



## NOTICE

## LIBERTY

**Notice** is hereby given that the 37th (Thirty Seventh) Annual General Meeting ("37th AGM" or "e-AGM" or "AGM") of the Members of Liberty Shoes Limited ("the Company") will be held on **Saturday, 30th September, 2023 at 11:00 A.M.** through Video Conferencing ("VC")/or Other Audio-Visual Means ("OAVM") to transact the following businesses:-

The proceedings of the 37th AGM shall be deemed to be conducted at the Registered Office of the Company at Libertypuram, 13th Milestone, G.T. Karnal Road, Kutail, P.O. Bastara, Distt. Karnal-132114, Haryana, which shall be deemed venue of the AGM.

### **ORDINARY BUSINESS:**

#### **Item no. 1-Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.

#### **Item no.2- To confirm the payment of Interim Dividend of ₹ 2.50- per equity share of face value of ₹ 10/- each as Final Dividend for the financial year ended March 31, 2023**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** an Interim Dividend of ₹ 2.50/- per equity share of face value of ₹10/- each absorbing ₹ 4.26 Cr, for the financial year ended March 31, 2023, be and is hereby noted and confirmed as the Final Dividend for the Financial Year 2022-23."

#### **Item no. 3-Appointment of Director**

To appoint a Director in place of Sh. Adish Kumar Gupta (DIN-00137612), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Sh. Adish Kumar Gupta (DIN-00137612), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation."

#### **Item no. 4-Appointment of Director**

To appoint a Director in place of Sh. Ashok Kumar

(DIN-06883514), who retires by rotation and being eligible, offers himself for re appointment.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Sh. Ashok Kumar (DIN-006883514), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation."

### **SPECIAL BUSINESS**

#### **Item no. 5-Appointment of Sh. Piyush Dixit (DIN: 03514223) as an Independent Director of the Company.**

To consider and if thought fit, to pass the following Resolution as **Special Resolution:**

**"RESOLVED THAT** Pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 16(1)(b), Regulation 25 and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board") given at their respective meetings held on 11th August, 2023, Sh. Piyush Dixit (DIN:03514223), who was appointed as an Additional Director of the Company with effect from 11th August, 2023 pursuant to Section 161 of the Act and Articles of Association of the Company and who meets the criteria of independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16 (1) (b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 3 years effective from 11th August, 2023 to 10th August, 2026.



**RESOLVED FURTHER THAT** the Board of Directors of the Company or Committee thereof and CFO & Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary in respect of aforesaid matter.”

**Item no. 6-Appointment of Sh. Anand Das Mundhra (DIN: 00167418) as an Independent Director of the Company**

To consider and if thought fit, to pass the following Resolution as **Special Resolution**:

“**RESOLVED THAT** Pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 16(1)(b), Regulation 25 and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (‘the Board’) given at their respective meetings held on 11th August, 2023, Sh. Anand Das Mundhra (DIN: 00167418), who was appointed as an Additional Director of the Company with effect from 11th August, 2023 pursuant to Section 161 of the Act and Articles of Association of the Company and who meets the criteria of independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16 (1) (b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 3 years effective from 11th August, 2023 to 10th August, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Committee thereof and CFO & Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary in respect of aforesaid matter.”

**Item no. 7-Removal of Sh. Adesh Kumar Gupta as a Director/Executive Director of the Company**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 115 read with Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Sh. Adesh Kumar Gupta (Director Identification Number 00143192) be and is hereby removed from the office of Director/Executive Director of Liberty Shoes Ltd. (‘the Company’) with effect from the date of this Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to settle any question, difficulty, doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By order of the Board  
For Liberty Shoes Ltd.

Place: Gurugram, Haryana  
Dated: Tuesday, 5th September, 2023

**CS Munish Kakra**  
CFO&Company Secretary  
Membership No. A6262

**NOTES:**

- e-AGM:** In view of the situation arising due to COVID-19 pandemic and resultant restrictions on the movement of persons at several places in the country, the Ministry of Corporate Affairs (the ‘MCA’) vide its General Circulars No. 14/2020, No. 17/2020, No. 20/2020, 02/ 2021, 19/2021, 21/2021, No. 02/2022 and No. 10/2022, dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28,2022 respectively (hereinafter, collectively referred as the ‘MCA Circulars’) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated May 12,2020,SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated January 15 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated May 13, 2022 and SEBI/HO/CFD/POD2/P/CIR/2023/4, dated 5th January 2023 (hereinafter, collectively referred as the



“SEBI Circulars”) has allowed companies to conduct their Annual General Meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, the 37th Annual General Meeting (the “AGM” or the “Meeting”) of Liberty Shoes Limited (the “Company”) will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**2. IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULARS, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 37TH AGM OF THE COMPANY (THE “NOTICE”).**

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Power of Attorney/appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at [sukeshgupt@gmail.com](mailto:sukeshgupt@gmail.com) with a copy marked to [investorcare@libertyshoes.com](mailto:investorcare@libertyshoes.com)

3. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.

