

Declaration of Voting Results of the 34th Annual General Meeting of Liberty Shoes Ltd.

The 34th Annual General Meeting of the Company was held on Wednesday, September 30, 2020 from 11.00 a.m. to 11.40 a.m. ("said AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

The said AGM of the Company was held in accordance with the circulars of Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI) and in terms of the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) ("Act") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company had engaged the services of Link Intime India Private Limited to provide the remote e-voting facility and the e-voting system on the date of 34th AGM to the Members whereby they could exercise their right to vote, on the resolutions passed at AGM, by electronic means.

The remote e-voting had commenced on Sunday, September 27, 2020 at 9:00 a.m., and ended on Tuesday, September 29, 2020 at 5:00 p.m. and the e-voting at the said AGM concluded at 11.55 a.m.

Sh. Sukesh Gupta, Proprietor of M/s. Sukesh Gupta & Co., Chartered Accountants was appointed as the Scrutinizer to scrutinize the entire e-voting process (i.e. remote e-voting and e-voting at the said AGM).

The Scrutinizer has carried out the scrutiny of all the electronic votes cast by means of remote evoting and e-voting at the said AGM and has submitted his report on Wednesday, September 30, 2020. Consolidated Results of remote e-voting and e-voting at the said AGM as per the Scrutinizers' Report dated September 30, 2020 are annexed hereto as Annexure 1.

Based on the Consolidated Report of the Scrutinizer, it is hereby declared that <u>all Resolutions as</u> set out in the Notice of the said AGM have been duly approved by the Members with requisite majority. It is also directed that the resolutions be recorded in the Minutes w.r.t the said AGM.

Date: September 30, 2020

Place: Haryana

For Liberty Shoes Ltd.

Adesh Kumar Gupta
Chairman of the Meeting

berty Shoes Limited rporate Office

ound Floor, Building 8, Tower A, DLF Cyber City, ase II, Gurugram, Haryana, INDIA - 122002 : +91-124-4616200, 3856200 Fax : +91-124-4616222 ail : corporate@libertyshoes.com **Registered Office**

Libertypuram, 13th Milestone, G.T. Karnal Road, P.O. Box Bastara, Distt. Karnal, Haryana, India - 132114 Tel: -91-1748-251101, 251103 Fax: -91-1748-251100

Email: corporate@libertyshoes.com CIN No. L19201HR1986PLC033185

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Total number of shareholders on record date: (i.e. 23rd September, 2020 cut-off date for Voting purpose No. of shareholders present in the meeting either in person or through Authorised Representative or through proxy: No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Roadnesday, 30th September, 2020 32572 N.A. N.A. Public: N.A. N.A. Roadnesday, 30th September, 2020 32572 N.A. N.A. Public: Public: Promoters and Promoter Group: Promoters and Promoter Group: Promoters and Promoter Group: Public: Public: Public: Public: Public: Public: Public: Roadnesday, 30th September, 2020	VOTING RESULTS	SL
Prizon or Public: Public: Public: Public: Public:	Date of the AGM:	Wednesday, 30th September, 2020
Preson or Public: Public: Public: Public: Public:	Total number of shareholders on record date: (i.e. 23rd September, 2020 cut-off date for Voting purpose	32572
Promoters and Promoter Group: Public: ders attended the meeting through Video Promoters and Promoter Group: Promoters and Promoter Group:	No. of shareholders present in the meeting either in person or through Authorised Representative or through proxy:	N.A.
ders attended the meeting through Video Public: Promoters and Promoter Group: Public:	Promoters and Promoter Group:	4 2
ders attended the meeting through Video Promoters and Promoter Group: Public:	Public:	A Z
and Promoter Group:	No of Shareholders attended the meeting through Video Conferencing:	·CA.
	Promoters and Promoter Group:	œ
	Public:	28



