

## Notice

Notice is hereby given that the 29th (Twenty Ninth) Annual General Meeting of the Members of **Liberty Shoes Ltd.** ("the Company") will be held on **Tuesday, 29<sup>th</sup> September, 2015 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:

- 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.
- the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2015 together with the Reports of the Auditors thereon.

#### Item No. 2-Declaration of Dividend

To declare a dividend of ₹1.50/- per Equity Share for the financial year 2014-15.

#### Item No. 3-Appointment of Directors

- To appoint a Director in place of Sh. Shammi Bansal (DIN- 00138792), who retires by rotation and being eligible offers himself for re-appointment.
- To appoint a Director in place of Sh. Sunil Bansal (DIN- 00142121), who retires by rotation and being eligible offers himself for re-appointment.

#### Item No. 4-Appointment of Auditors

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

**"RESOLVED THAT**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and pursuant to the recommendation of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at their 28<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2014, appointment of M/s Pardeep Tayal & Co., Chartered Accountants (Firm Registration No. 002733N) as the Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2017 be and is hereby ratified and that the Board of Directors of the Company be and are hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as mutually agreed between the Board of Directors of the Company and the Auditors."

### SPECIAL BUSINESS:

#### Item No. 5-Appointment of Smt. Lovelena Mody (DIN- 01279148) as an Independent Director

**To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement(s), Smt. Lovelena Mody (DIN: 01279148), who was appointed as an Additional Director, of the Company by the Board of Directors w.e.f. 23<sup>rd</sup> January, 2015 to hold the office till the date of forthcoming Annual General Meeting, in terms of the provisions of Section 161 of the Act, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing along with requisite deposit from a member under Section 160 of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, effective from 29<sup>th</sup> September, 2015 for a term of 3 (three) consecutive years from 29<sup>th</sup> September, 2015 to 28<sup>th</sup> September, 2018.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

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

**To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 (the "Act") and in accordance with the Articles of Association of the Company, Sh. Ashok Kumar who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 23<sup>rd</sup> January, 2015 and who holds office till the date of forthcoming Annual General Meeting, in terms of the provisions of Section 161 of the Act, and in respect of whom the Company has received a notice in writing along with requisite deposit from a member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation."

#### Item No. 7-Appointment of Sh. Ashok Kumar (DIN - 06883514) as an Executive Director

**To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with the Schedule V of the Companies Act, 2013 (hereinafter referred to as "the Act" including any modification(s) or re-enactment(s) thereof for the time being in force) and all the

other applicable provisions of the Act, if any, and in accordance with provisions of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Sh. Ashok Kumar as the Executive Director of the Company for a period of 3 years effective from 1<sup>st</sup> June, 2015 and on such terms and conditions including the remuneration, payable as minimum remuneration, as enumerated in the draft Service Agreement which is to be entered into between the Company and Sh. Ashok Kumar.

**RESOLVED FURTHER THAT** the draft of the Service Agreement as placed before the meeting, as required to be entered into between the Company and Sh. Ashok Kumar and initialled by Sh. Adesh Kumar Gupta, CEO & Executive Director of the Company for the purpose of identification is placed before the meeting with liberty to the Board of Directors of the Company (the "Board"), to alter and vary the terms and conditions thereof in such manner as may be agreed to between the Board and Sh. Ashok Kumar subject to the applicable provisions of the Act, or any amendment thereto or any re-enactment thereof, be and is hereby approved.

**RESOLVED FURTHER THAT** the remuneration, proposed to be paid to Sh. Ashok Kumar, as minimum remuneration, shall not exceed the limits as specified under the provisions of Section 196, 197 & 203 read with the Schedule V of the Act and shall be for the period of 3 years from the date of this appointment.

**RESOLVED FURTHER THAT** in the event of any statutory modification(s) or amendments, or relaxations by the Central Government to Schedule V of the Act, the Board of Directors of the Company or Committee thereof be and is hereby authorized to vary or increase the remuneration and perquisites including the monetary value thereof as specified above within the provisions of Schedule V of the Act to the extent the Board of Directors or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with the provision(s) under the Act or Schedule appended thereto, and / or any Rules or Regulations there under.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Committee thereof be and is hereby authorized to do all such acts, deeds and things as may be necessary in respect of aforesaid matter."

**Item No. 8-Re-appointment of Sh. Adesh Kumar Gupta (DIN - 00143192) as a CEO & Executive Director**

**To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with the Schedule V of the Companies Act, 2013 (hereinafter referred to as "the Act" including any modification(s) or re-enactment(s) thereof for the time being in force) and all the other applicable provisions of the Act, if any, and in accordance with provisions of Articles of Association of the Company, the

consent of the Members of the Company be and is hereby accorded for the re-appointment of Sh. Adesh Kumar Gupta as the "Chief Executive Officer & Executive Director" of the Company for a further period of 3 years w.e.f. 1<sup>st</sup> April, 2015 on such terms and conditions including the remuneration payable as minimum remuneration and as enumerated in the draft Service Agreement which is to be entered into between the Company and Sh. Adesh Kumar Gupta.

