

3rd September, 2026

The Manager Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No. C/1, Bandra - Kurla Complex, Bandra (E) Mumbai - 400051 Tel. No.: 022-26598100`14 Fax No.: 022-26598273-38 Scrip Code: LIBERTSHOE ISIN No. : INE 557B01019	The Manager Listing Department Bombay Stock Exchange Ltd. Phiroza Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Tel: 022 – 22722375, 2066 Fax : 022 – 22722037, 39, 41,61 Scrip Code: 526596 ISIN No. : INE 557B01019
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Sub: Notice of the 40th Annual General Meeting of the Company along with Annual Report for the financial year 2025-26 and related compliance

Dear Sir/Madam,

This is in continuation of our earlier correspondence dated **10th August, 2026** informing about convening of 40th Annual General Meeting and related compliances. In terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), please find attached herewith a copy of Notice of the 40th Annual General Meeting of the Company to be held on **Tuesday, September 29, 2026 at 11:00 A.M. (IST)** through Video Conferencing / Other Audio Video Means ("VC/ OAVM") facility alongwith Annual Report for the financial year 2025-26.

As informed earlier, the Register of Members and Share Transfer Books of the Company shall be closed from **Wednesday, September 23, 2026 to Tuesday, September 29, 2026 (both days inclusive)** for the purpose of 40th AGM of the Company and **Tuesday, September 22, 2026** shall be the cut-off date to determine the eligibility of Members to cast their vote through remote e-voting and e-voting during the AGM. The remote e-voting shall commence from **Saturday, September 26, 2026 (9:00 A.M. IST)** and end on **Monday, September 28, 2026 (5:00 P.M. IST)**. In compliance with the MCA Circulars, the facility for e-voting shall also be made available by the Company during the AGM.

Please note that the Company has dispatched the aforesaid Notice of 40th AGM and Annual Report 2025-26 along with annexure thereof to its eligible shareholders and other stakeholders on **Thursday, 3rd September, 2026** in compliance of statutory guidelines.

Further, in compliance to Regulation 36 (1) (b) of the Listing Regulations as amended by SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, dated 13th December, 2024, a letter carried the web-link including the exact path, where complete details of the Annual Report 2025-26 and the Notice of 40th Annual

Liberty Shoes Limited

Corporate Office

19th Floor, Magnum Global Park
Tower - 2, Golf Course Extension Road
Sector - 58, Gurugram, Haryana, INDIA - 122011
Tel : +91 - 124-4616200
Email : corporate@libertyshoes.com

Registered Office

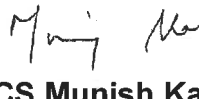
Libertypuram, 13th Milestone, G.T. Karnal Road
P.O. Box Bastara, Dist. Karnal, Haryana, INDIA - 132114
Tel : +91-1748-251101,251103 Fax : +91-1748-251100
Email : corporate@libertyshoes.com CIN No. L19201HR1986PLC033185



General Meeting is sent on **Thursday, 3rd September, 2026** to those shareholders whose email IDs are not registered with the Company / RTA and Depository Participant(s). Copy is attached herewith.

You are requested to take the above information on your records.

Thanking you,
Sincerely Yours,
For **Liberty Shoes Ltd.**

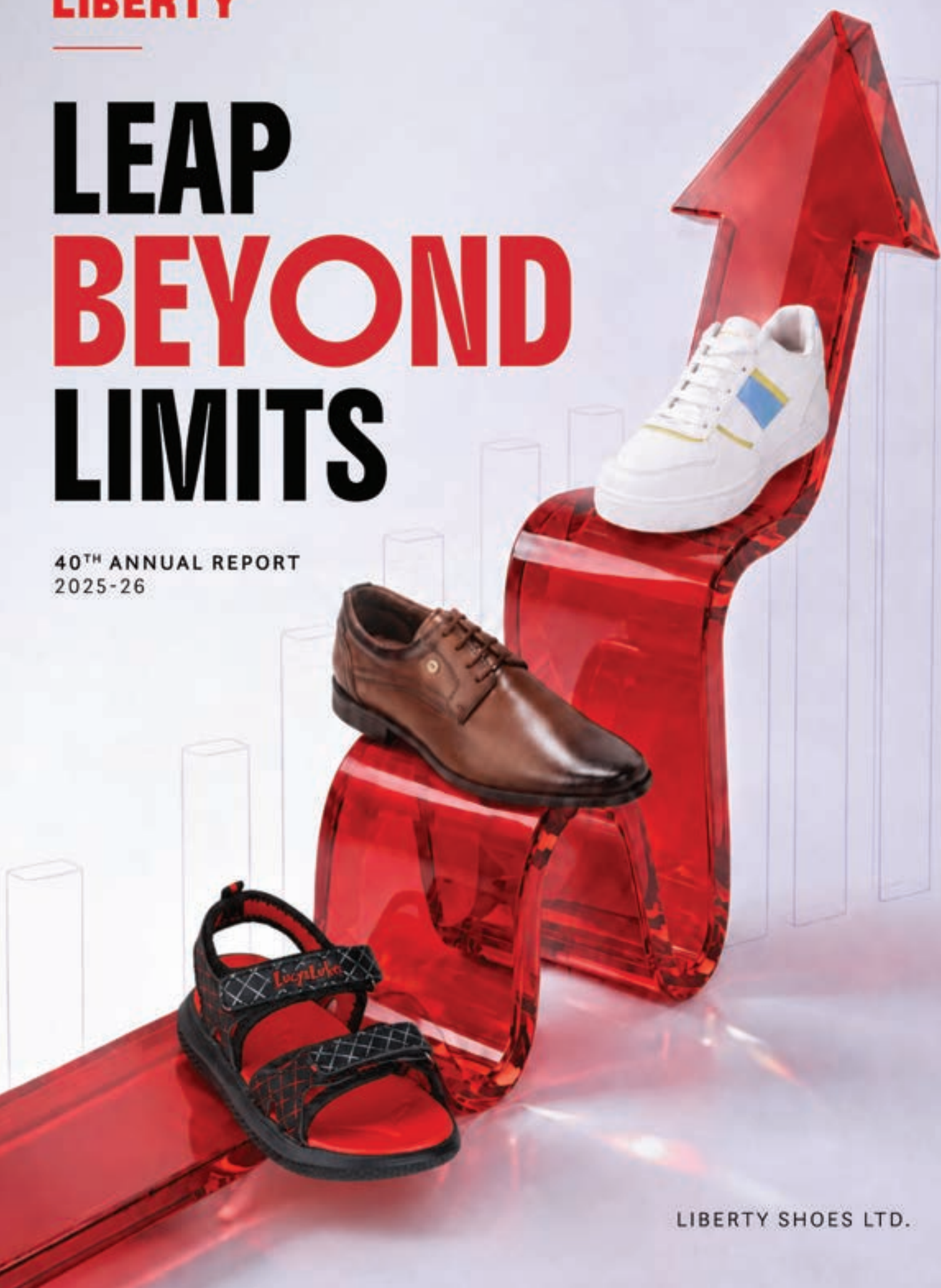
 

CS Munish Kakra
CFO & Company Secretary
Encl: a/a

LIBERTY

LEAP BEYOND LIMITS

40TH ANNUAL REPORT
2025-26



LIBERTY SHOES LTD.

OUR CREDO

- To continuously adopt the latest technologies from across the world.
- To operate with uncompromising honesty and excellence in every endeavor.
- To spark bold thinking and innovation that elevates customer experience globally.
- To build a corporation admired for its values, credibility, and impact.
- To be a place where people feel inspired, valued, and driven to excel.



OUR VISIONARY FOUNDERS



Shri. D. P. Gupta

JUNE 15, 1921 -
FEBRUARY 9, 2001



Shri. P. D. Gupta

AUGUST 24, 1928 -
SEPTEMBER 7, 2003



Shri. R. K. Bansal

APRIL 7, 1934 -
JANUARY 27, 2002

Guided by the wisdom of our founding fathers, today's management team carries forward a legacy of passion and purpose. These three visionaries united in setting high standards, thoughtfully discussing each milestone before taking inspired action. With a mantra of people-first growth, value creation, unyielding integrity, and a heartfelt commitment to nation-building, they championed the downtrodden, lifting communities toward prosperity and pride.



ADISH
GUPTA



SUNIL
BANSAL



ANUPAM
BANSAL



OUR LEADERSHIP TEAM

RAMAN
BANSAL



VIVEK
BANSAL



SHAMMI
BANSAL



BRANDS PORTFOLIO



**Class Bhi
Aur Khel Bhi**



iNNOVATION LABS



Innovation that moves with India

Our Innovation Labs are where forward-thinking footwear takes shape. Bringing together designers, material scientists and engineers, they transform ideas into high-performance products. Built around the H-Tech by Healers comfort system and powered by technologies such as EasyGo, Twist & Go, NitPro and Dynamo, every innovation is designed, tested and refined to create footwear that keeps pace with how India lives and moves.



THE NEW RETAIL EXPERIENCE



Equipping teams. Elevating experiences.

At Liberty, we believe great retail begins with empowered teams. Our retail enablement ecosystem combines training, operational support and technology to help our teams and partners serve customers with greater confidence and consistency.

Training & Learning

Structured programmes covering product knowledge, customer engagement, sales and retail best practices, with regular updates on products and merchandising.

Hands-on Support

On-site and virtual assistance, backed by advanced retail and inventory systems, to enable smooth store operations.

Healing Expert

Equipping sales associates to become trusted comfort advisors through foot assessment, product mastery and consultative selling, with a strong focus on empathy and customer experience.

Experience-led Retail

AI-enabled foot-scanning machines create customised insoles for customers, bringing greater personalisation and technology to the in-store experience.

Together, these initiatives help us create retail experiences that are more knowledgeable, more personalised and more customer-centric.



STEPPING UP CUSTOMER RELATIONSHIPS THROUGH THE StepUp CLUB

The StepUp Club is Liberty's spend-based loyalty programme, turning every purchase at a Liberty Exclusive Showroom into the start of a lasting relationship with the brand.

From a customer base of 1 crore+, we've enrolled over 50 lakh customers into StepUp, engaging them like never before. Every purchase is automatically tracked through the financial year, and as customers cross spending milestones, they climb through three exciting membership tiers, Pro, Elite and Legend, unlocking automatic gift vouchers of up to ₹2,000, delivered straight to their phones.

Membership Tier	Purchase Value	Gift Voucher
Pro	₹5,000 - ₹14,999	₹500
Elite	₹15,000 - ₹39,999	₹1,000
Legend	₹40,000+	₹2,000

What makes StepUp truly stand out is the perfect blend of smart technology and genuine personal connection. Real-time, automated tracking ensures every customer is recognised the moment they progress, while personalised engagement keeps the relationship warm, touching base with customers twice a month, so no milestone ever goes unnoticed.

Customer trust is at the heart of it all: privacy is safeguarded at every step, with data handled responsibly and securely. Customers can also track their own tier and progress towards their next reward through the Liberty portal, putting them in control of their journey.



ARTIFICIAL INTELLIGENCE



Making Liberty sharper, smarter and more responsive.

Liberty is bringing Artificial Intelligence into every sphere of the business—from understanding consumers and shaping assortments to strengthening supply chains and creating better retail experiences. As we evolve into a modern lifestyle house spanning Healers, Leap7X, AHA and Lucy & Luke, AI is helping us make faster, more informed decisions across the value chain.

Customer Relationship Management

AI analyses purchase history, browsing behaviour and engagement across our loyalty ecosystem, including the StepUp Club, helping us deliver more relevant recommendations, communication and customer experiences.

Merchandising & Supply Chain

AI-powered demand sensing, assortment planning and allocation help us understand market needs more precisely, move inventory faster and ensure the right products reach the right stores at the right time.

Visual Merchandising

AI-assisted tools help optimise store layouts, product placement and customer flow, creating more engaging and consistent retail experiences across our growing network. From customer engagement to merchandising, supply chain, retail and beyond, AI is becoming an integral part of how Liberty operates. It enables us to combine the scale and experience we have built over decades with greater speed, precision and responsiveness.

From insight to action, AI is helping Liberty build a smarter business—across every sphere.



THE ESSENCE OF LIBERTY

Liberty represents the freedom to be yourself, a confident blend of Indian values and global modernity. It celebrates tradition while embracing new ideas, individuality, and the freedom to explore, experiment and reinvent yourself. Liberty reflects a generation that is global in outlook, yet proudly Indian at heart.

New Fragrance Portfolio

Five new expressions of individuality.

During the year, Liberty expanded its fragrance portfolio with five new launches, each offering a distinctive composition of fresh, floral, woody and warm notes for diverse consumer preferences.



White Oud
Citrus, Saffron, White Oud, Patchouli, Amber & Musk



Sunville
Citrus, Jasmine, Rose, Lily, Amber, Musk & Warm Woods



Elkaar
Bergamot, Peach, Lily, Jasmine, Sandalwood, Cedar & Musk



Glanz
Citrus, Green Aromatic Notes, Lavender, Spicy Woods, Amber, Musk & Cedarwoods



Aqualun
Lemon, Blackcurrant, Lily, Jasmine, Rose, Sandalwood, Musk & Vanilla

Together, these launches add modern, versatile and distinctive expressions to Liberty's growing fragrance portfolio.



GROWTH ROADMAP

Taking Liberty closer to the customer

This year, Liberty's offline retail network crossed 450 stores, strengthening our presence across India. Uttar Pradesh, Bihar and Karnataka have been key growth markets, combining strong brand recall with significant potential for deeper retail penetration.

Building on this momentum, we plan to add 100+ new stores this year, expanding across existing and emerging markets.

We are also evolving the retail experience with a new generation of mall stores, featuring contemporary design, sharper visual identity and more engaging product displays—bringing a more modern, lifestyle-led experience while staying true to Liberty's promise of comfort, durability and value.

450+ stores. 100+ more planned. A sharper retail experience for the next phase of growth.



PROTECTION FOR THOSE WHO KEEP INDIA MOVING

Across manufacturing, construction, mining, oil & gas, defence, logistics and infrastructure, millions of professionals work in environments where safety and reliability are non-negotiable. Liberty's Institutional Business is built to support them with safety footwear that combines certified protection, durability and all-day comfort.

WARRIOR

The Warrior range is engineered for professionals working in demanding industrial and outdoor environments. Built for superior grip, durability and protection, it is designed to help the workforce take on challenging conditions with confidence, reinforcing the promise: Stay Safe, Heroes.

FIGHTER

The Fighter range is designed for industrial professionals who need dependable protection without compromising on comfort. With Euro-certified protection, steel-toe construction, oil-resistant soles and shock absorption, Fighter delivers reliable performance across manufacturing, automotive, mining, construction, and oil & gas industries.



STAY SAFE,
HEROES



EVERYDAY
SAFETY, BUILT
TO PERFORM.



ECOM

LOOKING AHEAD



Expanding reach. Elevating the experience.

The E-Commerce Division delivered a strong FY2025-26, achieving more than ₹150 crore in net revenue, up ~15% year-on-year, with ₹220 crore GMV and ~39 lakh pairs sold. The business now spans Marketplace, D2C, Quick Commerce, OEM and Modern Trade, with an omnichannel build underway.

Growth remained broad-based. Marketplace Outright grew 27%, while OEM volumes rose 24% with new customers including FirstCry, Reliance Retail, Metro Brands and ABFRL. Quick Commerce more than doubled, with Blinkit, Swiggy and Zepto together growing approximately four times year-on-year.

Our D2C platform, Liberty Shoes Online (LSO), was relaunched with a premium digital experience, driving 143% year-on-year growth, supported by improved logistics, lower returns and a higher prepaid-order mix.

Premiumisation also strengthened the business, with growth in School, Formal, Performance/Sports and Premium ranges driving a 15% increase in ASP. Liberty is enjoying rank #1 on Amazon in Kids' Footwear, while Formal, Walking and Open Footwear remained key growth categories.

AI-enabled dashboards and automated MIS are further helping teams make faster, sharper decisions across the business. For FY2026-27, the Division targets 30%+ growth, driven by higher volumes, improved ASP, continued Quick Commerce expansion, entry into new Modern Trade accounts and the development of an integrated omnichannel experience.

Available on

amazon



TATA
CLIQ

AJIO

Flipkart

zepto



JioMart

firstcry

LimeRoad

snapmint



snapdeal



CORPORATE SOCIAL RESPONSIBILITY



Creating impact beyond business.

At Liberty, responsible growth extends beyond our business. During FY2025-26, our CSR initiatives focused on supporting technology-led humanitarian solutions, enabling entrepreneurship and fostering employee wellbeing.

Borewell ResQBot | Technology in the service of life

Liberty provided financial support to the Borewell ResQBot initiative, an innovative solution designed to rescue individuals trapped in borewells. Equipped with real-time cameras, robotic arms and an oxygen support system, the technology enables safer and more efficient rescue operations in critical situations.

Zoya Herbal | Supporting women-led entrepreneurship

Liberty supported Zoya Herbal, an Indian women-led brand creating natural, handmade personal care and wellness products using herbal extracts, oils and traditional formulations. The initiative reflects our commitment to supporting entrepreneurship and homegrown businesses.

Yoga & Wellbeing | Building a healthier workplace

Employee wellbeing remains an important part of our culture. Through regular yoga sessions, including a company-wide initiative on International Yoga Day, we encourage employees across roles to build greater mindfulness, discipline and physical wellbeing into their everyday lives.

Together, these initiatives reflect our belief that meaningful growth creates value for communities, entrepreneurs and our people.



CONTENTS

COMPANY INFORMATION	02
FROM THE MANAGEMENT'S DESK	03
NOTICE	04
DIRECTORS' REPORT	39
SECRETARIAL AUDIT REPORT	70
CORPORATE GOVERNANCE REPORT	74
MANAGEMENT DISCUSSION AND ANALYSIS REPORT	116
INDEPENDENT AUDITORS' REPORT	123
BALANCE SHEET	136
STATEMENT OF PROFIT & LOSS	137
STATEMENT OF CHANGES IN EQUITY	138
STATEMENT OF CASH FLOWS	139
NOTES TO THE FINANCIAL STATEMENT	140

COMPANY INFORMATION

LIBERTY SHOES LTD

BOARD OF DIRECTORS

PIYUSH DIXIT

Independent Director
(DIN-03514223)

ANAND DAS MUNDHRA

Independent Director
(DIN-00167418)

DR. SUJATA

Women Independent Director
(DIN-09289128)

NEERAJ KUMAR JINDAL

(w.e.f. May 28, 2025)
Independent Director
(DIN: 00054885)

SHAMMI BANSAL

(up to August 10, 2026)
Executive Director
(DIN-00138792)

ADISH KUMAR GUPTA

Executive Director
(DIN-00137612)

RAMAN BANSAL

(w.e.f. August 10, 2026)
Executive Director
(DIN: 00137826)

ANUPAM BANSAL

Executive Director
(DIN: 00137419)

ASHOK KUMAR

Executive Director
(DIN-06883514)

COMPANY SECRETARY & COMPLIANCE OFFICER

CS MUNISH KAKRA

Chief Financial Officer
& Company Secretary

AUDIT COMMITTEE

Anand Das Mundhra
Anupam Bansal
Piyush Dixit

NOMINATION AND REMUNERATION COMMITTEE

Anand Das Mundhra
Dr. Sujata
Piyush Dixit (w.e.f. April 04, 2025)

STAKEHOLDERS RELATIONSHIP COMMITTEE

Anand Das Mundhra
Anupam Bansal
Adish Kumar Gupta

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Shammi Bansal (up to August 10, 2026)
Anupam Bansal (w.e.f. August 10, 2026)
Adish Kumar Gupta
Dr. Sujata

MANAGEMENT COMMITTEE

Shammi Bansal, Adish Kumar Gupta,
Raman Bansal, Anupam Bansal

REGISTRAR & SHARE TRANSFER AGENT

MUFG Intime India Pvt. Ltd (formerly
M/s Link Intime India Private Limited)
Noble Heights, 1st Floor, C-1 Block,
Near Savitri Market, Janakpuri,
New Delhi-110058
Tel.: (91) - 11- 41410592 -94
Fax: (91) - 11- 41410591
E-mail: delhi@in.mpms.mufig.com

REGISTERED OFFICE

Libertypuram, 13th Milestone,
G. T. Karnal Road, Kutail, P.O. Bastara,
Distt. Karnal - 132114, Haryana
Tel.: (91) - 1748 - 251101 - 03
Fax: (91) - 1748 - 251100
E-mail: lpm@libertyshoes.com
Website: www.libertyshoes.com

CORPORATE OFFICE

Liberty Shoes Ltd.
19th Floor, Magnum Global Park,
Tower -2, Golf Course Extension Road,
Sector-58, Gurugram, 122011, Haryana,
Ph.: 91-0124-4616200,
Fax: 91-0124-4616222,
Email:corporate@libertyshoes.com

BANKERS

HDFC Bank Ltd.
IndusInd Bank Ltd.
State Bank of India

STATUTORY AUDITORS

M/s Pardeep Tayal & Co.
Chartered Accountants
2nd Floor, Indian Bank Building
GT Road Panipat (HR)-132103

SECRETARIAL AUDITORS

M/s JVS & Associates
Company Secretaries
Flat No. 588, Pocket No. 4
Sector - 11, Dwarka
New Delhi - 110075

CORPORATE IDENTITY NUMBER (CIN):

L19201HR1986PLC033185

EMAIL ID FOR INVESTOR CARE/ GRIEVANCE

investorcare@libertyshoes.com

WWW.LIBERTYSHOES.COM

BUY LIBERTY FOOT FASHION ONLINE ON

LIBERTYSHOESONLINE.COM

JOIN US ON:

Facebook: <https://www.facebook.com/libertyshoes>

Instagram: <https://www.instagram.com/libertyshoesltd/>

Youtube <https://www.youtube.com/@LibertyShoesLtd>

LinkedIn: <https://www.linkedin.com/company/liberty-shoes-ltd/>

Twitter: <https://x.com/LibertyShoesLtd>

Our fellow Shareholders,

We are pleased to present to you the **Fortieth Annual Report of Liberty Shoes Limited** for the financial year 2025–26, with the vision **“LEAP BEYOND LIMITS.”** The vision reflects our ambition to move beyond conventional boundaries, challenge established ways of working and create a more agile, innovative and future-ready Liberty and unlock new possibilities.

