

Date of the AGM: 29th September, 2015

Total number of shareholders on record date: 17048

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: Twenty Two (22)

Public: One Hundred and Twenty Three (123)

No of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group: NIL

Public: NIL

Business Transacted at 29th Annual General Meeting and results thereof

Item No. 1: To receive, consider and adopt :

- a) the Audited Financial Statements of the Company for the year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2015 together with Reports of the Auditors thereon.

Resolution Required: Ordinary Resolution

Mode of Voting: Remote E-voting, Ballot Form and Poll at AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	%of Votes against on votes polled (7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	10520146	10436786	99.20	10436786	0	100	0
Public – Institutional holders	13679	0	0	0	0	0	0
Public - Others	6506175	5479	0.084	5479	0	100	0
Total	17040000	10442265	61.28	10442265	0	100	0



No. of Invalid Votes: NIL

Result: Above Resolution has been passed with the requisite majority.

Item No. 2: To declare dividend of Rs. 1.50/- per Equity Share for the financial year 2014-15.

Resolution Required : Ordinary Resolution

Mode of Voting: Remote E-voting, Ballot Form and Poll at AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) $=\frac{(2)}{(1)} \times 100$	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) $=\frac{(4)}{(2)} \times 100$	%of Votes against on votes polled (7) $=\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	10520146	10436786	99.21	10436786	0	100	0
Public – Institutional holders	13679	0	0	0	0	0	0
Public - Others	6506175	5499	0.085	5489	10	99.82	0.18
Total	17040000	10442285	61.28	10442275	10	100	0.00

No. of Invalid Votes: NIL

Result: Above Resolution has been passed with the requisite majority.

Item No. 3 (a): To appoint a Director in place of Sh. Shammi Bansal (DIN -00138792), who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required : Ordinary Resolution

Mode of Voting: Remote E-voting, Ballot Form and Poll at AGM



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes-in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	%of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	10520146	10436786	99.21	10436786	0	100	0
Public – Institutional holders	13679	0	0	0	0	0	0
Public - Others	6506175	5499	0.085	4689	810	85.27	14.73
Total	17040000	10442285	61.28	10441475	810	99.99	0.01

No. of Invalid Votes: NIL

Result: Above Resolution has been passed with the requisite majority.

Item No. 3 (b): To appoint a Director in place of Sh. Sunil Bansal (DIN-00142121), who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required: Ordinary Resolution

Mode of Voting :Remote E-voting, Ballot Form and Poll at AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes-in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	%of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	10520146	10436786	99.21	10436786	0	100	0
Public – Institutional holders	13679	0	0	0	0	0	0
Public - Others	6506175	5499	0.084	4689	810	85.27	14.73
Total	17040000	10442285	61.28	10441475	810	99.99	0.01

No. of Invalid Votes: NIL

Result: Above Resolution has been passed with the requisite majority.



Item No. 4: To ratify the appointment of Auditors of the Company and to fix their remuneration.

Resolution Required: Ordinary Resolution

Mode of Voting :Remote E-voting, Ballot Form and Poll at AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) =[(2)/(1)]*100	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) =[(4)/(2)]*100	%of Votes against on votes polled (7) =[(5)/(2)]*100
Promoter and Promoter Group	10520146	10436786	99.21	10436786	0	100	0
Public – Institutional holders	13679	0	0	0	0	0	0
Public - Others	6506175	5499	0.085	5489	10	99.82	0.18
Total	17040000	10442285	61.28	10442275	10	100	0.00

No. of Invalid Votes: NIL

Result: Above Resolution has been passed with the requisite majority.

Item No. 5: Appointment of Smt. Lovelena Mody (DIN-01279148) as an Independent Director for a term of 3 (three) consecutive years from 29th September, 2015 to 28th September, 2018.

Resolution Required: Ordinary Resolution

Mode of Voting :Remote E-voting, Ballot Form and Poll at AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) =[(2)/(1)]*100	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) =[(4)/(2)]*100	%of Votes against on votes polled (7) =[(5)/(2)]*100
Promoter and Promoter Group	10520146	10436786	99.21	10436786	0	100	0
Public – Institutional holders	13679	0	0	0	0	0	0



Public - Others	6506175	5499	0.085	5439	60	98.91	1.10
Total	17040000	10442285	61.28	10442225	60	100.00	0.00

No. of Invalid Votes: NIL

Result: Above Resolution has been passed with the requisite majority.