**RESOLVED FURTHER THAT**, the draft of the Service Agreement as placed before the meeting and as required to be entered into between the Company and Sh. Adesh Kumar Gupta and initialled by Sh. Sunil Bansal, Executive Director of the Company for the purpose of identification, to alter and vary the terms and conditions thereof in such manner as may be agreed to between the Board and Sh. Adesh Kumar Gupta subject to the applicable provisions of the Act, or any amendment thereto or any re-enactment thereof, be and is hereby approved.

**RESOLVED FURTHER THAT** the remuneration, proposed to be paid to Sh. Adesh Kumar Gupta, as minimum remuneration as approved by the Members in their 27th Annual General Meeting held on 20th September, 2013, shall not exceed the limits as specified under the provisions of Section 196, 197 & 203 read with the Schedule V of the Act and shall be for the period of 3 years from the date of this re-appointment.

**RESOLVED FURTHER THAT** in the event of any statutory modification(s) or amendments, or relaxations by the Central Government to Schedule V of the Act, the Board of Directors of the Company or Committee thereof be and is hereby authorized to vary or increase the remuneration and perquisites including the monetary value thereof as specified above within the provisions of Schedule V of the Act to the extent the Board of Directors or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with the provision(s) under the Act or Schedule appended thereto, and / or any Rules or Regulations thereunder.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Committee thereof be and is hereby authorized to do all such acts, deeds and things as may be necessary in respect of aforesaid matter."

**Item No. 9-Re-appointment of Sh. Adarsh Gupta (DIN - 00161193) as an Executive Director**

**To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with the Schedule V of the Companies Act, 2013 (hereinafter referred to as "the Act" including any modification(s) or re-enactment(s) thereof for the time being in force) and all the other applicable provisions of the Act, if any, and in accordance with provisions of Articles of Association of the Company, the



consent of the Members of the Company be and is hereby accorded for the re-appointment of Sh. Adarsh Gupta as an Executive Director of the Company for a further period of 3 years w.e.f. 1st April, 2015 on such terms and conditions including the remuneration payable as minimum remuneration and as enumerated in the draft Service Agreement which is to be entered into between the Company and Sh. Adarsh Gupta.

**RESOLVED FURTHER THAT** the draft of the Service Agreement as placed before the meeting and as required to be entered into between the Company and Sh. Adarsh Gupta and initialled by Sh. Sunil Bansal, Executive Director of the Company for the purpose of identification, to alter and vary the terms and conditions thereof in such manner as may be agreed to between the Board and Sh. Adarsh Gupta subject to the applicable provisions of the Act, or any amendment thereto or any re-enactment thereof be and is hereby approved.

**RESOLVED FURTHER THAT** the remuneration, proposed to be paid to Sh. Adarsh Gupta, as minimum remuneration as approved by the Members in their 27th Annual General Meeting held on 20th September, 2013, shall not exceed the limits as specified under the provisions of Section 196, 197 & 203 read with the Schedule V of the Act and shall be for the period of 3 years from the date of this re-appointment.

**RESOLVED FURTHER THAT** in the event of any statutory modification(s) or amendments, or relaxations by the Central Government to Schedule V of the Act, the Board of Directors of the Company or Committee thereof be and is hereby authorized to vary or increase the remuneration and perquisites including the monetary value thereof as specified above within the provisions of Schedule V of the Act to the extent the Board of Directors or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with the provision(s) under the Act or Schedule appended thereto, and / or any Rules or Regulations thereunder.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Committee thereof be and is hereby authorized to do all such acts, deeds and things as may be necessary in respect of aforesaid matter."

**Item No. 10-Re-appointment of Sh. Shammi Bansal (DIN-00138792) as an Executive Director**

**To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with the Schedule V of the Companies Act, 2013 (hereinafter referred to as "the Act" including any modification(s) or re-enactment(s) thereof for the time being in force) and all the other applicable provisions of the Act, if any, and in accordance with provisions of Articles of Association of the Company, the consent of the Members of the Company be and is hereby

accorded for the re-appointment of Sh. Shammi Bansal as an Executive Director of the Company for a further period of 3 years w.e.f. 1st April, 2015 on such terms and conditions including the remuneration payable as minimum remuneration and as enumerated in the draft Service Agreement which is to be entered into between the Company and Sh. Shammi Bansal.

**RESOLVED FURTHER THAT** the draft of the Service Agreement as placed before the meeting and as required to be entered into between the Company and Sh. Shammi Bansal and initialled by Sh. Adesh Kumar Gupta, CEO & Executive Director of the Company for the purpose of identification, to alter and vary the terms and conditions thereof in such manner as may be agreed to between the Board and Sh. Shammi Bansal subject to the applicable provisions of the Act, or any amendment thereto or any re-enactment thereof, be and is hereby approved.

**RESOLVED FURTHER THAT** the remuneration, proposed to be paid to Sh. Shammi Bansal, as minimum remuneration as approved by the Members in their 27th Annual General Meeting held on 20th September, 2013, shall not exceed the limits as specified under the provisions of Section 196, 197 & 203 read with the Schedule V of the Act and shall be for the period of 3 years from the date of this re-appointment.

