

LIBERTY

31st July, 2020

The Manager Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1, Bandra - Kurla Complex, Bandra (East), Mumbai - 400051 Tel. No.: 022-26598100`14 Fax No.: 022-26598273-38 Scrip Code: LIBERTSHOE ISIN No. : INE 557B01019	The Manager Listing Department Bombay Stock Exchange Ltd. Phiroza Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Tel: 022 – 22722375, 2066 Fax : 022 – 22722037, 39, 41,61 Scrip Code: 526596 ISIN No. : INE 557B01019
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Sub: Compliance under SEBI (Listing and Disclosure Requirements) Regulations 2015

Compliance Officer : Munish Kakra (CFO & Company Secretary)
Contact Address : Libertypuram, 13th Milestone, G.T. Karnal Road, Kutail,
P. O. Bastara, Distt. Karnal 132114 (Haryana)
Ph. 01748 – 251101 – 03, 9313601387

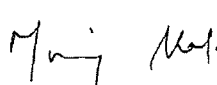

Scrip Code : LIBERTSHOE **ISIN No.** : INE 557B01019

Dear Sir/Madam,

Please find enclosed herewith Annual Secretarial Compliance Report dated 18th July, 2020 issued by M/s JVS & Associates, Practicing Company Secretaries for the Financial Year ended on March 31, 2020 as per Regulation 24A read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the above information on your records.

Thanking you,
Sincerely Yours,
For Liberty Shoes Ltd.

Munish Kakra
CFO & Company Secretary
Encl.: a/a

Liberty Shoes Limited
Corporate Office

Ground Floor, Building 8, Tower A, DLF Cyber City,
Phase II, Gurugram, Haryana, INDIA - 122002
Tel : +91-124-4616200, 3856200 Fax : +91-124-4616222
Email : corporate@libertyshoes.com

Registered Office

Libertypuram, 13th Milestone, G.T. Karnal Road,
P.O. Box Bastara, Distt. Karnal, Haryana, India - 132114
Tel : -91-1748-251101, 251103 Fax: -91-1748-251100
Email : corporate@libertyshoes.com CIN No. L19201HR1986PLC033185



JVS & ASSOCIATES
COMPANY SECRETARIES

Flat No. 588, Pocket No. 4
Sector – 11, Dwarka
New Delhi – 110075
+91- 9717816322
+91- 9810370312
legal2015js@gmail.com



**Secretarial Compliance Report of Liberty Shoes Limited
for the year ended 31 March, 2020**

I, Jyoti Sharma of JVS & Associates, Practicing Company Secretaries have examined:

- all the documents and records made available to me and explanation provided by Liberty Shoes Limited ("the listed entity")
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31 March, 2020** ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations);
- *Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- *Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- *Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- *Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

*No event took place under these regulations during the audit period.




Address: Office No. 108, 1st Floor, Gopiram Market, Islampur, Sohna Road, Gurgaon

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below :-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17 (1) of SEBI LODR Regulations:	Non-compliance of the provisions of Regulation 17(1) of SEBI (LODR) Regulations, as regard to the composition of Board of Directors during the Quarter ended 30 th June, 2019 and 30 th September, 2019.	The Company appointed Independent Directors on the Board to comply with the said provisions and also complied with the stipulations of the Stock Exchanges related to non-compliance.
2.	Regulation 27(2) of SEBI LODR Regulations:	Delay in filing of Corporate Governance Report for the Quarter ended 31st December, 2019.	The Company has submitted Report on Corporate Governance for the required Quarter and also complied with the stipulations of the Stock Exchanges related to non-compliance.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange of India Limited and BSE Limited 	Non-compliance of the provisions of regulation 17(1) of SEBI LODR Regulations as regard to the composition of the Board of Directors during the quarter ended 30 th June 2019 and 30 th September, 2019.	The Stock Exchanges have levied fine and also stipulated to place in the Board records for the non-compliance for the respective Quarters ended 30 th June 2019 and 30 th September, 2019.	The Company has complied with the stipulations of the Stock Exchanges related to non-compliance.

2.	(a) National Stock Exchange of India Ltd.	Non-compliance of Regulation 27(2) of SEBI LODR Regulations, 2015: delay in filing of Report on Corporate Governance for the quarter ended 31 st December, 2019	National Stock Exchange of India Ltd. Levied fine for the non-compliance.	The Company has complied with the stipulations of the National Stock Exchange of India Ltd. related to non-compliance.
	(b) BSE Ltd.	Non-compliance of Regulation 17(1), 18(1), 19(1),(2), 20(2), 21(2) and 27(2) of SEBI LODR Regulations, 2015 for the Quarter ended 31 st December, 2019.	BSE Ltd. has levied fine for the non-compliance under the said provisions.	The Company submitted its representation for the waiver of fine and BSE outcome in response to Company representation has not yet been received.

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Requirement/relevant provisions	Company's action on the compliance
1	Passing of Special Resolution under the provisions of Regulation 17 (1A) of SEBI LODR Regulations for continuation of Directorship of Independent Director who have attained the age of 75 years.	In compliance of the provisions of Regulation 17(1A) of SEBI LODR Regulations the requisite Special Resolution was passed by the Company in the Annual General Meeting held on 27th September, 2019.

Besides above no action was required in respect of other observations given in the previous report.

- e) It was reported that the listed entity had suitably modified the terms of appointment of Statutory auditor in terms of para 6(A) and 6(B) of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019.

**For JVS & Associates
Company Secretaries**



**Jyoti Sharma
Proprietorship
CP No.: 10196
M. No. F8843**

**Firm Registration No.: I2011DE848300
UDIN: F008843B000473351**

**Place: New Delhi
Date: July 18th, 2020**