For Liberty, **“LEAP BEYOND LIMITS”** is both a mindset and a strategic direction. It represents our endeavour to build on a legacy of decades while embracing new possibilities in product innovation, retail, e-commerce, technology, artificial intelligence and consumer engagement. It is about moving beyond traditional boundaries—between physical and digital retail, between functionality and fashion, and between established practices and new-age possibilities.

The year under review has been a year of challenges, learning and reinforcing the foundation we have built. While our performance has not been entirely in line with our aspirations, we have continued to strengthen our fundamentals, remain focused on operational efficiency and, most importantly, prepare ourselves for the opportunities that lie ahead.

The Opportunity in the Indian Footwear Market

The Indian footwear market presents a large and compelling long-term opportunity. With a population of more than 1.4 billion, a predominantly young consumer base, rising disposable incomes, rapid urbanization and increasing exposure to global fashion trends, the demand for footwear is expected to continue expanding.

Footwear is steadily moving beyond being a basic necessity to becoming an important part of fashion, lifestyle, wellness and personal expression. Consumers today are looking for products that combine comfort, design, quality, functionality and value. This change in consumer behavior creates significant opportunities for established Indian brands that can understand these evolving needs and respond suitably with their offerings.

We believe that the next phase of growth will be driven not merely by selling more pairs, but by creating better products, stronger brands and deeper relationships with consumers. Our opportunity is to combine our existing experience and manufacturing capabilities with contemporary design, technology, digital channels and data-driven decision-making.

The make in India initiative of the Govt. and in backdrop of other developments, we believe India can also emerge as a significant manufacturing and sourcing hub for the global footwear industry. Strengthening domestic capabilities, improving productivity, adopting modern technology and developing globally competitive designs can enable Indian companies to serve both the domestic market and international markets.

For Liberty, this represents a significant opportunity. Our ambition is to build a future-ready, design-led and technology-enabled footwear business, capable of participating meaningfully in India's expanding consumption story while creating sustainable value for our shareholders.

Technology, Digitalization and Artificial Intelligence

Technology is redefining every aspect of business, and Artificial Intelligence is emerging as one of the most powerful enablers of this transformation. From product design and demand forecasting to inventory management, consumer analytics, marketing and supply-chain optimization, AI offers opportunities to improve speed, precision and decision-making. Liberty is progressively embracing relevant digital and AI-enabled capabilities, supported by its SAP-integrated systems and technology infrastructure. Our objective is not technology for its own sake, but technology that creates measurable value for consumers, employees and the business.

Envisioning the future

The road ahead will not be without challenges. Competition will remain intense, consumer expectations will continue to evolve and technology will transform the way businesses operate. But we believe challenges also create opportunities for organizations willing to adapt and innovate.

Our priorities are therefore clear: stronger products, better designs, greater efficiency, technology-led operations, disciplined costs, stronger brands and an uncompromising focus on the customer and enhance our capabilities to pass the full increase in costs on to customers, given the competitive nature of the Indian footwear market and the price sensitivity of consumers.

We are confident that with the commitment of our employees, the trust of our customers and business partners, and the continued support of our shareholders, we can build a stronger and more sustainable organization.

As we move forward, our objective is clear: to combine Liberty's trusted legacy with the possibilities of the future. We want to remain relevant to the consumer who has grown with us while simultaneously becoming the footwear brand of choice for a new generation. **“LEAP BEYOND LIMITS”** captures this aspiration—to think bigger, move faster, innovate continuously and create new pathways for sustainable growth.

As Liberty enters its next chapter, we invite you to join us in taking the next leap—not simply to go further, but to go beyond what was thought possible.

Together, we will **LEAP BEYOND LIMITS.**

Your Management Team!!!

NOTICE



Notice is hereby given that **40th (Fortieth)** Annual General Meeting ("40th AGM" or "e-AGM" or "AGM") of the Members of Liberty Shoes Limited ("the Company") will be held on **Tuesday, 29th September, 2026 at 11:00 A.M.** through Video Conferencing ("VC") /or Other Audio-Visual Means ("OAVM") to transact the following businesses: -

The proceedings of the 40th 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, 2026 together with the Reports of the Board of Directors and the Auditors thereon.

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

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2026 and the Reports of the Board of Directors' and Auditors, thereon as circulated to the Members, be and are hereby received, considered and adopted."

Item no. 2-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-06883514), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation."

Item no. 3-Appointment of Director

To appoint a Director in place of Sh. Anupam Bansal (DIN-00137419), 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. Anupam Bansal (DIN-00137419), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation."

SPECIAL BUSINESS

Item no. 4 - Re-appointment of Sh. Piyush Dixit (DIN: 03514223), 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 according to Nomination and Remuneration Policy and the Articles of Association of the Company and pursuant to the recommendations of Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company ("the Board") given at their respective meetings held on 10th August, 2026, Sh. Piyush Dixit (DIN: 03514223), who was appointed as an Independent Director for first term of 3 years commencing from 11th August, 2023 to hold office upto 10th August 2026, and who being eligible for re-appointment for the second term 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for his second term of 3 consecutive years effective from 11th August, 2026 to 10th August, 2029.

RESOLVED FURTHER THAT any Executive Director and/ or CFO & Company Secretary of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with regulatory authority for giving effect to this resolution and for matters connected therewith, or incidental thereto."

Item no. 5 - Re-appointment of Sh. Anand Das Mundhra (DIN: 00167418), 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 according to Nomination and Remuneration Policy and the Articles of Association of the Company and pursuant to the recommendations of Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company ("the Board") given at their respective meetings held on 10th August, 2026, Sh. Anand Das Mundhra (DIN: 00167418), who was appointed as an Independent Director for first term of 3 years commencing from 11th August, 2023 to hold office upto 10th August 2026, and who being eligible for re-appointment for the second term 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for his second term of 3 consecutive years effective from 11th August, 2026 to 10th August, 2029.

RESOLVED FURTHER THAT any Executive Director and/ or CFO & Company Secretary of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with regulatory authority for giving effect to this resolution and for matters connected therewith, or incidental thereto."

Item no. 6 -Appointment of Sh. Raman Bansal (DIN: 00137826), as 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 152 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**), read with the rules made thereunder and the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Sh. Raman Bansal (DIN: 00137826), who was appointed as an Additional Director of the Company, on the recommendation of Nomination and Remuneration Committee, by Board of Directors at its meeting held on 10th August, 2026 and who holds office up to the date of the ensuing Annual General Meeting pursuant to the provisions of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.



RESOLVED FURTHER THAT any Executive Director and/ or CFO & Company Secretary of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with regulatory authority for giving effect to this resolution and for matters connected therewith, or incidental thereto."

Item no. 7 -Appointment of Sh. Raman Bansal (DIN: 00137826), as Executive 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 Sections 2(18), 2(94), 196, 197, 198, 200 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company and the Nomination and Remuneration Policy of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company ("Board") at their respective meetings held on 10th August, 2026, consent of the Members of the Company be and is hereby accorded to the appointment of Sh. Raman Bansal (DIN: 00137826) as an Executive Director of the Company, for a period of three years with effect from 10th August, 2026 to 9th August, 2029, on such remuneration and other terms and conditions as set out in the draft Service Agreement proposed to be entered into between the Company and Sh. Raman Bansal, the salient features of which are set out in the Explanatory Statement annexed

to the Notice convening this Meeting, and as may be mutually agreed between the Company and Sh. Raman Bansal, within the limits prescribed under the Act and the rules made thereunder.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the remuneration payable to Sh. Raman Bansal shall be governed by the applicable provisions of Schedule V to the Act and shall be subject to the limits prescribed therein, as amended from time to time.

RESOLVED FURTHER THAT any Executive Director and/ or CFO & Company Secretary of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with regulatory authority for giving effect to this resolution and for matters connected therewith, or incidental thereto."

By order of the Board
For Liberty Shoes Ltd.

CS Munish Kakra
CFO & Company Secretary
M. No. ACS 6262

Place: New Delhi

Dated: Monday, 10th August, 2026

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: lpn@libertyshoes.com,
Website: www.libertyshoes.com
CIN: L19201HR1986PLC033185



NOTES:

- 1. Virtual Meeting (e-AGM):** The Ministry of Corporate Affairs (the "MCA") vide its Circular No. 3/2025 dated September 22, 2025 (in continuation with the Circulars issued earlier in this regard) ("MCA Circulars") has allowed conducting Annual General Meeting ("AGM") 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 40th 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 amended) (the "Act") and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations") and circulars issued by SEBI in this regard. 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 40TH 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 legal2015js@gmail.com with a copy marked to 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 40th 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.(s) 4 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 alongwith the Annual Report of the Company for the financial year ended March 31, 2026, 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., MUFG Intime India Pvt. Ltd (formerly Link Intime India Private Limited) or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2026 shall be available on the websites of the Company viz., www.libertyshoes.com (<https://www.libertyshoes.com/annual-reports>) and of the Stock Exchanges where Equity Shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., MUFG Intime India Pvt. Ltd, (MIPL) viz., <https://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 MUFG Intime India Pvt. Ltd (formerly Link

Intime 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 Tuesday, 22nd September, 2026. The remote e-Voting period will commence on Saturday, 26th September 2026 (9:00 A.M. IST) and will end on Monday, 28th September 2026 (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., **Tuesday, 22nd September, 2026**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by MUFG Intime India Pvt. Ltd 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 **Tuesday, 22nd September, 2026 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., Tuesday, 22nd September, 2026 should treat this Notice for information purpose only.

The Board of Directors has appointed M/s JVS & Associates, (CP No. 10196), Company Secretary in Practice, New Delhi 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) and on the e-Voting website of MUFG Intime India Pvt. Ltd 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 atleast 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., **Tuesday, 29th September, 2026**. 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 or to the RTA at delhi@in.mpms.mufg.com:

- (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 **Sunday, 27th September, 2026** at 11:00 A.M. at 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.in.mpms.mufg.com> or at 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 **Wednesday, 23rd September, 2026 to Tuesday, 29th September, 2026** (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 (SH-13) can be downloaded from the Company's website, i.e., 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. In compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD - RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company/ Company RTA in physical form will be

processed and the shares will be issued in dematerialisation form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division/splitting of securities certificate/Consolidation of securities certificates/folios
- vi. Transmission
- vii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the Company as well as on the website of MUFG Intime India Pvt Ltd, Registrar and Share Transfer Agent (RTA). Members, who are holding shares in physical/ electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by filling Form ISR-1 and sending the scanned copy of the Form mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz, Aadhaar Card, Driving License, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the Annual Report 2025-26 along with AGM Notice by email to investorcare@libertyshoes.com. Members holding shares in demat form can update their email address with their Depository Participants and send scan copy of client master to investorcare@libertyshoes.com. It may be noted that any service request can be processed only after the folio is KYC compliant.



The Securities and Exchange Board of India ('SEBI') vide its circular no SEBVHO/MIRSD/MIRSD- RTAMB/ P/CIR/2021/655 dated 3rd November, 2021, circular no. SEBI/HO/MIRSD/MIRSD - RTAMBiP/CIR/2021/687 dated 14th December, 2021, circular no. SEBVHO/ MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 (now rescinded by Master Circular SEBI/ HO/MIRSD/P00-1/PiCIR/2023/70 dated 17th May, 2023) read with SEBI/HO/MIRSD/POD-1/P/ CIR/2023/1 81 dated 17th November, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Registrar will not process any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder.

SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members only electronically by rescinded the SEBI circular SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 by issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated 17th May, 2023 and SEBI/HO/ MIRSD/POD-1/P/ CIR/2023/ 181 dated 17th November, 2023, all dividend payments after 31st March, 2024, will be processed only electronically.

In compliance with SEBI Circular, please note that no dividend will be processed in Physical mode and the Company will process the dividend in electronic mode only as per the details provided by you within the stipulated time. Further to note that if the aforesaid details are not received and the dividend remains

unpaid/unclaimed upto 7 years, dividend will be transferred to IEPF after 7 years as per the applicable provisions of the Companies Act, 2013.

Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/ 2023/131 dated 31st July, 2023 and SEBVHO/OIAE/OIAE_IAD-1/P/ CIR/2023/135 dated 4th August, 2023 and Master Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 (updated as on 11th August, 2023), has introduced a common Online Dispute Resolution Portal ("ODR Portal") to facilitate online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. Investors may also refer link <https://scores.gov.in/> to access the ODR Portal as well as to the modalities of the ODR portal and operational guidelines and instructions including timelines for registration/ review/ resolution of complaints/disputes filed through the portal, manner of proceedings to be conducted by the ODR institutions, role and responsibilities of market infrastructure intermediaries, code of conduct for conciliators and arbitrators etc. as provided in the SEBI Circulars referred above and available on the website of the Company. An intimation to the shareholders through email had been sent by Company RTA during the year under consideration whose email are registered with them in regard to the Online Dispute Resolution Mechanism (ODR system) as maintained by the Company.

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, MUFG Intime India Pvt. Ltd (formerly Link



Intime India Private Limited), 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 MUFG 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 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 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 ISR-1, Form ISR-2 and Form No. SH 13. This form can be obtained from the Company's website 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 ISR-1, Form ISR-2 and 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. 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 MUFG 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:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) **Visit URL:** <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) **Visit URL:** <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.



- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) **To register, visit URL:** <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).



METHOD 3 - NSDL e-voting website

- a) **Visit URL:** <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to

e-Voting" under e-Voting services.

- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) **Visit URL:** <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.



Shareholders not registered for Easi/ Easiest facility:

- a) **To register, visit URL:** <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/>
[https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.](https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration/)
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) **Visit URL:** <https://instavote.linkintime.co.in> & click on **“Login”** under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 - A. User ID: Enter User ID
 - B. Password: Enter existing Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click **“Submit”**

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

Shareholders not registered for INSTAVOTE facility:

- (A) **Visit URL:** <https://instavote.linkintime.co.in> & click on **“Sign Up”** under ‘SHARE HOLDER’ tab & register with details as under:
 - a) User ID: Enter User ID
 - b) PAN: 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.
 - c) DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 - d) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - ◆ Shareholders, holding shares in **NSDL** form, shall provide ‘point 4’ above.
 - ◆ Shareholders, holding shares in **CDSL** form, shall provide ‘point 3’ or ‘point 4’ above.
 - ◆ Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above



- e) Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- f) Enter Image Verification (CAPTCHA) Code.
g) Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID	NOCL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Extent Reg + Folio no., registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- Select 'View' icon. E-voting page will appear.
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders

shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- Visit URL:** <https://instavote.linkintime.co.in>
- Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- Fill up your entity details and submit the form.
- A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- Visit URL:** <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "Investor Mapping" tab under the Menu section
- Map the Investor with the following details:
 - 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 'Investor's Name - Enter Investor's Name as updated with DP.



- 3) 'Investor PAN' - Enter your 10-digit PAN.
- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 - Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) **Visit URL:** <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No."
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) **Visit URL:** <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered_email_address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.



Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- ◆ Click on **"Login"** under 'SHARE HOLDER' tab.
- ◆ Further Click on **"forgot password?"**
- ◆ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- ◆ Click on **"SUBMIT"**

Instavote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (e.g. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Share held in physical form	User ID is Event ID + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- ◆ Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- ◆ Further Click on **"forgot password?"**
- ◆ Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- ◆ Click on **"SUBMIT"**

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ◆ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ◆ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ◆ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".



20. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a. **Visit URL:** <https://instameet.in.mpms.mufg.com> & click on **"Login"**.
- b. Select the "Company Name" and register with your following details:
- c. Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - **Demat Account No.** and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box - Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box - PAN and enter 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 by MUFG Intime, if applicable.
 - **Mobile No:** Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

- **Email ID:** Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d. Click "Go to Meeting"

- You are now registered for InstaMeet, and your attendance is marked for the meeting.

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 schedule 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:

- a) 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 investorcare@libertyshoes.com.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.



d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panelist via active chat-board during the meeting.

* *Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.* 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, atleast 48 hours prior to the date of AGM i.e. on or before 11:00 A.M. (IST) on Sunday, 27th September, 2026. The same will be replied suitably.

22 INSTRUCTIONS FOR SHAREHOLDERS TO VOTE DURING THE GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on link "Cast your vote".
- b) 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.
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) 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'.
- f) 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. 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 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 General Meeting will be eligible to attend/ participate in the 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 or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

HELPDESK:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufig.com or contact on: -Tel: 022 – 4918 6000 / 4918 6175.

Annexure to the Notice



(Explanatory Statement in respect of the Special Businesses to be transacted at the AGM and set out under Item No. (s) 4 to 7 of the accompanying Notice of AGM pursuant to Section 102 (1) of the Companies Act, 2013, as amended)

Item No. 4:

Sh. Piyush Dixit (DIN: 03514223) was appointed as an Independent Director of the Company for a first term of three (3) consecutive years with effect from 11th August, 2023 to 10th August, 2026, pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). His appointment was approved by the Members of the Company at the Annual General Meeting held in the year 2023.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors, at its meeting held on 10th August, 2026, after evaluating his performance during the first term and considering his skills, experience, expertise, integrity, independence and valuable contribution to the deliberations of the Board and its Committees, approved the re-appointment of Sh. Piyush Dixit (DIN: 03514223) as an Independent Director of the Company for a second consecutive term of three (3) years with effect from 11th August, 2026 up to 10th August, 2029, subject to the approval of the Members by way of a Special Resolution. Further, the Company has received a notice under Section 160 (1) of the Act proposing his candidature for re-appointment as an Independent Director of the Company for second term of 3 consecutive years effective from 11th August, 2026 to 10th August, 2029.

The Nomination and Remuneration Committee and the Board have carried out the performance evaluation of Sh. Piyush Dixit in accordance with the provisions of the Act and the Listing Regulations and are satisfied that, during his tenure as an Independent Director, he has effectively discharged

his duties with objectivity, independence and professional competence and has made significant contributions towards strengthening the governance framework of the Company. Accordingly, the NRC has recommended, and the Board has approved, his re-appointment for a second consecutive term.

The Board is of the opinion that Sh. Piyush Dixit possesses extensive leadership qualities, strategic vision, administrative knowledge and rich managerial experience. His continued association with the Company would be of immense value in providing independent judgement on matters relating to corporate governance, strategy, business performance, risk management and regulatory compliance.

The Company has received from Sh. Piyush Dixit:

- his consent to act as a Director in terms of Section 152 of the Companies Act, 2013;
- a declaration confirming that he continues to meet the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations;
- a declaration that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;
- confirmation that he is not debarred from holding the office of Director pursuant to any order of SEBI or any other statutory authority; and
- the confirmation required under Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director.

In the opinion of the Board, Sh. Piyush Dixit fulfils the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Regulations for re-appointment as an Independent Director and is independent of the Management.



Further, in compliance with Section 150 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Sh. Piyush Dixit has registered his name in the databank maintained by the Indian Institute of Corporate Affairs (IICA) and has complied with the applicable requirements prescribed thereunder.

The terms and conditions of re-appointment of Sh. Piyush Dixit as an Independent Director shall be available for inspection by the Members through electronic mode. Members desirous of inspecting the same may send their request to investorcare@libertyshoes.com from their registered e-mail address, mentioning their name, folio number/DP ID and Client ID and enclosing a self-attested copy of their PAN Card, Aadhaar Card or Voter Identity Card.

Sh. Piyush Dixit shall continue to be entitled to sitting fees for attending the meetings of the Board and its Committees and such other remuneration, if any, as may be permissible under the Companies Act, 2013 and the Listing Regulations, as approved by the Board from time to time.

A brief profile of Sh. Piyush Dixit (DIN: 03514223), including his qualifications, experience, nature of expertise in specific functional areas, directorships and committee memberships in other companies, shareholding and other disclosures as required under the Companies Act, 2013, the Listing Regulations and Secretarial Standard on General Meetings (SS-2), is provided in Annexure-A to this Notice.