Item No. 6: Appointment of Sh. Ashok Kumar (DIN-06883514) as a Director

Resolution Required: Ordinary Resolution

Mode of Voting :Remote E-voting, Ballot Form and Poll at AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) =[(2)/(1)]*100	No. of Votes-in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) =[(4)/(2)]*100	%of Votes against on votes polled (7) =[(5)/(2)]*100
Promoter and Promoter Group	10520146	10436786	99.21	10436786	0	100	0
Public – Institutional holders	13679	0	0	0	0	0	0
Public - Others	6506175	5499	0.085	4689	810	85.27	14.73
Total	17040000	10442285	61.28	10441475	810	99.99	0.01

No. of Invalid Votes: NIL

Result: Above Resolution has been passed with the requisite majority.

Item No. 7: Appointment of Sh. Ashok Kumar (DIN-06883514) as an Executive Director for a period of 3 years effective from 1st June, 2015.

Resolution Required: Special Resolution

Mode of Voting :Remote E-voting, Ballot Form and Poll at AGM



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	%of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	10520146	10436786	99.21	10436786	0	100	0
Public – Institutional holders	13679	0	0	0	0	0	0
Public - Others	6506175	5499	0.085	4639	860	84.36	15.64
Total	17040000	10442285	61.28	10441425	860	99.99	0.01

No. of Invalid Votes: NIL

Result: Above Resolution has been passed with the requisite majority.

Item No. 8: Re-appointment of Sh. Adesh Kumar Gupta (DIN-00143192) as a CEO & Executive Director of the Company for a further period of 3 years w.e.f. 1st April, 2015

Resolution Required: Special Resolution

Mode of Voting :Remote E-voting, Ballot Form and Poll at AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	%of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	10520146	10436786	99.21	10436786	0	100	0
Public – Institutional holders	13679	0	0	0	0	0	0
Public - Others	6506175	5499	0.085	4639	860	84.36	15.64
Total	17040000	10442265	61.28	10441425	860	99.99	0.01

No. of Invalid Votes: NIL

Result: Above Resolution has been passed with the requisite majority.



Item No. 9: Re-appointment of Sh. Adarsh Gupta (DIN-00161193) as an Executive Director of the Company for a further period of 3 years w.e.f. 1st April, 2015

Resolution Required: Special Resolution

Mode of Voting :Remote E-voting, Ballot Form and Poll at AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) $=\frac{(2)}{(1)} \times 100$	No. of Votes-in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) $=\frac{(4)}{(2)} \times 100$	%of Votes against on votes polled (7) $=\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	Pursuant to the Addendum to the Notice of the AGM, dated 3 rd September, 2015, item No. 9 was not available for voting by Shareholders and accordingly not carried.						
Public – Institutional holders							
Public - Others							

No. of Invalid Votes: Not Applicable

Result: Not Applicable

Item No. 10: Re-appointment of Sh. Shammi Bansal (DIN-00138792) as an Executive Director for a further period of 3 years w.e.f. 1st April, 2015.

Resolution Required: Special Resolution

Mode of Voting :Remote E-voting, Ballot Form and Poll at AGM



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) $=[(2)/(1)]*100$	No. of Votes-in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) $=[(4)/(2)]*100$	%of Votes against on votes polled (7) $=[(5)/(2)]*100$
Promoter and Promoter Group	10520146	10436786	99.21	10436786	0	100	0
Public – Institutional holders	13679	0	0	0	0	0	0
Public - Others	6506175	5499	0.084	4639	860	84.36	15.64
Total	17040000	10442285	61.28	10441425	860	99.99	0.01

No. of Invalid Votes: NIL

Result: Above Resolution has been passed with the requisite majority.



CONSOLIDATED SCRUTINIZERS' REPORT

ON

**REMOTE E-VOTING, BALLOT FORM AND POLL FOR 29th
ANNUAL GENERAL MEETING OF LIBERTY SHOES LIMITED**

**HELD ON TUESDAY 29th SEPTEMBER, 2015 AT 11:00 AM
AT THE REGISTERED OFFICE OF THE COMPANY**

(Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendment thereof including Companies (Management & Administration), Amendment Rules, 2015 and clause 35B of the Listing Agreement.

Sukesh Gupta

Chartered Accountants
(Membership No 514675)

Indian Bank Building
G T Road, PANIPAT
Ph : 0180- 4007774, 2634173
Fax : 0180-2646198

CONSOLIDATED REPORT OF SCRUTINIZER

29TH September, 2015

To

The Chairman

Liberty Shoes Ltd.