**The deemed venue for the 37th AGM shall be the Registered Office of the Company.**

4. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
5. An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item No. 5 to 7 is annexed hereto. The recommendation of the Board of Directors of the Company (the “Board”) in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors seeking appointment/re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.

**The Statement read together with the Annexures hereto and these notes form an integral part of this Notice.**

**6. DISPATCH OF ANNUAL REPORT THROUGH E-MAIL**

Pursuant to the MCA Circulars and the SEBI Circulars, the Notice along with the Annual Report of the Company for the financial year ended March 31, 2023, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the “RTA”), i.e., M/s. Link Intime India Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2023 shall be available on the websites of the Company viz., [www.libertyshoes.com](http://www.libertyshoes.com) and of the Stock Exchanges where Equity Shares of the Company are listed.

The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Link Intime India Private Limited, (LIPL) viz., [instavote.linkintime.co.in](http://instavote.linkintime.co.in)

**7. PROCEDURE FOR ATTENDING THE AGM THROUGH VC OR OAVM**



Members will be able to attend the AGM through VC or OAVM by using their remote e-Voting login credentials.

The instructions for attending the AGM are annexed separately and form part of this Notice.

In accordance with Section 103 of the Companies Act, 2013, the presence of Members partaking in the Annual General Meeting (AGM) by way of Video Conferencing (VC) or Other Audio-Visual Means (OAVM) will be deemed substantive and shall be accounted for, thereby contributing towards the fulfilment of the mandated quorum requirement.

#### 8. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, read together with the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has engaged the services of Link In time India Private Limited to provide remote e-Voting facility and e-Voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting. **The instructions to cast votes through remote e-Voting and through e-Voting system during the AGM are annexed separately and form part of this Notice.**

The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date of Saturday, 23rd September, 2023. The remote e-Voting period will commence on Wednesday, 27th September, 2023 (9:00 A.M. IST) and will end on Friday, 29th September, 2023 (5:00 P.M. IST).** During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut -off date, i.e., Saturday, 23rd September, 2023, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by Link Intime India Private Limited for voting thereafter.

Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Saturday, 23rd September, 2023** being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. **A person who is not a member as on the cut-off date, i.e., Saturday, 23rd September, 2023 should treat this Notice for information purpose only.**

The Board of Directors has appointed Sh. Sukesh Gupta Partner of M/S Sukesh Gupta & Co. (Firm Registration No. 036441N), Chartered Accountant, or failing whom, such other Practicing Company Secretary or Chartered Accountant as the Board of Directors of the Company may appoint, as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting in presence of atleast two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard.

The Results declared along with the Report of the



Scrutinizer shall be placed on the Company's website ([www.libertyshoes.com](http://www.libertyshoes.com)) and on the e-Voting website of Link Intime India Private Limited viz. <https://instavote.linkintime.co.in> immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results declared along with the said Report shall also be made available for at least 3 days on the Notice Boards of the Company at its Registered Office in Libertypuram and at the Corporate Office in Gurugram, Haryana. Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice/the resolution(s) forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., Saturday, 30th September, 2023. Members holding shares in physical mode or whose e-mail addresses are not registered, may cast their votes through e-Voting system, after registering their e-mail addresses by sending the following documents to the Company at [investorcare@libertyshoes.com](mailto:investorcare@libertyshoes.com) or to the RTA at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) :

- (I) Scanned copy of a signed request letter, mentioning the name, folio number/demat account details & number of shares held and complete postal address;
- (ii) Self-attested scanned copy of PAN Card; and
- (iii) Self-attested scanned copy of any document (such as AADHAAR card/latest Electricity Bill/latest Telephone Bill/Driving License/Passport/Voter ID Card/Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding. Members, who hold shares in physical mode and already having valid e-mail addresses registered with the Company/the RTA, need not take any further action in this regard.

#### **9. Procedure for inspection of documents**

All documents referred to in the Notice and the Explanatory Statement/Annexure shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM.

Members desirous of inspecting the same may send their requests not later than Thursday, 28th September, 2023 at 11:00 A.M. at [investorcare@libertyshoes.com](mailto:investorcare@libertyshoes.com) from their registered e-mail addresses mentioning their names and folio numbers/demat account numbers.

During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection upon login at <https://instameet.linkintime.co.in> or at [www.libertyshoes.com](http://www.libertyshoes.com).

#### **10. Book Closure Period for the AGM**

Pursuant to Section 91 of the Companies Act, 2013 read with Rules framed there under and Regulation 42 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Share Transfer Books and Register of Members of the Company will remain closed from **Sunday, 24th September, 2023 to Saturday, 30th September, 2023** (both days inclusive) for the purpose of the AGM.