Except Sh. Piyush Dixit and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that the continued association of Sh. Piyush Dixit as an Independent Director would be beneficial to the Company and recommends the Special Resolution

set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

Sh. Anand Das Mundhra (DIN: 00167418) was appointed as an Independent Director of the Company for a first term of three (3) consecutive years with effect from 11th August, 2023 to 10th August, 2026, pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). His appointment was approved by the Members of the Company at the Annual General Meeting held in the year 2023.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors, at its meeting held on 10th August, 2026, after evaluating his performance during the first term and considering his skills, experience, expertise, integrity, independence and valuable contribution to the deliberations of the Board and its Committees, approved the re-appointment of Sh. Anand Das Mundhra (DIN: 00167418) as an Independent Director of the Company for a second consecutive term of three (3) years with effect from 11th August, 2026 up to 10th August, 2029, subject to the approval of the Members by way of a Special Resolution. Further, the Company has received a notice under Section 160 (1) of the Act proposing his candidature for re-appointment as an Independent Director of the Company for second term of 3 consecutive years effective from 11th August, 2026 to 10th August, 2029.

The Nomination and Remuneration Committee and the Board have carried out the performance evaluation of Sh. Anand Das Mundhra in accordance with the provisions of the Act and the Listing Regulations and are satisfied that, during his tenure as an Independent Director, he has effectively discharged his duties with objectivity, independence and professional competence



and has made significant contributions towards strengthening the governance framework of the Company. Accordingly, the NRC has recommended, and the Board has approved, his re-appointment for a second consecutive term.

The Board is of the opinion that Sh. Anand Das Mundhra possesses rich professional experience, sound knowledge of corporate governance, strategic planning, finance and business management. His continued association with the Company would be of immense value in providing independent judgement on matters relating to strategy, corporate governance, financial oversight, risk management and regulatory compliance.

The Company has received from Sh. Anand Das Mundhra:

- his consent to act as a Director in terms of Section 152 of the Companies Act, 2013;
- a declaration confirming that he continues to meet the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations;
- a declaration that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;
- confirmation that he is not debarred from holding the office of Director pursuant to any order of SEBI or any other statutory authority; and
- the confirmation required under Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director.

In the opinion of the Board, Sh. Anand Das Mundhra fulfils the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Regulations for re-appointment as an Independent Director and is independent of the Management.

Further, in compliance with Section 150 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Sh. Anand Das Mundhra has registered his name in the databank maintained by the Indian Institute of Corporate Affairs (IICA) and has complied with the applicable requirements prescribed thereunder.

The terms and conditions of re-appointment of Sh. Anand Das Mundhra as an Independent Director shall be available for inspection by the Members through electronic mode. Members desirous of inspecting the same may send their request to investorcare@libertyshoes.com from their registered e-mail address, mentioning their name, folio number/DP ID and Client ID and enclosing a self-attested copy of their PAN Card, Aadhaar Card or Voter Identity Card.

Sh. Anand Das Mundhra shall continue to be entitled to sitting fees for attending the meetings of the Board and its Committees and such other remuneration, if any, as may be permissible under the Companies Act, 2013 and the Listing Regulations, as approved by the Board from time to time.

A brief profile of Sh. Anand Das Mundhra (DIN: 00167418), including his qualifications, experience, nature of expertise in specific functional areas, directorships and committee memberships in other companies, shareholding and other disclosures as required under the Companies Act, 2013, the Listing Regulations and Secretarial Standard on General Meetings (SS-2), is provided in Annexure-A to this Notice.

Except Sh. Anand Das Mundhra (DIN: 00167418) and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that the continued association of Sh. Anand Das Mundhra as an Independent Director would be beneficial to the Company and



recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6 & 7

Sh. Raman Bansal (DIN: 00137826), aged about 64 years, has been associated with the Company for over three decades and is presently serving as the Chief Operating Officer (COO) of the Company. He is responsible for overseeing the outsourcing of purchase of footwear, distribution, marketing and retail network of the Company. He is also spearheading the Sales function of the Company and plays a key role in strengthening and expanding the Company's sales, distribution and retail network. After completing his Bachelor of Arts degree, he pursued further studies abroad and obtained a degree in Footwear Designing from the renowned ARS SITPROA Institute.

He was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 10th August, 2026, on the recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act"). He holds office as an Additional Director up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Sh. Raman Bansal for appointment as a Director of the Company. Accordingly, approval of the Members is being sought for his appointment as a Director/ Executive Director of the Company, liable to retire by rotation.

The appointment and remuneration payable to Sh. Raman Bansal have been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on 10th August, 2026.

As per the provisions of Section 197 read with Part II of Schedule V of the Companies Act, 2013, a public company may pay remuneration to its managerial personnel within the limits prescribed under the Act.

In cases of absence or inadequacy of profits, remuneration may be paid to managerial personnel subject to the applicable conditions and limits prescribed under Schedule V to the Act, including approval of Members wherever applicable.

In the present case, considering the remuneration payable to the Executive Directors of the Company and the profitability of the Company, the proposed remuneration payable to Sh. Raman Bansal shall be treated as minimum remuneration and shall be subject to the applicable provisions and ceiling prescribed under Schedule V to the Companies Act, 2013, as amended from time to time. The proposed remuneration is in accordance with the Nomination and Remuneration Policy of the Company and is commensurate with his experience, expertise, responsibilities and leadership role.

Considering his extensive experience in the footwear industry, operational knowledge, marketing expertise, leadership capabilities and long-standing association with the Company, the Board considers that his appointment as Executive Director would be beneficial to the Company. A brief profile detailing the expertise, qualification, experience, etc. of Sh. Raman Bansal in compliance with Regulation 26(4) and Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard-2 is provided in Annexure A to this Notice.

Abstract of Terms and Conditions of Appointment:-

(i) Period

For a period of three years with effect from 10th August, 2026 to 9th August, 2029.

(ii) Nature of Duties

Sh. Raman Bansal shall devote his whole time and attention to the business of the Company and carry out such duties and responsibilities as may be entrusted to him by the Board of Directors and/or Committee thereof from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and



directions of the Board of Directors and/or Committee thereof, in connection with and in the best interests of the Company.

(iii) Remuneration

a) Fixed Salary:

- ₹ 10,00,000/- (Rupees Ten Lakh only) per month, inclusive of all allowances.

b) Perquisites and Benefits:

- Company-owned motor car of value not exceeding ₹1.50 Crores, along with driver, fuel, maintenance, insurance and other related expenses, for use in performance of official duties;
- Mobile phone reimbursement for official communication; and
- Gratuity as per the provisions of the Payment of Gratuity Act, 1972 and the policy of the Company.

In view of the inadequate profits of the Company, the proposed remuneration payable to Sh. Raman Bansal shall be treated as minimum remuneration.

The total remuneration, including salary, perquisites and any other allowances, shall not exceed the ceiling prescribed under the applicable provisions of Section II of Part II of Schedule V to the Companies Act, 2013, including any amendment thereof from time to time.

Upon approval by the Members, the proposed remuneration shall be payable to Sh. Raman Bansal for the period from 10th August, 2026 to 9th August, 2029, subject to the applicable provisions of Schedule V.

No commission of whatsoever nature shall be paid to Sh. Raman Bansal apart from the aforesaid remuneration.

(iv) Other Terms of Appointment

- a) The terms and conditions of appointment may be varied or altered from time to time by the Board of Directors or Committee thereof, subject to the provisions of the Companies

Act, 2013, SEBI LODR Regulations and rules/regulations made thereunder.

- b) The office of Sh. Raman Bansal as Executive Director shall be liable to retire by rotation.
- c) No sitting fee shall be paid to Sh. Raman Bansal for attending meetings of the Board or Committees thereof.
- d) Sh. Raman Bansal shall abide by the Company's Code of Conduct and other applicable codes and policies of the Company.

As per the declaration received by the Company, Sh. Raman Bansal (DIN: 00137826) is not disqualified under Section 164 of the Companies Act, 2013, or otherwise barred pursuant to any order of SEBI or other statutory authority from holding the office of Director.

He has furnished his consent to act as a Director and as an Executive Director of the Company.

The Directorships held by Sh. Raman Bansal are within the limits prescribed under the Companies Act, 2013 and SEBI LODR Regulations, as amended.

The appointment of Sh. Raman Bansal is in compliance with the Nomination and Remuneration Policy of the Company.

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

Accordingly, the Board of Directors at its meeting held on 10th August, 2026 considered and approved the appointment of Sh. Raman Bansal as an Additional Director and authorised the necessary steps for seeking approval of Members for his appointment as Director liable to retire by rotation and as Executive Director.

While considering the appointment of Sh. Raman Bansal, the members of the Nomination and Remuneration Committee have considered, amongst others, his leadership capabilities,



administrative knowledge, footwear industry experience, marketing expertise, operational knowledge and managerial experience as the skills required for this role.

A copy of the draft Service Agreement proposed to be executed between the Company and Sh. Raman Bansal is available for inspection by the Members through electronic mode. Members desirous of inspecting the same may send their request to investorcare@libertyshoes.com from their registered email address mentioning their name and folio number/demat account number, along with a self-attested copy of PAN Card/Aadhaar Card/Voter ID Card.

Keeping in view the above and in terms of the applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations, consent of the Members is sought for:

1. appointment of Sh. Raman Bansal as Director liable to retire by rotation, by way of an Ordinary Resolution; and
2. appointment of Sh. Raman Bansal as Executive Director for a period of three years from 10th August, 2026 to 9th August, 2029, together with the remuneration and terms and conditions stated above, by way of a Special Resolution.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers that the appointment of Sh. Raman Bansal as Director liable to retire by rotation and also as Executive Director is

in the interest of the Company and recommends the Ordinary Resolution as well as Special Resolution as respectively set out in the Notice for approval of Members.

Except Sh. Raman Bansal (DIN: 00137826) and Sh. Anupam Bansal and their relatives, to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

By order of the Board
For Liberty Shoes Ltd.

CS Munish Kakra
CFO & Company Secretary
M. No. ACS 6262

Place: New Delhi
Dated: Monday, 10th August, 2026

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: lpn@libertyshoes.com,
Website: www.libertyshoes.com
CIN: L19201HR1986PLC033185

ANNEXURE-A



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. Ashok Kumar	Sh. Anupam Bansal
Director Identification Number (DIN)	06883514	00137419
Category and Designation of Director	Executive Director	Executive Director
Nationality	Indian	Indian
Date of Birth/Age	4 th April, 1968/ 58 Years	26 th December, 1972/ 53 Years
Date of First appointment as Director	23 rd January, 2015	29 th May, 2024
Qualification	LL.B	Graduate, Diploma in Footwear Designing from ARS Sutoria of Italy
Profile/ Background details/ Recognition or awards/ Experience / Expertise in specific Functional Areas	He is a Law Graduate and has been spearheading the legal department for last several years. He possesses a vast wealth of knowledge and has a proven record of providing indispensable legal advice.	● He has been serving as an Executive Director of the Company since 29th May, 2024. Prior to this appointment, he was leading the Company's Retail Division, along with overseeing Marketing and Brand Management. ● Earlier, he held the position of Managing Director at M/s Liberty Retail Revolutions Limited (LRRL), a former wholly owned subsidiary of the Company. ● His association with Liberty Shoes Limited and LRRL dates back to 2004, reflecting a long-standing and deep involvement with the Liberty brand. ● With more than 20 years of rich experience in the footwear industry, Sh. Bansal has demonstrated outstanding capabilities in driving retail growth. ● His strategic and contemporary approach to sales, marketing, and brand development has made a significant impact on the Company's progress and market positioning.



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 (2025-26)	He has drawn remuneration of ₹ 42 Lakh P.A. (Including all perquisites) during the FY 2025-26.	He has drawn remuneration of ₹ 84 Lakh P.A. (including all perquisites) during the FY 2025-26.*
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	He is brother of Sh. Shammi Bansal, Executive Director of the Company
List of directorship held in other Companies as on 31st March, 2026 (excluding foreign Companies)	None	● Little World Constructions Pvt. Limited. ● Geofin Investments Private Limited ● Pacific Medicare Academy ● BPTP Limited
Listed entities from which the person has resigned in the past three years	None	None
List of Chairmanship/ Membership in Committees of the Board of the other Companies on which he is a Director as on 31st March, 2026	None	None
Justification for re-appointment, Summary of Performance evaluation Report and the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Since, re-appointment is being proposed as Director liable to retire by rotation, therefore it is not applicable.	
No. of shares held in the Company as on 31st March, 2026: (a) Own (b) For other persons on a beneficial basis	NIL NIL	5,55,605 Equity Shares NIL

*Increased from ₹ 48 Lakh per Annum to ₹ 120 Lakh per Annum w.e.f. 1st October, 2025.



Name of the Director	Sh. Piyush Dixit	Sh. Anand Das Mundhra
Director Identification Number (DIN)	03514223	00167418
Category and Designation of Director	Non –executive Independent Director	Non –executive Independent Director
Nationality	Indian	Indian
Date of Birth/Age	3 rd December, 1972/53 Years	14 th July, 1966/ 60 Years
Date of First appointment as Director	11 th August, 2023	11 th August, 2023
Qualification	Bachelor of Engineering	Commerce Graduate
Profile/ Background details/ Recognition or awards/ Experience / Expertise in specific Functional Areas	● He is the founder & CEO of Unicel Corporation Pvt. Ltd, a technology Solutions Company engaged primarily in the telecommunications and power-conditioning sectors. ● He is having 32 years of Industry experience sprawling in to Core manufacturing, Automobiles, Consumer Durables and Telecom sectors ● Being a successful entrepreneur, he is having vast experience, knowledge and administrative and managerial skills.	● He is associated with Shree Nursingsahay Mudungopal (Engineers) Pvt. Ltd., New Delhi, a company established in 1949 and provides solutions primarily for power generation, transmission and distribution. ● He is having extensive knowledge and broader experience in Business development.
Terms and conditions of appointment/re-appointment	Re-appointment as Independent Director, not liable to retire by rotation, subject to the approval of Shareholders	Re-appointment as Independent Director, not liable to retire by rotation, subject to the approval of Shareholders
Details of remuneration to be sought/remuneration last drawn (2025-26)	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. During the previous year he has been paid Sitting fee for attending the Board and Committee Meetings as per the Policy of the Company and provisions of Companies Act, 2013 and Rules made thereunder.	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. During the previous year he has been paid Sitting fee for attending the Board and Committee Meetings as per the Policy of the Company and provisions of Companies Act, 2013 and Rules made thereunder.



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, 2026 (excluding foreign Companies)	Unicel Infra Private Limited	● Shree NM Exim Private Limited ● Shree Nurmud Industries Private Limited ● Electrical Products Company (India) Private Limited ● Shree Nursingsahay Mudungopal Private Limited ● Shree Nursingsahay Mudungopal (Engineers) Private Limited ● Altem Energy Private Limited
Listed entities from which the person has resigned in the past three years	None	None
List of Chairmanship/ Membership in Committees of the Board of the other Companies on which he is a Director as on 31st March, 2026	None	None
Justification for re-appointment, Summary of Performance evaluation Report and the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Explanatory Statement annexed with the Notice and Corporate Governance Report	Refer Explanatory Statement annexed with the Notice and Corporate Governance Report
No. of shares held in the Company as on 31st March, 2026: Own For other persons on a beneficial basis	NIL NIL	NIL NIL



Name of the Director	Sh. Raman Bansal
Director Identification Number (DIN)	00137826
Category and Designation of Director	Proposed Executive Director
Nationality	Indian
Date of Birth/Age	4 th December, 1962/ 64 Years
Date of First appointment as Director	10 th August, 2026
Qualification	Graduate, Degree in footwear designing from renowned Institute ARS SITPROA
Profile/ Background details/ Recognition or awards/ Experience / Expertise in specific Functional Areas	● He has been associated with the Company for over three decades and is presently serving as the Chief Operating Officer (COO) of the Company. ● He is responsible for overseeing the outsourcing purchase of footwear, distribution, marketing and retail network of the Company. ● He is also spearheading the Sales function of the Company and plays a key role in strengthening and expanding the Company's sales, distribution and retail network.
Terms and conditions of appointment/re-appointment	Proposed appointment as Executive Director, liable to retire by rotation
Details of remuneration to be sought/ remuneration last drawn (2025-26)	He has drawn remuneration of ₹ 30 Lakh P.A. during the FY 2025-26. It is proposed to pay remuneration of ₹ 120 Lakh P.A. w.e.f. 10th August, 2026 along with perquisites as per Policy of the Company
No. of Board Meetings attended during the year	Refer Corporate Governance Report
Relationship with other Directors and other Key Managerial Personnel (KMPs) inter se	He is brother of Sh. Anupam Bansal, Executive Director of the Company
List of directorship held in other Companies as on 31st March, 2026 (excluding foreign Companies)	● Geofin Investments Private Limited
Listed entities from which the person has resigned in the past three years	None
List of Chairmanship/Membership in Committees of the Board of the other Companies on which he is a Director as on 31st March, 2026	None



Justification for re-appointment, Summary of Performance evaluation Report and the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Explanatory Statement annexed with the Notice and Corporate Governance Report
No. of shares held in the Company as on 31st March, 2026: (a) Own (b) For other persons on a beneficial basis	2,35,360 Equity Shares NIL

ANNEXURE-B



THE STATEMENT AS REQUIRED UNDER SECTION -II, PART-II OF THE SCHEDULE V OF THE COMPANIES ACT, 2013 WITH REFERENCES TO THE ITEM NO(S) 6 to 7 ARE AS UNDER:

I. General Information:

- Nature of Industry:** The Company is engaged in the business of manufacturing and trading of footwear, accessories and lifestyle products through its retail, e-commerce and wholesale network.
- Date or expected date of commencement of commercial production:** Existing Company continuing its commercial operations since December 1993.
- Expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- Financial performance based on given indicators:-**

(Amount in ₹ Lakh)

Particulars	2025-26	2024-25	2023-24
Revenue from Operations	73,999	67,548	63,685
Profit/(Loss) before tax	1,497	2,087	1,529
Profit after tax	1,118	1,356	1,115
Earnings/(Losses) per Share (Face Value ₹ 10/- each)	6.59	7.92	6.40

- Foreign Investments and Collaboration as on 31st March 2026:** The Company has no investments and foreign collaboration as on 31st March 2026.

II. Information about the Director whose appointment is being sought

Particulars	Sh. Raman Bansal
Background Details and expertise and experience in specific functional areas	Please refer page no 31
Past Remuneration	Presently he is working as Chief Operating Officer at remuneration of ₹ 30 Lakh p.a.
Job Profile and his suitability /Recognition or awards	Please refer page no 31
Remuneration proposed	The remuneration is proposed to be paid to Sh. Raman Bansal of ₹ 120 Lakh p.a. for a period of three years in addition to the perquisites and benefits subject to the approval of shareholders. The proposed remuneration along with value of perquisites/ benefits is in compliance with the permissible limits of schedule V of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other applicable provisions of the Companies Act, 2013, if any.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is commensurate with the size, nature of business and performance of the Company during the Financial year ended 31st March, 2026 and also the functions, contribution made in the past and also responsibilities to be entrusted to the appointee Executive Director.



Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel	Sh. Raman Bansal, the proposed appointee as Executive Director, represents the Promoter Group of the Company. He is presently serving as the Chief Operating Officer (COO) of the Company and is drawing remuneration of ₹30 lakh per annum for his existing position. He and his relatives have interests as partners in Liberty Footwear Co., Liberty Group Marketing Division and Liberty Enterprises, partnership firms situated at Karnal. These firms have assigned exclusive rights to the Company for use of their trademarks and sub-brands and for utilisation of their manufacturing facilities, sales and distribution networks and other assets, against payment of applicable franchise/licensing fees. Sh. Raman Bansal holds 2,35,360 equity shares in the Company. He is a member of the Promoter Group and is an immediate relative of Sh. Anupam Bansal, Executive Director of the Company.
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III. Other Information:

A. Reasons for Loss or Inadequate Profits:

The Company is seeking shareholders' approval for appointment of Sh. Raman Bansal as Executive Director and fixation of his remuneration in compliance with Section 197 read with Schedule V of the Companies Act, 2013, and applicable provisions of the SEBI (LODR) Regulations, 2015, as amended.

While the Company recorded improvement in the revenue during the financial year 2025-26, the overall net profit remains inadequate to accommodate the proposed remuneration to Sh. Raman Bansal along with remuneration of other Executive Directors within the statutory limit of 11% of net profits as prescribed under Section 197 of the Companies Act, 2013.

This is primarily due to the following reasons:

- The moderation in profitability, despite decent revenue growth, is primarily attributable to continued pressure on input and raw material

costs, increase in minimum wages and the consequent increase in employee benefit costs, along with other operating costs pressures. These costs pressures impacted margins and partly offset the benefits of higher sales.

- As per statutory provisions, the aggregate managerial remuneration payable to Directors and managerial personnel is capped at 11% of the net profits, unless a higher amount is approved by shareholders through a special resolution.

In light of the above, although the Company has been performing well, it remains statutorily constrained from disbursing the proposed remuneration without obtaining the necessary shareholder approval, due to the inadequacy of profits as defined under the Companies Act, 2013.

Accordingly, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 10th August, 2026, has proposed to pay remuneration to Sh. Raman Bansal, considering his



functions, contributions made in the Company and Company's and Industry's benchmarks, subject to the approval of shareholders in the ensuing Annual General Meeting.