**RESOLVED FURTHER THAT** in the event of any statutory modification(s) or amendments, or relaxations by the Central Government to Schedule V of the Act, the Board of Directors of the Company or Committee thereof be and is hereby authorized to vary or increase the remuneration and perquisites including the monetary value thereof as specified above within the provisions of Schedule V of the Act to the extent the Board of Directors or Committee thereof may consider appropriate, as may be permitted or authorized in accordance with the provision(s) under the Act or Schedule appended thereto, and / or any Rules or Regulations thereunder.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Committee thereof be and is hereby authorized to do all such acts, deeds and things as may be necessary in respect of aforesaid matter."

By order of the Board  
For Liberty Shoes Ltd.

**Munish Kakra**  
CFO & Company Secretary

Place: New Delhi

Dated: Friday, 29th May, 2015

**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

## NOTES:

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special businesses to be transacted at the Annual General Meeting, set out in the Notice, is annexed hereto and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AFORESAID ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. **THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED AND SIGNED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS REPORT.**
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of the 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 Member.
5. 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 authorizing their representative(s) to attend and vote at the Annual General Meeting.
6. 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.
7. The Register of Members and Share Transfer Books shall remain closed from Wednesday, 23<sup>rd</sup> September, 2015 to Tuesday, 29<sup>th</sup> September, 2015 (both days inclusive) for the purpose of payments of the dividend for the financial year ended March 31, 2015 and the 29<sup>th</sup> Annual General Meeting.
8. Dividend on Equity Shares as recommended by the Board of Directors of the Company for the financial year ended March 31, 2015, if declared at the Annual General Meeting, will be paid to:
  - a) those members whose names shall appear in the

Register of Members of the Company after giving effect to all valid transfers in physical form lodged with the Company/RTA on or before the closing hours of Tuesday, 22<sup>nd</sup> September, 2015.

- b) those "Beneficiary Owners" in respect of shares held in electronic form, whose names shall appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on Tuesday, 22<sup>nd</sup> September, 2015.
9. In terms of the Circular No. CIR/MRD/DP/10/2013, dated 21<sup>st</sup> March, 2013 issued by the Securities and Exchange Board of India, listed Companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Services (ECS), LECS (Local ECS)/RECS (Regional ECS)/ NECS (National ECS), NEFT etc. for making cash payments like dividend etc. to the members. Therefore, Members holding shares in physical mode are requested to provide their bank details to the Company/RTA. Members holding shares in demat mode are requested to record the NECS mandate with their Depository Participant(s) concerned.
10. 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 Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Ltd, 44, Community Centre, Naraina Industrial Area Phase-I, New Delhi-110028.
11. 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. 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 the Depository Participants by the Members.
12. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will, as per Section 205A and Section 205B of the Companies Act, 1956 (Section 124 of the Companies Act, 2013 not yet notified), be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Members who have not encashed their Dividend warrants so



far for the financial year 2013-14, the details of which are available at the website of the Company viz. [www.libertyshoes.com](http://www.libertyshoes.com) are requested to address their claim to the CFO & Company Secretary, Liberty Shoes Limited at Libertypuram, 13<sup>th</sup> Milestone, G.T. Karnal Road, P.O. Bastara, Distt. Karnal -132114, Haryana, (India) or Registrar and Share Transfer Agent M/s Link Intime India Pvt. Ltd. at their above address.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Ltd.
14. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, Members are entitled to make a nomination in respect of Shares held by them in Form No. SH. 13. 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 their respective depository in case of shares in electronic form. The nomination form can be downloaded from the Company's website [www.libertyshoes.com](http://www.libertyshoes.com) under section "Investor Relations".
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 Clause 49 of the Listing Agreement is annexed to the Notice of this Annual General Meeting as Annexure A of Annexure to the notice.
18. Members/Proxies/Authorized Representative(s) are requested to bring their Attendance Slip duly filled in and signed for attending the Meeting. Members who hold Equity Shares in Dematerialized Form are requested to write the Client ID and DP ID Number and those who hold Equity Shares in physical form are requested to write their Folio Number in the Attendance Slip for easier identification of attendance at the Meeting.
19. 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.
20. Members holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd. And Members holding shares in electronic form must advise their respective depository participants about change in address and not to the Company or the Company's Registrar.
21. As per Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, 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 or with the Depository. Members, who have not registered their e-mail address with the Company 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](http://www.libertyshoes.com), to RTA of the Company. Members holding shares in demat form are requested to register their e-mail address with their 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.
22. 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 Annual General Meeting to attend the same.