Libertypuram, 13th Milestone, G.T Karnal Road, Kutail, P.O Bastara,

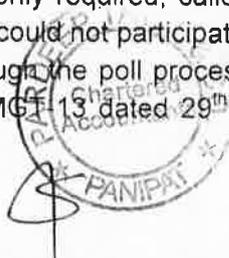
Distt.Karnal-132114

Haryana

Sub: COMBINED SCRUTINIZER'S REPORT ON VOTING BY REMOTE E-VOTING,
BALLOT FORM AND POLL AT THE 29TH ANNUAL GENERAL MEETING OF
THE COMPANY

I, Sukesh Gupta, Chartered Accountant , Partner of M/s Pardeep Tayal & Co.(Chartered Accountants), Panipat (Haryana), appointed as Scrutinizer by the Board of Directors of M/s. Liberty Shoes Ltd. ("the Company") vide board resolution passed on 29th May , 2015 for the purpose of scrutinizing remote e-voting, Ballot received by post and Poll on the below mentioned resolutions(s), for 29th Annual General Meeting (AGM) of Liberty Shoes Ltd. ("the Company"), held on Tuesday, 29th September, 2015 at 11:00 A.M. at the Registered Office of the Company, submit my report as under:

1. The Board of Directors of the Company have appointed Sh. Sukesh Gupta, Partner of M/s Pardeep Tayal & Co.(Chartered Accountants) Panipat, as scrutinizer for the voting by Remote E-Voting, Ballot form & poll conducted at the 29th Annual General Meeting of the Company. The Remote E-voting was commenced on Saturday, 26th September, 2015 at 10.00 a.m. and for further details kindly refer to Scrutinizer's report given by Sh. Sukesh Gupta dated 29th September, 2015 attached herewith as annexure I.
2. The Company has also given the option of voting through Ballot form to facilitate the Members who could not participate in the remote e-voting. The voting through above Ballot was concluded on 28th September, 2015 at 5.00 p.m. and for further details kindly refer to Scrutinizer's report given by Sh. Sukesh Gupta dated 29th September, 2015 attached herewith as annexure I.
3. At the 29th AGM of the Company held on Tuesday, 29th September, 2015, the Chairman of the AGM has, as statutorily required, called for a Poll to facilitate the Members present in the meeting who could not participate in the remote e-voting and Ballot form to record their votes through the poll process. For further details kindly refer to Scrutinizers' report in form MGT-13 dated 29th September, 2015 attached



4. The result of the E-voting, Ballot Form together with that of the Poll at the AGM is as under:

Sr. No	Subject Matter (as set out in the Notice to the 29 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
1.	To receive, consider and adopt a) the Audited Statement of Profit and Loss for the year ended 31st March, 2015 together with the Report of the Board of Directors and the Auditors thereon. b) the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2015 together with the Report of the Auditors thereon.	E-Voting	243981	-	-	-
		Ballot Form	10195127	-	-	-
		AGM Poll	3157	-	-	-
		Total	10442265	-	-	-

2	To declare dividend of Rs. 1.50/- per Equity Share for the financial year 2014-15.	E-Voting	243991	10	-	-
		Ballot Form	10195127	-	-	-
		AGM Poll	3157	-	-	-
		Total	10442275	10	-	-
3. a	To appoint a Director in place of Sh. Shammi Bansal (DIN -00138792), who retires by rotation and being eligible offers himself for re-appointment.	E-Voting	243191	810	-	-
		Ballot Form	10195127	-	-	-
		AGM Poll	3157	-	-	-
		Total	10441475	810	-	-
b.	To appoint a Director in place of Sh. Sunil	E-Voting	243191	810	-	-