As the proposed remuneration, when combined with the remuneration payable to the other Executive Directors, exceeds the 11% limit of net profits for the financial year ended 31st March, 2026, the Board recommends Resolutions No. 6 & 7 for approval of the shareholders by way of Ordinary and Special Resolutions respectively, in compliance with Section 197 read with Section I and Section II of Part II of Schedule V, and other applicable provisions of the Companies Act, 2013, as well as the SEBI (LODR) Regulations, 2015, as amended.

B. Steps Taken or Proposed to Be Taken for Improvement

To further strengthen its financial position and ensure sustained growth, the Company's management has implemented and continues to pursue the following strategic initiatives:

- **Cost Optimization and Efficiency Measures:** Leveraging fixed costs, re-negotiating rental agreements, closing down unviable stores, and improving inventory and supply chain management. These efforts are expected to yield long-term operational benefits.
- **Brand and Product Expansion:** Launching new Company-owned brands, expanding the product portfolio, and strengthening distribution networks. The Company is also increasing its presence in untapped cities and regions to capture new customer segments.
- **Digital Transformation and E-Commerce Growth:** Enhancing digital sales channels through the Company's own e-commerce platforms and strategic partnerships. Emphasis is also being placed on digitization of sales, collections, and inventory management to improve efficiency and reduce overheads.
- **Working Capital Management:** Ensuring optimum utilization of working capital facilities

and targeting a gradual reduction in borrowing to minimize interest costs.

- **Modernization and Capacity Enhancement:** Upgrading existing manufacturing facilities to improve productivity and meet increasing demand from OEMs and other sectors, wherever necessary.
- **Technology Upgradation:** Investing in state-of-the-art machinery and technologies to meet the evolving and stringent quality expectations of customers.
- **Operating Cost Reduction:** Continued focus on controlling operational expenditures across all departments and achieving significant improvements in cost efficiency.

These initiatives are expected to collectively enhance the Company's operational resilience, competitiveness, and financial health in the medium to long term.

C. Expected Increase in Productivity and Profits in Measurable Terms

At this stage, it is challenging to provide a precise quantification of the impact of the initiatives undertaken or currently being implemented by the Company in financial terms. However, these strategic and operational measures are expected to contribute significantly to the long-term growth and overall value enhancement of the Company.

The initiatives aimed at cost optimization, operational efficiency, brand expansion, and market penetration are designed to enhance both productivity and profitability. While the exact financial outcomes may vary depending on external market conditions, the Company anticipates a positive trend in performance indicators over the coming quarters.

With sustained focus on execution of these initiatives and expected improvement in customer sentiment and market demand, the Company remains optimistic about achieving steady revenue growth, improved profit margins, and better return on capital employed (ROCE).



The Company will continue to monitor and evaluate the effectiveness of these measures and will align its strategy dynamically to maximize shareholder value and ensure financial sustainability.

IV. Disclosure:

The requisite details, as required, have been disclosed in the explanatory Statement/ Annexure(s) attached to the Notice of Annual General Meeting, to the extent applicable to the Company and the Executive Director.

Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 for the details of proposed remuneration.

Remuneration to Directors is paid within the limits as prescribed under the Act / the limits as approved by the Members of the Company, from time to time.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The remuneration payable to Sh. Raman Bansal for the position of Executive Director as proposed herein has been approved by the Board of Directors of the Company and by the Nomination and Remuneration Committee and are subject to the approval of shareholders.

ANNEXURE-C



OTHER PARAMETERS UNDER SECTION 200 OF THE COMPANIES ACT, 2013 (AS AMENDED) READ WITH RULE 6 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 (AS AMENDED)

1. Financial and operating performance of the Company during the three preceding financial years-

Details provided in Para I. d. of Annexure B above.

2. Remuneration or commission drawn by individual concerned in any other capacity-

The proposed appointee Executive Director has not drawn any remuneration or commission in any other capacity from the Company except remuneration of ₹ 30 Lakh p.a. in the capacity of Chief Operating Officer of the Company as approved by the Nomination and Remuneration Committee/ Board of Directors of the Company. The remuneration is proposed to be paid to appointee Executive Director based on the Company's and Industry's Benchmark, functions, responsibilities and contributions he has made in the growth of the Company during his association with the Company.

3. Remuneration or Commission drawn from any other Company -

The Director proposed to be remunerated has not drawn remuneration from any other Company, except remuneration in the capacity of Chief Operating Officer from Liberty Shoes Limited of ₹ 30 Lakh p.a. given pursuant to the provisions of Section 102 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as amended.

4. Professional qualification and experience -

Please refer to Annexure A above

5. Relationship between remuneration and performance -.

- i. The relationship of remuneration to performance meets appropriate performance benchmarks reflecting short and long term performance objectives appropriate to the working of the Company and its set targets and objectives. Evaluation of the performance of the appointee

Executive Director along with other Executive Directors is based on the parameters such as accomplishment of assigned tasks, targets, goals and their professional contributions towards overall performance of the Company. On the basis of the evaluation, the remuneration of the Executive Directors is determined.

- ii. Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board is required to monitor and review the performance of the Individual Director. In line with the Corporate Governance Guidelines, the Annual Performance Evaluation is conducted for all Directors with respect to their individual performance and achievements corresponding to their goals set during the year. This evaluation is with specific focus on the performance and effective functioning of the Directors on the basis of the criteria such as core competencies, personal characteristics, accomplishment of specific responsibilities and expertise. The Remuneration paid to the Executive Directors are recommended by the Nomination and Remuneration Committee and approved by the Board in the Board Meeting, subject to the subsequent approval by the shareholders in General Meeting/ Postal Ballot Process in compliance of the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
- iii. The remuneration proposed to be paid to Sh. Raman Bansal for the position of Executive Director has been fixed considering the various factors such as qualification, experience, expertise, financial performance, Company's and Industry's Benchmark and contributions made by the appointee Executive Director during his association with the Company.

6. The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receive remuneration and employees or executives of the Company -

The Company has a strong performance management system. The relationship of remuneration to performance meets appropriate performance benchmarks reflecting short and long term performance objectives appropriate



to the working of the Company and its goals. The Company follows a compensation mix of fixed pay, benefits, allowances, perquisites and retirement benefits for its Executive Directors, KMPs, SMPs and other employees. Every employee undergoes evaluation of his or her performance against the goals and objectives for the year and increase in compensation and reward by way of annual bonus or incentive is linked to the evaluation of individual's performance.

7. Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference -

The remuneration paid to the managerial personnel is in accordance with the Nomination and Remuneration Policy of the Company, which is applicable for the Directors, KMP and SMP of the Company and is based on the recommendations of the Nomination and Remuneration Committee and as approved by the Board and Shareholders, as the case may be. The remuneration of other employees not covered under Directors, KMP and SMP are paid and determined as per policy of the Company which are generally in line with the criteria and performance evaluation as applicable for Directors, KMP and SMP unless other required changes from time to time.

8. Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year -

- (i) For Securities held by the appointee Director proposed to be remunerated- Please refer Annexure-B. Further, the Company has not offered and allotted any options to the Directors and Employees of the Company since inception.
- (ii) The appointee Director proposed to be remunerated has not pledged his shares as at the end of the preceding financial year or current financial 2025-26.

9. Reasons and Justification for Payment of Remuneration

The remuneration proposed to be paid to Sh. Raman Bansal for the position of Executive Director has been fixed considering the various

factors such as qualification, experience, expertise, Company's and Industry's Benchmark and contributions made by the appointee Executive Director during his association with the Company. The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee in their respective meetings held on 10th August, 2026, has proposed to pay remuneration as mentioned herein above, subject to approval by the shareholders at the forthcoming Annual General Meeting.

The appointee Executive Director has inherited a strong legacy and has consistently shouldered substantial responsibilities throughout his association with the Company. His continued strategic vision, and innovative efforts have been instrumental in identifying new business opportunities and driving sustained organizational growth. In recognition of his deep experience, impactful contributions, and broadened roles within the Company, the Board considers it appropriate to pay his proposed remuneration.

The proposed remuneration aligns with the Company's Nomination and Remuneration Policy, is in accordance with the provisions of Schedule V of the Companies Act, 2013, complies with SEBI (LODR) Regulations, 2015 (as amended), and remains in line with prevailing industry benchmarks.

By order of the Board
For Liberty Shoes Ltd.

CS Munish Kakra
CFO & Company Secretary
M. No. ACS 6262

Place: New Delhi

Dated: Monday, 10th August, 2026

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: lpn@libertyshoes.com,
Website: www.libertyshoes.com
CIN: L19201HR1986PLC033185

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 40th Annual Report of Liberty Shoes Ltd. ("Company" or "Liberty") together with the Audited Financial Statements for the financial year ended 31st March, 2026.

Financial Highlights:

The highlights of the financial statements are as under:-

Particulars	2025-26	2024-25
Revenue from Operations	73,999.11	67,548.06
Add: Other Income	38.91	29.68
Revenue from Operations and Other Income	74,049.07	67,577.64
Profit before Exceptional items and Taxes	1,482.35	2,356.76
Less: Exceptional Items	(14.91)	269.37
Profit before Tax Expense (PBT)	1,497.26	2,087.39
Less: tax Expenses	378.31	731.26
Net Profit for the year (NP)	1,118.95	1,356.13
Other Comprehensive Oncome/ (Loss)- Net of taxes	3.93	(7.31)
Total Comprehensive Income	1,122.88	1,348.82

Financial Reporting and Performance Overview

Your Company has prepared the Financial Statements for the year ended March 31, 2026, in accordance with the applicable provisions of the Companies Act, 2013, including Sections 129 and 133, Schedule III thereto and the Accounting Standards notified thereunder, as applicable. The Financial Statements give a true and fair view of the state of affairs and financial performance of the Company.

During the Financial Year 2025-26, the Company achieved a turnover of ₹73,999.11 Lakhs, registering a growth of 9.55% over ₹67,548.06 Lakhs in the previous year. Net Profit stood at ₹1,118.95 Lakhs, as against ₹1,407.39 Lakhs in the previous year, representing a decline of 20.49%.

The moderation in profitability, despite revenue growth, was primarily attributable to continued pressure on input and raw material costs, regular increases in minimum wages and the consequent increase in employee benefit costs, along with other operating cost pressures during the year. These cost pressures impacted margins and partly offset the benefit of higher sales.

The GST rationalization on footwear priced up to ₹2,500 per pair, from 12% to 5% with effect from September 22, 2025, was a positive development for the industry and supported affordability and consumer demand. However, as the benefit became effective only during the latter part of the financial year, its full impact was not available for the entire year. Further, the benefit of GST reduction was substantially aligned with the objective of passing on the tax benefit to consumers and improving value proposition, and therefore did not directly translate into a corresponding increase in the Company's profitability. The positive impact on demand and market volumes is expected to have greater relevance over the medium term.

Notwithstanding the moderation in profitability, the Company maintained growth in revenue of 9.55%, reflecting the resilience of its diversified business model and continued traction across key business segments. The Company remains focused on improving manufacturing and operational efficiencies, optimizing product mix, exercising cost discipline, enhancing productivity and strengthening working capital management to improve margins and deliver sustainable profitable growth.



Cost, Demand Environment and Operational Efficiency

During the year under review, the Company's operating and profitability performance was impacted by moderation in demand in certain quarters amid prevailing economic uncertainties, along with an increase in raw material and other input costs. Employee costs also increased during the year, including the impact of enhanced minimum wages and employee benefit costs arising from changes in the applicable labour framework.

The Company continued to leverage its in-house manufacturing capabilities and manufacturing network to improve productivity, quality and cost competitiveness. Focus remained on process automation, manufacturing efficiencies, sourcing optimization, better capacity utilization and resource management. Calibrated pricing and product-mix initiatives were also undertaken to partially mitigate input cost pressures while maintaining competitiveness and value for customers.

The Company continued to exercise strict cost control, inventory optimization, working capital discipline and improved production planning across its operations. These initiatives are aimed at enhancing operational efficiency, protecting margins and strengthening the Company's cost competitiveness and profitability over the medium term.

GST Rationalization - A Positive Regulatory Development

The Company welcomed the rationalization of GST on footwear priced up to ₹2,500 per pair, with the applicable rate reduced from 12% to 5% with effect from September 22, 2025, pursuant to the recommendations of the GST Council.

The reduction is a positive development for the footwear industry, particularly for the value and mid-market segments, as it enhances consumer affordability and facilitates wider access to branded footwear. The lower tax incidence is also expected to support formal retail, improve the competitiveness of organized players and stimulate consumption in a price-sensitive market.

For the Company, the reduction provides an opportunity to strengthen its value proposition, expand its addressable consumer base and support demand across its extensive retail and distribution network. The Company continued to focus on passing on the benefit, where appropriate, while strengthening product availability and market reach during the second half of the year.

Product Innovation and Premiumization

In line with the evolving domestic footwear market and increasing consumer preference for sneakers, athleisure and lifestyle footwear, the Company continued to strengthen its product portfolio across performance, casual and lifestyle segments during the year. Greater focus was placed on product design, comfort, functionality, material innovation and new product launches, supported by consumer and market insights.

The Company continued its calibrated premiumization strategy, while maintaining its strong value and mid-market offerings that remain important to its core consumer base. The focus is on offering the right combination of design, quality, comfort and value for money, while improving product mix and realizations.

These initiatives are aimed at strengthening the Company's relevance among younger and aspirational consumers, increasing product differentiation and supporting sustainable growth across both physical and digital channels.

Retail Expansion and Store Modernization

The Company continued its retail expansion during the year, with a focused approach towards tier-II and tier-III cities through a combination of Company-owned, franchised and distribution-led formats, taking its network of exclusive retail outlets beyond 475-plus stores. Alongside expansion, the Company continued to modernize and renovate select legacy stores, with emphasis on customer experience, visual merchandising, product presentation and improved store ambience. The Company also strengthened its focus on customer relationship management and loyalty initiatives



to enhance customer engagement, retention and repeat purchases.

The product assortment was aligned with evolving consumer preferences, with emphasis on quality, comfort, design and value for money. Store performance was increasingly evaluated through key parameters such as footfall, conversion, average transaction value and productivity, enabling focused decisions on expansion, renovation and network optimization.

These initiatives are aimed at strengthening the Company's retail presence, improving customer experience and enhancing the productivity and long-term value of its retail network.

E-commerce and Digital Scale-Up

The e-commerce vertical continued to be an important growth driver for the Company, with sales through its own D2C portal, libertyshoesonline.com, and leading online marketplaces including Amazon, Flipkart, Myntra, AJIO and Coco & Blue. The Company continued to strengthen its digital presence in line with evolving consumer behaviour and the increasing preference for convenience-led shopping.

During the year, the Company enhanced its focus on performance-led digital marketing, content-led brand engagement and digital merchandising, supported by improved product visibility, inventory integration and data-led demand planning. The Company also continued to strengthen its omnichannel capabilities, including marketplace integration, hyperlocal/quick delivery and improved last-mile fulfilment, with a focus on enhancing customer experience and reducing delivery timelines.

The Company is progressively leveraging customer and transaction data to improve product recommendations, assortment planning, pricing and promotional effectiveness, while also focusing on return-rate optimization and inventory productivity. These initiatives, together with closer integration of online and offline channels, are aimed at improving digital conversion, customer retention and overall e-commerce profitability.

The Company remains focused on scaling its digital business in a disciplined and sustainable manner, with emphasis on customer experience, speed, product availability, efficient fulfilment and profitable growth.

Institutional Segment

The Safety Shoes division continued to witness steady demand across institutional, online and distribution channels, supported by requirements from core sectors such as manufacturing, construction and infrastructure. The Company strengthened its relationships with key institutional customers while expanding its reach into new and emerging segments, including housing societies and recreational clubs.

The Company also continued to focus on product quality, safety standards, competitive value propositions and customer-specific requirements, while leveraging its online and distribution network to widen market reach and support sustainable growth in the institutional segment.

Exports - Footwear & Lifestyle Including Perfumes

Footwear exports remained a selective and focused business area for the Company during the year, with steady performance across identified markets. The Perfume and Lifestyle business continued to strengthen its presence in international markets, particularly the USA and Canada, alongside expansion in the domestic market.

Growth was supported by new product introductions, wider market reach and increased availability through modern trade and digital platforms, contributing to steady improvement in both revenue and profitability during the year. The Company remains focused on building the division through targeted market expansion, product innovation and stronger brand visibility.

Brand Visibility Through Campaigns

During the year, the Company continued to strengthen brand visibility through digital-first campaigns, social media, influencer collaborations,



regional content and product-led communication. Greater emphasis was placed on engaging younger and aspirational consumers through relevant and localized storytelling, while strengthening the Company's contemporary and proudly Indian brand identity.

The Company also focused on consumer-led product communication, highlighting design, comfort, innovation and value across its footwear portfolio. The increasing use of digital and influencer-led media, supported by targeted campaigns and stronger integration with retail and e-commerce channels, helped enhance brand engagement, consumer reach and store visibility.

The Company remains focused on building stronger consumer connect through data-led marketing, digital content and differentiated brand experiences, while leveraging its longstanding brand equity and Indian heritage.

Outlook

Your Directors believe that the domestic footwear industry remains well positioned for long-term growth, supported by rising formalization, evolving consumer preferences, increasing demand for branded and value-for-money products, and the recent GST rationalization on footwear up to ₹2,500 per pair.

The Company remains focused on leveraging these opportunities through retail and digital expansion, product innovation and premiumization, stronger customer engagement, manufacturing efficiencies and disciplined cost management. Its diversified product portfolio, established brand presence, in-house manufacturing capabilities and expanding omnichannel reach provide a strong foundation for sustainable growth.

While near-term challenges may persist from input cost pressures, wage and employee benefit costs and fluctuations in consumer demand, the Company remains committed to improving productivity, optimizing its cost structure and strengthening margins while delivering quality products, enhanced customer experience and value for money to its consumers.

The Company will continue to pursue a calibrated and sustainable growth strategy, with focus on strengthening its market position, improving operational and capital efficiency and creating long-term value for all stakeholders.

Credit Rating:

During FY 2025-26, CARE Ratings Limited reaffirmed its ratings of CARE BBB+ (Triple B Plus, outlook is Stable) for the Company's long-term banking facilities and CARE A2 (A Two) for short-term banking facilities. The stable outlook reflects continued improvement in the Company's liquidity and operating metrics.

Subsidiary Companies, their Performance & Consolidated Financial Statement:

As on the date of this Report, the Company does not have any Subsidiary, Associate, or Joint Venture.

Appropriations:

Dividend

As the Company does not fall under the top 1000 listed companies by market capitalization as on March 31, 2026, Regulation 43A regarding Dividend Distribution Policy under SEBI (LODR) Regulations remains non-applicable. In view of reinvestment requirements and the long-term growth outlook, the Board has not recommended any dividend for FY 2025-26.

Transfer to Reserves

Your Directors proposed to transfer ₹ NIL (Previous Year ₹ NIL) to the General Reserves out of the profits available with the Company for appropriations. Accordingly, an amount of ₹ 1122.88 Lakh (Previous Year ₹ 1348.82 Lakh) has been proposed to be retained in the Profit & Loss Account of the Company.

Transfer to Investor Education and Protection Fund

During the year under review, there was no unpaid or unclaimed dividend as well as any corresponding shares were liable to be transferred to the Investor Education and Protection Fund, in compliance with



provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended from time to time.

Further as on March 31, 2026, an amount of ₹ 5,27,112 is lying as unpaid or unclaimed dividend which would be liable to be transferred in the year 2029. The details of the abovesaid unpaid or unclaimed dividend and any other unpaid or unclaimed dividend pertaining to any previous years which has been already transferred to IEPF can be accessed from the website of the Company i.e. <https://www.libertyshoes.com/unpaid-unclaimed-dividend-data>

Employees Stock Option Scheme(s)

During the year ended 31st March, 2026, your Company has not floated any scheme in relation to Employees Stock Option(s) and no such further plans have been initiated at present in this regard.

Nomination and Remuneration Policy

Pursuant to the provisions of the Section 178 of the Act, the Board, on the recommendation of the Nomination and Remuneration Committee ("NRC"), framed and adopted a policy for identifying, recommending, selection and appointment of Directors and KMPs of the Company and remuneration to Directors, KMPs and other employees. The contents of the Policy and evaluation criteria have been stated in the Corporate Governance Report. The updated Nomination and Remuneration Policy is set out in Annexure-I of this Report. The Policy is also available on the website of the Company i.e. <https://www.libertyshoes.com/sites/default/files/2026-01/NOMINATION-AND-REMUNERATION-POLICY.pdf>.

Policies on Prevention of Insider Trading

1. Your Company has adopted a code of internal procedures and conduct for regulating, monitoring and reporting of trading by insiders in accordance with the provisions of Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code has been adopted with a view to regulate trading in Equity Shares of the Company by the Promoters,

Directors, Employees, designated persons and other connected persons. The said Code of Conduct is available on the website of the Company at <https://www.libertyshoes.com/sites/default/files/202510/Liberty-Code-of-Internal-Procedures.pdf>. The Code entails the procedures of pre-clearance for dealing in Company's shares and prohibits trading in the shares of the Company by the Promoters, Directors, Employees, designated persons and other connected persons while they are in possession of unpublished price sensitive information ("UPSI") and also during the period when the Trading Window remains closed.

2. Your Company has adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information under Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code aims at preventing the misuse of UPSI within the Organisation and practice of selective disclosure to the public.