23. 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.
24. 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.
25. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendment thereof including Companies (Management & Administration), Amendment Rules, 2015 and the Clause 35B of the Listing Agreement, the Company is pleased to offer remote e-voting and ballot form facility to the Members to cast their votes electronically on all resolutions set forth in this Notice. The process and general instructions for 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) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (II) Click on "Shareholders" tab.
- (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](http://www.evotingindia.com) and voted on 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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>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.</li> </ul>
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"> <li>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 (v).</li> </ul>

- (VII) After entering these details appropriately, click on "SUBMIT" tab.
- (VIII) Members holding shares in physical form will then reach directly 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 resolution contained in this Notice.
- (X) Click on the EVSN (150820026) for Liberty Shoes Limited 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 out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (XVI) If Demat account holder has forgotten the changed 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) 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](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (i) 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 Tuesday, 22<sup>nd</sup> September, 2015 may follow the same instructions as mentioned above for e-Voting.
- (ii) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**(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. (XVII) above to cast vote

**General Instructions:**

- I) The voting period begins on Saturday, 26<sup>th</sup> September, 2015 at 10.00 a.m. and ends on Monday, 28<sup>th</sup> September, 2015 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 Tuesday, 22<sup>nd</sup> September, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholders, the Shareholder shall not be allowed to change it subsequently.
- II) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- III) 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 Tuesday, 22<sup>nd</sup> September, 2015.
- IV) Member can also download the notice of the meeting at [www.libertyshoes.com](http://www.libertyshoes.com) for exercising their e-Voting rights.
- V) Members desiring to exercise vote by Physical Postal Ballot form are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed & signed in the attached pre-paid postage Self addressed envelope so as to reach the scrutinizer not later than the close of working hours i.e 5.00 p.m. on Monday, 28<sup>th</sup> September, 2015.
- VI) The Board of Directors has appointed Sh. Sukesh Gupta, partner of M/s Pardeep Tayal & Co. (Chartered Accountants), Panipat, Haryana, as Scrutinizer for conducting the remote e-voting and Postal ballot process in a fair and transparent manner. The pre-paid postage self addressed envelope attached to this Notice bears the address to which duly completed Postal ballot is to be sent.
- VII) At the end of the remote e-voting period, Scrutinizer will download the entire voting data using its

- Scrutinizer login.
- VIII) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of 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.
- IX) The Chairman of the Meeting or any person of the Company, duly authorised by him, in writing, shall announce the result of remote e-voting and ballot form facilities after receiving of consolidated scrutinizer's report from the scrutinizer.
- X) 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](http://www.libertyshoes.com) and on the website of CDSL within three days of passing of the resolutions at the 29<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, 29<sup>th</sup> September, 2015, and communicated to National Stock Exchange of India Ltd. and BSE Ltd.
- XI) The resolution shall be deemed to be passed on the date of Annual General Meeting, subject to the receipt of sufficient votes through a compilation of voting results (i.e. remote e-voting and ballot form facilities along with the voting held at the Annual General Meeting).

However, in terms of Clause 35B of the Listing Agreement, those members, who do not have access to remote e-voting facility, may send their assent or dissent in writing on the Ballot Form attached with this Annual General Meeting Notice in the enclosed self addressed postage pre-paid envelope so as to reach the Scrutinizer at 4/42, Punjabi Bagh (West), New Delhi-110026 on or before close of business hours of Monday, 28<sup>th</sup> September, 2015. Any Ballot Form received after this date will be treated as if the reply from the members has not been received. The Scrutinizer's decision on the Validity of a Ballot form facilities will be final.

#### **IMPORTANT NOTE:**

As Liberty Shoes Ltd., being a listed Company and having more than 1000 shareholders, is compulsorily required to provide e-voting facility to members in terms of Section 108 of the Act read with Rule 20 of the Rules and Clause 35B of the Listing Agreement, voting by show of hands will not be available to the members at the 29<sup>th</sup> Annual General Meeting in view of the further provisions of Section 107 read with Section 114 of the Act.

#### **Annexure to the Notice**

#### **(Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013)**

#### **ITEM NO. 5**

Smt. Lovelena Mody is a renowned Business personality and actively participates in State level CII activities. She is having a vast experience of managing the hospitality sectors. The Board of Directors of the Company in their meeting held on 23<sup>rd</sup> January, 2015 appointed her as Women Director in compliance of the provisions of Section 149 of the Companies Act, 2013 (the "Act") and Clause 49 of the Listing Agreement(s) and in terms of the provisions of Section 161 of the Act, her office as Director is coming to an end on the date of forthcoming AGM. The Board of Directors of the Company, considering her profile, experience and qualification and based on the recommendation of the Nomination and Remuneration Committee, pursuant to section 178 of the Companies Act, 2013 and rules framed there under and in compliance of the above provisions of the Act and Listing Agreement(s), proposed Smt. Mody to be appointed as Independent Director of the Company.

Section 149 of the Companies Act, 2013 inter-alia stipulates the criteria of Independence, if a Company proposes to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the board of a Company and he/she shall not be included in the total number of Directors for retirement of rotation. It may be noted that Smt. Lovelena Mody is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given a declaration that she meets the criteria of Independence as provided in Section 149 (6) of the Act and also under clause 49 of the Listing Agreement(s) to act as an Independent Director of the Company.