#### **11. Nomination Facility**

SEBI vide its Circular dated 16th March, 2023 has mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. On or after 1st October, 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://investor.libertyshoes.com>/ Members holding shares under a single name in physical mode are advised to make nomination in respect of their shareholding in the Company. The Nomination Form can be downloaded from the Company's website, i.e., [www.libertyshoes.com](http://www.libertyshoes.com) from "Investor Relations" section. Members holding shares in demat mode should file their nomination with their respective Depository Participant(s).



12. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after April 1, 2019 can do so only after the shares are dematerialized. However, requests for transfer of shares held in physical mode, as filed in Form SH-4, prior to April 1, 2019 and returned to the investors due to deficiency in the documents, may be resubmitted for transfer even after April 1, 2019 provided it is submitted along with the necessary documents including PAN details. In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HOMIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.
13. 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 Company's Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Ltd, Noble Heights, 1st Floor, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058.
14. Members holding shares in physical mode are requested to immediately notify any change in their address along with self attested copy of address proof i.e. Adhaar Card/Electricity Bill/Telephone Bill/Driving License/Passport/Bank Passbook particulars to the Company or its RTA and in case their shares are held in dematerialized mode, this information should be notified/submitted directly to their respective Dps.
15. 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, if any. 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 their Depository Participants by the Members.
16. Unpaid/Unclaimed Dividend:
- i. Pursuant to erstwhile Section 205 and Section 205A of the Companies Act, 1956 read with the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 and amended provisions of Section 205A read with Section 205C of the Companies Act, 1956, all unclaimed/unpaid amount of dividends have been transferred to the General Revenue Account/Investor Education and Protection Fund (IEPF) established by the Central Government, as the case may be. It may be noted that once the unpaid/unclaimed amount of Dividend is transferred to the IEPF, the same cannot be claimed by the members there from in terms of the erstwhile provisions of Section 205B of the Companies Act, 1956.
  - ii. Further, in compliance with the provisions of Sections 124 and 125 of the Act, read with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the "IEPF Rules"), the Equity Shares, in respect of which dividend not claimed or encashed by the Members for seven consecutive years or more, are liable to be transferred to the Account of the IEPF Authority. As per the said Rules, the corresponding equity shares in respect of which Dividend remains unclaimed /unpaid for seven consecutive years or more, are required to be transferred to the Demat Account of the IEPF Authority.
- The complete list of said Members whose unclaimed/unpaid Dividend and shares



thereon have been transferred to specified Bank account/Demat account of IEPF Authority is available on the website of the Company, i.e., [www.libertyshoes.com](http://www.libertyshoes.com) under the 'Investor Relations' category.

Members have already informed that once the unclaimed or unpaid dividend is transferred to the specified Bank account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend/shares.

The eligible Members are entitled to claim such unclaimed or unpaid dividend and corresponding Equity shares including benefits, if any, accruing on such shares from the IEPF Authority by making an online application in Web Form IEPF-5 and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claims. Relevant details and the specified procedure to claim refund of dividend amount/shares along with an access link to the refund web page of IEPF Authority's website for claiming such dividend amount/shares has been provided on the Company's website, i.e., [www.libertyshoes.com](http://www.libertyshoes.com) under the "Investor Relations" category and also in this Annual Report. Unclaimed/Unpaid amount of dividend and corresponding Equity Shares for the financial year ended 31st March, 2015 has been transferred to the IEPF on 2nd November, 2022 and 17th November 2022 respectively.

17. Pursuant to Section 72 of the Companies Act, 2013, read in conjunction with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members are provided the opportunity to make nominations concerning the shares held by them. Members who have not yet registered their nominations are hereby urged to do so by submitting Form No. SH 13. This form

can be obtained from the Company's website [www.libertyshoes.com](http://www.libertyshoes.com), specifically under the "Investor Relations" section.

Members who hold shares individually in single name and in physical form are advised to initiate the nomination process regarding their shareholding in the Company. To accomplish this, they must submit the duly completed Form No. SH 13 with the Company's Registrar and Transfer Agent (RTA) for shares in physical form, and with their respective depository for shares in electronic form.

In the event that any Member requires cancellation or modification of their existing nomination pertaining to their Shareholding in the Company, they may download Form ISR-3 or Form SH-14 from the Company's website [www.libertyshoes.com](http://www.libertyshoes.com). After obtaining the appropriate form, they must duly complete it and submit Form ISR-3 with the Company's Registrar and Transfer Agent (RTA) for shares in physical form, or Form SH-14 with their respective depository for shares in electronic form.

18. 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.