Familiarisation Program

To ensure active engagement and informed participation of Independent Directors, the Company conducts familiarisation programmes from time to time. Such familiarisation programme includes detailed presentations by business and functional heads covering key aspects such as operational performance, strategic plans, new product developments, emerging technologies, and industry outlook. Upon their appointment, Non-Executive and Independent Directors undergo familiarisation programme to understand the Company's business environment. The Non executive and independent Directors are also provided with financial results, internal audit findings and other specific documents as sought by them from time to time. They are also made aware of the various policies and code of conduct and business ethics adopted by the Board. Details of familiarisation programs extended to the Non-Executive & Independent Directors during the year under consideration are disclosed on the Company website at <https://www.libertyshoes.com/sites/default/files/2026-07/Familiarisation-program.pdf>.



Risk Management Policy & Risk Management

The Management of the Company has always been consciously reviewing its business operations in accordance with set rules and procedure and if any deviation or risk is found, remedial and corrective steps are taken to minimize such deviation and risk. In line with the provisions of Section 134 (3) (n) of the Companies Act, 2013, the Company has developed a Risk Management Policy encompassing the process and procedure for Identifying, assessing, quantifying, minimizing, mitigating and managing the associated risk at early stage. Policy is aimed to develop an approach to make assessment and management of the risks in financial, operational and project-based areas in timely manner. The main objectives of the Risk Management Policy is inter-alia, to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, eliminated, minimized and managed, to protect the brand value through strategic control and operational policies and to enable compliance with appropriate regulations wherever applicable, through the adoption of best practices. The Board of Directors of the Company assesses several types of risks which include Business Environment Risks, Strategic Business Risks, Market Risk and Operational Risks etc. The Board of Directors periodically reviews and evaluates the suitability of risk management system of the Company so that the management controls the risks through properly defined networks. Head of the Departments are responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee. No risks threatening the existence of the organization have been identified. However, there are other risks against which adequate mitigation plans are prepared.

The Risk Management policy is available on the Company's website of the Company at <https://www.libertyshoes.com/sites/default/files/2025-10/RiskManagement Policy.pdf>.

Whistle Blower Policy (Vigil Mechanism)

As per the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Regulations 4(2)(d) (iv) and 22 of Listing Regulations, your Company has an effective mechanism of reporting illegal or unethical behavior. The Company has a Whistle Blower Policy (vigil mechanism) wherein the directors, employees, consultants and contractors are free to report violations of laws, rules and regulations or unethical conducts, actual or suspected fraud or violation of the Company's code of conduct or ethics policy to the nodal officer. The mechanism followed is appropriately communicated within the Company across all levels and has been posted on the Notice Board of the Company. The confidentiality of those reporting violations etc. is maintained and they are not subjected to any discriminatory practice. The concern can be reported by sending an e-mail message at the dedicated address viz. ethicscounsellors@libertyshoes.com. Individuals can also raise their concerns directly to the CEO or the Chairman of the Audit Committee of the Company. Any allegation falling within the scope of the concerns are identified, investigated and dealt with appropriately. The Audit Committee periodically reviews the functioning of this mechanism. The Vigil mechanism established in the Company provides adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism. During the year, the Company has not received any complaint under the Policy and no personnel of the Company was denied access to the Audit Committee. The details of establishment of Vigil mechanism/ Whistle Blower Policy of the Company are available at the website of the Company viz. <https://www.libertyshoes.com/sites/default/files/2025-10/Whistle Blower Policy.pdf>.

Non-applicability of Maintenance of Cost Records:

The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and Rules made there under with respect to the Company's nature of business.



Buy Back of Equity Shares:

Your Company has not undertaken any exercise to buy back its Equity Shares from the shareholders during the year under review.

Public Deposit(s):

The Company has not accepted/renewed any public deposits and as such, no amount on account of principal or interest on deposits from public was outstanding as on date of the balance sheet.

Board of Directors and Key Managerial Personnel:

Re-appointment of Directors to retire by rotation

Sh. Ashok Kumar (DIN-06883514) and Sh. Anupam Bansal (DIN-00137419), Directors of the Company who will be retiring by rotation at the 40th Annual General Meeting in pursuance of the provisions of Section 152 of the Companies Act, 2013 and being eligible, have offered themselves for the re-appointment at the 40th Annual General Meeting.

Appointment(s)/re-appointments(s) and Cessation of office of Directors

Appointment(s) /re-appointments(s):

- (a) On the recommendation of Nomination and Remuneration Committee and Board of Directors, the Members of the Company, through postal ballot process which concluded on 7th August, 2025, have approved the appointment of Sh. Neeraj Kumar Jindal (DIN: 00054885), as Independent Director of the Company, for a period of 3 years from 28th May 2025 to 27th May 2028;
- (b) On the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders in the forthcoming Annual General Meeting, the Board of Directors, approved the re-appointment of Sh. Piyush Dixit (DIN: 03514223) and Sh. Anand Das Mundhra (DIN: 00167418) for second term of three consecutive years w.e.f. 11th August, 2026 to 10th August, 2029. The Special Resolution(s) to these effect are being placed in the forthcoming Annual General Meeting.

- (c) On the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders in the forthcoming Annual General Meeting, the Board of Directors, approved the appointment of Sh. Raman Bansal (DIN: 00137826) as Executive Director for a period of three years w.e.f. 10th August, 2026 to 9th August, 2029. The Special Resolution to this effect are being placed in the forthcoming Annual General Meeting.

In the opinion of the Board, the Independent Directors/ Executive Director re-appointed/ appointed possess requisite integrity, expertise, experience and proficiency.

Cessation: There was no cessation, resignation, removal or retirement of any Director during the financial year under review. Subsequent to the close of the financial year, Sh. Shammi Bansal (DIN: 00138792) tendered his resignation from the position of Executive Director of the Company with effect from 10th August, 2026, due to personal reasons. The Board took note of his resignation and placed on record its sincere appreciation for the valuable contributions made by Sh. Shammi Bansal during his tenure as Executive Director of the Company.

Key Managerial Personnel

As on March 31, 2026, the following persons were the Key Managerial Personnel (KMPs) of the Company as per the provisions of the Companies Act, 2013 -

Sh. Shammi Bansal	- Executive Director
Sh. Adish Kumar Gupta	- Executive Director
Sh. Anupam Bansal	- Executive Director
Sh. Ashok Kumar	- Executive Director
Sh. Munish Kakra	- CFO & Company Secretary

Committees of the Board

As on March 31, 2026, your Company is having the following Committees in compliance with the Statutory provisions of the Companies Act, 2013 and SEBI (LODR), Regulations, 2015, as amended:-



1. Audit Committee
2. Management Committee
3. Stakeholders Relationship Committee
4. Nomination and Remuneration Committee
5. Corporate Social Responsibility Committee

The detail of terms of reference of the Committees, Committee composition, meetings held during the year and attendance at the meetings of the Committees are provided in the Corporate Governance Report.

Number of meetings of the board

During the year under review, the Board of Directors met 5 (five) times. The detail of the composition, board meetings held during the year and attendance at the meetings are provided in Corporate Governance Report. The maximum time gap between two meetings did not exceed 120 days.

Annual Evaluation of Directors and Board as a whole

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board is required to monitor and review the Board evaluation framework. In line with the Corporate Governance Guidelines, the Annual Performance Evaluation is conducted for all members as well as the working of the Board and its Committees. This evaluation is with specific focus on the performance and effective functioning of the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The evaluation process also considers the time spent by each of the Board Members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise. In addition, the Chairman is also evaluated on the key aspects of his role. The Board evaluation is conducted through questionnaire having qualitative parameters and feedback based on ratings. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees,

effectiveness of committee meetings, etc.

The outcome of the Board evaluation for the financial year under consideration was discussed by the Board/Committee thereof at their respective meetings held on 13th February, 2026, excluding the director being evaluated.

During the year under review, the Company has complied with all the criteria of Evaluation as envisaged in the SEBI Circular on "Guidance Note on Board Evaluation".

In lines with the provisions of the Companies Act, 2013 and Listing Regulations, separate meeting of the Independent Directors of the Company was held on 13th February, 2026 in the absence of non-independent directors and members of management inter alia to evaluate the performance of the non-Independent Directors, Board as a whole of the Company, its committees, Chairman and to assess the quality, quantity and timeliness of flow of information between the Company management and the Board.

Attributes, Qualifications & Independence of Directors and their appointment

The criteria for determining qualifications, positive attributes and independence of Directors in terms of the Act and the Rules there under, both in respect of Independent Directors and other Directors as applicable, has earlier been approved by the Nomination and Remuneration Committee during the financial year 2015-16 (reviewed and amended from time to time). The Policy of the Company also provides that the Non-Executive Independent Directors be drawn from amongst eminent professionals with experience in business/finance/law/public administration & enterprises. The Board Diversity Policy of the Company requires the Board to have balance of skills, experience and diversity of perspectives appropriate to the Company. Directors are appointed/re-appointed with the approval of the Members for a period say, two to five years only. All Directors, other than Independent Directors, are liable to retire by rotation and are eligible for re-election in terms of the provisions of Articles of



Association of the Company and Companies Act, 2013. The Independent Directors of your Company have confirmed that they meet the criteria of independence as prescribed under section 149 of the Companies, Act, 2013 and Regulations 16 read with 25 of Listing Regulations.

The Nomination and Remuneration Policy as approved by the Board of Directors of the Company has been attached to this report and also accessible on the website of the Company at <https://www.libertyshoes.com/sites/default/files/202601/NOMINATION-AND-REMUNERATION-POLICY.pdf>

Material changes and commitments affecting financial position between end of the financial year and date of report

As per the provisions of Section 134(3) (1) of the Companies Act, 2013, no material changes or commitments affecting the financial position have occurred between the end of financial year of the Company to which the financial statements relates to the date of the report.

Change in the nature of Business, if any

There was no change in the nature of business of the Company during the year under review.

Statutory Disclosures

Your Directors state that there being no transactions with respect to following items during the year under review, no disclosure or reporting is required in respect of the same.

1. Deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of your Company under any scheme, save and except ESOS referred to in this report.
4. No settlements have been done with banks or financial institutions.

Internal financial control systems and their adequacy

Liberty's internal financial controls are adequate and operate effectively and ensure orderly and efficient conduct of its business including adherence to its policies, safeguard its assets, prevent and detect frauds and errors, maintain accuracy and completeness of its accounting records and further enable it in timely preparation of reliable financial information. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

The Company has in place a strong and independent Internal Audit Department which is responsible for assessing and improving the effectiveness of internal financial control and governance. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee. The information has been provided in the Management Discussion and Analysis Report in detailed manner.

The Statutory Auditors of the Company has audited the financial statements included in this Integrated Annual Report, and as part of their audit, has issued their report on the Company's internal financial controls (as defined in Section 143 of Companies Act, 2013), on the effectiveness of our internal financial controls over the financial statements as at March 31, 2026.

Declaration by Independent Directors

The Company has received necessary declarations from each independent director under Section 149(7) of the Companies Act, 2013, that she/he meets the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 and Regulations 16 and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further they have confirmed that there was no change in the status of their independence and they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair their ability to discharge their duties. The Board of Directors of the Company also confirms that the Independent Directors also meet the criteria of



expertise, experience, integrity and proficiency in terms of Rule 8 of the Companies (Accounts) Rules, 2014 (as amended) and on the basis of declarations submitted by the Independent Directors with the Company the Board of Directors is having positive outlook towards the integrity and expertise of the Independent Directors.

The Independent Directors of the Company had undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs (IICA) in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and have registered themselves with the Independent Director's databank as required under the above provisions. Furthermore, they have also renewed their registration with IICA for applicable tenures. The Independent Directors have also appeared and completed the online proficiency self -assessment test in compliance with the provisions of Companies Act, 2013 and Rules made thereunder, as amended.

Directors' Responsibility statement

Pursuant to Section 134 (3) (c) of the Companies Act, 2013, your Directors, based on the representations received from the management, confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures from the same;
- ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- iv) they have prepared the annual accounts on a going concern basis;
- v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors and external consultants and the reviews performed by management and the relevant board committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2025-26.

Audit Committee and their Recommendations/ Observations

Your Board has a duly constituted Audit Committee in terms of Section 177 of the Companies Act, 2013 read with the Rules framed there under and Regulation 18 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015. The term of reference of the Audit Committee has been approved by the Board. The details pertaining to composition of Audit Committee, no. of meetings held during the year under review, brief term of reference and other details have been included in the Corporate Governance Report, which forms part of this report. The recommendations/observations of the Audit Committee placed before the Board during the financial year ended 31st March, 2026 in respect of matters pertaining to the financial management or any other matter related thereto, were considered and duly accepted by the Board of Directors of the Company.

Statutory Auditors and their Report

Pursuant to the provisions of Section 139 of the Companies Act, 2013, the members at their 36th



Annual General Meeting ("AGM") of the Company held on 30th September, 2022 had appointed M/s Pardeep Tayal & Co. Chartered Accountants, Panipat (Firm registration No. 002733N), for a term of 5 (five) consecutive years from the conclusion of 36th Annual General Meeting till the conclusion of 41st Annual General Meeting to be held in the year 2027.

Statutory Auditors' Report:

Your Company's Directors have examined the Statutory Auditors' Report issued by M/s Pardeep Tayal & Co, Chartered Accountants on the Annual Accounts of the Company for the financial year ended 31st March, 2026. There was no reservation, qualification or adverse remark made by the Statutory Auditors in their Report and their clarifications, wherever necessary, have been included in the Notes to the Accounts section as mentioned elsewhere in this Annual Report. However, the statutory auditor's report included "Emphasis of Matter" paragraph, without impacting the audit opinion which is as under along with management response and assurance given thereon.

Emphasis on Arrangement with Affiliated Partnership Firms:

We draw attention to Note No. 53 of the accompanying financial statements, which describes the Company's arrangements with M/s Liberty Footwear Co., M/s Liberty Enterprises, and M/s Liberty Group Marketing Division, partnership firms in which some of the directors are also interested as partners, under which it holds rights for usage of certain tangible and intangible assets are set to expire on March 31, 2028. The management has represented that, based on understandings with certain partners, and considering the current status of ongoing arbitration proceedings as described in the said note, the Company expects to either acquire the same or renew the existing arrangements or implement alternative strategies to ensure continuity of operations. Accordingly, no adjustments have been made to the accompanying financial statements in this regard. Our opinion is not modified in respect of this matter.

In reference to above, the Management's Response and Assurance are as under:

- With respect to Auditors' remarks, it is clarified that the Company, based on its understanding with some of the partners of the respective firms and its assessment of the ongoing arbitration proceedings, is hopeful of continuing the existing arrangements beyond March 31, 2028 and/or acquiring the related intangible assets over time. Simultaneously, as a prudent measure, the Company is pursuing an alternative strategy towards self-sustainability to mitigate any potential risk and ensure continuity of its business operations. The Board members in their meeting held on 26th May, 2026 have expressed concern over and noted issues and advised the management to:
- Expedite resolution of pending arbitration matters and finalise strategic actions to safeguard the Company's operations post-2028.

During the period under consideration, no incident of frauds was reported by the Statutory Auditors pursuant to Section 143 (12) of the Companies Act, 2013.

Secretarial Auditors and their Report

In terms of Section 204 & 179 (3) of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), on the basis of recommendation of Audit Committee and Board of Directors, the members of the Company in their 39th Annual General Meeting held on 24th September, 2025 had appointed M/s JVS & Associates, New Delhi a Practicing Company Secretaries, a peer reviewed firm (Firm Registration Number: I2011DE848300) for the five consecutive years commencing from financial year 2025-26 till Financial year 2029-30 for conducting the Audit of secretarial records of the Company and issue their report.

The Secretarial Audit Report in respect of secretarial records of the Company for the Financial Year ended March 31, 2026 has been submitted by M/s JVS & Associates and taken on record by the Board



of Directors of the Company in their meeting held on 26th May, 2026. The Report of the Secretarial Auditors in Form MR-3 for the financial Year ended 31st March, 2026 is enclosed to this Report. The Board members have examined the above said report and observed that there was no reservation, qualification and adverse remark made by the Secretarial Auditors.

Internal Auditors and their Report

Internal Auditors for the Financial Year 2025-26 onwards:-

On the recommendation of Audit Committee, the Board of Directors in their meeting held on 6th August, 2025 had approved the appointment of Sh. Rajesh Gupta, Chartered Accountant, as Internal Auditor, in accordance with terms of the provisions of Sections 138, 179 of the Companies Act, 2013 read with rule 8 of the Companies (Meetings of Board and its Powers), Rules, 2014 and rule 13 of the Companies (Accounts) Rules, 2014 for the financial year 2025-26 onwards for conducting the Internal Audit of the books of accounts and reviewing and ensuring the Internal Control system of the Company and to issue his report.

Internal Audit Report:

The Internal Audit Report in respect of books of accounts and Internal Control system of the Company for the Financial Year ended March 31, 2026 has been submitted by Sh. Rajesh Gupta, Chartered Accountant, Internal Auditor of the Company, which has been duly considered and requisite corrective actions and remedial measures were taken by Audit Committee and reports thereon were also taken on record by the Board of Directors of the Company in their meeting held on 26th May, 2026. The Board members have examined the above said report and observed that there is no reservation, qualification and adverse remark made by the Internal Auditor.

Particulars of Loans, Advances, Guarantees and Investments

The Company has not granted any loan, guarantee or made any investments during the year ended 31st

March, 2026 under Section 186 of the Companies Act, 2013 and Rules made there under. Pursuant to Section 186 (4) read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), disclosure on particulars relating to Loans, advances and investments are provided as part of the financial statements.

Significant and material litigation/orders

During the year under review, no Corporate Insolvency Resolution application was made or proceeding was initiated, by/against Liberty Shoes Limited under the provisions of the Insolvency and Bankruptcy Code, 2016 (as amended). Further, the details of the material litigation filed by /against the Company and the order passed therein, if any, have been disclosed in the note no 53 to 57 of the notes to the Financial Statements for the year ended 31st March 2026.

In reference to note no. 54 to the Financial Statements for the year ended March 31, 2026, Sh. Adesh Gupta and other shareholders petitioners have preferred an appeal before Hon'ble Supreme Court of India against the Order dated 20.09.2024 passed by Hon'ble NCLAT and the same is pending to be adjudicated by Hon'ble Supreme Court of India.

Further for the details of non- compliances, penalties, strictures by Stock Exchanges/SEBI/ Statutory Authorities on any matter related to Capital Markets during the last three years, please refer the Corporate Governance Report which forms integral part of the Annual Report.

Transactions with Related Parties

During the year 2025-26, all transactions entered by the Company with related parties as defined under the Companies Act, 2013, Rules made there under, were in the Ordinary Course of Business and at Arm's Length basis. The Audit Committee granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed



by the Audit Committee and the Board of Directors on quarterly basis. Your Company does not have a material unlisted subsidiary as defined under Regulation 16 (1) (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Directors shall formulate a Policy to determine Material Unlisted Subsidiary as and when the relevant provisions for the same are applicable on it in future.

There were no materially significant transactions with related parties during the financial year 2025-26 which were in conflict with interest of the Company. Since all the related party transactions entered in to by your Company were in the ordinary course of business and also on an arm's length basis, therefore details required to be provided in the prescribed Form AOC-2 is not applicable to the Company. However, the Company has been undertaking transactions for last so many years in respect of payment of Royalty/ Franchise fees to few of the related parties after obtaining due prior approval of the concerned regulatory authorities and shareholders under the provisions of Companies Act and SEBI Regulations. All the related party transactions have been disclosed in the Notes to financial statements as required under IND AS-24 of the Accounting Standard.

In line with the provisions of the Companies Act, 2013 and the Listing Regulations, the Board had approved and adopted Policy on Related Party Transactions which has been uploaded on the Company's website www.libertyshoes.com under the "investor relations section" https://www.libertyshoes.com/sites/default/files/2025-10/Related_party_transaction.pdf.

Particulars of Directors and Employees

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subsequent amendments thereto, is given in Annexure II and the same forms part of this report.

A statement containing the Information of top ten employees in terms of remuneration drawn as provided under Section 197 (12) of the Companies Act, 2013 read with rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subsequent amendments thereto, is given in Annexure III and the same forms part of this report. During the financial year 2025-26, no employee, whether employed for whole or part of the year, was drawing remuneration exceeding the limits mentioned under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subsequent amendments thereto.

Extract of Annual Return

In terms of Sections 92(3) and 134(3)(a) of the Act, annual return is available under the 'Investors' section of the Company's website i.e. www.libertyshoes.com.

Corporate Social Responsibility (CSR)

Liberty has remained deeply committed to creating a positive and lasting impact through its social initiatives. The Company believes that, as a responsible corporate citizen, it has a fundamental responsibility to contribute meaningfully towards the well-being and development of society. This philosophy is deeply embedded in the Company's values and is reflected in its continued efforts towards education, healthcare, community development, sports, rural development, environmental sustainability and support to communities in times of need.

In furtherance of this commitment and pursuant to the provisions of Section 135 of the Companies Act, 2013, read with Schedule VII thereto and the rules made thereunder, the Company continued to undertake and support CSR initiatives directed towards the welfare and development of communities, particularly the underprivileged and needy sections of society.