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ORDINARY BUSINESS:	i.		Agend	Agenda-wise disclosure	9			
Item No. 1: To receive, consider and adopt:	e, consider	and adopt						
the Audited Financial Statements of the Completectors and the Auditors thereon.	Statements litors therec	of the Con	npany for the Financial year ended March 31, 2020 together with the Reports of the Board of	cial year ended I	March 31, 20	20 togethe	r with the Reports	of the Board of
Resolution Required: Ordinary/Special	Ordinary/S	pecial			Ordii	Ordinary Resolution	ution	
Whether promoter/promoter group are interested in the agenda/resolution	omoter grou	ıp are inter	ested in			No		
Category	Mode of Voting	No. of shares held	No. of votes polled	Mof votes Polled on outstanding shares	No. of Votes- in favor	No. of Votes against	%of Votes in favour on votes polled	%of Votes against on votes polled
		Ļ	2	(3) =[(2)/(1)]* 100	4	ιΩ	(6) =[(4)/(2)1*100	(7) =f(5)/(2)1*4.00
Ċ	Remote E- Voting		8975737	88.83	8975737	0	100	0
Promoter and Promoter Group	E-voting at AGM	10104655	0	00.00	0	0	0	0
	Total		8975737	88.83	8975737	0	100	0
	Remote E-		0	00.00	0	0	0	0
Public – Institutions	E-voting at AGM	8868	0	0.00	0	0	0	0
	Total		0	0.00	0	0	o	c
	Remote E- Voting		2202	0.03	2144	28	97	n m
Public -Non Institutions	E-voting at AGM	6926477	557	0.01	557	0	100	0
	Total		2759	0.04	2701	28	86	2
Total		17040000	8978496	52.69	8978438	84	400	

Mode of No. of No. of votes No. of votes No. of No. of	Item No. 2- Appointment of Directors (a) To appoint a Director in place of S appointment.	ent of Direct tor in place	tors of Sh. Shar	ltem No. 2- Appointment of Directors (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.	8792), who reti	ires by rotat	tion and be	ing eligible offers	himself for re-
Mode of No. of votes polled Mode of No. of votes No. of votes Mode of Mode of Mo. of votes Mode of Mod	Resolution Required:	Ordinary/S	pecial			Ordi	nary Resol	rtion	
Mode of Voting Institutions No. of Votes shares voting at Gravor outstanding shares No. of votes shares favour on votes shares shares favour on votes shares	Whether promoter/pro	omoter grou	ıp are inter	ested in			Yes		
Remote E-Voting at AGM 1 2 (3) =[(2)/(1)]* 4 5 (6) Voting L-voting at AGM 10104655 8975737 88.83 8975737 0 100 0<	Sategory	Mode of Voting	No. of shares held	No. of votes polled	%of votes Polled on outstanding shares	No. of Votes- in favor	No. of Votes against	%of Votes in favour on votes polled	%of Votes against on votes polled
Remote E-Voting at AGM 40104655 88.83 88.83 8975737 0 100 F-voting at AGM 40104655 0 0.000 0.000 0 0 0 Femote E-voting at AGM 8868 0 0.000 0.00 0 0 0 Remote E-voting at AGM 8868 0 0.000 0 0 0 0 Remote E-voting at AGM 557 0.01 535 22 96 F-voting at AGM 2884 0.04 2689 195 93 Total 704000 8978621 52.69 8978426 195 100				2	(3) =[(2)/(1)]* 100	4	ro.	(6) =[(4)/(2)]*100	(7) =[(5)/(2)]*100
E-voting at AGM 10104655 0 0.00 0 0 0 0 0 0 0 100 Pocked 0 100 0	Promoter and	Remote E- Voting		8975737	88.83	8975737	0	100	0
Total 8975737 88.83 8975737 0 100 Remote E-Voting at AcM AcM Total 8868 0 0.00 0	Promoter Group	E-voting at AGM	10104655		0.00	0	0	0	0
Remote E-Voting AGM 8868 0 0.00 0 0 0 0 F-voting at AGM 8868 0 0.00 0 0 0 0 Remote E-Voting at AGM 6926477 557 0.01 535 22 96 F-voting at AGM 7704000 8978621 55.69 8978426 195 93		Total		8975737	88.83	8975737	0	100	0
E-voting at AGM 8868 0 0.00 0		Remote E-		0	00.00	0	0	0	0
Total 0 0.00 0 0 0 Remote E-Voting Acting at Actin Acting 2327 0.03 2154 173 93 E-voting at Actin Act	Public - Institutions	E-voting at	501	0	0.00	0	0	0	0
Remote E-Voting at AGM 2327 0.03 2154 173 93 Voting AGM E-voting at AGM 557 0.01 535 22 96 Total 2884 0.04 2689 195 93 17040000 8978621 52.69 8978426 195 100		Total		0	0.00	0	0	0	0
E-voting at AGM 6926477 557 0.01 535 22 96 Total 2884 0.04 2689 195 93 17040000 8978621 52.69 8978426 195 100		Remote E- Voting		2327	0.03	2154	173	93	2
Total 2884 0.04 2689 195 93 17040000 8978621 52.69 8978426 195 100	ublic -Non Institutions	E-voting at AGM	11.	299	0.01	535	22	96	4
17040000 8978621 52.69 8978426 195 100		Total		2884	0.04	2689	195	93	7
	Total		17040000		52.69	8978426	195	100	0