	Bansal (DIN-00142121), who retires by rotation and being eligible offers himself for re-appointment.	Ballot Form	10195127	-	-	-
		AGM Poll	3157	-	-	-
		Total	10441475	810	-	-
4.	To ratify the appointment of auditors of the Company, and to fix their remuneration.	E-Voting	243991	10	-	-
		Ballot Form	10195127	-	-	-
		AGM Poll	3157	-	-	-
		Total	10442275	10	-	-
5.	Appointment of Smt. Lovelena Mody (DIN-01279148) as an Independent Director for a term of 3 (three) consecutive years from 29 th September, 2015 to 28 th September, 2018.	E-Voting	243941	60	-	-
		Ballot Form	10195127	-	-	-
		AGM Poll	3157	-	-	-
		Total	10442225	60	-	-
6.	Appointment of Sh. Ashok Kumar (DIN-06883514) as a Director	E-Voting	243191	810	-	-
		Ballot Form	10195127	-	-	-
		AGM Poll	3157	-	-	-
		Total	10441475	810	-	-
7.	Appointment of Sh. Ashok Kumar (DIN-06883514) as an Executive Director for a period of 3 (three) years effective from 1 st June, 2015.	E-Voting	243141	860	-	-
		Ballot Form	10195127	-	-	-
		AGM Poll	3157	-	-	-
		Total	10441425	860	-	-
8.	Re-appointment of Sh. Adesh Kumar Gupta (DIN-00143192) as a CEO & Executive	E-Voting	243141	860	-	-
		Ballot Form	10195127	-	-	-



	Director of the Company for a further period of 3 years w.e.f. 1st April, 2015	AGM Poll	3157	-	-	-
		Total	10441425	860	-	-
9.	Re-appointment of Sh. Adarsh Gupta (DIN-00161193) as an Executive Director of the Company for a further period of 3 years w.e.f. 1st April, 2015	E-Voting	Pursuant to the Addendum to the Notice of the AGM, dated 3 rd September, 2015, item No. 9 was not available for voting by Shareholders and accordingly not carried.			
		Ballot Form				
		AGM Poll				
		Total				
10..	Re-appointment of Sh. Shammi Bansal (DIN-00138792) as an Executive Director for a further period of 3 years w.e.f. 1st April, 2015.	E-Voting	243141	860	-	-
		Ballot Form	10195127	-	-	-
		AGM Poll	3157	-	-	-
		Total	10441425	860	-	-

Based on the foregoing, the above Resolution Nos. 1 to 8 and 10 as set out in the Notice of 29th Annual General Meeting held on 29th September, 2015 at the registered office of the Company at Libertypuram, Karnal shall be deemed to have been passed with the requisite majority of shareholders.

Thanking you

Yours Faithfully



Sukesh Gupta
Chartered Accountant

For Liberty Shoes Ltd.

Adesh Kumar Gupta

Chairman of the Meeting

[Scrutinizer for Remote E-Voting, Ballot & AGM Poll Process]

Membership No.

Date: 29th September, 2015

Place: Libertypuram, Karnal

Sukesh Gupta

Chartered Accountants
(Membership No 514675)

Indian Bank Building
G T Road, PANIPAT
Ph : 0180- 4007774, 2634173
Fax : 0180-2646198

Date-29th September, 2015

To

The Chairman

Liberty Shoes Ltd.

Libertypuram, 13th Milestone, G.T Karnal Road, Kutail, P.O Bastara,

Distt.Karnal-132114

Haryana

Sub.: Scrutinizer's Report on Remote E-Voting and Ballot Forms

I, Sukesh Gupta, Chartered Accountant, Partner of M/s Pardeep Tayal & Co.(Chartered Accountants), Panipat (Haryana), appointed as Scrutinizer by the Board of Directors of the Company at their Meeting held on 29th May , 2015 for the purpose of receiving & scrutinizing e-Voting and ballot form received by post on the below mentioned resolutions(s), for 29th Annual General Meeting (AGM) of Liberty Shoes Ltd. ("the Company"), held on Tuesday, 29th September, 2015 at 11:00 A.M. at the Registered Office of the Company, submit my report as under:

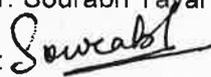
1. To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed there under vide Companies (Management & Administration) Rules, 2014 and any amendment thereof including Companies (Management and Administration), Amendment Rules, 2015 and clause 35B of the Listing Agreement and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, Companies listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), are required to provide remote e-voting facility to their shareholders on all resolutions to be passed at General Meetings or through Postal Ballot Forms. Hence the Company has provided the above voting facilities to its shareholders through remote e-voting facilitated by CDSL and Ballot forms to cast their votes on the resolutions mentioned in the notice of the Annual General Meeting dated 29th May, 2015.
2. The members of the Company whose name appear in the Register of Members as on close of business hours of Tuesday, 22nd September, 2015 were entitled to vote on the resolutions (as set out in the notice of 29th Annual General Meeting of the Company). The voting period commenced on 26th September, 2015 (10:00 a.m.) and ended on 28th September, 2015 (5:00p.m.) The electronic votes cast were taken into account and at the end of said voting period, the e-voting platform provided by CDSL was blocked for



voting. I have also received the Ballot forms from the shareholders who have duly casted their votes for the respective resolutions as contained in the Ballot forms.