During the financial year 2025-26, the Company incurred an aggregate amount of ₹ 46.55 lakh towards various CSR initiatives. The major areas of intervention during the year were as follows:



1. Promotion of Quality Education and Skill Development

Liberty continues to demonstrate its commitment towards promoting quality education and supporting the overall development of children from economically weaker and disadvantaged sections of society, particularly those residing in the vicinity of its plants and offices. During the year, the Company supported educational initiatives aimed at improving access to education and providing essential educational resources to children in need. The initiatives included support towards nutritious meals, books, school uniforms, footwear and other educational requirements, thereby helping reduce the financial burden on families and enabling children to continue their education in a conducive environment.

The Company's efforts extend beyond academic education and seek to contribute towards the holistic development of children by supporting their health, well-being and access to basic necessities. Through these initiatives, Liberty endeavours to create opportunities for children from disadvantaged backgrounds to develop into confident, responsible and productive members of society.

2. Promotion of Sports amongst Youth from the Community

Liberty recognises the important role of sports in promoting discipline, physical fitness, teamwork, confidence and a sense of community, particularly amongst young people.

During the year, the Company extended support towards the promotion of sports by contributing uniforms and footwear for aspiring and needy sports persons. The initiative reflects Liberty's continued endeavour to encourage sporting talent and create opportunities for youth development, particularly in communities where such support can have a meaningful impact.

3. Contribution towards Healthcare Initiatives

Access to affordable and quality healthcare is an important component of the Company's

CSR philosophy. During the year, Liberty supported initiatives aimed at improving access to healthcare for economically weaker and disadvantaged sections of society.

The Company contributed towards organising a Blood Donation Drive, encouraging voluntary participation and helping address the continuing need for blood for patients requiring medical treatment and emergency care.

Through these initiatives, Liberty continues to contribute towards improving healthcare access and supporting the health and well-being of vulnerable sections of society.

4. Rural Development

Liberty recognises that sustainable social development requires strengthening the infrastructure and quality of life in rural communities. During the year, the Company contributed towards rural development projects aimed at supporting the development and welfare of rural communities.

These initiatives form part of the Company's broader commitment to inclusive development and seek to contribute towards improving living conditions and creating better opportunities for communities in rural areas.

5. Environmental Sustainability

The Company also continued to support initiatives directed towards environmental sustainability and ecological well-being. Liberty recognises the importance of responsible stewardship of natural resources and the need to contribute towards creating a cleaner and more sustainable environment for present and future generations.

During the year, the Company made contributions towards initiatives falling within the area of environmental sustainability, in furtherance of its commitment to responsible and sustainable development.



6. Disaster Management and Relief

In keeping with its commitment to stand with communities during times of crisis, Liberty extended support towards disaster management and flood relief efforts during the year.

The contribution was aimed at supporting relief and assistance measures for people and communities affected by natural calamities and reflects the Company's commitment to providing timely support to vulnerable communities during emergencies.

7. Support for Rescue Operations

As part of its commitment towards community welfare and humanitarian causes, the Company also contributed towards a borewell rescue operation during the year.

The initiative was undertaken as a humanitarian intervention to support rescue efforts and reflects Liberty's commitment to extending assistance in situations involving immediate risk to life and the safety and well-being of individuals.

8. Upliftment of Weaker and Needy Sections of Society

Liberty continues to support initiatives aimed at the upliftment and welfare of weaker, economically disadvantaged and needy sections of society.

During the year, the Company made contributions towards initiatives intended to provide support and assistance to persons and communities requiring social and economic assistance. These efforts form an integral part of Liberty's broader CSR philosophy of promoting inclusive growth, dignity and equal opportunities for disadvantaged sections of society.

The Company's CSR initiatives during the year reflect its continued endeavour to create a meaningful, inclusive and sustainable social impact. Liberty remains committed to strengthening its CSR efforts and supporting initiatives that contribute to education,

healthcare, sports, rural and community development, environmental sustainability, humanitarian assistance and the overall welfare of society.

During the year under consideration the Company has complied with the provisions of Companies Act, 2013 by making the required contribution on the activities as stated in Schedule VII of the Act. The Annual Report on Corporate Social Responsibility activities as required under Sections 134 and Section 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended) and Rule 9 of the Companies (Accounts) Rules, 2014 is provided in Annexure IV of this report. The CSR policy is available on the website of the Company at <https://www.libertyshoes.com/sites/default/files/2025-10/CSR-Policy.pdf>.

Disclosure under the Sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has always believed in providing a safe and harassment free workplace for every individual working in Liberty's premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment. There is an Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy. The said Committee has its presence at corporate office as well as at plants.

During the year ended 31st March, 2026 the Committee did not receive any complaint pertaining to sexual harassment and there is no



complaint pending as on the date of beginning of this Financial year and as on the date of the closure of this Financial year. Consequently, there are NIL cases disposed -off during the year and NIL cases pending for more than ninety days.

Compliance of the provisions relating to the Maternity Benefit Act 1961

During the year under review, the Company has complied with the provisions relating to the Maternity Benefit Act 1961.

Corporate Governance and Ethics

Your Company believes in adopting best practices of corporate governance. Corporate Governance principles are enshrined in the spirit of Liberty, which form the core values of Liberty. These guiding principles are also articulated through the Company's Code of Conduct, Corporate Governance guidelines, Charter of various Sub-Committees and disclosure policy.

As per Regulation 34 of the Listing Regulations, a separate section on corporate governance practices followed by your Company, together with a certificate from Statutory Auditors M/s Pradeep Tayal & Co., Chartered Accountants, on compliance with corporate governance norms under the Listing Regulations, is given at page no. 112 to page no. 113 of this Annual report.

Management Discussion and Analysis Report

In terms of Regulation 34 of the Listing Regulations, the Management Discussion and Analysis report on your Company's performance, industry trends and other material changes with respect to your Company, wherever applicable, are presented at page no. 116 to page no. 122 of this Annual report. The Management Disclosure and Analysis Report provides a consolidated prospective of economic, social and environmental aspects material to our strategy and our ability to create and sustain value to our key stakeholders.

Conservation of Energy and Technology Absorption and Foreign Exchange Earnings and outgo:

Information in accordance with the provisions of Section 134 (1) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 in relation to conservation of Energy and Technology Absorption and Foreign Exchange Earnings and Outgo is given in the "Annexure V", which forms part of this report.

Compliance with Secretarial Standards:

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Outstanding Share Capital and its Listing:

Your Company has outstanding Share Capital of ₹17,04,00,000/- (Previous Year ₹17,04,00,000/-) consisting of 1,70,40,000 (Previous Year 1,70,40,000) Equity Shares of ₹10/- each and these Equity Shares are presently listed and available for trading at National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE).

Acknowledgments and Appreciation:

Your Directors take this opportunity to place on record their sincere gratitude for the consistent cooperation and support received from the shareholders, Bankers, Channel Partners and the Government Authorities.

Your Directors place on record their deep appreciation to the employees at all levels for their hard work and dedication.

**For and on behalf of the
Board of Directors**

Anupam Bansal
Chairman of the Meeting
DIN: 00137419

Place: New Delhi

Dated: Monday, 10th August, 2026

ANNEXURE-I TO DIRECTORS' REPORT

NOMINATION AND REMUNERATION POLICY



OBJECTIVE AND GUIDING PRINCIPLES

The objective of Liberty Shoes Limited's (the Company) remuneration policy is to ensure that:

- The level and composition of remuneration is reasonable to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives;
- The relationship of remuneration to performance is clear and meets appropriate performance benchmark; and
- The remuneration to Directors, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) and other employees, wherever applicable, involves a balance between fixed and incentive pay and also reflects the short and long term performance objectives appropriate to the working of the Company and its goals.
- The Company has a compensation mix of fixed pay, benefits, allowances, perquisites, performance linked incentives, wherever applicable, and retirement benefits for its Executive Directors, KMP, SMP and other Employees.
- The remuneration and payment of advances/loans to the employees other than Directors/KMPs/SMPs.

THE NOMINATION AND REMUNERATION COMMITTEE

In terms of Section 178 of the Companies Act, 2013 and rules made there under, a listed Company is required to constitute a Nomination & Remuneration Committee which is responsible for formulating a policy related to the remuneration for the director, key managerial personnel and other employees and recommend the same to the Board for their approval and making the necessary amendments to the above policy from time to time.

DEFINITIONS

- "Board" means Board of Directors of the Company.
- "Company" means "Liberty Shoes Limited."

- "Employees' Stock Option" means the option given to the directors, officers or employees of a Company or of its holding Company or subsidiary Company or Companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the Company at a future date at a pre-determined price.
- "Independent Director" means a director referred to in Section 149 (6) of the Companies Act, 2013.
- "Key Managerial Personnel" (KMP) means
 - (i) Chief Executive Officer or the Managing Director or the Manager,
 - (ii) Company Secretary,
 - (iii) Whole-time Director,
 - (iv) Chief Financial Officer; and
 - (v) Such other officer as may be prescribed.
- "Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- "Policy or This Policy" means, "Nomination and Remuneration Policy."
- "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- "Senior Management Personnel" (SMP) means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.
- "Other Employees" means Employee of the Company other than Directors/KMP/SMP.

INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, Listing Agreement and/



or any other SEBI Regulation(s) as amended from time to time.

ROLE OF THE COMMITTEE

The role of the Committee inter alia will be the following:

- a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) Formulate criteria for evaluation of Independent Directors and the Board.
- c) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- d) To carry out evaluation of every Director's/ KMP's performance.
- e) To recommend to the Board the appointment and removal of Directors and Senior Management.
- f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel, Senior Management Personnel and other Employees of the Company.
- g) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- h) To devise a policy on Board diversity.
- i) To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- j) To perform such other functions as may be necessary or appropriate for the performance of its duties.
- k) To define the Policy and criteria for payment of advances/loans to Directors/KMPs/SMPs/ other employees.

MEMBERSHIP

- a. The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent.

- b. The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- c. Minimum two (2) members shall constitute a quorum for the Committee meeting.
- d. Membership of the Committee shall be disclosed in the Annual Report.
- e. Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not Chair the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

COMMITTEE MEMBERS' INTERESTS

- a. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.



DIVERSITY

The Company recognizes and embraces the benefits of having a diverse Board, and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions among Directors. The Committee will periodically review board diversity to bring in expertise and experience in diverse areas and disciplines to improve the standards of corporate governance, transparency, operational efficiency and risk management. All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective. The Committee will discuss succession planning and board diversity at the time of nominating Directors. It will be the Committee's endeavor to have Board members from diverse backgrounds/ disciplines including the following:

- Corporate Finance and Accounting;
- Corporate laws and Legal;
- Engineering and Information Technology
- Business Strategy and Administration;
- And any other background/discipline as deemed necessary by the Committee.

APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/satisfactory for the concerned position.

3. The Company shall not appoint or continue the employment of any person as Managing Director/Whole time Director/ Manager who has attained the age of seventy years, provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years

- Term/Tenure:

1. Managing Director/Whole-time Director/ Manager (Managerial Person):

- The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company for another term and disclosure of such appointment shall be made in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director,

provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves, is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole time Director of a listed Company.



- **Evaluation:**

Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

- i. Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

- ii. Retirement:**

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company.

The Board will have the discretion to retain the Director, KMP, Senior Management in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT

- iii. General:**

1. The remuneration/ compensation/ commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/ compensation/ commission etc. shall be subject to the prior/post approval of the shareholders of the Company, wherever required.
2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made there under and SEBI LODR Regulations, amended from time to time.

3. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Unless otherwise decided by the Board of Directors & Committee thereof, Shareholders and other respective approving authority of the Company, the increments will be effective from the date of re appointment in respect of Managerial Person and 1st April in respect of other KMP and Senior Management of the Company.

4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- iv. Remuneration to Managerial Person, KMP and Senior Management:**

1. Fixed pay:

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under and SEBI LODR Regulations, amended from time to time. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders, wherever required.

2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company



shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013.

3. Provisions for excess remuneration:

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior approval of the shareholders, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

The Company shall not waive recovery of such sum refundable to it unless approved by the shareholders.

v. **Remuneration to Non-Executive/Independent Director:**

1. Remuneration/Commission:

The remuneration/commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under and SEBI LODR Regulations, as amended from time to time.

2. Sitting Fees:

The Non- Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee.

3. Limit of Remuneration/Commission:

The Non- Executive/Independent Director may receive remuneration by way of commission or otherwise.

Provided that the amount of such remuneration or commission, as the case may be, shall not exceed the maximum amount as may be provided in the Companies Act, 2013 and SEBI LODR Regulations, amended from time to time.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

vi. **REMUNERATION TO OTHER EMPLOYEES**

The Remuneration including loans and advances to other employees will be decided as per the discretion and approval by the respective HODs/Directors of the Company.

MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

DEVIATIONS FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

**For and on behalf of the
Board of Directors**

Anupam Bansal
Chairman of the Meeting
DIN: 00137419

Place: New Delhi

Dated: Monday, 10th August, 2026

ANNEXURE-II TO DIRECTORS' REPORT

PARTICULARS OF EMPLOYEES



Information as per Section 197 of the Companies Act, 2013 read with rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Executive Directors	Ratio to median Remuneration
Sh. Shammi Bansal	66
Sh. Adish Kumar Gupta	66
Sh. Anupam Bansal	66
Sh. Ashok Kumar	22

- b) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year:

Directors, Chief Financial Officer, Chief Executive officer, and Company Secretary	% increase in remuneration in the Financial year (%)
Sh. Shammi Bansal, Executive Director	75%
Sh. Adish Kumar Gupta, Executive Director	75%
Sh. Anupam Bansal, Executive Director	75%
Sh. Ashok Kumar, Executive Director	NIL
Sh. Munish Kakra, CFO & Company Secretary	NIL

- c) The percentage increase/(Decrease) in the median remuneration of employees in the financial year: (2.53%)
- d) The number of permanent employees on the rolls of the Company: 2,602
- e) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there any exceptional circumstances for increase in the managerial remuneration:

Average Percentage increase made in the salaries of employees other than the managerial personnel in the last financial year was 6%, whereas the increase in the managerial remuneration was 55%. The average increase of remuneration every year is an outcome of Company's market competitiveness as against similar Companies.

- f) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms that remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors

Anupam Bansal
Chairman of the Meeting
DIN: 00137419

Place: New Delhi

Dated: Monday, 10th August, 2026

ANNEXURE-III TO DIRECTORS' REPORT

Information of top 10 Employees in terms of remuneration drawn as per Section 197 (12) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014

Sr. No	Name	Designation	Remuneration (P.A.) (₹ in Lakh)	Nature of Employment, Whether Contractual or otherwise	Qualification	Experience (In Years)	Date of Appointment	Age	Last employment - Designation	Employee is a relative of any director or manager of the Company and if so, name of such director or manager
1	Sh. Adish Kumar Gupta	Executive Director	84.00	Permanent	Graduate	34	12 th August, 2011	62	NA	NA
2	Sh. Shammi Bansal*	Executive Director	84.00	Permanent	Graduate	39	28 th September, 1990	65	NA	Brother of Sh. Anupam Bansal, Executive Director of the Company
3	Sh. Anupam Bansal	Executive Director	84.00	Permanent	Graduate & Diploma in Shoes Designing from Italy	29	1 st April, 2013	54	M.D., Liberty Retail Revolutions Ltd., New Delhi	Brother of Sh. Shammi Bansal, Executive Director of the Company
4	Sh. Munish Kakra	CFO & Company Secretary	60.65	Permanent	M com, CS, LLB	39	28 th September, 2001	62	NA	NA
5	Sh. Ram Prakash	IT-Head	55.98	Permanent	Bachelor in Computer Application	22	15 th June, 2009	51	Birla Soft, Noida, Principle -Retail Consultant	NA
6	Sh. Lokesh Mishra	Head -Retail Sales	55.30	Permanent	PGDBM	24	27 th March, 2024	50	V.P. Retail, Biba Apparels Pvt. Ltd.	NA
7	Dr. Namita Anand	National Head-Institutional Sales	47.50	Permanent	Ph.D in Hindi Literature	30	25 th November, 2002	60	Director - Marketing, Essel Engineering Industries Private Limited, New Delhi	NA
8	Sh. Sunil Bansal	President	30.00	Permanent	Graduate	39	28 th November, 1990	66	Executive Director-Liberty Shoes Ltd.	Brother of Sh. Shammi Bansal and Sh. Anupam Bansal, Executive Directors of the Company
9	Sh. Raman Bansal**	Chief Operating Officer	30.00	Permanent	Graduate	37	1 st April, 2005	64	Head Sales & Distribution of Liberty Shoes Limited	Brother of Sh. Anupam Bansal and Sh. Shammi Bansal, Executive Directors of the Company
10	Sh. Vivek Bansal	President	30.00	Permanent	Graduate	34	1 st April, 2005	61	Head-Production PVC & Non-leather Division	Brother of Sh. Anupam Bansal and Sh. Shammi Bansal, Executive Directors of the Company

*Ceased as Executive Director and appointed President w.e.f. 10th August, 2026

** Appointee Executive Director w.e.f. 10th August, 2026

Note: None of the Employees received remuneration more than the Whole-time Director of the Company during the F.Y. 2025-26

For and on behalf of the Board of Directors

Place: New Delhi

Dated: Monday, 10th August, 2026

Anupam Bansal
Chairman of the Meeting
DIN: 00137419

ANNEXURE-IV TO DIRECTORS' REPORT

ANNUAL REPORT ON CSR ACTIVITIES



1. Brief outline on CSR Policy of the Company: (including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects and programs)

Liberty has always been a frontrunner in contributing to the society at large. In Liberty, CSR initiatives are being undertaken long before the implementation of the provisions of Section 135 of the Companies Act, 2013('the Act'). Liberty is committed to further strengthen its effort and activities by demonstrating care for the community through its focus on education and development of skills, sports, health and wellness including treatment for poor, needy & underprivileged people, making efforts for environment sustainability including promotion of green initiatives and Improvement of the living conditions of inhabitants and supporting to disaster relief efforts etc.

The CSR Committee constituted under the Act provides oversight of CSR policy execution to ensure that the CSR objective of the Company are met and it reviews and looks after the activities of CSR including identifying the areas

of CSR as per the provisions of the Act. The projects to be undertaken are within the broad framework of schedule VII of the Act.

The CSR Policy of the Company was revised at the Board Meeting held on 11th August, 2021, based on the recommendations of the CSR Committee. The said CSR Policy has been developed in conformity with the provisions of Section 135 of the Act and in accordance with the CSR Rules (the Rules) notified by the Ministry of Corporate Affairs, Government of India. Further the said Policy has been revised to confirm with the amendments in the Act and the Rules.

2. Composition of CSR Committee:

The Board of Directors of your Company has constituted a CSR Committee of Directors in terms of the requirement of Section 135 of the Act and the Companies (Corporate Social Reasonability Policy) Rules, 2014 to identify, approve and monitor proper execution and implementation of the CSR projects and CSR activities undertaken by the Company. As on date the detail of composition of CSR Committee is as under:

Sr. No	Name of Director	Designation	Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Sh. Shammi Bansal*	Ex-Chairman	ED	1	1
2.	Sh. Anupam Bansal**	Chairman	ED	-	-
3.	Sh. Adish Gupta	Member	ED	1	1
4.	Dr. Sujata	Member	NED (ID)	-	-

* Ceased as Chairman w.e.f. 10th August, 2026

** Appointed Chairman w.e.f. 10th August, 2026



3. Web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.

The Web-link for CSR committee composition, CSR Policy and CSR Projects are as under.