Resolution Required: Ordinary/Special	: Ordinary/S	pecial			Ordi	Ordinary Resolution	ution	
Whether promoter/promoter group are interested in the agenda/resolution	omoter groun	ıp are inter	ested in			Yes		
Category	Mode of Voting	No. of shares held	No. of votes polled	%of votes Polled on outstanding shares	No. of Votes- in favor	No. of Votes against	%of Votes in favour on votes polled	%of Votes against on votes polled
			2	(3) =[(2)/(1)]* 100	4	ro.	(6) =[(4)/(2)]*100	(7) =[(5)/(2)]*100
Promoter and Promoter Group	Remote E-		8975737	88.83	8975737	0	100	0
- ×	E-voting at AGM	10104655	0	0.00	0	0	0	0
	Total		8975737	88.83	8975737	0	100	0
Public – Institutions	Remote E- Voting		0	00:00	0	0	0	0
	E-voting at AGM	8988	0	0.00	0	0	0	0
	Total		0	0.00	0	0	0	0
	Remote E- Voting		2327	0.03	2154	173	93	7
Public -Non Institutions	s E-voting at AGM	6926477	557	0.01	535	22	96	4
	Total		2884	0.04	2689	195	93	7
Total		17040000	8978621	52.69	8978426	195	100	0
						A STATE OF THE PERSON NAMED IN		

