Nitin Dua
2	Name of Director or Key Management Personnel who is related, if any	Mr. Mukand Lal Dua, Mr. Nikhil Dua & Mr. Ritesh Dua

S. N.	Particulars	Description (Item No. 9)
3	Nature of Relationship	Son of Mr. Mukand Lal Dua & Brother of Mr. Nikhil Dua & Mr. Ritesh Dua
4	Nature, material terms, monetary value and particulars of the Contract or arrangement.	Reappointment as Executive Vice President (Retail) on terms & conditions as mentioned above
5	Any other information relevant or important for the members to take a decision on the proposed resolution.	As per information stated in the explanatory statement

ITEM NO. 10

Mr. Rahul Dua is a graduate with 15 years of experience in the field of manufacturing and operations. He has developed extensive expertise in production management, process optimization, quality control, and plant operations. During his association with the Company, he has played a significant role in enhancing operational efficiencies, strengthening manufacturing capabilities, and supporting the Company's growth through effective leadership and operational excellence.

In accordance with the provisions of Section 188 of the Companies Act 2013 ("Act"), the members in 39th Annual General Meeting held on August 24, 2023, had approved the appointment of Mr. Rahul Dua as Executive Vice President (Manufacturing) under the provisions of Section 188 of the Act for a period of three years commencing from October 1, 2023 and ending on September 30, 2026.

In view of his significant contribution to the overall business operations and sustained growth of the Company, the Nomination and Remuneration Committee ("NRC"), has recommended the re-appointment of Mr. Rahul Dua as Executive Vice President (Manufacturing) of the Company from October 01, 2026 to March 31, 2029 subject to approval of the Members of the Company.

Mr. Rahul Dua is son of Mr. Ramesh Kumar Dua, Managing Director & brother of Mr. Gaurav Kumaar Dua, Co-Chief Executive Officer & Whole Time Directors of the Company and is also part of promoter group. Hence, Mr. Rahul Dua is a related party of the Company.

In accordance with the provisions of Section 188(1)(f) of the Act read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rule, 2014 and shall require approval of the members by way of an Ordinary Resolution. Further, pursuant to the first proviso to Section 188(1) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, an appointment of the related party to the office or place of profit in the Company at a monthly remuneration exceeding ₹2,50,000/- shall require prior approval of the members by way of Ordinary Resolution.

The Members are further informed that the proposed transaction does not constitute a material related party transaction under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, approval of the Members under the said Regulation is not required in respect of the transaction.

The Board and Audit Committee at their respective meetings held on August 13, 2026, based on the recommendation of Nomination and Remuneration Committee in its meeting held on August 13, 2026, had accorded their approval for re-appointment of Mr. Rahul Dua as an Executive Vice President (Manufacturing) of the Company on the following terms and remuneration: -

Particulars	Item No. 10
Term	Period commencing from October 1, 2026, to March 31, 2029
Gross Salary	Gross Salary per month ₹14.00 Lacs in the pay scale of ₹14.00 Lacs - ₹3.00 Lacs - ₹20.00 Lacs.
Performance Bonus/ Variable Pay-out	0.20% of Profit After Tax of the Company, up to a maximum of ₹75.00 Lacs in a financial year.
Other benefits	a) Contribution to Retirement funds, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 2025. b) Perquisites include use of Company's Car up to 2 driver, Club Membership Fee subject to maximum two clubs, Medical Insurance, Group Personal Accidental coverage as applicable to all employees of the Company from time to time and reimbursement of entertainment and all other expenses incurred by him for business of Company as per the Company Rules.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such rule perquisites shall be evaluated at actual cost to the Company.

Further, Mr. Rahul Dua has confirmed that he is not drawing any remuneration, commission, sitting fees or any other pecuniary benefits from any other company.

The Board is of the opinion that Mr. Rahul Dua possesses the requisite qualifications, knowledge and experience in manufacturing and production and has been playing an important role in the growth of the Company. The proposed remuneration is commensurate with his responsibilities, experience and industry practices and is in the best interests of the Company. Further, the terms of employment are not less favorable than those applicable to similarly placed employees of the Company.

