

**Liberty Shoes Ltd.****Regd. Office : Libertypuram, 13th 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 www.libertyshoes.com****BALLOT FORM****(To be returned to the Scrutinizer appointed by the Company)**

1. Name of Member(s)
2. Registered Address
3. Folio No. #/ DP ID No. & Client ID No.
4. Number of Equity Shares held
5. I/ We hereby exercise my/our vote in respect of the following resolutions to be passed at 29th Annual General Meeting of the Company, to be held on Tuesday, 29th September, 2015 at the registered office of the Company in respect of the businesses as set out in the Notice dated 29th May, 2015 by conveying my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the box against the respective matters:

| Sl. No. | Description of the business as set out in the Notice dated 29th May, 2015 | No. of Shares | Type of Resolution | I/ We assent to the Resolution (FOR) | I/ We dissent to the Resolution (AGAINST) |
|--------------------------|---|---------------|--------------------|--------------------------------------|---|
| ORDINARY BUSINESS | | | | | |
| 1. | To receive, consider and adopt: (a) The Audited Financial Statements of the Company for the year ended March 31, 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 March 31, 2015 together with the Report of the Auditors thereon | | Ordinary | | |
| 2. | To declare a dividend of ₹1.50/- per Equity Share for the financial year 2014-15 | | Ordinary | | |
| 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 (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 | | Ordinary | | |
| 4. | To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration | | Ordinary | | |
| SPECIAL BUSINESS | | | | | |
| 5. | Appointment of Smt. Lovelena Mody (DIN: 01279148) as an Independent Director of the Company for a term of 3 years from 29th September, 2015 to 28th September, 2018 | | Ordinary | | |
| 6. | Appointment of Sh. Ashok Kumar (DIN - 06883514) as Director retire by rotation of the Company | | Ordinary | | |
| 7. | Appointment of Sh. Ashok Kumar (DIN - 06883514) as the Executive Director of the Company for a period of 3 years w.e.f. 1st June, 2015 | | Special | | |
| 8. | Re-appointment of Sh. Adesh Kumar Gupta (DIN - 00143192) as Chief Executive Officer & Executive Director of the Company for a further period of 3 years w.e.f. 1st April, 2015 | | Special | | |
| 9. | Re-appointment of Sh. Adarsh Gupta (DIN - 00161193) as Executive Director of the Company for a further period of 3 years w.e.f. 1st April, 2015 | | Special | | |
| 10. | Re-appointment of Sh. Shammi Bansal (DIN- 00138792) as Executive Director of the Company for a further period of 3 years w.e.f. 1st April, 2015 | | Special | | |

Place: _____

Date: _____

E-mail Address: _____

(Signature of the Shareholder/Beneficial Owner)

To be provided by the Member(s) holding equity shares in physical form.

| EVSN (E-Voting Sequence Number) |
|--|
| 150820026 |

Note: Please read the instructions given overleaf and in the Notice dated 29th May, 2015 carefully before exercise your vote.

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of members who do not have access to remote e-voting facility, to enable them to send their assent or dissent by post.
2. Shareholder desiring to exercise vote by Ballot Form may complete and sign the Ballot Form printed overleaf and send it to Mr. Suresh Gupta, Chartered Accountants, The Scrutinizer, Liberty Shoes Ltd. 4/42, Punjabi Bagh, New Delhi-110026 in the attached sealed self-addressed pre-paid envelope. Postage will be borne by the Company. However envelopes containing Ballot Form, if sent by any other mode at the expense of the registered shareholder will also be accepted. The Ballot Form may also be deposited personally.
3. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding and the shareholders can vote for their entire voting rights as per their discretion.
4. The self addressed envelope contains the address of the scrutinizer appointed by the Board of Directors for the above Annual General Meeting.
5. This Form should be completed and signed by the shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by the next named shareholder.
6. Unsigned Ballot Form or incomplete Ballot Form will be rejected.
7. Duly signed Ballot Form should reach the Scrutinizer not later than the close of working hours of Monday, 28th September, 2015. All Ballot Forms received after this date will be strictly treated as if reply from such shareholder has not been received.
8. A shareholder may request for a duplicate Ballot Form, if so required. However, the duly filled in duplicate Ballot Form should reach the Scrutinizer not later than the date specified at item 7 above.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the cut-off date i.e. close of working hours of **Tuesday, 22nd September, 2015.**
10. In case of shares held by companies, trusts, societies etc. the duly filled in Ballot Form should be accompanied by a certified true copy of the appropriate Resolution.
11. In case of the Ballot Form is signed by the holder of power of attorney reference to the power of attorney registration with the Company should be mentioned in the Ballot Form. In case a Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Resolutions as mentioned in the Notice to the 29th Annual General Meeting through Ballot Form facility should accompany the Ballot Form. Where the Ballot Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Ballot Form.
12. Shareholders are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. **In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and any amendment thereof including Companies (Management and Administration) Amendment Rules, 2015 and such other applicable provisions, if any, the Company also offers Remote e-voting option to all the members. For this purpose, the Company has signed an agreement with CDSL for facilitating Remote e-voting and is pleased to offer Remote e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through Remote e-voting or through Ballot Form printed overleaf. If a member has opted for Remote e-voting, then he/she should not vote by Ballot Form also and vice-versa. However, in the event member casts his votes through both the processes, i.e. Remote e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.**
14. The detailed instructions and process for Remote e-voting has been given in the notes to the Notice dated 29th May, 2015.
15. Members who have registered their e-mail ids for receipt of documents in electronic mode have been sent Ballot Form by e-mail and the members who have not registered their e-mail ids with RTA / Depository Participants or requested for physical copy of Annual Report have been sent Ballot Form in permitted mode. Members who wish to vote through Ballot Form can also obtain the Ballot Form from Registrar and Share Transfer Agent (RTA, M/s. Link Intime (India) Private Limited, 44, Community Centre, Naraina Industrial Area Phase-I, New Delhi-110028 or from the Company's website viz. www.libertyshoes.com and fill in the details and send the same to the Scrutinizer by Post at the address given at above.
16. The Resolutions, if assented by requisite majority, shall be considered as passed on the date of 29th Annual General Meeting, scheduled to be held on Tuesday, 29th day of September, 2015.