CSR Committee Composition	https://www.libertyshoes.com/csr-committee
CSR Policy	https://www.libertyshoes.com/sites/default/files/2025-10/CSR-Policy.pdf
CSR Project (FY 2026-27)	https://www.libertyshoes.com/sites/default/files/2026-08/ACTION%20PLAN%20CSR%202026-27.pdf

4. Details of the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable

5. (a) Average net profit of the company as per sub-section (5) of Section 135: ₹ 2,298.86 Lakh

(b) Two percent of average net profit of the company as per sub-section (5) of Section 135: ₹ 45.98 Lakh

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

(d) Amount required to be set off for the financial year, if any: NIL

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 45.98 Lakh

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 46.55 Lakh

Sr. No.	Name of the project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (in ₹)	Mode of Implementation Direct (Yes/ No)	Mode of Implementation - Through Implementing Agency	
				State	City/ District			Name	CSR Registration No.
1	Healthcare Awareness through Blood Donation Camp and Marathon race	Promoting health care including preventive health care	Yes	Haryana	Karnal	1,40,000	Yes	NA	NA
	Upgrading infrastructure at Shelter homes including distribution of goods towards needy patients		Yes	Haryana	Karnal	83,775	Yes	NA	NA



2	Environment Sustainability	Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund setup by the Central Government for rejuvenation of river Ganga;	Yes	Haryana	Karnal	12,000	Yes	NA	NA
3	Promotion of Education – a. Upgrading infrastructure at schools	Promoting Education, including Special Education and Employment enhancing vocation skills especially among Children, women, elderly, and the differently abled and livelihood enhancement projects/ Women empowerment	Yes	Delhi and Haryana	Delhi and Karnal	2,48,722	Yes	NA	NA
	Yes		Haryana	Ambala	28,000	No	Open Shelter Home	CSR00034818	
	No		Delhi	Delhi	3,26,232	No	Diya India Foundation	CSR00012194	
	No		Delhi	Delhi	41,900	No	Mahawar Dharmarth Sansthan	CSR00018188	
	No		Delhi	Delhi	40,800	No	Seth Lal Chand Dharmarth Sansthan	CSR00027119	
	No		Uttarakhand	Dehradun	26,300	No	Cheshire Homes India	CSR00044817	
4	Rural Development Projects including construction and beautification of selected chowks in Karnal for community development and civic improvement	Rural Development Projects	Yes	Haryana	Karnal	24,49,906	Yes	NA	NA
5	Flood Relief Contribution	Disaster management, including relief, rehabilitation and reconstruction activities	Yes	Haryana	Karnal	1,00,000	No	VAISH BHAWAN CHARITABLE	CSR00023105
6	Rural Sports Development	Rural Sports Development	No	Chandigarh	Chandigarh	77,953	Yes	NA	NA
7	Borewell Rescue Operations and Emergency Response Initiatives	Disaster Management, including relief, rehabilitation and reconstruction activities	No	Gujrat	Amreli, Rajula	5,00,000	Yes	NA	NA



8	(a) Upliftment and Empowerment of Unrepresented and Marginalized Communities	Eradicating hunger, poverty and malnutrition and promoting community welfare activities for economically weaker sections of society	No	Maharashtra	Sainik Nagar, Mumbra	5,00,000	Yes	NA	NA
	No		Delhi	Delhi	30,000	Yes	NA	NA	
	(b) Community welfare and support activities including support for economically weaker and needy sections of society		Yes	Haryana	Karnal	50,000	No	Sri Ravi das Sabha	CSR00012194
	Total					46,55,588			

(b) Amount spent in Administrative Overheads: NIL

(c) Amount spent on Impact Assessment, if applicable: Not Applicable

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 46.55 Lakh

(e) CSR amount spent or unspent for the Financial Year

Total Amount Spent for the Financial Year 2025-26 (in ₹ Lakh)	Amount Unspent (in ₹ Lakh)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 46.55 Lakh	NIL				

(b) Excess amount for set off, if any:

Sr. No.	Particulars	Amount in ₹ Lakh
1	Two Percent of average net profit of the Company as per Section 135 (5) of the Companies Act, 2013	45.98
2	Total CSR obligation for the financial year 2025-26	45.98
3	Total Amount spent for the Financial Year 2025-26	46.55
4	Excess amount spent for the Financial Year [(3)-(2)]	0.57
5	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
6	Amount available for set off in succeeding financial years [(3)-(2)]	0.57



7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sl No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
1	2024-25	NIL					
2	2023-24						
3	2022-23						

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If yes, enter the number of Capital assets created/ acquired – Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility: Not Applicable

Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135: Not Applicable

**For and on behalf of the
Board of Directors**

Anupam Bansal
Chairman of the Meeting
DIN: 00137419

Place: New Delhi

Dated: Monday, 10th August, 2026

ANNEXURE V TO DIRECTORS' REPORT

CONSERVATION OF ENERGY



Disclosure of particulars under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, forming part of the Directors' Report for the financial year ended 31st March, 2026, are given as under:

A. CONSERVATION OF ENERGY

The Company continues to accord significant importance to conservation of energy and efficient utilisation of resources across its manufacturing facilities, retail operations and other establishments. The Company regularly monitors energy consumption and related costs and undertakes appropriate measures for improving energy efficiency through optimisation of processes, upgradation of equipment, preventive maintenance, automation and adoption of energy-efficient technologies.

During the financial year 2025-26, the Company continued its efforts towards reducing energy consumption and improving operational efficiency, with increased emphasis on adoption of energy-efficient equipment and renewable sources of energy.

I. Steps taken or impact on conservation of energy

During the year under review, the Company undertook/continued the following measures for conservation and efficient utilisation of energy:

1. Energy-efficient manufacturing equipment:

The Company continued to replace/upgrade conventional machinery with modern, energy-efficient equipment wherever technically and commercially feasible. The use of advanced machinery with improved electrical and hydraulic efficiency has contributed to optimisation of power consumption and reduction in energy losses.

2. Optimisation of injection moulding operations:

The Company continued to utilise modern EVA injection moulding machines equipped with servo-based technology, enabling more precise movement control and optimisation of electrical and hydraulic energy consumption. The technology also contributes to reduced electrical load and improved equipment efficiency.

3. Advanced automated cutting technology:

The Company continued to optimise the utilisation of advanced cutting machines equipped with automated and multi-layer cutting technology. These machines facilitate faster and more precise cutting, resulting in lower power consumption per unit of production, reduced material wastage and improved overall manufacturing efficiency.

4. Improvement in electrical & Energy-efficient lighting and equipment:

The Company continued to focus on optimisation of electrical loads across its manufacturing facilities through effective utilisation of installed capacity, preventive maintenance of electrical equipment and elimination of avoidable energy losses. Wherever feasible, the Company continued to adopt energy-efficient lighting systems and electrical equipment and to replace/upgrade inefficient equipment as part of its ongoing energy conservation programme.

5. Preventive maintenance and efficient utilisation of equipment:

Regular preventive maintenance of machinery, electrical installations and other energy-consuming equipment has been undertaken to maintain operating efficiency, minimise energy losses and improve equipment life.

6. Water and resource conservation initiatives:

The Company continued initiatives such as rainwater harvesting, monitoring of groundwater extraction and reuse of treated water from Sewage Treatment Plants for horticulture and green-belt requirements. These measures support responsible resource utilisation and complement the Company's broader sustainability initiatives.

Impact:

The above measures have contributed to improved energy efficiency, optimisation of electrical load, reduction in avoidable energy consumption and enhanced operational efficiency. The Company will continue to identify and implement further opportunities for reducing energy intensity across its operations.



II. Steps taken by the Company for utilising alternate sources of energy

The Company continues to progressively increase the use of renewable and cleaner sources of energy as part of its long-term sustainability initiatives.

1. Solar Power:

The Company continues to utilise solar power generated from its solar power installations at the Libertypuram facility, having an aggregate installed capacity of approximately 1.1 MWp. The renewable energy generated from these installations reduces dependence on conventional grid power and contributes to reduction in the Company's carbon footprint.

2. Renewable Energy Adoption:

The Company is evaluating and adopting, wherever feasible, additional opportunities for increasing the share of renewable energy in its overall energy mix. The Company intends to progressively enhance the use of clean energy in line with operational requirements and commercial viability.

3. Electric Mobility:

The Company has continued to promote electric mobility, wherever feasible, through the deployment of electric vehicles/equipment such as electric forklifts, e-rickshaws and electric vehicles for suitable in-plant and operational requirements. This initiative supports reduction in dependence on fossil fuels and contributes to cleaner and more sustainable operations.

4. Cleaner and efficient operations:

The Company continues to assess opportunities for reducing dependence on fossil-fuel-based energy through energy-efficient equipment, renewable energy and electrification of suitable operational activities.

III. Capital investment on energy conservation equipments:

During the financial year 2025-26, the Company incurred capital expenditure of approximately ₹75 lakh towards energy conservation and energy-efficiency initiatives.

The investments primarily relate to energy-efficient machinery/equipment, renewable energy

initiatives, electrical efficiency measures and other measures aimed at reducing energy consumption and improving operational efficiency.

B. TECHNOLOGY ABSORPTION

I. Efforts made towards technology absorption

The Company continues to adopt and absorb contemporary technologies with a focus on improving manufacturing efficiency, product development, business intelligence, inventory management and customer engagement.

The major initiatives undertaken/continued during the year include:

1. Digitalisation and Business Intelligence:

The Company continued to strengthen its digital infrastructure through the use of Business Intelligence (BI) tools and enhanced utilisation of its SAP S/4HANA ERP platform. These initiatives facilitate integration and analysis of operational, sales, inventory and financial data and provide management with timely and actionable information for informed decision-making.

2. Data-driven planning and analytics:

The Company continued to leverage data analytics for demand forecasting, inventory optimisation, sales analysis and business planning. These capabilities support improved alignment of production and inventory with market demand and contribute to better utilisation of resources.

3. Technology-enabled merchandising and assortment planning:

The Company continued to strengthen merchandising and assortment planning through technology-enabled tools and data analytics. These initiatives assist in analysing consumer preferences, regional demand patterns, product performance and stock movement, thereby supporting more effective assortment planning and product placement.

4. Automation and advanced manufacturing technology:

The Company continued to adopt advanced machinery and automation in its manufacturing



operations with the objective of improving productivity, precision, quality consistency, material utilisation and energy efficiency.

5. Digital and emerging technologies:

The Company is also evaluating emerging technologies, including Artificial Intelligence (AI), advanced analytics, digital design and omni-channel solutions, wherever relevant, with the objective of improving operational efficiency, product development, customer experience and responsiveness to changing market requirements.

II. Benefits derived like product improvement, cost reduction, product development or import substitution

The adoption and absorption of technology have resulted in the following key benefits:

1. Improved monitoring and analysis of sales, production, inventory and operational data, resulting in faster and more informed decision-making.
2. Improved demand forecasting and inventory planning, contributing to better stock availability, reduction in inventory obsolescence and more efficient working capital utilisation.
3. Enhanced manufacturing productivity, precision and consistency through adoption of advanced machinery and automation.
4. Reduction in material wastage and improved resource utilisation through advanced cutting and manufacturing technologies.
5. Improved energy efficiency and optimisation of power consumption through adoption of modern and energy-efficient equipment.
6. Enhanced merchandising and assortment planning based on consumer preferences, regional demand and product performance, supporting improved sell-through and product acceptance.
7. Faster response to changing consumer preferences and market trends through increased use of data-driven product and business planning.

8. Greater integration of business processes through SAP S/4HANA, BI and other digital tools, resulting in improved coordination and operational control.

III. Imported Technology

Technology imported during the last three years reckoned from the beginning of the financial year: NIL

- (a) Details of technology imported: NIL
- (b) Year of import: N.A.
- (c) Whether the technology has been fully absorbed: N.A.
- (d) If not fully absorbed, areas where absorption has not taken place and reasons thereof: N.A.

IV. Expenditure incurred on Research and Development

The Company has not incurred any significant capital expenditure specifically towards Research and Development activities during the year under review. However, the Company incurred approximately ₹80 lakh towards recurring expenditure relating to product development, process improvement and other development activities.

Such expenditure represents approximately 0.11% of the turnover of the Company for the year under review.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, the Company earned foreign exchange amounting to ₹2,132.85 lakh (Previous Year: ₹2,828.26 lakh) and utilised foreign exchange amounting to ₹ 2,411.50 lakh (Previous Year: ₹1,980.91 lakh).

**For and on behalf of the
Board of Directors**

Anupam Bansal
Chairman of the Meeting
DIN: 00137419

Place: New Delhi

Dated: Monday, 10th August, 2026

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2026



[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

Liberty Shoes Limited

(CIN: L19201HR1986PLC033185)

Liberty Puram, 13 Milestone,

GT Karnal Road, Kutail,

P.O. Bastara, Karnal, Haryana

We have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **Liberty Shoes Limited** (hereinafter called "the Company") for the financial year ended on March 31, 2026. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that

- a) Maintenance of secretarial records are the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion;
- c) We have not verified the correctness and appropriateness of the financial statements of the Company;

- d) Wherever required, we have obtained the management representation about the compliances of laws, rules and regulations and happening of events etc.;
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis;
- f) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- g) Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
- h) We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 according to the provisions of:
 - (i) The Companies Act, 2013 (the "Act") and the rules made there under;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;



- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (wherever applicable);
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Insider Trading Regulations");
 - (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 & 2018;
 - (d) *The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2011;
 - (e) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2011;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2011;
 - (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
 - (i) The Securities and Exchange Board of India (Listing obligations and Disclosures requirements) Regulations, 2015 ("SEBI LODR Regulations").

***No event took place under these regulations during the Audit period.**

- (vi) The Company is engaged in the business of manufacturing and trading of footwear, accessories and lifestyle products through its retail, E-commerce and wholesale network and is having its plants at Karnal, Libertypuram & Gharaunda in Haryana, Roorkee in Uttarakhand and Ponta Sahib in Himachal Pradesh. As informed by the Management, there is no sector specific law applicable to the Company.

We have also examined compliance with the applicable clauses of the Secretarial Standard on Meetings of the Board of Directors and on General Meetings issued by the Institute of Company Secretaries of India, with which the Company has generally complied with.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines to the extent applicable, as mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes that took place during the year under review in the composition of the Board of Directors were carried out in compliance with the provisions of the Companies Act, 2013.

Adequate notices were given to all directors of the Board Meetings; agenda and detailed notes on agenda are sent in advance of the meetings in compliance of the Secretarial Standards on Meetings of Board of Directors and provisions of the Companies Act, 2013. During the year under consideration, the Company has convened few meetings at shorter notice duly complying with the provisions of the Secretarial Standards on Meetings of Board of Directors and provisions of the Companies Act, 2013. The Company has a system in place for seeking and obtaining further information and clarifications on the



agenda items before the meeting for meaningful participation at the meeting.

Board decisions are carried out with majority consent and the dissenting views were captured and recorded as part of the minutes, where ever given by Board members.

We further report that there are systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines which needs to be strengthened.

We, further report that during the audit period there were no specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards have taken place.

NOTE: This report is to be read with our letter of even date which is annexed as **"ANNEXURE A"** and forms an integral part if this report.

**For JVS & Associates
Company Secretaries**

Jyoti Sharma
(Proprietor)

Practicing Company Secretary
FCS No. 8843; CP No.10196
Firm Registration No.: I2011DE848300
Peer Review No: 6822/2025
UDIN: F008843H000381963

Place: New Delhi
Date: 16.05.2026

Annexure A



To,

The Members

Liberty Shoes Limited

(CIN: L19201HR1986PLC033185)

Liberty Puram, 13 Milestone,

GT Karnal Road, Kutail,

P.O. Bastara, Karnal, Haryana

Our report of even date is to be read along with this letter.

- (1) Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on my audit.
- (2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.
- (3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

- (4) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- (5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- (6) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management as conducted the affairs of the company.

For JVS & Associates
Company Secretaries

Jyoti Sharma
(Proprietor)
Practicing Company Secretary
FCS No. 8843; CP No.10196
Firm Registration No.: I2011DE848300
Peer Review No: 6822/2025
UDIN : F008843H000381963

Place: New Delhi
Date: 16.05.2026

CORPORATE GOVERNANCE REPORT



1. Company's philosophy on Code of Governance

Liberty's Corporate Governance Philosophy is firmly anchored in its core values of Quality, Trust, Leadership, and Excellence. The Company is committed to maintaining the highest standards of integrity, ethical conduct, transparency, accountability, and fairness in all aspects of its business operations. It firmly believes that good corporate governance is fundamental to enhancing long-term shareholder value while safeguarding the interests of all stakeholders.

The Company places significant emphasis on timely and accurate financial reporting, operational excellence, prudent risk management, effective internal controls, and a clear distinction between ownership and management. Its governance framework is designed to facilitate informed decision-making, strategic planning, sustainable business growth, and compliance with all applicable statutory and regulatory requirements, ensuring adherence not only to the letter of the law but also to its underlying spirit.

Liberty continuously endeavours to strengthen its governance framework by adopting best governance practices and aligning itself with evolving regulatory requirements, industry benchmarks, and stakeholder expectations. The Board of Directors provides strategic direction and oversight, while the Management is responsible for implementing policies and conducting the Company's affairs in a transparent, responsible, and efficient manner.

The Company has established robust systems for monitoring compliance with applicable laws, regulations, internal policies, and ethical standards. Any instances of non-compliance or deviations from approved governance practices are promptly reported to the Board of Directors or the Management Committee, as appropriate, and necessary corrective, preventive, and disciplinary actions are taken to ensure accountability and continuous improvement.

Liberty believes that empowered leadership, supported by clearly defined roles, responsibilities,

and accountability, is essential for creating sustainable value. The Board and Management are committed to fostering a culture of integrity, innovation, responsibility, and performance excellence, enabling the Company to identify emerging opportunities, effectively manage risks, and deliver consistent value to shareholders, customers, employees, business partners, and the community at large.

Through its unwavering commitment to sound corporate governance, Liberty strives to reinforce stakeholder confidence, enhance organisational resilience, and create sustainable long-term value while conducting its business in a fair, ethical, and socially responsible manner.

2. BOARD OF DIRECTORS

(a) Composition and Category of Directors

The Board of Directors is entrusted with the overall responsibility of the management, affairs and performance of the Company and has been authorized with the requisite powers. Liberty Board is a balanced Board, comprising Executive and Non Executive Directors. The Non Executive Directors include independent professionals and entrepreneurs having understanding of diversified Industries and the overall administration. Your Company also has a Woman Independent Director which brings diversity on the Board.

In order to effectively discharge its duties, it is necessary that the Board collectively holds the appropriate balance of skills and experience. The Board seeks a complementary diversity of skills and experience across its members. The table below summarizes the key qualifications, skills, expertise and competencies possessed by Directors of the Company.

As on date of this report, the Board of Directors of the Company comprises of 8 (Eight) Directors including (1) one woman Independent Director, out of which 4 (Four) are Executive Directors and 4 (Four) are Non Executive Independent Directors. Out of the said 4 Executive Directors, 3 represents Promoter group of the Company.



Structure of Board as on date of this report:

Category	Number of Directors
Executive Directors	4
Non-Executive Independent Directors	3
Non-Executive Independent Woman Director	1
Total Directors	8

Number of Board Meetings

Board convenes quarterly meetings, with a maximum time gap of 120 days between each meeting, to conduct comprehensive reviews and discussions on various agenda items, including the mandatory information specified in Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In addition to regularly scheduled meetings, the Board holds additional meetings whenever the need arises and is deemed appropriate.

Furthermore, in situations of urgency or emergency, the Board also passes resolutions via circulation. However, no resolution has been passed by circulation during the financial year under consideration.

Under the Chairmanship of Sh. Shammi Bansal, Executive Director, the Board meetings held on April 18 2025, May 28, 2025, August 06, 2025, October 17, 2025 and under the Chairmanship of Sh. Anupam Bansal, Executive Director, the Board Meeting held on February 13, 2026.

Executive Directors carry out their responsibilities in accordance with the authority granted to them and the primary responsibilities assigned to them in the relevant Service Contracts, and they do so in a way that has been approved by the Company's Members in accordance with the Corporate Governance procedures that the Company uses to carry out the business that has been granted authorization. As a result, the Board of the Company creates yearly operational plans, budgets, and policies in line with the Company's goal for its productivity and profitability.

None of the Directors of the Company has any other material pecuniary relationship with the Company.

In pursuance of Para C (2), Schedule V to the Listing Regulations, the Board has identified the core skills/expertise/competencies that are desirable for the Company to function effectively in the context of its business of the Company and its Sector. These core skills/expertise/competencies are actually available with the Board in the following manner:

Area	Core skills/expertise/competencies in specific functional area	Name of the Directors As on March 31, 2026
Diversified Leadership, Business strategies and Planning	Diversified experience in leading well governed large organizations with an understanding of complex business and regulatory environment, accountability, strategic Planning with future vision, having decision making capabilities, ability for innovation, ability to analyse future business opportunities and decide business combinations, ability to conceive and conceptualize new business ideas, set up new ventures and business units, cross boarder dealings and ability to set up International business and Export related management, strategies business operations and development of new business processes.	Sh. Shammi Bansal Sh. Adish Gupta Sh. Anupam Bansal Sh. Piyush Dixit Sh. Anand Das Mundhra Sh. Neeraj Kumar Jindal



Finance, Legal and Regulatory Compliance	Leadership experience in handling financial management, risk management, development governance practices, Creating value through Intellectual Property Rights, maintaining management accountability, ability to understand commercial, & inancial matters, ability to handle legal issues and regulatory compliances	Sh. Shammi Bansal Sh. Anupam Bansal Sh. Ashok Kumar Sh. Piyush Dixit Sh. Anand Das Mundhra Sh. Neeraj Kumar Jindal
Production development, and Manufacturing	Experience of production development, ability to select appropriate product and Raw material mix, manufacturing of higher qualitative products, ability to introduce new and innovative production processes and modern technologies	Sh. Shammi Bansal Sh. Adish Gupta Sh. Anupam Bansal
Sales, Marketing & Branding	Experience of accomplishing Sales, understanding of market and consumers, Marketing strategies, Understanding of Domestic and International fashion trends, branding strategies, merchandising strategies and business promotion programmes	Sh. Shammi Bansal Sh. Adish Gupta Sh. Anupam Bansal Sh. Piyush Dixit Sh. Anand Das Mundhra
Business Administration, Crisis management and Human Resource Management	Experience in development of good administration practices for complex businesses and environment, ability of problem solving and management of crisis, , Integrity and ethical standards , Mentoring abilities, identifying best Human Resource practices Public Relations and Liasoning and implementation, ability to handle administration and Human Resource related issues and ensuring related regulatory compliances	Sh. Shammi Bansal Sh. Adish Gupta Sh. Anupam Bansal Sh. Ashok Kumar Dr. Sujata Sh. Piyush Dixit Sh. Anand Das Mundhra Sh. Neeraj Kumar Jindal

Details of Directors Attendance, Shareholding and other Directorships/ Committee memberships

In accordance with Regulation 26 of the Listing Regulations, it is confirmed that no Director serves on more than ten board-level committees or acts as Chairman for more than five committees (specifically considering the Audit Committee and Stakeholders' Relationship Committee) across all public limited companies (listed or unlisted) in

which they hold a directorship. As per Regulation 17A of the Listing Regulations, no Director of the Company holds directorship in over seven listed companies, and if serving as a Whole-Time Director/ Managing Director in any listed company, doesn't hold the position of Independent Director in more than three listed companies. All Directors have provided updates on their directorships, committee memberships/chairmanships, and any changes therein.