In the opinion of the Board, Smt. Lovelena Mody, proposed to be appointed, fulfils the conditions specified in the Act and the rules made there under and listing agreement and the proposed Director is Independent of the Management. The Company has received notice from the member along with requisite deposit under the provisions of Section 160 of the Act proposing her candidature for the office of Director of the Company for a period of 3 (three) years effective from 29<sup>th</sup> September, 2015.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Smt. Lovelena Mody, copy of the consent letter in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and declaration that she meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013, Schedule IV Part IV of the code for Independent Director as obtained from her and other relevant documents are open for inspection at the Registered Office of the Company during business hours on any working day prior to the date of the Annual General Meeting.

Brief resume of Smt. Lovelena Mody, nature of her expertise in specific functional areas and names of Companies in which she holds



directorships/chairmanships of Board committees, shareholding and relationships between directors inter se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Annexure A of the Annexure to this Notice and also in Corporate Governance Report forming part of the Annual Report.

The Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchanges.

Smt. Lovelena Mody does not hold any Equity Shares in the Company.

None of the Directors, Key managerial Personnel of the Company or their relatives, except Smt. Lovelena Mody may be deemed to be concerned or interested in the proposed resolutions.

#### ITEM NO. 6 & 7

Sh. Ashok Kumar is a Law Graduate and has been advising the Company on various legal matters for last several years. A brief profile detailing qualification and experience has been provided in Annexure- A to the Notice of this Annual General Meeting.

Sh. Ashok Kumar was appointed as Additional Director of the Company w.e.f. 23<sup>rd</sup> January, 2015 to hold the office up to the date of this Annual General Meeting. Accordingly, his office is coming to an end on the date of forthcoming Annual General Meeting and the Board of Directors in their meeting held on 29<sup>th</sup> May, 2015, considering his experience, qualification and valuable contribution to the Company, proposed his appointment as Director of the Company liable to retire by rotation and further as Executive Director for a period of 3 years w.e.f. 1<sup>st</sup> June, 2015 to 31<sup>st</sup> May, 2018 subject to the approval of the Members of the Company in this Annual General Meeting on the following remuneration, payable as minimum remuneration in terms of the provisions of Schedule V of the Companies Act, 2013 and on such terms and conditions, as set out in the draft Service Agreement to be executed between Sh. Ashok Kumar and the Company. The appointment and remuneration payable to Sh. Ashok Kumar has been recommended by the Nomination and Remuneration Committee in their Meeting held on 29<sup>th</sup> May, 2015 in compliance with the provisions of Section 178 of the Companies Act, 2013.

In the opinion of the Board, Sh. Ashok Kumar, proposed to be appointed, fulfils the conditions specified in the Act and the rules made there under. The Company has received notice from the member along with requisite deposit under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

The abstract of the terms and conditions of the appointment of Sh. Ashok Kumar as Executive Director along with Memorandum of his interest or concern is set out as below:

- (i) Period: For a period of 3 years w.e.f. 1<sup>st</sup> June, 2015 to 31<sup>st</sup> May, 2018.
- (ii) Nature of Duties: Sh. Ashok Kumar shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best of the Company.
- (iii) Remuneration:

a) Salary: ₹1,10,000/- per month subject to the Board reviewing any increase or variation in such salary.

b) Perquisites: As per the rules of the Company as applicable for the Directors for the time being in force. In view of the inadequate profits of the Company, the proposed remuneration payable to Sh. Ashok Kumar is the minimum remuneration and the total remuneration, of salary, perquisites, and any other allowances shall not exceed the ceiling as provided in Section II of the Part-II of Schedule V of the Companies Act, 2013 including any amendment thereof from time to time.

No commission of whatsoever nature shall be paid to the Executive Director apart from the aforesaid remuneration.

(iv) Other terms of re-appointment:

a) The terms and conditions of the re- appointment of Sh. Ashok Kumar as Executive Director may be varied or altered from time to time by the Board of Directors or Committee thereof in its discretion, if deemed fit but subject to the provisions of the Companies Act, 2013 or any regulations/rules made there under.

b) The Office of Sh. Ashok Kumar as Executive Director shall be liable to retire by rotation.

c) No sitting fee shall be paid to Sh. Ashok Kumar for attending the Board or Committee Meeting(s)

d) Sh. Ashok Kumar shall abide by the Company's Code of Conduct or any other Code of Conduct as laid down in terms of Corporate Governance and Insider Trading Regulations.

Draft of the said Service Agreement and other relevant documents are available for inspection at the Company's registered office on any working day between 10:00 A.M. to 1:00 P.M. up to the date of forthcoming Annual General Meeting.

None of the Directors, Key managerial Personnel of the Company or their relatives, except Sh. Ashok Kumar may be deemed to be concerned or interested in the proposed resolution.

#### ITEM NO. 8 -10

Sh. Adesh Kumar Gupta, a Graduate in B.SC. (Engineering), has been working as Director of the Company since 1990 and Executive Director since 2001. He has been looking after the overall affairs of the Company as a CEO since 2004. He has over two decades of rich experience in footwear industry. As a CEO & Executive Director, he has been instrumental in formulating Company's strategies and providing his vital contribution for the effective functioning of the Company. 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 also guiding the leather shoes production team and Exports business with his appreciable expertise.

