



CONTENTS

Company Information	2
From The CEO's Desk	3
Notice	4
Directors' Report	11
Secretarial Audit Report	36
Corporate Governance Report	38
Management Discussion and Analysis Report	59
Independent Auditors' Report	62
Balance Sheet	66
Statement of Profit & Loss	67
Cash Flow Statement	68
Notes to the Financial Statement	69
Independent Auditors' Report (Consolidated)	88
Balance Sheet (Consolidated)	91
Statement of Profit & Loss (Consolidated)	92
Cash Flow Statement (Consolidated)	93
Notes to the Consolidated Financial Statements	94
Attendance Slip/Proxy Form/E-Communication Registration Form	113

Company Information

Board of Directors

Adesh Kumar Gupta

CEO & Executive Director
(DIN - 00143192)

Shammi Bansal

Executive Director
(DIN- 00138792)

Sunil Bansal

Executive Director
(DIN - 00142121)

Adeesh Kumar Gupta

Executive Director
(DIN - 00137612)

Ashok Kumar

Executive Director
(DIN - 06883514)

Raghubar Dayal

Independent Director
(DIN - 00481803)

Amitabh Taneja

Independent Director
(DIN - 00031257)

Vivek Bansal

Independent Director
(DIN - 00939232)

Ramesh Chandra Palhan

Independent Director
(DIN - 05241019)

Pushpinder Singh Grewal

Independent Director
(DIN- 06364475)

Lovelena Mody

Women Independent Director
(DIN- 01279148)

Company Secretary & Compliance Officer

Munish Kakra

Chief Financial Officer & Company Secretary

Audit Committee

Raghubar Dayal
Ramesh Chandra Palhan
Vivek Bansal
Sunil Bansal

Nomination and Remuneration Committee

Raghubar Dayal
Ramesh Chandra Palhan
Pushpinder Singh Grewal

Management Committee

Adesh Kumar Gupta
Shammi Bansal
Adeesh Kumar Gupta
Ramesh Chandra Palhan
Raghubar Dayal

Stakeholders Relationship Committee

Sunil Bansal
Adeesh Kumar Gupta
Ramesh Chandra Palhan

Corporate Social Responsibility Committee

Shammi Bansal
Adeesh Kumar Gupta
Raghubar Dayal
Ramesh Chandra Palhan
Lovelena Mody

Registrar & Share Transfer Agent

Link Intime India Pvt. Ltd.
44, Community Centre, Naraina
Industrial Area Phase-I
New Delhi -110 028
Tel.: (91) - 11- 41410592 -94
Fax: (91) - 11- 41410591
E-mail: delhi@linktime.co.in

Registered Office

Libertypuram, 13th Milestone,
G. T. Karnal Road, Kutail, P.O. Bastara,
Distt. Karnal - 132114, Haryana
Tel.: (91) - 1748 - 251101 - 03
Fax: (91) - 1748 - 251100
E-mail: lpm@libertyshoes.com
Website: www.libertyshoes.com
CIN: L19201HR1986PLC033185

Corporate Office

Ground Floor, Tower - A, Building No. 8,
DLF Cyber City, Phase - II,
Gurugram - 122002, Haryana
Tel.: (91) - 124 - 4616200
Fax: (91) - 124 - 4616222
Email: mail@libertyshoes.com

Bankers

Corporation Bank
DBS Bank Ltd.
HDFC Bank Ltd.
IndusInd Bank Ltd.
Kotak Mahindra Bank Ltd.
State Bank of India

Auditors

M/s Pardeep Tayal & Co.
Chartered Accountants
Indian Bank Building, G.T. Road,
Panipat - 132 103, Haryana

www.libertyshoes.com

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libertyshoesonline.com

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facebook.com/libertyshoes



From The CEO's Desk

Dear friends,

Indian footwear industry is entering an exciting new phase of accelerating growth with the economic boom setting in, rise in disposable income of the burgeoning middle class, change in consumers habits and greater than ever before exposure to global fashion trends.