**19. Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242, dated December 9, 2020:**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242, dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.**

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL viz... <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ol>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>





Type of shareholders	Login Method
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>
<p><b>Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode</b></p>	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>Click on <b>“Sign Up”</b> under <b>‘SHARE HOLDER’</b> tab and register with your following details:-           <ol style="list-style-type: none"> <li><b>User ID:</b> Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</li> <li><b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)</li> <li><b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company. *Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above *Shareholders holding shares in <b>NSDL form</b>, shall provide ‘D’ above ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter). ▶ Click “confirm” (Your password is now generated).</li> </ol> </li> <li>Click on ‘Login’ under <b>‘SHARE HOLDER’</b> tab.</li> <li>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</li> </ol> <p><b>Cast your vote electronically:</b></p> <ol style="list-style-type: none"> <li>After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</li> <li>E-voting page will appear.</li> <li>Refer the Resolution description and cast your vote by selecting your desired option <b>‘Favour/Against’</b> (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</li> <li>After selecting the desired option i.e. Favour/Against, click on <b>‘Submit’</b>. A confirmation box will be displayed. If you wish to confirm your vote, click on <b>‘Yes’</b>, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol>
<p><b>Institutional shareholders</b></p>	<p>Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and register themselves as <b>‘Custodian/Mutual Fund/Corporate Body’</b>. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the <b>‘Custodian/Mutual Fund/Corporate Body’</b> login for the Scrutinizer to verify the same.</p>



Type of shareholders	Login Method	
<b>Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:</b>	<ul style="list-style-type: none"> <li>Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at <a href="mailto:enotices@linkintime.co.in">enotices@linkintime.co.in</a> or contact on:- Tel: 022-4918 6000.</li> </ul>	
<b>Helpdesk for Individual Shareholders holding securities in demat mode:</b>	<ul style="list-style-type: none"> <li>In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:</li> </ul>	
	Login type	Helpdesk details
	Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022-4886 7000 and 022-2499 7000
	Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no 1800 22 55 33
<b>Individual Shareholders holding securities in Physical mode has forgotten the password:</b>	<p>If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <ul style="list-style-type: none"> <li>Click on '<b>Login</b>' under '<b>SHARE HOLDER</b>' tab and further Click '<b>forgot password?</b>'</li> <li>Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".</li> </ul> <p>In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter.</p> <p>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company</p>	
<b>Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:</b>	<p>Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.</p> <ul style="list-style-type: none"> <li>▶ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</li> <li>▶ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.</li> <li>▶ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".</li> </ul>	

**20 Process and manner for attending the Annual General Meeting through InstaMeet:**

For a smooth experience of AGM proceedings, shareholders who are registered for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by clicking on the link <https://www.webex.com/>

[downloads.html](https://www.webex.com/downloads.html)/Shareholders also have an option to click on the URL provided to attend the meeting. Please read the instructions carefully and participate in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>



► Select the “**Company**” and ‘**Event Date**’ and register with your following details:-

A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

- Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

- Shareholders/members holding shares in physical form shall provide Folio Number registered with the Company.

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. **Mobile No.:** Enter your mobile number.

D. **Email ID:** Enter your email id, as recorded with your DP/Company.

- Click “**Go to Meeting**” (You are now registered for InstaMeet and your attendance is marked for the meeting).

- Please read the instructions carefully and participate in the meeting. You may also call upon the **InstaMeet Support Desk** for any support on the dedicated number provided to you in the **instruction/InstaMEET website**.

2. Members can log in and join 15 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit

committee, nomination & remuneration committee and stakeholders’ relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

## 21 Instructions for Shareholders/Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 7 days in advance with the company by sending their request on the email id at [investocare@libertyshoes.com](mailto:investocare@libertyshoes.com).
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
6. Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.
7. Shareholders who would like to ask questions, may send the same in advance mentioning their name, demat account number/folio number, e-mail id, mobile number at [investorcare@libertyshoes.com](mailto:investorcare@libertyshoes.com), atleast 48 hours prior to the date of AGM i.e. on or before 11:00 A.M. (IST) on Thursday, 28th September, 2023. The same will be replied suitably.

## 22 Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/members who have not exercised



their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for **e-Voting "Cast your vote"**
2. Enter your **16 digit Demat Account No./Folio No. and OTP** (received on the registered mobile number/registered email Id) received during registration for InstaMEET and click on **'Submit'**.
3. After successful login, you will see **"Resolution Description"** and against the same the option **"Favour/Against"** for voting.
4. Cast your vote by selecting appropriate option i.e. **"Favour/Against"** as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under **'Favour/Against'**.
5. After selecting the appropriate option i.e. **Favour/Against** as desired and you have decided to vote, click on **"Save"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"Confirm"**, else to change your vote, click on **"Back"** and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the 37th Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS

download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices, Tablets, or through Laptops connected via Mobile Hotspot may experience Audio/Visual loss due to fluctuations in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/members have any queries regarding login/e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on:- Tel: 022 49186175.

### **Annexure to the Notice**

**(Explanatory Statement in respect of the Special Businesses to be transacted at the AGM and set out under Item No. 5 to 7 of the accompanying Notice of AGM pursuant to Section 102 (1) of the companies Act, 2013, as amended)**

#### **Item No. 5**

The Members are requested to note that the provisions of Companies Act, 2013 and SEBI Guidelines provides that there should be optimum combination of Executive and Non-executive Director including Independent Director on the Board of a listed Company, therefore, consequent to the resignation tendered by Sh. Arvind Kumar Bali and in order to meet the above requirement, one Independent Director on the Board is required to be appointed at the earliest but not later than three months from the date of arising of such casual vacancy.