Sh. Adarsh Gupta, Commerce graduate and having Diploma in Shoe Designing from the globally recognized ARS Sutoria Institute, Milan, Italy has been working as Director of the Company since 1990 and further appointed as Executive Director in 1995. He is having experience of more than two decades in footwear Industry. He

represents promoter group and is Executive Director in Liberty Shoes Ltd. He participates in overall management of the Company right from the stage of formulation of policies till its implementation and follow-up. He spends substantial time not only in overseeing the working and performance of the Company as per the operations plans & policies formulated but also involved in formulating strategy and providing vital inputs towards effective working of Company's retail operations, Brand Promotions, Investors Relations and formulating the plan for growth of the Company.

Sh. Shammi Bansal has been associated with the Company as a Director since 1990 and promoted as the Executive Director in 1995. During his association with the Company, he has been credited with various initiatives in field of leather and footwear technology including use of E. P. Polymers, introduction of E.V.A. compound in Indian footwear Industry. He is having experience of more than two decades in footwear Industry. Sh. Shammi Bansal has currently been looking after the production designing and development of footwear at Company's plants at Haryana, Uttarakhand and Himachal Pradesh.

A brief profile detailing the qualification and experience of Sh. Adesh Kumar Gupta, Sh. Adarsh Gupta and Sh. Shammi Bansal in compliance with the Clause 49 of the Listing Agreements has been provided in Annexure A to the Notice of this Annual General Meeting.

In view of their valuable contribution and considering their expertise, the Board of Directors at their Meeting held on 29<sup>th</sup> May, 2015 have proposed the re-appointment of Sh. Adesh Kumar Gupta as CEO & Executive Director and Sh. Adarsh Gupta and Sh. Shammi Bansal as Executive Directors for a further period of 3 years w.e.f. 1<sup>st</sup> April, 2015 subject to the approval of the Members of the Company in the Annual General Meeting on the following remuneration, payable as minimum remuneration in terms of the provisions of Schedule V of the Companies Act, 2013 and on such terms and conditions, as set out in the respective draft Service Agreement to be executed between Sh. Adesh Kumar Gupta, Sh. Adarsh Gupta and Sh. Shammi Bansal and the Company. The respective appointment and remuneration payable to Sh. Adesh Kumar Gupta, Sh. Adarsh Gupta and Sh. Shammi Bansal has been recommended by the Nomination and Remuneration Committee at their Meeting held on 29<sup>th</sup> May, 2015.

The respective abstract of the terms and conditions of the re-appointment of Sh. Adesh Kumar Gupta, Sh. Adarsh Gupta and Sh. Shammi Bansal as Executive Directors along with Memorandum of their interest or concern is set out as below:

**(A) Abstract of the terms and conditions of the re appointment of Sh. Adesh Kumar Gupta**

- (i) Period: For a period of 3 years w.e.f. 1<sup>st</sup> April 2015.
- (ii) Nature of Duties: Sh. Adesh Kumar Gupta shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best of the Company.
- (iii) Remuneration:
  - a) Salary: ₹4,00,000/- per month subject to the Board

reviewing any increase or variation in such salary.

- b) Perquisites: As per the rules of the Company as applicable for the Directors for the time being in force.

In view of the inadequate profits of the Company, the proposed remuneration payable to Sh. Adesh Kumar Gupta is the minimum remuneration and the total remuneration, of salary, perquisites, and any other allowances shall not exceed the ceiling as provided in Section II of the Part-II of Schedule V of the Companies Act, 2013 including any amendment thereof from time to time.

No commission of whatsoever nature shall be paid to the Executive Director apart from the aforesaid remuneration.

**(iv) Other terms of re-appointment:**

- a) The terms and conditions of the re- appointment of Sh. Adesh Kumar Gupta as CEO & Executive Director may be varied or altered from time to time by the Board of Directors or Committee thereof in its discretion, if deemed fit but subject to the provisions of the Companies Act, 2013 or any regulations/ rules made there under.
- b) The Office of Sh. Adesh Kumar Gupta as Executive Director shall be liable to retire by rotation.
- c) No sitting fee shall be paid to Sh. Adesh Kumar Gupta for attending the Board or Committee Meeting(s)
- d) Sh. Adesh Kumar Gupta shall abide by the Company's Code of Conduct or any other Code of Conduct as laid down in terms of Corporate Governance and Insider Trading Regulations.

None of the Directors, Key managerial Personnel of the Company or their relatives except Sh. Adarsh Gupta & Sh. Adesh Kumar Gupta, Executive Director of the Company may be deemed to be concerned or interested in the proposed resolution no. 8

**(B) Abstract of the terms and conditions of the re appointment of Sh. Adarsh Gupta**

- (i) Period: For a period of 3 years w.e.f. 1<sup>st</sup> April 2015.
- (ii) Nature of Duties: Sh. Adarsh Gupta shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best of the Company.
- (iii) Remuneration:
  - a) Salary: ₹4,00,000/- per month subject to the Board reviewing any increase or variation in such salary.
  - b) Perquisites: As per the rules of the Company as applicable for the Directors for the time being in force.