3. All Ballot forms together with all votes casted by remote e-voting through CDSL platform received upto 5:00 p.m. Monday, 28th September, 2015, being the last date fixed by the Company for receipt of the Ballot forms and Remote e- voting, were considered for my scrutiny.
4. The votes casted were unblocked on 29th September, 2015 in the presence of two witnesses Mr Sourabh Tayal and Mr Saurav Kinra who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

a. Name: Mr. Sourabh Tayal

Signature: 

b. Name: Mr. Saurav Kinra

Signature: 

The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or Client ID of the Shareholders, numbers of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of list of shares with differential voting rights.

The details containing, inter alia, list of Equity Shareholders, who voted FOR or AGAINST each of the resolution put to vote, were generated from the e-voting website of CDSL, the consolidated result of remote Remote e- voting and Ballot forms are as under:

Item No. 1: To receive, consider and adopt:

- a) **The Audited Statement of Profit and Loss for the year ended 31st March, 2015 together with the Report of the Board of Directors and the Auditors thereon.**
- b) **the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2015 together with the Report of the Auditors thereon.**

Resolution Required: Ordinary Resolution

Mode of Voting : Remote e- voting and Ballot Forms



Subject Matter (as set out in the Notice to the 29 th AGM)	Voting Processes	Votes in favour of the Resolution	Votes against of the Resolution	Invalid Votes	Abstained
A) the Audited Statement of Profit and Loss for the year ended 31st March, 2015 together with the Report of the Board of Directors and the Auditors thereon. b) the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2015 together with the Reports of the Auditors thereon.	Remote e-voting	243981	-	-	-
	Ballot Forms	10195127	-	-	-
Total		10439108	-	-	-

Item No. 2: To declare dividend of Rs. 1.50/- per Equity Share for the financial year 2014-15.

Resolution Required : Ordinary Resolution

Mode of Voting: Remote e- voting and Ballot Forms

Subject Matter (as set out in the Notice to the 29 th AGM)	Voting Process	Votes in favour of the Resolution	Votes against of the Resolution	Invalid Votes	Abstained
To declare dividend of Rs. 1.50/- per Equity Share for the financial year 2014-15.	Remote E-Voting	243991	10	-	-
	Ballot Forms	10195127	-	-	-
Total		10439118	10	-	-



Item No. 3 (a): To appoint a Director in place of Sh. Shammi Bansal (DIN -00138792), who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required : Ordinary Resolution

Mode of Voting: Remote e- voting and Ballot Forms

Subject Matter (as set out in the Notice to the 29 th AGM)	Voting Process	Votes in favour of the Resolution	Votes against of the Resolution	Invalid Votes	Abstained
To appoint a Director in place of Sh. Shammi Bansal (DIN -00138792), who retires by rotation and being eligible offers himself for re-appointment.	Remote e-voting	243191	810	-	-
	Ballot Forms	10195127	-	-	-
Total		10438318	810	-	-

Item No. 3 (b).: To appoint a Director in place of Sh. Sunil Bansal (DIN- 00142121), who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required: Ordinary Resolution

Mode of Voting : Remote e- voting and Ballot Forms

Subject Matter (as set out in the Notice to the 29 th AGM)	Voting Process	Votes in favour of the Resolution	Votes against of the Resolution	Invalid Votes	Abstained
To appoint a Director in place of Sh. Sunil Bansal (DIN- 00142121), who retires by rotation and being eligible offers himself for re-appointment.	Remote e-voting	243191	810	-	-
	Ballot Forms	10195127	-	-	-
Total		10438318	810	-	-



Item No. 4: To ratify the appointment of Auditors of the Company and to fix their remuneration.

Resolution Required: Ordinary Resolution

Mode of Voting : Remote e- voting and Ballot Forms

Subject Matter (as set out in the Notice to the 29 th AGM)	Voting Process	Votes in favour of the Resolution	Votes against of the Resolution	Invalid Votes	Abstained
To ratify the appointment of auditors of the Company, and to fix their remuneration.	Remote e-voting	243991	10	-	-
	Ballot Forms	10195127	-	-	-
Total		10439118	10	-	-

Item No. 5: Appointment of Smt. Lovelena Mody (DIN-01279148) as an Independent Director for a term of 3 (three) consecutive years from 29th September, 2015 to 28th September, 2018.