Mode of No. of votes No. of vo	Item No. 3- Appointme	ent of Sh. A	rvind Bali K	Item No. 3- Appointment of Sh. Arvind Bali Kumar (DIN: 02520675) as Independent Director of the Company.) as Independe	ent Director	of the Con	pany.	
No. of votes polled %of votes in Polled on Shares No. of No. of No. of No. of Shares Polled on Shares Outes-in Votes in Votes Polled on Shares Outes-in Votes Polled on Shares Outes-in Votes Polled on Shares Outes-in Votes Polled Outes-in Votes Outes-in Votes Polled Outes-in Votes Outes-in Votes-in Votes Outes-in Votes-in Votes-in Votes Outes-in Votes-in Vot	Resolution Required:	Ordinary/Sp	pecial			Ordi	nary Resolu	ution	
Mode of voting shares No. of votes polled on shares No. of votes in votes in votes polled on shares No. of votes in votes in votes in votes in votes in polled Remote E-voting at AGM Remote E-voting at AGM 8975737 88.83 8975737 0 100 Femote E-voting at AGM 8868 0 0.00 0 0 0 0 Femote E-voting at AGM 8868 0 0.00 0 0 0 0 Feuting at AGM 8868 0 0.00 0 0 0 0 Feuting at AGM 8868 0 0.00 0 0 0 0 Futing at AGM 8668 0 0.00 0 0 0 0 Futing at AGM 8668 0 0.00 0 0 0 0 Futing at AGM 8668 0 0.00 0 0 0 0 Futing at AGM 862	Whether promoter/pro	omoter grou	p are intere	sted in			No		
Remote E-Voting at AGM 1 2 (3)=[(2)/(1)]* 4 5 (6) Voting Voting at AGM 10104655 88.83 8975737 0 100 0	ategory	Mode of Voting	No. of shares held	No. of votes polled	%of votes Polled on outstanding	No. of Votes- in favor	No. of Votes against	%of Votes in favour on votes polled	%of Votes against on votes polled
Remote E-Voting AGM 10104655 88.83 8975737 0 100 F-voting at AGM 10104655 0 0 0.00 0 <td></td> <td></td> <td>-</td> <td>2</td> <td>(3) =[(2)/(1)]* 100</td> <td>4</td> <td>co.</td> <td>(6) =[(4)/(2)]*100</td> <td>(7) =[(5)/(2)1*100</td>			-	2	(3) =[(2)/(1)]* 100	4	co.	(6) =[(4)/(2)]*100	(7) =[(5)/(2)1*100
E-voting at AGM 10104655 0 0.00 0 0 0 0 0 0 100 0<		Remote E- Voting		8975737	88.83	8975737	0	100	0
Total 8975737 88.83 8975737 0 100 Remote E-AGM 0 0.00 0 0 0 0 0 Feworing at AGM Total 0 0.00 0 0 0 0 0 Feworing at AGM 6926477 557 0.01 557 0 0 100 100 Total 2884 0.04 2726 158 95 100	Promoter and Promoter Group	E-voting at AGM	10104655	0	0.00	0	0	0	0
Remote E-Voting at AGM 8868 0 0.00 0		Total		8975737	88.83	8975737	0	100	c
E-voting at AGM 8868 0 0.00 0		Remote E- Voting		0	0.00	0	0	0	0
Total 0 0.00 0 0 0 Remote E-Voting at AGM 2327 0.03 2169 158 93 E-voting at AGM 557 0.01 557 0 100 Total 2884 0.04 2726 158 95	Public – Institutions	E-voting at AGM		0	0.00	0	0	0	0
Remote E-Voting at AGM E-voting at Total 6926477 557 0.04 2726 158 93 Total 2884 0.04 2726 158 95		Total		0	0.00	0	0	0	0
E-voting at AGM 6926477 557 0.01 557 0 100 Total 2884 0.04 2726 158 95 17040000 8978621 52.69 8978463 150 100		Remote E- Voting		2327	0.03	2169	158	93	7
Total 2884 0.04 2726 158 95 17040000 8978621 52.69 8978462 150	ublic -Non Institutions	E-voting at AGM	6926477	557	0.01	557	0	100	0
17040000 8978621 52.69 8978462 460		Total		2884	0.04	2726	158	95	2
1111	Total		17040000	8978621	52.69	8978463	158	100	c

All the resolutions, as set out in the 34th AGM Notice dated 31st July, 2020, were passed by the Members by requisite majority.





SUKESH GUPTA & CO.

CHARTERED ACCOUNTANTS

SCRUTINIZERS' REPORT ON REMOTE E-VOTING, AND E-VOTING AT THE AGM PROCESS FOR 34TH ANNUAL GENERAL MEETING OF LIBERTY SHOES LIMITED HELD ON WEDNESDAY 30TH SEPTEMBER, 2020 AT 11:00 AM THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM")

(Section 108 of the Companies Act read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 and any amendment thereof including Companies (Management & Administration), Amendment Rules, 2015)/MCA and SEBI Circulars issued from time to time.

REPORT OF SCRUTINIZER

30th September, 2020

To
The Chairman
Liberty Shoes Ltd.
Libertypuram, 13th Milestone, GT Karnal Road, Kutail, P.O Bastara,
Distt.Karnal-132114
Haryana