To comply with the above provisions of SEBI LODR Regulations and to have optimum combination of Executive and Non Executive Director including Independent Director, the Board of Directors in their meeting held on 11th August, 2023, on the recommendation of Nomination and Remuneration Committee (NRC), appointed Sh. Piyush Dixit (DIN: 03514223) as an Independent Director of the Company for a first term of 3 years effective from 11th August, 2023 to 10th August, 2026, in



accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 (the 'Act') and Articles of Association of the Company.

Further, the provisions of Regulation 17 (1C) of SEBI LODR Regulations, provides that the listed Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In order to further comply with the aforementioned SEBI LODR Regulations pertaining to seek shareholder approval, the Board of Directors, in their meeting held on 11th August, 2023, authorized the Company Secretary and Compliance Officer to present the resolution before shareholders in the forthcoming Annual General Meeting.

While considering the above appointment the members of the NRC thoroughly evaluated various aspects, including leadership capabilities, administrative knowledge, and managerial experience, as key skills required for the role. Based on their assessment, the NRC and the Board of Directors are of the view that Sh. Piyush Dixit (DIN: 03514223) possesses the requisite skills and capabilities that would be of immense benefit to the Company and hence it is desirable to appoint him as an Independent Director.

As required under Section 160 of the Companies Act, 2013, the Company received a notice in writing from a member proposing the candidature of Sh. Piyush Dixit (DIN: 03514223) for the position of Independent Director of the Company.

In the opinion of the NRC and the Board of Directors, 'Sh. Piyush Dixit (DIN: 03514223) fulfills the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013, as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being eligible for appointment.

Sh. Piyush Dixit (DIN: 03514223) is not disqualified from being appointed as a Director in

accordance with Section 164 of the Companies Act, 2013, and has not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company. The Company has also received declaration from Sh. Piyush Dixit that he meets the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time. As required under Regulation 25 (8) of Listing Regulations, Sh. Piyush Dixit has confirmed that he is unaware of any circumstances or situations which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In compliance with Section 150 of the Act and the corresponding Rules, Sh. Piyush Dixit (DIN: 03514223) has duly registered himself with the Indian Institute of Corporate Affairs (IICA) and confirmed his adherence to the requirements Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), within the prescribed timeline.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic mode. Members desiring to inspect the same may send their request to [investorcare@libertyshoes.com](mailto:investorcare@libertyshoes.com) from their registered email address, mentioning their names and folio numbers/demat account numbers, and including a self-attested copy of PAN card or Adhaar Card or Voter ID Card. Sh. Piyush Dixit will be remunerated through sitting fees for attending the Company's Board/Committees Meetings or any other purpose whatsoever, as may be determined by the Board from time to time and within the limits specified under the provisions of the Companies Act, 2013, and Listing Regulations.

Based on the aforementioned considerations and in accordance with the Listing Regulations, the consent of the members is sought by way of a Special Resolution for the appointment of



Sh. Piyush Dixit (DIN: 03514223) as an Independent Director, not liable to retire by rotation, as set forth in the accompanying Notice.

A brief profile of Sh. Piyush Dixit (DIN: 03514223), nature of his expertise in specific functional areas and names of Companies in which he holds directorships or Chairmanships of Board committees, shareholding, and relationships between directors inter se, as stipulated under the Companies Act, 2013, Listing Regulations, and Secretarial Standards, is provided in Annexure-A to this Notice.

Except Sh. Piyush Dixit (DIN: 03514223) being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, consider that the appointment of Sh. Piyush Dixit (DIN: 03514223) as an Independent Director is in the interest of the Company and therefore, recommends the Special Resolution as set out at item no. 5 of the Notice for approval of the Members.

#### **Item No. 6**

The Members are requested to note that the provisions of Companies Act, 2013 and SEBI Guidelines provides that there should be optimum combination of Executive and Non-executive Director including Independent Director on the Board of a listed Company, therefore, consequent to the resignation tendered by Sh. Sanjay Bhatia and in order to meet the above requirement, one Independent Director on the Board is required to be appointed at the earliest but not later than three months from the date of arising of such casual vacancy.

To comply with the above provisions of SEBI LODR Regulations and to have optimum combination of Executive and Non Executive Director including Independent Director, the Board of Directors in their meeting held on 11th August, 2023, on the recommendation of Nomination and Remuneration

Committee (NRC), appointed Sh. Anand Das Mundhra (DIN: 00167418) as an Independent Director of the Company for a first term of 3 years effective from 11th August, 2023 to 10th August, 2026, in accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 (the 'Act') and Articles of Association of the Company.