Resolution Required: Ordinary Resolution

Mode of Voting : Remote e- voting and Ballot Forms

Subject Matter (as set out in the Notice to the 29 th AGM)	Voting Process	Votes in favour of the Resolution	Votes against of the Resolution	Invalid Votes	Abstained
Appointment of Smt. Lovelena Mody (DIN-01279148) as an Independent Director for a term of 3 (three) consecutive years from 29th September, 2015 to 28th September, 2018.	Remote e-voting	243941	60	-	-
	Ballot Forms	10195127	-	-	-
Total		10439068	60	-	-



Item No. 6: Appointment of Sh. Ashok Kumar (DIN-06883514) as a Director

Resolution Required: Ordinary Resolution

Mode of Voting: Remote e- voting and I Ballot Forms

Subject Matter (as set out in the Notice to the 29 th AGM)	Voting Process	Votes in favour of the Resolution	Votes against of the Resolution	Invalid Votes	Abstained
Appointment of Sh. Ashok Kumar (DIN-06883514) as a Director	Remote e-voting	243191	810	-	-
	Ballot Forms	10195127	-	-	-
Total		10438318	810	-	-

Item No. 7: Appointment of Sh. Ashok Kumar (DIN-06883514) as an Executive Director for a period of 3 years effective from 1st June, 2015.

Resolution Required: Special Resolution

Mode of Voting : Remote e- voting and Ballot Forms

Subject Matter (as set out in the Notice to the 29 th AGM)	Voting Process	Votes in favour of the Resolution	Votes against of the Resolution	Invalid Votes	Abstained
Appointment of Sh. Ashok Kumar (DIN - 06883514) as an Executive Director of the Company for a period of 3 years w.e.f. 1 st June, 2015	Remote e-Voting	243141	860	-	-
	Ballot Forms	10195127	-	-	-
Total		10438268	860	-	-

Item No. 8: Re-appointment of Sh. Adesh Kumar Gupta (DIN-00143192) as a CEO & Executive Director of the Company for a further period of 3 years w.e.f. 1st April, 2015



Resolution Required: Special Resolution

Mode of Voting : Remote e- voting and Ballot Forms

Subject Matter (as set out in the Notice to the 29 th AGM)	Voting Process	Votes in favour of the Resolution	Votes against of the Resolution	Invalid Votes	Abstained
Re-appointment of Sh. Adesh Kumar Gupta (DIN-00143192) as a CEO & Executive Director of the Company for a further period of 3 years w.e.f. 1st April, 2015	Remote e-voting	243141	860	-	-
	Ballot Forms	10195127	-	-	-
Total		10438268	860	-	-

Item No. 9: Re-appointment of Sh. Adarsh Gupta (DIN-00161193) as an Executive Director of the Company for a further period of 3 years w.e.f. 1st April, 2015

Resolution Required: Special Resolution

Mode of Voting : Remote e- voting and Ballot Forms

Subject Matter (as set out in the Notice to the 29 th AGM)	Voting Process	Votes in favour of the Resolution	Votes against of the Resolution	Invalid Votes	Abstained
Re-appointment of Sh. Adarsh Gupta (DIN-00161193) as an Executive Director of the Company for a further period of 3 years w.e.f. 1st April, 2015	Remote E-Voting	Pursuant to the Addendum to the Notice of the AGM, dated 3 rd September, 2015, item No. 9 was not available for voting by Shareholders and accordingly not carried.			
	Ballot Forms				

Item No. 10: Re-appointment of Sh. Shammi Bansal (DIN-00138792) as an Executive Director for a further period of 3 years w.e.f. 1st April, 2015.

Resolution Required: Special Resolution

Mode of Voting : Remote e- voting and Ballot Forms



Subject Matter (as set out in the Notice to the 29 th AGM)	Voting Process	Votes in favour of the Resolution	Votes against of the Resolution	Invalid Votes	Abstained
Re-appointment of Sh. Shammi Bansal (DIN-00138792) as an Executive Director for a further period of 3 years w.e.f. 1st April, 2015.	Remote E-Voting	243141	860	-	-
	Ballot Forms	10195127	-	-	-
Total		10438268	860	-	-

Thanking You

Yours Faithfully


 Sukesh Gupta

Chartered Accountant

[Scrutinizer for Remote E-Voting & Ballot Forms Received by Post]

Membership No.