The perception regarding footwear has changed over time. It is now seen as more than just a utility item. Instead it is valued as a style statement and as an essential feature of what being well dressed is all about.

Your company, being leading brand has been a major beneficiary of this trend and we have kept our fingers on the pulse of change that has redefined footwear purchase by introducing more stylish and innovative designs.

Another shift that has taken place is the pronounced preference for casual and sports shoes amongst the youth who constitute the largest segment of the market. For them comfort along with fashion has been the important determining factor in buying footwear. Here too we made sure that our product focus helped us stay abreast of the new market orientation while maintaining our identity as a family footwear brand.

Records also show that with brand consciousness on the rise there is an increasing preference for branded footwear in place of non-branded footwear. The movement towards branded footwear is also the result of the trust that branded footwear inspires. In fact, with ever-rising aspirations of a youth dominated market India is today among the most brand-driven nations in the world.

Also significant is the fact that the growth in women's footwear segment is almost double of that in men's. We have ensured that our production was attuned to meet the requirements of this shift in trend.

We have also geared ourselves marketing-wise to keep pace with the new strategies that are defining today's business techniques in order to achieve our goal of sustainable growth. This has led to opening of more company-owned and franchisee stores not just in

metros but also in class 1 cities. As a part of the market expansion drive we have also reached out to unexplored market in Tier-1 and Tier-2 cities.

Government too has supported the industry by enhancing the ease of doing business, passing the GST Bill, strive towards cashless economy introducing the FDDI Act and announcing special packages for the Leather and Footwear Sector.

What has also helped is the increasing recognition of the Footwear Sector by the Central & State Governments as well as initiatives and efforts of CFLA (Council for Footwear Leather and Accessories). CFLA has been recently formed, for the benefit & development of domestic footwear industry, under the aegis of Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and with the participation of all leading Indian footwear brands as members of the Council.



Sh. Adesh Kumar Gupta, CEO, Liberty Shoes Ltd. & Chairman CFLA with Sh. Arun Jaitley, Hon'ble Finance Minister, Govt. of India



Sh. Adesh Kumar Gupta, CEO, Liberty Shoes Ltd. & Chairman CFLA with Smt. Nirmala Sitharaman, Hon'ble Minister of Commerce & Industry, Govt. of India

Liberty is optimistic that with the implementation of the above developments overall footwear industry would be benefitted where branded footwear segment would emerge as the major beneficiary.

There is a saying that to be in the shoes of a successful leader you need a vision that will take you places. Friends with your goodwill and support we have been gifted with the vision that will lead us to great glory in the times to come.

Adesh Kumar Gupta
Chief Executive Officer

Notice

Notice is hereby given that the 31st (Thirty First) Annual General Meeting of the Members of **Liberty Shoes Ltd.** ("the Company") will be held on **Thursday, 24th August, 2017** at **11.00 A.M** at the Registered Office of the Company situated at **Libertypuram, 13th Milestone, G.T. Karnal Road, Kutail, P.O. Bastara, Dist. Karnal -132114, Haryana** to transact the following businesses:-

ORDINARY BUSINESS:

Item no. 1-Adoption of Financial Statements

To receive, consider and adopt:

- a) the Audited Financial Statements of the Company for the Financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2017 together with the Reports of the Auditors thereon.

Item no. 2-Appointment of Directors

- (a) To appoint a Director in place of Sh. Adesh Kumar Gupta (DIN-00143192), who retires by rotation and being eligible, offers himself for re-appointment.
- (b) To appoint a Director in place of Sh. Shammi Bansal (DIN-00138792), who retires by rotation and being eligible, offers himself for re-appointment.