Further, the provisions of Regulation 17 (1C) of SEBI LODR Regulations, provides that the listed Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In order to further comply with the aforementioned SEBI LODR Regulations pertaining to seek shareholder approval, the Board of Directors, in their meeting held on 11th August, 2023, authorized the Company Secretary and Compliance Officer to present the resolution before shareholders in the forthcoming Annual General Meeting.

While considering the above appointment the members of the NRC thoroughly evaluated various aspects, including leadership capabilities, administrative knowledge, and managerial experience, as key skills required for the role. Based on their assessment, the NRC and the Board of Directors are of the view that Sh. Anand Das Mundhra (DIN: 00167418) possesses the requisite skills and capabilities that would be of immense benefit to the Company and hence it is desirable to ,appoint him as an Independent Director.

As required under Section 160 of the Companies Act, 2013, the Company received a notice in writing from a member proposing the candidature of Sh. Anand Das Mundhra (DIN: 00167418) for the position of Independent Director of the Company.

In the opinion of the NRC and the Board of Directors, Sh. Anand Das Mundhra (DIN: 00167418) fulfills the conditions as set out in



Section 149(6) and Schedule IV of the Companies Act, 2013, as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being eligible for appointment.

Sh. Anand Das Mundhra (DIN: 00167418) is not disqualified from being appointed as a Director in accordance with Section 164 of the Companies Act, 2013, and has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company. The Company has also received declaration from Sh. Anand Das Mundhra that he meets the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time. As required under Regulation 25 (8) of Listing Regulations, Sh. Anand Das Mundhra has confirmed that he is unaware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In compliance with Section 150 of the Act and the corresponding Rules, Sh. Anand Das Mundhra (DIN: 00167418) has duly registered himself with the Indian Institute of Corporate Affairs (IICA) and confirmed his adherence to the requirements of Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), within the prescribed timeline.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic mode. Members desiring to inspect the same may send their request to [investorcare@libertyshoes.com](mailto:investorcare@libertyshoes.com) from their registered email address, mentioning their names and folio numbers/demat account numbers, and including a self-attested copy of PAN card or Aadhaar Card or Voter ID Card. Sh. Anand Das Mundhra will be remunerated through sitting fees for attending the Company's Board/Committees Meetings or any other purpose whatsoever, as may be determined by the Board from time to time

and within the limits specified under the provisions of the Companies Act, 2013, and Listing Regulations.

Based on the aforementioned considerations and in accordance with the Listing Regulations, the consent of the members is sought by way of a Special Resolution for the appointment of Sh. Anand Das Mundhra (DIN: 00167418) as an Independent Director, not liable to retire by rotation, as set forth in the accompanying Notice.

A brief profile of Sh. Anand Das Mundhra (DIN: 00167418) nature of his expertise in specific functional areas and names of Companies in which he holds directorships or Chairmanships of Board committees, shareholding, and relationships between directors inter se, as stipulated under the Companies Act, 2013, Listing Regulations, and Secretarial Standards, is provided in Annexure-A to this Notice.

Except Sh. Anand Das Mundhra (DIN: 00167418) being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, consider that the appointment of Sh. Anand Das Mundhra (DIN: 00167418) as an Independent Director is in the interest of the Company and therefore, recommends the Special Resolution as set out at item no. 6 of the Notice for approval of the Members.

#### **Item No. 7**

Sh. Sachin Gupta is a shareholder of the Company and holds 2,24,900 Equity Shares constitute 1.47% of the total paid up share capital of the Company.

Sh. Adesh Gupta is currently Executive Director of the Company and has been acting as such since 2004 with re-appointment from time to time with last re-appointment made as Executive Director for a period of 3 years w.e.f 1st April, 2021 upto 31st March, 2024 by Board of



Directors in its Meeting held on 12th February, 2021 and then further approved by shareholders in its Annual General Meeting held on 28th September, 2021.

Sh. Sachin Gupta has pursuant to the Special Notice dated 2nd September, 2023 under Section 169 read with 115 of the Companies Act, 2013 and in recognition of the legal rights vested in him as a Shareholder, decided to consider and if thought fit, pass an Ordinary Resolution for removal of Sh. Adesh Gupta, Director and thereby Executive Director of the Company and vide his above notice also expressed his intention to move the said resolution at forthcoming Annual General Meeting for shareholder's voting.

The Board of Directors of the Company clarify that a copy of the Special Notice issued by Sh. Sachin Gupta is being sent along with this Notice with a view to provide the relevant background concerning Item no. 7 set out in the Notice to be transacted at the forthcoming Annual General Meeting. A copy of this Special Notice as received by the Company from Sh. Sachin Gupta is enclosed herewith as Annexure B. Consequently, the Company, the Board of Directors of the Company and its Officers do not take any responsibility for the same.

Under Section 169 (4) of the Companies Act, 2013, the

director being sought to be removed has a right to make representation to the members in the manner stated therein. In compliance with the above provisions, the Company vide its communication dated 2nd September, 2023 has sent the said Notice received from Sh. Sachin Gupta to Sh. Adesh Gupta seeking his representation thereon, if any. The representation from Sh. Adesh Gupta has not yet been received and it will be sent to all the shareholder separately if received after dispatch of this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or other wise in Item no. 7 set out in the Notice except Sh. Adesh Gupta.