Mr. Rahul Dua is related to Mr. Ramesh Kumar Dua, Managing Director and Mr. Gaurav Kumaar Dua, Co-Chief Executive Officer & Whole Time Director of the Company. Accordingly, Mr. Ramesh Kumar Dua, Mr. Gaurav Kumaar Dua and their relatives may be deemed to be concerned or interested in the Resolution set out at Item No. 10 to the extent of their shareholding in the Company.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 10 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 10 for approval of the members.

Information as required to be given under Rule 15 of the Companies (Meeting of Board and its powers) Rule 2014 is mentioned below:

S. N.	Particulars	Description (Item No. 10)
1	Name of Related Party	Mr. Rahul Dua
2	Name of Director or Key Management Personnel who is related, if any	Mr. Ramesh Kumar Dua & Mr. Gaurav Kumaar Dua
3	Nature of Relationship	Son of Mr. Ramesh Kumar Dua & Brother of Mr. Gaurav Kumaar Dua
4	Nature, material terms, monetary value and particulars of the Contract or arrangement.	Reappointment as Executive Vice President (Manufacturing) on terms & conditions as mentioned above
5	Any other information relevant or important for the members to take a decision on the proposed resolution.	As per information stated in the explanatory statement

By Order of the Board
For **Relaxo Footwears Limited**

Ankit Jain
Company Secretary & Compliance Officer
ICSI Membership No. - FCS No. 8188
Correspondence Address: Aggarwal City Square, Plot No.-10,
Manglam Place, District Centre,
Sector-3, Rohini, Delhi – 110085

Date: August 13, 2026
Place: Delhi

Annexure-I

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards-2 issued by The Institute of Company Secretaries of India ("ICSI") in respect of the Director seeking re-appointment/ revision in remuneration at this AGM are as follows:

Name of Director (DIN)	Mr. Nikhil Dua (DIN: 00157919)	Mr. Gaurav Kumaar Dua (DIN-09674786)	Mr. Sushil Batra (DIN: 09351823)
Date of Birth	December 31, 1975	August 22, 1980	July 10, 1964
Age	50 years	45 years	62 years
No. of Equity Shares held, either directly or indirectly in form of beneficial interest for any other person	89,43,674 equity shares	93,43,674 equity shares	30,000 equity shares
Qualification	Commerce Graduate; studied at the International School of Modern Shoemaking, Czech Republic	MBA from the University of Wales	Fellow Chartered Accountant (FCA);
Inter-se relationship with other directors and key managerial personnel of the Company	Related to Mr. Mukand Lal Dua, Whole Time Director and Mr. Ritesh Dua, Co-Chief Executive Officer of the Company	Related to Mr. Ramesh Kumar Dua, Managing Director of the Company.	None
Brief Resume, experience, nature of expertise in specific functional areas	Mr. Nikhil Dua has over 29 years of experience in production and new product development with expertise in product mix in the footwear industry.	Mr. Gaurav Kumaar Dua has over 25 years of experience in Sales and Marketing within the footwear industry.	Mr. Sushil Batra has over 34 years of experience in Finance, Taxation, and Strategic Planning.
Name of Companies in which he holds Directorship	Nil	Nil	Nil
The number of meetings of the Board attended during the year	Attended 6 Board meetings during the financial year 2025-26 and 1 Board meetings till the date of this Notice.	Attended 5 Board meetings during the financial year 2025-26 and 1 Board meetings till the date of this Notice.	Attended 6 Board meetings during the financial year 2025-26 and 1 Board meetings till the date of this Notice.
Name of Committees of the Companies of which he holds Membership/ Chairmanship	Member of Audit Committee of the Company.	Nil	Member of Risk Management Committee of the Company.
Listed Entities from which the Director has resigned from Directorship in last 3 (three) years	None	None	None
Date of first appointment on the Board	February 22, 1997	July 26, 2022	April 1, 2024
Terms and conditions of appointment	Detailed in the explanatory statement annexed hereto.	Detailed in the explanatory statement annexed hereto.	Detailed in the explanatory statement annexed hereto.
Details of remuneration sought to be paid and last drawn remuneration	Remuneration sought to be paid is specified in Explanatory Statement hereto. The appointee is presently drawing remuneration as approved by the shareholders, which is within the permissible limits prescribed under the Companies Act, 2013.	Remuneration sought to be paid is specified in Explanatory Statement hereto. The appointee is presently drawing remuneration as approved by the shareholders, which is within the permissible limits prescribed under the Companies Act, 2013.	Remuneration sought to be paid is specified in Explanatory Statement hereto. The appointee is presently drawing remuneration as approved by the shareholders, which is within the permissible limits prescribed under the Companies Act, 2013.