In view of the inadequate profits of the Company, the proposed remuneration payable to Sh. Adarsh Gupta is the minimum remuneration and the total remuneration, of salary, perquisites, and any other allowances shall not exceed the ceiling as provided in Section II of the Part-II of Schedule V of the Companies Act, 2013 including any amendment thereof from time to time.

No commission of whatsoever nature shall be paid to the Executive Director apart from the aforesaid remuneration.

(iv) Other terms of re-appointment:

- a) The terms and conditions of the re- appointment of Sh. Adarsh Gupta as Executive Director may be varied or altered from time to time by the Board of Directors or Committee thereof in its discretion, if deemed fit but subject to the provisions of the Companies Act, 2013 or any regulations/ rules made there under.
- b) The Office of Sh. Adarsh Gupta as Executive Director shall be liable to retire by rotation.
- c) No sitting fee shall be paid to Sh. Adarsh Gupta for attending the Board or Committee Meeting(s)
- d) Sh. Adarsh Gupta shall abide by the Company's Code of Conduct or any other Code of Conduct as laid down in terms of Corporate Governance and Insider Trading Regulations.

None of the Directors, Key managerial Personnel of the Company or their relatives except Sh. Adesh Kumar Gupta & Sh. Adarsh Gupta, Executive Directors of the Company may be deemed to be concerned or interested in the proposed resolution no. 9.

**(C) Abstract of the terms and conditions of the re appointment of Sh. Shammi Bansal**

- (i) Period: For a period of 3 years w.e.f. 1<sup>st</sup> April 2015.
- (ii) Nature of Duties: Sh. Shammi Bansal shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best of the Company.
- (iii) Remuneration:
  - a) Salary: ₹4,00,000/- per month subject to the Board reviewing any increase or variation in such salary.
  - b) Perquisites: As per the rules of the Company as applicable for the Directors for the time being in force.

In view of the inadequate profits of the Company, the proposed remuneration payable to Sh. Shammi Bansal is the minimum remuneration and the total remuneration, of salary, perquisites, and any other

allowances shall not exceed the ceiling as provided in Section II of the Part-II of Schedule V of the Companies Act, 2013 including any amendment thereof from time to time.

No commission of whatsoever nature shall be paid to the Executive Director apart from the aforesaid remuneration.

(iv) Other terms of re-appointment:

- a) The terms and conditions of the re- appointment of Sh. Shammi Bansal as Executive Director may be varied or altered from time to time by the Board of Directors or Committee thereof in its discretion, if deemed fit but subject to the provisions of the Companies Act, 2013 or any regulations/ rules made there under.
- b) The Office of Sh. Shammi Bansal as Executive Director shall be liable to retire by rotation.
- c) No sitting fee shall be paid to Sh. Shammi Bansal for attending the Board or Committee Meeting(s)
- d) Sh. Shammi Bansal shall abide by the Company's Code of Conduct or any other Code of Conduct as laid down in terms of Corporate Governance and Insider Trading Regulations.

Draft of the respective Service Agreement to be executed with the above Directors and other relevant documents are available for inspection at the Company's registered office on any working day between 10:00 A.M. to 1:00 P.M. up to the date of forthcoming AGM.

None of the Directors, Key managerial Personnel of the Company or their relatives except Sh. Sunil Bansal and Sh. Shammi Bansal, Executive Directors of the Company may be deemed to be concerned or interested in the proposed resolution no. 10.

The Board of Directors of the Company recommends the resolutions set out in item no(s) 5 to 10 above for the approval of the members in this Annual General Meeting of the Company.

By order of the Board  
For Liberty Shoes Ltd.

**Munish Kakra**  
CFO & Company Secretary

Place: New Delhi  
Dated: Friday, 29th May, 2015

## Annexure-A of Annexure to the Notice

**A BRIEF PROFILE ALONGWITH THE NECESSARY INFORMATION OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT THEREOF IN THE FORTHCOMING ANNUAL GENERAL MEETING IN PURSUANCE OF CLAUSE 49(IV)(G) OF LISTING AGREEMENT.**