Sub: SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING AT THE 34TH ANNUAL GENERAL MEETING OF THE COMPANY

- I, Sukesh Gupta, Proprietor of M/s Sukesh Gupta & Co.(Chartered Accountants), Panipat (Haryana), appointed as Scrutinizer by the Board of Directors of M/s. Liberty Shoes Ltd. ("the Company") vide board resolution passed on 31st July, 2020 for the purpose of scrutinizing remote E-voting and E-voting at the 34th AGM on the below mentioned resolutions(s), for 34th Annual General Meeting (AGM) of Liberty Shoes Ltd. ("the Company"), held on Wednesday, 30th September, 2020 at 11:00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), submit my report as under:
- 1. The said AGM of the Company was held in accordance with the circulars of Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI) and in terms of the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) ("Act") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015/ MCA Circulars and SEBI Circulars. As informed by the Management, the Notice dated 31st July, 2020 convening the 34th AGM of the Company through VC/OAVM held on 30th September, 2020 along with Statement setting out all the material facts under Section 102 of the Companies Act, 2013 and MCA Circular/ SEBI Circular were duty sent to the Members of the Company through Electronic mode to those Members whose e-mail addresses are registered with the Company/RTA or Depositories, in compliance with the MCA Circulars/ SEBU Circulars Act, 2013.

2. The Company had engaged the services of Link Intime India Private Limprovide the remote e-voting facility and the e-voting system on the date of 34th

Mobile:- 9466237786

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to the Members whereby they could exercise their right to vote, on the resolutions passed at AGM, by electronic means.

(a) Remote E-voting:

The remote e-voting had commenced on Sunday, September 27, 2020 at 9:00 a.m., and ended on Tuesday, September 29, 2020 at 5:00 p.m. and remote e-voting facility provided by Link Intime India Private Limited was disabled thereafter.

- (b) E-voting at the Meeting: The facility was made available for those members who participated in the Meeting and had not cast their votes through remote e-voting for a duration of 15 Minutes post completion of proceedings of the Meeting. The e-voting at the said AGM concluded at 11.55 a.m.
- 3. After the closure of e-voting at the AGM, I have unblocked the electronic votes received from Shareholders through both the facilities (Remote E-voting and E-voting at AGM) in the presence of two witnesses who are not in the employment of the Company. I have scrutinized the votes casted through both the facilities for the purpose of this Report.
- 4. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or Client ID of the Shareholders, numbers of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining of list of shares with differential voting rights.
- 5. The details containing, inter alia, list of Equity Shareholders, who voted FOR or AGAINST/ INVALID/ABSTAINED each of the resolution put to vote, were generated from the e-voting website of M/s Link Intime India Private Limited, the consolidated result of Remote E-voting and E-voting at AGM are as under:

The state of the s	Eurit Conti	Resolution	Resolution		
To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2020 together with the Reports of the	Remote E-Voting	8977881	58	0	125
Board of Directors and the Auditors thereon	E-voting at AGM	557	0	0	0
	Total	8978438	58	0	125
	adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2020 together with the Reports of the	adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon E-voting at AGM	adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon E-voting at AGM Total 8978438	adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon E-voting E-voting 557 0 Total 8978438 58	adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon E-voting at AGM

2. a	(a) To appoint a Director	Remote E-Voting	8977891	173	0	0
	in place of Sh. Shammi Bansal (DIN-00138792), who retires by rotation	E-voting at AGM	535	22	0	0
	and being eligible offers himself for re-appointment.	Total	8978426	195	0	0
2 b.	(b) To appoint a Director in place of Sh. Adish	Remote E-Voting	8977891	173	0	0
	Kumar Gupta (DIN-00137612), who retires by rotation and	E-voting at AGM	535	22	0	0
	being eligible offers himself for re-appointment.	Total	8978426	195	0	D
3.	Appointment of Sh. Arvind Bali Kumar (DIN: 02520675) as	Remote E-Voting	8977906	158	0	0
	Independent Director of the Company.	E-voting at AGM	557	0	0	0
		Total	8978463	158	0	0

Recommendation:

Based on the foregoing, the above Resolution Nos. 1 to 3 of 34th Annual General Meeting held on 30th September, 2020 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) may be considered to have been passed with the requisite majority of shareholders. The Chairman may accordingly declare the results of voting.

Thanking you Yours Faithfully

For Sukesh Gupta & Co. Firm Regn. No. 036441N

Chartered Accountants & GUP

Sukesh Gupta

Proprietor

Membership No. 514675

[Scrutinizer for Remote E-Voting And E-voting at AGM Process]

UDIN:20514675AAAAAW3361 Date: 30th September, 2020 Place: Panipat, Haryana Adesh Kumar Gupta Chairman of the Meeting