By order of the Board  
For Liberty Shoes Ltd.

Place: Gurugram, Haryana  
Dated: Tuesday, 5th September, 2023

**CS Munish Kakra**  
CFO&Company Secretary  
Membership No. A6262

**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](mailto:lpm@libertyshoes.com) , Website: [www.libertyshoes.com](http://www.libertyshoes.com)  
CIN: L19201HR1986PLC033185





## ANNEXURE-A

**LIBERTY**

### DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING AND/OR SEEKING FIXATION/VARIATION OF REMUNERATION

[PURSUANT TO REGULATION 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 (REVISED) ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)]

Name of the Director	Sh. Adish Kumar Gupta	Sh. Ashok Kumar
Director Identification Number (DIN)	00137612	06883514
Category of Director	Executive Director	Executive Director
Nationality	Indian	Indian
Date of Birth/Age	11th January, 1964/59 Years	4th April, 1968/55 Years
Date of First appointment as Director	12th August, 2011	23rd January, 2015
Qualification	Graduate	LLB
Profile/Background details/Recognition or awards/Experience/Expertise in specific Functional Areas	<ul style="list-style-type: none"> <li>He has been associated with the Company in different capacity for last several year and having vast experience in the field of Human Resource Management and supervision of leather finishing unit. He has been contributing to operations of the Company with his vast experience.</li> </ul>	<ul style="list-style-type: none"> <li>He is a law Graduate and has been advising the Company on various legal matters for last several years. He possesses a vast wealth of knowledge and has a proven record of providing indispensable legal advice to the Company and delivering of positive outcomes for the Company.</li> </ul>
Terms and conditions of appointment/re-appointment	Re-appointment as Director liable to retire by rotation	Re-appointment as Director liable to retire by rotation
Details of remuneration to be sought/ remuneration last drawn (2022-23)	He has drawn remuneration of ₹ 48 Lakh P.A (including all perquisites) during the FY 2022-23.	He has drawn remuneration of ₹ 33 Lakh P.A. (including all perquisites) during the FY 2022-23
No. of Board Meetings attended during the year	Refer Corporate Governance Report	Refer Corporate Governance Report
Relationship with other Directors and other Key Managerial Personnel (KMPs) inter se	None	None
List of directorship held in other Companies as on 31st March, 2023 (excluding foreign Companies)	Geofin Investments Pvt. Ltd. Little World Constructions Pvt. Ltd. Dhati Exports and Manufacturers Pvt. Ltd.	None
List of Chairmanship/Membership in Committees of the Board of the other Companies on which he is a Director as on 31st March, 2023	None	None
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	189360 Equity Shares* NIL	NIL NIL

\*other than Equity Shares held by his HUF



Name of the Director	Sh. Piyush Dixit	Sh. Anand Das Mundhra
Director Identification Number (DIN)	03514223	00167418
Category of Director	Non-executive Independent Director	Non-executive Independent Director
Nationality	Indian	Indian
Date of Birth/Age	03 <sup>rd</sup> December,1972/50 Years	14 <sup>th</sup> July,1966/57 Years
Date of First appointment as Director	11 <sup>th</sup> August 2023	11 <sup>th</sup> August 2023
Qualification	Bachelor of Engineering	Commerce Graduate
Profile/Background details/Recognition or awards/Experience/Expertise in specific Functional Areas	<ul style="list-style-type: none"> <li>• He is founder &amp; CEO of Unicel Corporation Pvt. Ltd.</li> <li>• He is having 29 years of Industry experience sprawling in to Core manufacturing, Automobiles, Consumer Durables and Telecom sectors</li> <li>• Being a successful entrepreneur, he is having vast experience, knowledge and administrative and managerial skills.</li> </ul>	<ul style="list-style-type: none"> <li>• He is presently in the business of capital Equipment's like Transformers, HT breakers, Cables, DG sets etc. used for external electrification</li> <li>• He is associated with Shree Nursingsahay Mudungopal Engineers Pvt Ltd, New Delhi, a company established in 1949 and is part of a 140 year old Group.</li> <li>• He is having extensive knowledge and broader experience in Business development.</li> </ul>
Terms and conditions of appointment/re-appointment	Appointed as Independent Director, not liable to retire by rotation, subject to the approval of Shareholders	Appointed as Independent Director, not liable to retire by rotation, subject to the approval of Shareholders
Details of remuneration to be sought/remuneration last drawn	He will be paid remuneration by way of sitting fee for attending the Board/Committee Meeting of the Company or for any other purpose whatsoever as may be decided by the Board from time to time and within the limits as specified under the provisions of Companies Act, 2013 and listing Regulations	He will be paid remuneration by way of sitting fee for attending the Board/Committee Meeting of the Company or for any other purpose whatsoever as may be decided by the Board from time to time and within the limits as specified under the provisions of Companies Act, 2013 and listing Regulations
No. of Board Meetings attended during the year	Not Applicable, since he has been appointed w.e.f. 11 <sup>th</sup> August 2023	Not Applicable, since he has been appointed w.e.f. 11 <sup>th</sup> August 2023
Relationship with other Directors and other Key Managerial Personnel (KMPs) inter se	None	None
List of directorship held in other Companies as on 31st March, 2023 (excluding foreign Companies)	Unicel Infra Private Limited	<ol style="list-style-type: none"> <li>1. Shree NM Exim Private Limited</li> <li>2. Shree Nurmud Industries Private Limited</li> <li>3. Electrical Products Company (India) Private Limited</li> <li>4. Shree Nursingsahay Mudungopal Private Limited</li> <li>5. Shree Nursingsahay Mudungopal (Engineers) Private Limited</li> <li>6. Altem Energy Private Limited</li> </ol>