Item no. 3-Appointment of Statutory Auditors of the Company

To appoint M/s U. Shanker & Associates, Chartered Accountants, (Firm registration No. 014497N) as Statutory Auditors of the Company in place of the retiring Statutory Auditors M/s Pardeep Tayal & Co., Chartered Accountants, (Firm registration No. 002733N), to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 36th AGM to be held in the year 2022 (subject to the ratification of their appointment at every AGM if so required under the Act) and to fix their remuneration, by considering and if thought fit, passing the following resolution as an **ORDINARY RESOLUTION** thereof:

"RESOLVED THAT, pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force and subject

to all the applicable laws and regulations, including but not limited to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s U. Shanker & Associates, Chartered Accountants, (Firm registration No. 014497N) be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s Pardeep Tayal & Co., Chartered Accountants, (Firm registration No. 002733N), from the conclusion of this Annual General Meeting ("AGM") to the conclusion of the 36th AGM to be held in the year 2022 (subject to the ratification of their appointment by Members at every AGM to be held after this AGM), at such remuneration, as approved by the Board of Directors of the Company and determined by the Audit Committee of the Company in consultation with the Auditors.

By order of the Board
For Liberty Shoes Ltd.

Munish Kakra
CFO & Company Secretary
M. No.ACS 6262

Place: Gurugram, Haryana
Dated: Thursday, 25th May, 2017

Registered Office

Libertypuram, 13th Milestone, G.T. Karnal Road, Kutail,
P.O. Bastara, Dist. Karnal - 132114, Haryana
Tel.: (91) - 1748-251101 ~ 03 Fax: (91) - 1748-251100
E-mail: lpm@libertyshoes.com
Website : www.libertyshoes.com
CIN: L19201HR1986PLC033185

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AFORESAID ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF, ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED AND SIGNED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING. A PROXY FORM IS ANNEXED TO THIS REPORT.**

Pursuant to Section 113 of the Companies Act, 2013 and Rules framed thereunder, Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution and/or Power of Attorney, if any, authorizing their representative(s) to attend and vote at the Annual General Meeting.

3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share capital of the Company. Members holding more than ten percent of total Share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other person or Member.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.
5. Pursuant to Section 91 of the Companies Act, 2013 read with Rules framed there under and Regulation 42 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books shall remain closed from Friday, 18th August, 2017 to Thursday, 24th August, 2017 (both days inclusive).
6. Members are requested to produce the Attendance Slip duly signed as per the specimen signature recorded with the Company/ Depository Participants for admission to the Meeting hall.
7. Members, who hold shares in dematerialized form, are requested to bring their Depository Participant (D.P). I.D. and Client I.D. No(s). for easier identification to record attendance at the Meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or Bank mandates immediately to the Company's Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Ltd, 44, Community Centre, Naraina Industrial Area Phase-I, New Delhi-110028.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, if any. The Company or its Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Ltd. cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to their Depository Participants by the Members.
10. The Investors/Shareholders are to be cautious while submitting the physical documents viz. Demat Request Forms (DRF) and share certificates, etc. with their Depository Participant(s) and should ensure that they (DPs) do not delay in sending the DRF and Share Certificate(s) to the Registrar and Share Transfer Agents (RTA) after generating the Demat Request Number (DRN). Kindly note that if DRF and share certificates, etc. are not received from their Depository Participant(s) by the RTA within a period of 15 days from the date of generation of the DRN for dematerialization, the DRN will be treated as rejected /cancelled. This step is being taken on the advice of Depositories, viz., National Securities Depository Limited and Central Depository Services (India) Limited so that no demat request remains pending beyond a period of 21 days. Upon rejection/cancellation of the DRN, a fresh DRF with new DRN has to be forwarded along with share certificate(s) by the Depository Participant(s) to the RTA.
11. Pursuant to Regulation 12 of the Listing Regulations read with Schedule I to the said Regulations, it is mandatory for all the Companies to use bank details furnished by the investors for distributing dividends, interest, redemption or repayment of amounts to them through National/Regional/Local Electronic Clearing Services (ECS) or Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), National Automated Clearing House (NACH) wherever ECS/RTGS/NEFT/NACH and bank details are available. In case of non availability of electronic facility, Companies are required to mandatorily print bank details of the investors on payable at par warrants or cheques for distribution of dividends or other cash benefits to the investors. In addition to that, if bank details of investors are not available, Companies shall mandatorily print the address of the investor on such payment instruments. Therefore, Members holding shares in physical mode are requested to update their bank details with the Company or RTA immediately. Members holding shares in demat mode are requested to update the ECS mandate with their DPs concerned.
12. Unpaid / Unclaimed Dividend:
 - i. Pursuant to Section 205 and Section 205A of the Companies Act, 1956 read with the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 and amended provisions of Section 205A read with Section 205C of the Companies Act, 1956, all unclaimed/unpaid amount of dividends have been transferred to the General Revenue Account/Investor Education and Protection Fund (IEPF) established by the Central Government, as the case may be. It may be noted that once the unpaid/unclaimed amount of Dividend is transferred to the IEPF, the same cannot be claimed by the members there from in terms of the provisions of Section 205B of the Companies Act, 1956.
 - ii. The members, who have not yet claimed their dividends warrants for the financial year ended 31st March, 2014 and 31st March, 2015, are requested to claim the amount of Dividend from the Company immediately by submitting a request letter with the Company or Registrar and Share Transfer Agent M/s Link Intime India Pvt. Ltd. at the above mentioned addresses before the due date of transfer of respective amount