Name of the Director	Sh. Adesh Kumar Gupta	Sh. Adarsh Gupta	Sh. Shammi Bansal	Sh. Sunil Bansal	Smt. Lovelena Mody	Sh. Ashok Kumar
Age	55 Years	53 Years	54 Years	56 Years	62 Years	47 Years
Date of Appointment as Director	28th September, 1990	28th September, 1990	28th September, 1990	28th September, 1990	23rd January, 2015	23rd January, 2015
Relationship with other Directors Inter se	Brother of Sh. Adarsh Gupta	Brother of Sh. Adesh Kumar Gupta	Brother of Sh. Sunil Bansal	Brother of Sh. Shammi Bansal	None	None
Experience/ Expertise in Specific Functional Areas	<ul style="list-style-type: none"> <li>• He has been working as Director since 1990 and as Executive Director since 2001.</li> <li>• He has been instrumental in formulating Company's strategies and being CEO, looking after the overall affairs of the Company since 2004.</li> <li>• He has over two decades of experience in footwear Industry</li> <li>• He has been embraced by many prestigious awards and in the past, he has been a key functionary of Confederation of Indian Industry.</li> </ul>	<ul style="list-style-type: none"> <li>• He has been working as Director of the Company since 1990 and as Executive Director since 1995.</li> <li>• He is having experience of more than two decades in footwear Industry.</li> <li>• He participates in overall management of the Company right from the stage of formulation of policies till its implementation and follows up.</li> <li>• He is also guiding the core functional team of the Company with his vital inputs towards effective working of Company's retail operations, Brand Promotions, Investors Relations and formulating the strategies and plan for growth of the Company.</li> </ul>	<ul style="list-style-type: none"> <li>• He has been working as Director of the Company since 1990 and as Executive Director since 1995.</li> <li>• He is having experience more than two decades in footwear Industry.</li> <li>• He has been credited with various initiatives in field of leather and footwear technology including use of E.P. Polymers, introduction of E.V.A. compound in Indian footwear Industry.</li> <li>• He has been looking after the production designing and development of various types of footwear at Company's plants at Haryana, Uttarakhand, and Himachal Pradesh.</li> </ul>	<ul style="list-style-type: none"> <li>• He has been working as Director of the Company since 1990 and as Executive Director since 2009.</li> <li>• He is having experience of more than two decades in footwear Industry.</li> <li>• He has been looking after the overseas operations of the Company and has played a key role in all strategic matters and also guiding Leather Shoes production team with his experience.</li> </ul>	<ul style="list-style-type: none"> <li>• A renowned Business personality and actively participates in State level CII activities.</li> <li>• She is having vast experience of managing the hospitality sectors.</li> </ul>	<ul style="list-style-type: none"> <li>• He is a Law Graduate and has been advising the Company on various legal matters of the Company for last several years.</li> <li>• He possesses a vast wealth of legal knowledge and has a proven record of providing indispensable legal advice to the Company and delivering positive outcomes for the Company.</li> </ul>
List of directorship held in other Companies	<ul style="list-style-type: none"> <li>• Geofin Investments Pvt. Ltd.</li> <li>• Liberty Automotive Pvt. Ltd.</li> <li>• Liberty Organosys Ltd.</li> <li>• Sunfest Infratech &amp; Power Pvt. Ltd.</li> <li>• Sunfest Runcom Technology Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Inspiration Idea Innovations &amp; Productions Pvt. Ltd.</li> <li>• Liberty Foot Fashion Middle East FZE, Dubai</li> </ul>	<ul style="list-style-type: none"> <li>• Little World Constructions Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Little World Constructions Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Great Value Hotels Pvt. Ltd.</li> <li>• Great Value Express Hospitality Private Limited</li> </ul>	None
List of membership in committees of other Companies	None	None	None	None	None	None
Shareholding of Executive / Non-Executive director(s)	95,000 Equity Shares	11,000 Equity Shares	2,40,640 Equity Shares	2,13,640 Equity Shares	Nil	Nil





**Liberty Shoes Ltd.**

**Regd. Office : Libertypuram, 13<sup>th</sup> Milestone, G.T. Karnal Road, Kutail, P.O. Bastara, Distt. Karnal-132 114 (Haryana).**

**Tel.: (91) - 1748 - 251101 ~ 03, Fax: (91) - 1748 - 251100**

**CIN: L19201HR1986PLC033185**

**E-mail: [investorcare@libertyshoes.com](mailto:investorcare@libertyshoes.com) [www.libertyshoes.com](http://www.libertyshoes.com)**

## **ADDENDUM TO THE NOTICE DATED MAY 29, 2015: DELETION OF ITEM NO. 9**

**Dear Members,**

### **REG: ITEM No: 9- RE-APPOINTMENT OF SH. ADARSH GUPTA AS AN EXECUTIVE DIRECTOR**

The Shareholders are hereby informed that Sh. Adarsh Gupta, who is proposed to be re-appointed as Executive Director of the Company in this Annual General Meeting, has stepped down from the office of Executive Director w.e.f. 18<sup>th</sup> August, 2015 and expressed his unwillingness to be re-appointed as Executive Director of the Company as proposed at item no. 9 to the Notice of this Annual General Meeting dated May 29, 2015.

In view of the above, the Board of Directors has decided to withdraw the appointment of Sh. Adarsh Gupta as Executive Director of the Company and further to delete item no. 9 from the Notice of Annual General Meeting dated May 29, 2015. However, the Notice of Annual General Meeting has already been printed and is ready for dispatch to the shareholders; it is not possible to incorporate this fact in the Notice.

It is hereby informed that Item No. 9 shall not be available for voting through Remote e-voting/Ballot Forms and by Poll at the Annual General Meeting. Shareholders are, therefore, advised to consider all items of the Notice of Annual General Meeting dated May 29, 2015 except Item No. 9 which is deemed to be deleted.

By order of the Board

For Liberty Shoes Ltd.

**Munish Kakra**

CFO & Company Secretary

Dated: 3<sup>rd</sup> September, 2015