<b>List of Chairmanship/Membership in Committees of the Board of the other Companies on which he is a Director as on 31st March, 2023</b>	Not Applicable	Not Applicable
<b>No. of shares held in the Company:</b>		
<b>(a) Own</b>	NIL	NIL
<b>(b) For other persons on a beneficial basis</b>	NIL	NIL

**None of the above Directors are disqualified under the Companies Act, 2013 (as amended) or disqualified and / or debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, any Court or any such other Statutory Authorities, to be appointment/ re-appointed/ continue as a Director in any Company.**



## ANNEXURE-B

## LIBERTY

2nd September, 2023

The Board of Directors

### LIBERTY SHOES LTD

Corporate Office and Communication Address:

Ground Floor, Buiding No. 8, Tower A, DLF Cyber City,  
Phase II, Gurugram, Haryana- 122002

Registered Office: 13 th Milestone, G.T. Karnal Road,P.O.  
Bastara, Kutail, Distt. Karnal, Haryana- 132114

Sub: Special Notice under Section 169 and other  
applicable provisions of Companies Act, 2013 for  
Removal of Director

Dear Sirs/Madam,

I am presently an Equity shareholder of Liberty Shoes Limited (herein after "Company"). I am holding 2,49,900 Equity Shares constitute 1.47 % of the total paid up Share Capital of the Company.

In pursuance to the provisions of Section 169(2) of the Companies Act, 2013, I hereby give you a notice, in accordance with Section 115 of the Companies Act, 2013 read with rule 23 of the Companies (Management and Administration) Rule, 2014, of my intention to move at the ensuing Annual General Meeting of the Company the following resolution to be an Ordinary Resolution for removal of Mr. Adesh Kumar Gupta (Director Identification Number 00143192), Director from the post of Directorship in the Company.

I therefore propose to pass the following resolution as an Ordinary Resolution at the forthcoming Annual General Meeting of the Company.

### ORDINARY RESOLUTION

Removal of Mr. Adesh Kumar Gupta as a Director/  
Executive Director of the Company

**"RESOLVED THAT** pursuant to the provisions of Section 115 read with Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. Adesh Kumar Gupta (Director Identification Number 00143192) be and is hereby removed from the office of Director/Executive Director of Liberty Shoes Ltd ("the Company") with effect from the date of this Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to settle any question,

difficulty, doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

It is pertinent to bring the following to the attention of the shareholders for their consideration and taking prudent decision on voting for the proposed removal of Director of the Company:

1. I, Sachin Gupta, am a shareholder of Liberty Shoes Limited ("LSL") and I hold 2,49,900 Ordinary Shares representing 1.47% of the total share Capital of Liberty Shoes Ltd.
2. Mr. Adesh Kumar Gupta (Director proposed to be removed) is under the Promoter Group of Liberty Shoes Limited and holds 95,000 Ordinary shares representing 0.56% of the voting capital of Liberty Shoes Limited in individual Capacity.
3. Mr. Adesh Kumar Gupta has been acting as CEO & Executive Director of the Company since 2004 with re-appointment from time to time with last re-appointment made as CEO & Executive Director for a period of 3 years w.e.f. 1st April, 2021 by Board of Directors in its Meeting held on 12th February, 2021 and then further approved by shareholders in its Annual General Meeting held on 28th September, 2021.
4. I have lost confidence in Mr. Adesh Kumar Gupta for a combination of several factors when I look behind as shareholder of the Company, our Company has not grown at all as compared to its peers.
5. I feel that the removal of Mr. Adesh Kumar Gupta as Director/Executive Director before the expiry of his term is absolutely necessary for the future success of our Company and therefore I am proposing the above resolution for approval of the shareholders at this Annual General Meeting.

Kind request to take further necessary action in this regard.

Yours faithfully,

Sd/-

Sachin Gupta

Equity Shareholder

Demat Account no. IN 30021417572358

PAN: AKCPG6293R