- of unpaid/unclaimed dividend to IEPF. Unclaimed/Unpaid amount of dividend for the financial year ended 31st March, 2014 and 31st March, 2015 will be transferred to the IEPF on 3rd November, 2021 & 3rd November, 2022 respectively.
13. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatory furnish copy of their Income Tax Permanent Account Number (PAN). Additionally, for securities market transactions and/or for off market/private transactions involving transfer of shares in physical mode of listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copy of PAN Card to the Company/RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal\heir(s)/Nominee(s).
 14. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH 13. The said form can be downloaded from the Company's website www.libertyshoes.com under section "Investor Relations". Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting duly completed Form No SH. 13 with the Company's RTA in case of shares in physical form and with their respective depository in case of shares in electronic form. In case of any cancellation or variation in Nomination in respect of their Shareholding in the Company, Members may download Form SH-14 from the website of the Company www.libertyshoes.com and submit duly completed Form SH. 14 with the Company's RTA in case of shares in physical form and their respective depository in case of shares in electronic form.
 15. Members holding shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Ltd., for consolidation in to a single folio.
 16. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Ltd., 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.
 17. A brief profile along with necessary information of the Directors seeking their appointment/re-appointment in the forthcoming Annual General Meeting in pursuance of Regulation 26(4) & 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI), is annexed to the Notice of this Annual General Meeting as Annexure A of Annexure to the notice.
 18. Members are requested to:-
 - a. Bring their copy of the Annual Report and Attendance Slip at the venue of the Meeting.
 - b. Quote their Folio/DP ID & Client ID No. in all correspondence with Company/Registrar & Share Transfer Agent.
 - c. Note that no gift shall be distributed at the Annual General Meeting.
 - d. Note that Members present in person or through registered proxy/authorized representative(s) shall only be entertained.
 - e. Update their e-mail ID's with their Depository, in case shares are held in Dematerialized form and with RTA in case shares are held in physical form, if not provided earlier.
 19. As per Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company/RTA or with their respective Depository participants. Members, who have not registered their e-mail address with the Company/RTA, can now register the same by submitting a duly filled in E-communication Registration form annexed to this Annual Report which is also available on the website of the Company www.libertyshoes.com, to Company/RTA of the Company. Members holding shares in demat form are requested to register their e-mail address with their respective Depository Participants only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
 20. The Notice of Annual General Meeting, Annual Report and Attendance slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copies of the above documents are being sent to those Members who have not registered their e mail IDs with the Company or Depository Participant(s). Members, who have received the Notice of Annual General Meeting, Annual Report and Attendance Slip in electronic mode, are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter at the venue of the AGM to attend the meeting.
 21. Members, desiring any information relating to the accounts, are requested to write to the Company at an early date so as to enable the management to keep the information ready.
 22. All the documents referred to in the Notice and Explanatory Statement including Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company on all working days between 10.00 A.M. and 1.00 P.M. up to the date of the aforesaid Annual General Meeting or any adjournment thereof, except on Sundays and other holidays.
 23. The Ministry of Corporate Affairs (MCA), Government of India has introduced a 'Green initiative in Corporate Governance' by allowing paperless compliances by the Companies for service of documents to their Members through electronic mode which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder. In case you have not registered your correct e

