

19th September, 2016



The Manager
Listing Department
The National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra – Kurla, Bandra (E),
Mumbai – 400051
Tel.: 022 – 26598100 – 14

Fax No. 022 – 26598237, 26598238

Sub: 30th Annual General Meeting ('AGM') and Voting results.

Reg : Compliance with the provisions of Regulations 30, 34 and 44 of SEBI (Listing Obligations 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

With reference to the above subject, we would like to inform you that the 30th Annual General Meeting of the Company convened today i.e Monday, 19th September, 2016 at 11:00 A.M.at the Registered office of the Company, have transacted the business mentioned in the Notice dated 30th May, 2016.

In this regard, Please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Part A of Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – I
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – II.
- (3) Scrutinizers' Report on remote e-voting and poll conducted at AGM of the Company as Annexure III.
- (4) Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members in the AGM.

Please take the above information on your records and acknowledge the receipt of the same.

Thanking you

Sincerely yours

For **Liberty Shoes Ltd.**


Munish Kakra

CFO & Company Secretary



Liberty Shoes Ltd.

Corporate Office : No.3, Ground Floor, Building No-8 Tower -A, DLF Cyber City Phase -II, Gurgaon 122002. Haryana, India
Tel +91-124-4616200, 3856200 Fax+ 91-124-4616222 E-mail : ggn@libertyshoes.com www.liberty in

Registered Office: Libertypuram, 13th Milestone, G.T.Karnal Road, P.O. Bastara, Distt. Karnal-132 114, Haryana (India)
Tel.: +91-1748-251101~3 Fax : +91-1748-251100, E-mail: lpm@libertyshoes.com
CIN No. L19201HR1986PLC033185

**SCRUTINIZERS' REPORT ON REMOTE E-VOTING, AND POLL
PROCESS FOR 30th ANNUAL GENERAL MEETING OF LIBERTY
SHOES LIMITED HELD ON MONDAY 19th SEPTEMBER, 2016 AT
11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY**

(Section 108 of the Companies Act read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 and any amendment thereof including Companies (Management & Administration), Amendment Rules, 2015)

Sukesh Gupta

Chartered Accountants
(Membership No 514675)

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

REPORT OF SCRUTINIZER

19th September, 2016

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 POLL CONDUCTED AT
THE 30th 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 30th May, 2016 for the purpose of scrutinizing remote voting and Poll on the below mentioned resolutions(s), for 30th Annual General Meeting (AGM) of Liberty Shoes Ltd. ("the Company"), held on Monday, 19th September, 2016 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, 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 Meeting or through Ballot Forms. Hence the Company has provided the above voting facilities to its shareholders through remote e-voting facilitated by CDSL to cast their votes on the resolutions mentioned in the notice of the Annual General Meeting dated 30th May, 2016. The Remote E-voting was commenced on Thursday, 15th September, 2016 at 9:00 a.m. and ends on Sunday, 18th September, 2016 at 5:00 p.m.
2. The members of the Company whose name appear in the Register of Members as on close of business hours of Monday, 12th September, 2016 were entitled to vote on the resolutions (as set out in the notice of 30th Annual General Meeting of the Company). 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 polling paper from the shareholders who have duly cast their votes for the respective resolutions in the poll conducted at AGM. Immediately after the conclusion of voting at the AGM, first I have counted the votes cast at the meeting, thereafter unblocked the votes cast through remote-e voting.
3. The votes cast were unblocked on 19th September, 2016 in the presence of the 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

b. Name: Mr Saurav Kinra

Signature:

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 Poll conducted at AGM are as under:

| Sr. No | Subject Matter (as set out in the Notice to the 30 th AGM) | Voting Process | Votes in favour of the Resolution | Votes in against of the Resolution | Invalid Votes | Abstained |
|--------|---|----------------|-----------------------------------|------------------------------------|---------------|-----------|
| 1.A. | To receive, consider and adopt | E-Voting | 751596 | 0 | 0 | 0 |
| | the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon. | AGM Poll | 8240721 | 0 | 0 | 0 |
| 1 B | | Total | | 0 | 0 | 0 |
| | the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2016 together with the Reports of the Auditors thereon. | | 8992317 | | | |



| | | | | | | |
|------|---|--------------|----------------|-----------|----------|----------|
| 2. a | To appoint a Director in place of Sh. Adeesh Kumar Gupta (DIN-00137612) who retires by rotation and being eligible offers himself for re-appointment. | E-Voting | 751546 | 50 | 0 | 0 |
| | | AGM Poll | 8240721 | 0 | 0 | 0 |
| | | Total | | 50 | 0 | 0 |
| | | | 8992267 | | | |
| b. | To appoint a Director in place of Sh. Ashok Kumar (DIN-06883514) who retires by rotation and being eligible offers himself for re-appointment. | E-Voting | 751546 | 50 | 0 | 0 |
| | | AGM Poll | 8240721 | 0 | 0 | 0 |
| | | Total | | 50 | 0 | 0 |
| | | | 8992267 | | | |
| 3. | Toratify the appointment of auditors of the Company, and to fix their remuneration. | E-Voting | 751546 | 50 | 0 | 0 |
| | | AGM Poll | 8240721 | 0 | 0 | 0 |
| | | Total | | 50 | 0 | 0 |
| | | | 8992267 | | | |
| 4. | Re-appointment of Sh. Adeesh Kumar Gupta (DIN: 00137612) as an Executive Director of the Company for a period of 2 years w.e.f. 1st October, 2016: | E-Voting | 751596 | 0 | 0 | 0 |
| | | AGM Poll | 8240681 | 40 | 0 | 0 |
| | | Total | | 40 | 0 | 0 |
| | | | 8992277 | | | |



Based on the foregoing, the above Resolution Nos. 1 to 4 of 30th Annual General Meeting held on 19th September, 2016 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



Gupta

Chartered Accountant

For LIBERTY SHOES LTD



Director/Auth Sign
Adesh Kumar Gupta

Chairman of the Meeting

[Scrutinizer for Remote E-Voting and AGM Poll Process]

Membership No. 514675

Date: 19th September, 2016

Place: Libertypuram, Karnal

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,

30th Annual General Meeting of the Equity Shareholders

of Liberty Shoes Ltd., held on Monday, 19th September, 2016

at Libertypuram, 13th Milestone, G.T. Karnal road, Kutail, P.O. Bastara, Dist,
Karnal-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 30th Annual General Meeting of the Equity Shareholders of Liberty Shoes Ltd. held on Monday, 19th September 2016, 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:

ORDINARY BUSINESS

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



- a) the Audited Financial Statements of the Company for the year ended March 31, 2016 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, 2016 together with Reports 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 |
|--|------------------------------|---------------------------------------|
| 45 | 8240721 | 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 |

Item No. 2- Appointment of Directors

- a) To appoint a Director in place of Sh. Adeesh Kumar Gupta (DIN-00137612), 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 |
|--|------------------------------|---------------------------------------|
| 45 | 8240721 | 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) To appoint a Director in place of Sh. Ashok Kumar (DIN-06883514), 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 |
|--|------------------------------|---------------------------------------|
| 45 | 8240721 | 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 |



Item No. 3- Ratification of appointment of Auditors

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 |
|--|------------------------------|---------------------------------------|
| 45 | 8240721 | 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 |

SPECIALBUSINESS

4. Re-appointment of Sh. Adeesh Kumar Gupta (DIN: 00137612) as an Executive Director of the Company for a period of 2 years w.e.f. 1st October, 2016:

(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 |
|--|------------------------------|---------------------------------------|
| 44 | 8240681 | 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 |
|--|------------------------------|---------------------------------------|
| 1 | 40 | 100% |



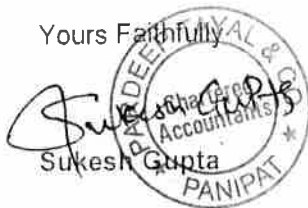
(iii) Invalid Votes:

| | |
|--|------------------------------------|
| 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

[Scrutinizer for AGM Poll]

Membership No. 514675

For LIBERTY SHOES LTD

Director/Auth. Sign
Chairman of the meeting

Date:19th September ,2016

Place: Libertypuram , Karnal