Date: 29th September, 2015

Place: Panipat (Haryana)

Sukesh Gupta

Chartered Accountants
(Membership No 514675)

Indian Bank Building
G T Road, PANIPAT
Ph : 0180- 4007774, 2634173
Fax : 0180-2646198

FORM No.MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules,2014]

To,

The Chairman,

29th Annual General Meeting of the Equity Shareholders
of Liberty Shoes Ltd., held on Tuesday, 29th September, 2015
at Libertypuram, 13th Milestone, G.T. Karnal road, Kutail, P.O. Bastara, Dist.
Kamal-132114, Haryana.

Dear Sir,

I, Sukesh Gupta, Chartered Accountant, Partner of Pradeep Tayal & Co. (Chartered Accountants) Panipat (Haryana), appointed by the Board of Directors of the Company as Scrutinizer, for conducting poll at the 29th Annual General Meeting of the Equity Shareholders of Liberty Shoes Ltd. held on Tuesday, 29th September 2015, submit my report as under:

1. After the time fixed for closing of the poll by Sh. Adesh Kumar Gupta, Chairman of the Meeting, the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations /proxies lodged with the Company.
4. The Result of Poll is as under:

A) Resolution No 1. (Ordinary Resolution)

To receive, consider and adopt:

- a) the Audited Statement of Profit and Loss for the year ended 31st March, 2015 together with the Report of the Board of Directors and the Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2015 together with the Report of the Auditors thereon.



(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
61	3157	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

B) Resolution No 2 (Ordinary Resolution)

To declare dividend of Rs. 1.50/- per equity share for the financial year 2014-15.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
61	3157	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

C) Resolution No 3 (a) (Ordinary Resolution)

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

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
61	3157	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

D) Resolution No 3 (b) (Ordinary Resolution)

To appoint a Director in place of Sh. Sunil Bansal (DIN- 00142121), who retires by rotation and being eligible offers himself for re-appointment.



(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
61	3157	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

E) Resolution No 4 (Ordinary Resolution)

To ratify the appointment of Auditors of the Company, and to fix their remuneration.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
61	3157	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(III) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

F) Resolution No 5 (Ordinary Resolution)

Appointment of Smt. Lovelena Mody (DIN-01279148) as an Independent Director for a term of 3 (three) consecutive years from 29th September, 2015 to 28th September, 2018.

i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
61	3157	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL



G) Resolution No 6 (Ordinary Resolution)

Appointment of Sh. Ashok Kumar (DIN-06883514) as a Director

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
61	3157	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

H) Resolution No 7 (Special Resolution)

Appointment of Sh. Ashok Kumar (DIN-06883514) as an Executive Director for a period of 3 years effective from 1st June, 2015.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
61	3157	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast



NIL	NIL	NIL
-----	-----	-----

(iii) Invalid Votes:

Total number of members(In person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

I) Resolution No 8 (Special Resolution)

Re-appointment of Sh. Adesh Kumar Gupta (DIN-00143192) as a CEO & Executive Director of the Company for a further period of 3 years w.e.f. 1st April, 2015

(I) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
61	3157	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(In person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL



J) Resolution No 9 (Special Resolution)

Re-appointment of Sh. Adarsh Gupta (DIN-00161193) as an Executive Director of the Company for a further period of 3 years w.e.f. 1st April, 2015

Pursuant to the Addendum to the Notice of the AGM, dated 3rd September, 2015, item No. 9 was not available for voting by Shareholders and accordingly not carried.

K) Resolution No 10 (Special Resolution)

Re-appointment of Sh. Shammi Bansal (DIN-00138792) as an Executive Director for a further period of 3 years w.e.f. 1st April, 2015.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
61	3157	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

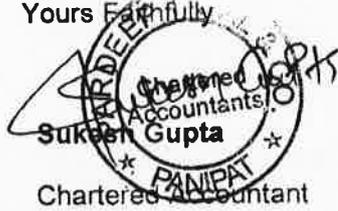
Total number of members (in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL



5. The poll papers and all other records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You

Yours Faithfully


Suresh Gupta
Chartered Accountant
PANIPAT

[Scrutinizer for AGM Poll]

Membership No. 514675

Date: 29th September, 2015

Place: Libertypuram, Karnal