mail ID, please communicate the same to our Registrar and Share Transfer Agents (RTA) - M/s. Link Intime India Pvt. Ltd. at their above address in respect of the shares held by you in physical mode or communicate to your Depository Participant(s) concerned in respect of shares held by you in demat / electronic mode. Although you are entitled to receive physical copy of the Notices, Annual Reports, etc. from the Company, we sincerely seek your support to enable us to forward these documents to you only by e-mail which will help us in participating in the Green Initiatives of the MCA and protect our environment. In view of the above, the Company has already dispatched earlier written communications to its Members requesting them to register their designated email ID with the Company/RTA. However, Members, who are desirous of obtaining physical copy of the Notices, Annual Reports and other documents, may forward their written request to the Company/RTA for the same.

24. As required under the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed hereto.
25. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer to the Members, who are holding shares as on cutoff date 17th August, 2017, remote e-voting facility to cast their votes electronically and through Ballot Paper at the Annual General Meeting on all resolutions set forth in this Notice. The remote e voting facility is in addition to the voting through Ballot Paper that may take place at the Annual General Meeting venue on Thursday 24th August, 2017. The Ballot Paper shall be made available at the Annual General Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Ballot Paper'.
26. A member may participate and attend the Annual General Meeting even after exercising his right to vote through Remote E-voting but shall not be entitled to vote again at the Annual General Meeting. A member, who has voted by Remote E voting, cannot vote at the AGM.

The process and general instructions for remote e-voting are given as follows:

A. In case of members receiving e-mail (for those members whose e-mail addresses are registered with the Company):

- i. The shareholders should log on to the e voting website www.evotingindia.com.
- ii. Click on Shareholders / Members
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to

www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN (**170718016**) of **LIBERTY SHOES LIMITED** on which you choose to vote.
- xi. On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES/NO**" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed.

If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xviii. **Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write and email to helpdesk.evoting@cdslindia.com.

Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. as on close of business hours of Thursday, 17th August, 2017 may follow the same instructions as mentioned above for e-Voting.

(B) In case of members receiving the physical copy of Notice of Annual General Meeting (for members whose e-mail IDs are not registered with the Company/depository participant(s) or requesting physical copy):

Please follow all steps from Sl. no. (I) to Sl. no. (XVIII) above to cast vote

General Instructions:

- I. The remote e-voting period commences on Sunday, 20th August, 2017 at 09.00 a.m. and ends on Wednesday, 23rd August, 2017 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on close of business hours of Thursday, 17th August, 2017, may cast their vote electronically. The Remote E-voting shall not be allowed beyond the above date and time. The Remote E-voting facility shall be blocked forthwith by CDSL at the end of Remote E-voting period i.e. at the ends on Wednesday, 23rd August, 2017 at 5.00 p.m. A member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be entitled to vote again. A member as on the cut-off date i.e. Thursday, 17th August, 2017 shall only be entitled for availing the Remote E-voting facility or vote, as the case may be, in the AGM. The Member, who is not a member as on the Cut-off date i.e. Thursday, 17th August, 2017 should treat this Notice to the AGM for their information purposes only. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- II. In case of any queries or issues or grievance regarding Remote E-Voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available under the help section of www.evotingindia.com or call on toll free no.: 1800-200-5533 or contact Mr. Rakesh Dalvi, Deputy Manager, Central Depository Service (India) Ltd., 16th Floor, P. J. Towers, Dalal Street, Fort, Mumbai-400001 at the designated email IDs helpdesk.evoting@cdslindia.com or CFO & Company Secretary at investorcare@libertyshoes.com, Tel. No: 0124-4616200
- III. The Notice to the AGM shall be available on the website of the Company www.libertyshoes.com
- IV. The voting rights of shareholders shall be in proportion to their shares of paid-up equity share capital of the Company as on close of business hours of Thursday, 17th August, 2017.
- V. Member can also download the notice of the meeting from the website of the Company available at www.libertyshoes.com for exercising their e-Voting rights.
- VI. Members, other than members who have already cast their votes through remote e-voting, desiring to exercise vote by Physical Ballot form at the 31st Annual General Meeting through Poll are requested to carefully read the instructions printed on the reverse of the Ballot form which shall be provided to the members at the AGM.
- VII. The Board of Directors of the Company has appointed CA Sukesh Gupta, partner of M/s Pardeep Tayal & Co., Chartered Accountants, Panipat as Scrutinizer for conducting the remote e-voting and voting through ballot form at the 31st Annual General Meeting in a fair and transparent manner.
- VIII. At the end of the remote e-voting period, Scrutinizer will

- download the entire voting data using its Scrutinizer login.
- IX. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper, which will be available at the AGM for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. The Members may fill up the Ballot Papers which will be provided to them at the AGM by carefully reading the instructions printed on the reverse of the same and the duly signed and filled up Ballot Paper will be deposited in the Ballot Box(es) which will be available at the AGM.
 - X. The Scrutinizer shall, immediately after the conclusion of voting at the 31st Annual General Meeting, first count the votes cast at the 31st Annual General Meeting, thereafter unblock the votes cast through remote e-voting and through ballot form in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the meeting, a consolidated scrutinizers' report of the total votes cast in favour or against, if any to the Chairman or a person authorized by him in writing who shall countersign the same and declare the consolidate results of the voting forthwith after receiving of consolidated scrutinizer's report from the scrutinizer.
 - XI. The consolidated Results of the above voting along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.libertyshoes.com immediately after the result declared by the Chairman or any other person authorized by the Chairman at the end of 31st Annual General Meeting of the Company to be held on Thursday, 24th August, 2017 and the same shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
 - XII. The resolution shall be deemed to be passed on the date of 31st Annual General Meeting, subject to the receipt of sufficient votes through a compilation of voting results (i.e. remote e-voting and voting held at the Annual General Meeting through Poll).

IMPORTANT NOTE:

Liberty Shoes Ltd., being a listed Company and having more than 1000 shareholders, is compulsorily required to provide remote e-voting facility to members in terms of Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations. Voting by show of hands will not be available to the members at the 31st Annual General Meeting in view of the provisions of Section 107 read with Section 114 of the Act.

Annexure to the Notice

Explanatory Statement:

The following explanatory statement sets out all material facts relating to the business as mentioned under Item No. 3 of the accompanying Notice as required under Section 102 of the Companies Act, 2013. This explanatory statement is provided for though strictly not required as per Section 102 of the Act.

Item No.3: Appointment of Statutory Auditors of the Company

Under Section 139 of the Companies Act, 2013 and Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of the maximum term permitted under the said section. M/s Pardeep Tayal & Co. Chartered Accountants were appointed as Statutory Auditors of the Company in 28th Annual General Meeting of the Company held on 29th September, 2014 for conducting the audit of the accounts of the Company for three consecutive financial years and accordingly in terms of the provisions of said section of Companies Act, 2013 the maximum term of their office will expire on the conclusion of 31st Annual General Meeting of the Company. The Audit Committee and the Board of Directors of the Company in their respective meetings held on 25th May, 2017 considering the profile, background, qualification, independent relationship with the Company and experience, has recommended and approved the appointment of M/s U. Shanker & Associates, Chartered Accountants, New Delhi (Firm registration No. 014497N) as the Statutory Auditors of the Company, in place of the retiring Auditors M/s Pardeep Tayal & Co., Chartered Accountants, for a period of five consecutive years from the conclusion of 31st Annual General Meeting of the Company to be held on 24th August, 2017, till the conclusion of 36th Annual General Meeting to be held in the year 2022, subject to the approval of the members of the Company in the forthcoming Annual General Meeting and also ratification by the members in their every Annual General Meeting to be held after the forthcoming Annual General Meeting.