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Annexure-II

TAX DEDUCTED AT SOURCE (TDS) ON DIVIDEND DISTRIBUTION:

1. Pursuant to the Income-tax Act, 2025, dividend income will be taxable in the hands of Members and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. Members are requested to update their Permanent Account Number ("PAN") with the Company/KFintech (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

2. **For Resident Shareholders,** tax shall be deducted at source under Section 393(1) (earlier Section 194 of the Income Tax- Act, 1961) of the Income-Tax Act, 2025 @ 10% unless exempt under any of the provisions of the Act, on the amount of Dividend declared and paid by the Company during the financial year ("FY") 2026-27 provided PAN is furnished by the Shareholder. If PAN is not submitted, TDS would be deducted 20% as per Section 397(2) (earlier Section 206AA of the Income-Tax Act, 1961) of the Income Tax- Act, 2025.

3. However, no tax shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2026-27 does not exceed ₹10,000. Please note that this includes the future dividends, if any, which may be declared by the Board in the FY 2026-27.

4. Separately, in cases where the Shareholder provides Form 121 (earlier Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual who is of the age of 60 years or more), no tax at source shall be deducted provided that the eligibility conditions are being met. Needless to say, PAN is mandatory. Members are requested to note that if their PAN is not linked with Aadhar, tax will be deducted at a higher rate of 20%.

5. **For Non-Resident Shareholders,** taxes are required to be withheld in accordance with the provisions of Section 393(2) (earlier Section 195 of the Income Tax- Act,1961) of the Income-Tax Act, 2025 at the applicable rates in force. As per the relevant provisions of Section 393(2) (earlier Section 195 of the Income Tax- Act, 1961) of the said Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. In case of Foreign Portfolio Investors/Foreign Institutional Investors, the withholding tax shall be as per the rate specified in Section 393 (earlier Section 196D of the Income Tax- Act, 1961) of the Act plus applicable surcharge and cess on the amount of Dividend payable to them.

6. However, as per Section 159 (earlier Section 90 of the Income Tax- Act, 1961) read with Section 393(2) (earlier Section 195 of the Income Tax- Act, 1961) of the Income-Tax Act, 2025 the Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the Non-Resident Shareholder will have to provide the following on or before September 18, 2026:

   a) Self-attested true copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident for the financial year 2026-27;

   b) Self-declaration in Form 41 (earlier Form 10F) - w.e.f. April 1, 2023, electronic Form 41 (earlier Form 10F) is mandatory as per notification no. 03/2022 dated July 16, 2022 issued by Central Board of Direct taxes;

   c) Self-attested true copy of the PAN Card if allotted by the Indian Income Tax authorities;

   d) Self-declaration in the format prescribed by the Company, certifying the following points:

      i. Shareholders are and will continue to remain a tax resident of the country of their residence during the financial year 2026-27;

      ii. Shareholders are eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividends declared by the Company.

      iii. Shareholders have no reason to believe that their claim for the benefits of the DTAA is impaired in any manner;

      iv. Shareholder does not have a taxable presence or a Permanent Establishment ("PE") in India during the financial year 2026-27. In any case, the amounts paid/ payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise.

      v. Shareholder is the ultimate beneficial owner of shares held in the Company and dividend receivable from the Company; and

      vi. Non-Resident Shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective April 01, 2020 (if applicable).

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts.

7. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the Non-Resident Shareholder.

8. Members may submit the aforementioned documents on the link: https://ris.kfintech.com/form15/. For further information, Members are requested to refer e-mail communication sent to them in this regard.

9. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the Shareholders, there would still be an option available with the Shareholders to file the return of income and claim an appropriate refund, if eligible.

10. The Company shall arrange to e-mail the soft copy of TDS certificate to the Shareholders at the registered e-mail ID in due course, post payment of the said Dividend and generation of TDS Certificates.

11. An e-mail communication informing the Shareholders regarding this change in the Income Tax Act, 2025 as well as the relevant procedure to be adopted by them to avail the applicable tax rate is being sent by the Company at the registered e-mail IDs of the Shareholders.

12. No communication on the tax determination or deduction shall be entertained post September 18, 2026.

13. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.