The Company has received a certificate from M/s U. Shanker & Associates, Chartered Accountants, New Delhi (Firm registration No. 014497N) confirming their eligibility to be appointed as Auditors of the Company in terms of the provisions of Section 141 of the Companies Act, 2013 and Rules framed there under. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the provisions of Regulation 33 of the Listing Regulations.

The Board of Directors commends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 3 of the accompanying Notice.

By order of the Board
For Liberty Shoes Ltd.

Munish Kakra
CFO & Company Secretary
M. No.ACS 6262

Place: Gurugram, Haryana
Dated: Thursday, 25th May, 2017

Registered Office

Libertypuram, 13th Milestone, G.T. Karnal Road, Kutail,
PO. Bastara, Distt. Karnal - 132114, Haryana
Tel.: (91) - 1748-251101 ~ 03 Fax: (91) - 1748-251100
E-mail: lpm@libertyshoes.com
Website: www.libertyshoes.com
CIN: L19201HR1986PLC033185

Annexure-A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS (SS-2)]

Name of the Director	Sh. Adesh Kumar Gupta	Sh. Shammi Bansal
Director Identification Number (DIN)	00143192	00138792
Date of Birth/Age	27th June, 1960/57 Years	27th March, 1961/56 Years
Date of Appointment (First appointment as Director)	28th September, 1990	28th November, 1990
Qualification	Graduate in B.Sc (Engineering)	Graduate
Experience / Expertise in specific Functional Areas	<ul style="list-style-type: none"> • He has been working as Director since 1990 and as Executive Director since 2001. • He has been instrumental in formulating Company's strategies and being CEO, looking after the overall affairs of the Company since 2004. • He has over three decades of experience in footwear industry • He has been embraced by many prestigious awards and in the past, he has been a key functionary of confederation of Indian industry. • He is active Chairman of the Council for Footwear Leather and Accessories (CFLA) and has been instrumental since its inception to strategise various initiatives, in formulating various policies for the sector and making representation to the Central and State Governments and other Departments for elevating the Sector. 	<ul style="list-style-type: none"> • He has been working as Director of the Company since 1990 and as Executive Director since 1995. • He is having experience of more than three decades in footwear industry. • He has been accredited with various initiatives in the field of leather and footwear technology including use of E.P. Polymers, introduction of E.V.A compound in Indian Footwear industry. • He has been looking after the production designing and development of various types of footwear at Company's plants at Haryana, Uttrakhand, and Himachal Pradesh.
Terms & conditions of appointment/re-appointment	Appointment as Director liable to retire by rotation	Appointment as Director liable to retire by rotation
Details of remuneration to be sought/ remuneration last drawn (2016-17)	₹4 Lacs (including all perquisites)	₹4 Lacs (including all perquisites)
No. of Board Meetings attended during the year	Refer Corporate Governance Report at Page no 38	Refer Corporate Governance Report at Page no 38
Relationship with other Directors and other Key Managerial Personnel (KMPs) inter se	None	Brother of Sh. Sunil Bansal, Executive Director
List of directorship held in other Companies as on 31st March, 2017	<ul style="list-style-type: none"> • Liberty Automotive Private Limited • Sunfest Infratech & Power Private Limited • Geofin Investments Private Limited • Council for Footwear Leather and Accessories • Leather Sector Skill Council • LT Foods Limited 	<ul style="list-style-type: none"> • Little World Constructions Pvt. Ltd.
List of membership in Committees of the Board of the other Companies on which he is a Director as on 31st March, 2017	None	None
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	95000 Equity Shares NIL	259640 Equity Shares NIL