The name and categories of the Directors, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) together with particulars of their Directorship and Chairmanship/ Membership of Board Committees in various other Companies as on 31st March, 2026 are given as under:

Sr. No.	Name of the Director(s)	Director Identification No. & Category of Directorship	No. of Board Meetings held & attended	Attendance at the last AGM	No. of other Directorship as on 31 st March, 2026	No. of Committee		List of Directorship held in Other Listed Company and Category
						Member-ship	Chairman-ship	-
1	Sh. Shammi Bansal	00138792 / Promoter & ED	5(4)	Yes	1	-	-	-
2	Sh. Adish Gupta	00137612/ Promoter & ED	5(5)	Yes	3	-	-	-
3	Sh. Anupam Bansal	00137419/ Promoter & ED	5(5)	Yes	4	-	-	-
4	Sh. Ashok Kumar	06883514 /ED	5(5)	Yes	-	-	-	-
5	Sh. Piyush Dixit	03514223 / NED (I)	5(5)	Yes	1	-	-	-
6	Sh. Anand Das Mundhra	00167418/NED (I)	5(5)	Yes	6	-	-	-
7	Dr. Sujata	09289128 / NED (I)	5(2)	No	-	-	-	-
8	Sh. Neeraj Kumar Jindal*	00054885 / NED (I)	5(1)	No	7	-	-	1

•Note: 1. 'ED' refers to Executive Director, and 'NED (I)' denotes Non-Executive Independent

*(Appointed as Non-Executive Independent Director w.e.f. 28th May 2025)

Cessation from the office of Directors

During the financial year, 2025-26 following Director ceased to be the Director of the Company:

Sh. Gautam Baid (DIN: 00021400), Independent Director of the Company ceased to be director of the Company w.e.f. 4th April 2025 due to his sudden and untimely demise.

The Board placed on record its heartfelt condolences on the sudden and untimely demise of Sh. Gautam Baid. The Board deeply appreciated his valuable contribution during his association with the Company.

Appointment of Dircteurs

During the financial year, 2025-26 and following Director was appointed as Director of the Company:

Sh. Neeraj Kumar Jindal (DIN: 00054885), appointed as Independent Director of the Company w.e.f. 28th May, 2025

The particulars of senior management as per Regulation 16(1) (d) of the Listing Regulations including the changes during the financial year 2025-26 are as follows:

As on March 31, 2026, the following officials of the Company are categorised as Senior Management in terms of provisions of the SEBI Listing Regulations.



Name	Designation
Sh. Sunil Bansal	President
Sh. Raman Bansal	Chief Operating Officer*
Sh. Vivek Bansal	President
Sh. Ayush Bansal	Vice President
Sh. Manan Bansal	Vice President
Sh. Vaibhav Bansal	Vice President
Sh. Ruchir Bansal	Vice President
Sh. Pulkit Bansal	Vice President
Sh. Akshat Gupta	Vice President
Sh. Aaryan Bansal	Vice President
Sh. Munish Kakra	CFO and Company Secretary
Sh. Tarunjay Bharti	Deputy CFO
Sh. Rajeev Sharma	Deputy Company Secretary
Sh. Ram Prakash	Head-IT
Sh. S.K. Saini	CFO-Retail Division
Sh. Ankur Gulyani	Head Merchandiser
Dr. Namita Anand	Head-Institution Sales
Sh. Lokesh Mishra	Head –Retail Sales
Sh. Ramnath Verma	Head-Distribution Sales
Sh. Ashok Chawla	Head-Production Planning and controlling
Sh. JaswantKumar	Head-Logistics
Sh. Ashish Khandelwal	Senior Commercial Manager –Ecommerce

***Appointee Executive Director w.e.f. 10th August, 2026**

Change during the Financial Year 2025-26

Name	Effective Date
Resignation:	
Sh. Manu Verma	31 st March, 2026
Appointment(s):	
Sh. Vaibhav Bansal	6 th August, 2025
Sh. Ruchir Bansal	6 th August, 2025
Sh. Pulkit Bansal	6 th August, 2025
Sh. Akshat Gupta	6 th August, 2025
Sh. Aaryan Bansal	6 th August, 2025



(b) Board's Process

In accordance with the legal requirements and to review as well as to analyze the performance of the Company at regular intervals, the Board of Directors meet for a minimum of four pre scheduled Meetings during each year.

Additional Meetings of the Board are held when deemed necessary by the Board to address the specific needs of the Company, if any. Apart from the Board of Directors, the various Heads of Departments, Internal Auditors and Statutory Auditors of the Company are also invited at the Board Meeting to oversee the related matters requiring discussion/approval/ decision of the Board. Detailed agenda papers along with explanatory notes and necessary documents and information, in defined Agenda format, are timely circulated to the Board of Directors in advance for facilitating meaningful and focused decision at the Meeting of the Board and Committees thereof. All material information is incorporated in the Agenda papers in order to have an overview of the business proposed to be considered at the Meeting(s). If it is not feasible to send the each and every document along with the Agenda, the same are placed before Members present at the Meeting with specific reference to this effect in Agenda. All the additional or supplementary item(s), not referred in Agenda, are considered after obtaining the due permission at the Meeting.

However, in case of business exigencies or urgencies, the resolutions are passed by way of circulation, except for the matters which are required to be passed only at a Board meeting(s) in terms of the provisions of Companies Act, 2013.

Apart from statutory matters, all major policy decisions, evaluation of internal management procedures, budgetary decisions, business strategies and risk management practices are placed before the Board. Further, the information as required under Regulation 17 (7) read with Schedule-II, Part-A of SEBI (Listing Obligations

and Disclosure Requirements), Regulations, 2015 is periodically placed before the Board/ Board Committees.

The Board has also constituted 5(five) Board level committees namely Audit Committee, Management Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee which function as per the terms of references decided by the Board from time to time.

Company Secretary & Compliance Officer of the Company conducts all the Meetings of Board/ Board Committees and records the Minutes of the proceedings of each Board and Committee Meeting and final Minutes are entered in the respective Minutes Book(s) within the stipulated period, if any, in compliance with the provisions of the Companies Act, 2013, Secretarial Standards-1 on Board Meetings and other regulatory enactments. In addition to above, all the actions taken in respect of important matter(s) discussed in the previous Meetings are placed at the immediately succeeding Meetings for the purpose of follow up and reviews. The draft minutes are circulated to the Directors for their comments, if any on the same and after incorporating their comments, copy of signed minutes are provided to the directors for their confirmation in compliance with applicable provisions of Secretarial Standards on Board meetings.

(c) Board Meetings

During the financial year 2025-26, 5(Five) Board Meetings were held viz. on April 18 2025, May 28, 2025, August 06, 2025, October 17, 2025 and February 13, 2026. The annual calendar of meetings is broadly determined at the beginning of the year. The Board periodically reviews the compliance reports of all laws applicable to the Company. The maximum interval between any two Board Meeting(s) was not more than 120 days prescribed under Section 173 of the Companies Act, 2013 and Regulation 17(2) of



SEBI LODR Regulations, 2015. In accordance with Regulation 26 of the Listing Regulations, none of the Directors are members in more than 10 committees excluding private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 or act as Chairperson of more than 5 committees across all listed entities in which he/she is a Director. The Audit Committee and Stakeholders' Relationship Committee are only considered in computation of limits. Further all Directors have informed about their Directorships, Committee Memberships/ Chairmanships including any changes in their positions. Necessary disclosures regarding committee positions in other public Companies as on March 31, 2026 have been made by the directors.

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, any of the Whole Time Directors of the Company does not serve as an Independent Director in any listed entity. The Board periodically reviews compliance reports of all applicable laws to the Company, prepared by the Company.

Post-Meeting Follow up system

After the Board meeting, Liberty have formal system of follow up, review and reporting on actions taken by the management on the decisions of the Board and Committees of the Board.

(d) Independent Directors and Familiarization Programme

In the opinion of the Board of Directors, all the Independent Directors of the Company are satisfying the requirements as specified under Section 149(6) of the Companies Act, 2013 ('Act') read with Schedule IV of the Act and in the Regulation 25 and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to qualify to act as Independent Directors of the Company and are independent of the Management.

Further, the Independent Directors actively participate in the Meetings held from time to time for providing the necessary guidance/ suggestions for protecting the interest of investors/stakeholders.

The suggestions received from the Independent Directors are suitably observed by the management for its beneficial implementation. All the Non Executive Independent Directors propose to be appointed/existing on the Board have given a declaration under Section 149 (7) that he/she meets the criteria of Independence as provided in Section 149 (6) of the Companies Act, 2013 and also under Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Tenure of Independent Directors

Pursuant to Section 149(10) & (11) of the Act, the terms of service for Independent Directors are outlined as follows:

- Dr. Sujata (DIN 09289128) was re-appointed as Independent Director for a term of three consecutive years, starting from September 29, 2024 to September 28, 2027.
- Sh. Piyush Dixit (DIN. 03514223) was appointed as Independent Director for a term of three consecutive years commencing from August 11, 2023 and concluding on August 10, 2026. The Board of Directors in their meeting held on 10th August, 2026 re-appointed him as Independent Director for a further period of three consecutive years commencing from August 11, 2026 to August 10, 2029, subject to approval of shareholders in the forthcoming Annual General Meeting.
- Sh. Anand Das Mundhra (DIN. 00167418) was appointed as Independent Director for a term of three consecutive years commencing from August 11, 2023 and concluding on August 10, 2026. The Board of Directors in their meeting held on 10th August, 2026 re-appointed him as Independent Director for a further period of three



consecutive years commencing from August 11, 2026 to August 10, 2029, subject to approval of shareholders in the forthcoming Annual General Meeting.

- Sh. Neeraj Kumar Jindal (DIN: 00054885) was appointed as Independent Director for a term of three consecutive years commencing from 28th May 2025 and concluding on 27th May 2028

The Non-Executive Independent Directors do not have any pecuniary relationships or transactions either with the Company or with the Promoters/Directors/Senior Management that may affect their judgment in any manner other than sitting fees drawn by the Non Executive Independent Director for attending the meetings of the Board and its Committees and other out of pocket expenses.

The terms and conditions of appointment of the Independent directors are disclosed on the website of the Company.

Meeting of Independent Directors

During the year under consideration a separate meeting of the Independent directors was held on 13th February, 2026. In accordance with the Listing Regulations, read with Section 149 (8) and Schedule-IV of the Act, following agenda inter-alia to evaluate the performance of the Board, its Committees, Chairman, individual Directors of the Company and to assess the quality, quantity and timeliness of flow of information between the company management and the Board. The meeting was attended by all the independent Directors.

Familiarization Programme for Independent Directors

In order to encourage active participation of Independent Directors and in order to understand the business environment, the Company has been familiarizing the Independent Directors on its Board with detailed presentations by its business functional heads on the Company operations, strategic business plans, new products and technologies, including significant aspects of the Industry and its

future outlook. Once appointed, the Non Executive & Independent Directors undergo the familiarization program of the Company. The Non executive & Independent Directors are also provided with financial results, internal audit findings and other specific documents as sought from time to time. They are also made aware of the various Policies and Code of Conduct and business ethics adopted by the Board. Details of familiarization programs extended to the Non Executive & Independent Directors during the year are disclosed on the Company website <https://www.libertyshoes.com/sites/default/files/2026-07/Familirisation.program.pdf>. Further at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a director.

The template of the letter of appointment is available on Company's website at <https://www.libertyshoes.com/terms-of-appointment-of-Independent-directors>.

(e) Non-Executive Directors' compensation and disclosures

Non-Executive Independent Directors are eligible for sitting fees & commission not exceeding the limits prescribed under the Companies Act 2013. During the financial year 2025-26, Rs.6,25,000/- was paid as sitting fees to Non executive Independent Directors for attending the Meeting of the Board and Audit Committee Meeting. Further, no sitting a fee has been paid to Executive Directors for attending the Board/ Committee thereof, in accordance with the respective Service Agreement entered in to with them. Further, the Company till date has not offered Equity Shares under stock option scheme to the Directors/Employees of the Company.

(f) Code of Conduct

The Board of Directors of the Company has adopted the 'Code of Conduct' for all the Board Members and designated members of Senior Management of the Company. All the members



of the Board and designated members of Senior Management have complied with the Code of Conduct. The duties of independent Directors of the Company were incorporated in the Code to make it more robust. Details of the Code are available on the website of the Company viz. <https://www.libertyshoes.com/sites/default/files/202510/Cod of conduct of Board Members and senior Management Personnel.pdf>.

Annual Declaration by the Chief Executive Officer (CEO) pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V to the said Regulations:-

To,
The Members of
Liberty Shoes Ltd.

As an Executive Director of Liberty Shoes Ltd. and as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the said Regulations, I hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2026.

Anupam Bansal
Chairman of the Meeting
DIN: 00137419

(g) Brief particulars of the Directors, whose candidature are proposed for appointment/ re- appointment in the forthcoming Annual General Meeting:

(i) Brief particulars of Sh. Ashok Kumar (DIN: 06883514) and Sh. Anupam Bansal (DIN: 00137419), who will be retiring by rotation and being eligible, offers themselves for the re-appointment in the ensuing Annual General Meeting:

- Sh. Ashok Kumar (06883514) 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. He do not belongs to promoter group of the Company and do not holds Equity Shares in the Copmpany.
- Sh. Anupam Bansal (DIN: 00137419), aged 53 years, has been serving as an Executive Director of the Company since 29th May, 2024. Prior to this appointment, he was leading the Company's Retail Division, along with overseeing Marketing and Brand Management. Earlier, he held the position of Managing Director at M/s Liberty Retail Revolutions Limited (LRRL), a former wholly owned subsidiary of the Company. His association with Liberty Shoes Limited and LRRL dates back to 2004, reflecting a long-standing and deep involvement with the Liberty brand. With more than 20 years of rich experience in the footwear industry, Sh. Bansal has demonstrated outstanding capabilities in driving retail growth. His strategic and contemporary approach to sales, marketing, and brand development has made a significant impact on the Company's progress and market positioning. He holds 5,55,605 equity shares in the Company and is part of its Promoter Group.

(ii) Brief particulars of Sh. Piyush Dixit (DIN. 03514223) and Sh. Anand Das Mundhra (DIN. 00167418), who will be re-appointed as Independent Director in the ensuing Annual General Meeting:

- Sh. Piyush Dixit (DIN. 03514223) aged about 53 years, Bechelor of Engineering, has been associated with Company since August 11, 2023 as an Independent Director. He is the founder & CEO of Unicef Corporation Pvt. Ltd,



a technology Solutions Company engaged primarily in the telecommunications and power-conditioning sectors. He is having 32 years of Industry experience sprawling in to Core manufacturing, Automobiles, Consumer Durables and Telecom sectors. Being a successful entrepreneur, he is having vast experience, knowledge and administrative and managerial skills. Initially he was appointed as Independent Director for first term of three consecutive years commencing from August 11, 2023 and concluding on August 10, 2026. Considering his skills, knowledge, education, experience and also independent relationship, on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 10th August, 2026 re-appointed him as Independent Director for a further period of three consecutive years commencing from August 11, 2026 to August 10, 2029, subject to approval of shareholders in the forthcoming Annual General Meeting.

- Sh. Anand Das Mundhra (DIN. 00167418) aged about 60 years, Commerce Graduate, has been associated with the Company since August 11, 2023 as Independent Director. He is associated with Shree Nursingsahay Mudungopal (Engineers) Pvt. Ltd., New Delhi, a company established in 1949 and provides solutions primarily for power generation, transmission and distribution. He is having extensive knowledge and broader experience in Business development. Being a successful entrepreneur, he is having vast experience, knowledge and administrative and managerial skills. Initially he was appointed as Independent Director for first term of three consecutive years commencing from August 11, 2023 and concluding on August 10, 2026. Considering his skills, knowledge, education, experience and also independent relationship, on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held

on 10th August, 2026 re-appointed him as Independent Director for a further period of three consecutive years commencing from August 11, 2026 to August 10, 2029, subject to approval of shareholders in the forthcoming Annual General Meeting.

(iii) Brief particulars of Sh. Raman Bansal (DIN. 00137826), who will be appointed as Executive Director in the ensuing Annual General Meeting:

Sh. Raman Bansal (DIN: 00137826), aged about 64 years, has been associated with the Company for over three decades and is presently serving as the Chief Operating Officer (COO) of the Company. He is responsible for overseeing the outsourcing purchase of footwear, distribution, marketing and retail network of the Company. He is also spearheading the Sales function of the Company and plays a key role in strengthening and expanding the Company's sales, distribution and retail network. After completing his Bachelor of Arts degree, he pursued further studies abroad and obtained a degree in Footwear Designing from the renowned ARS SITPROA Institute.

- On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 10th August, 2026 appointed him as Executive Director for a period of three consecutive years commencing from August 10, 2026 to August 9, 2029, subject to approval of shareholders in the forthcoming Annual General Meeting. The Special resolution for his appointment is being proposed through Notice of ensuing Annual General Meeting for the approval of shareholders. He holds 2,35,360 equity shares in the Company and is part of its Promoter Group. He is also the immediate relative of Sh. Anupam Bansal, Executive Director of the Company.

Brief profile of above Directors, nature of their expertise in specific functional areas and names of Companies in which they



hold directorships and Chairmanships of committees, shareholding and relationships between directors inter se as stipulated under Companies Act, 2013, Listing Regulations and Secretarial Standards, are provided in the Annexure A to the Notice of AGM.

3. Committee(s) of the Board

In order to comply with the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of Your Company has constituted the following Statutory Committees:

- a. Audit Committee;
- b. Nomination and Remuneration Committee;
- c. Stakeholders' Relationship Committee;
- d. Management Committee; and
- e. Corporate Social Responsibility Committee

The frequency of meetings for these Committees is determined by the Board of Directors in consultation with the CFO & Company Secretary and the respective Committee Chairpersons subject to the adhering prescribed provisions of Statutory Acts. The Committees, comprising both Executive and Non-Executive Directors, including invitees such as independent professionals, entrepreneurs and senior Officials of the company with diverse industry knowledge and overall expertise, provide their recommendations to the Board for approval.

The Board of the Company has constituted different Committees of the Board to have the focused attention on the business of each aspect of the Company's working. The Minutes of the Meetings of respective Committees are timely placed before the Members of the Committees and before the Members of the Board of Directors of the Company for their information and consideration. The terms of reference of the Board committees are determined by the Board

from time to time. The role and composition of these Committees, including the number of meetings held during the financial year 2025-26 and the related attendance, are given hereunder:

(a) Audit Committee

The Board of Directors of the Company has constituted an Audit Committee in the year 2001 in compliance with the provisions of Listing Agreement & Section 292A of the Companies Act, 1956 and reconstituted from time to time.

The Audit Committee, its composition and Terms of reference meets the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 each as amended from time to time.

The brief description of the terms of reference of the Audit Committee as approved by the Board from time to time is as under:

- Review the annual financial statements with the management with primary focus on matters required to be included in the Directors' Responsibility Statement, changes, if any in accounting policies and practices and reasons thereof, compliance with accounting standards and guidelines of stock exchange(s), major accounting entries & related party transactions;
- Review of the quarterly and annual financial results/statements before submission to the Board for their approval together with quarterly and annual financial results of the subsidiary company.
- Review and assessment of the effectiveness of systems of internal financial control, risk management and compliance control with management and auditors.
- Recommendation of appointment, re-appointment, replacement and removal of the internal auditors, cost auditors and statutory auditors of the Company, fixation



of audit fees and approving payments for any other services.

- Assessment of the independence and performance of the auditors and effectiveness of audit process.
- Review of the management discussions and analysis of financial conditions and results of the operations.
- Valuation of undertakings or assets of the Company, wherever necessary.
- Scrutiny of inter-corporate loans and investments.
- Reviewing the adequacy of internal audit function including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Reviewing, with the management, performance of the statutory and internal auditors, adequacy of the internal control systems.
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in this matter.
- Review of the reports of statutory and internal auditors and discussion about their findings with the management and suggesting corrective measures wherever necessary.
- Reviewing the findings of any internal investigations by the internal auditors in to matters where there is suspected fraud or

irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

- Look into the reasons for substantial defaults, if any, in the payment of creditors of the Company and any substantial defaults, if any, made by the debtors of the Company along with the reasons thereof.
- Review of prevailing accounting policies and compliances with regard to statutory requirements.
- Periodical review of related party transactions carried out by the Company and approval or any subsequent modification of transactions of the Company with related party.
- Approving the appointment of the CFO before finalization of the same by the management. Further while approving the appointment, it shall assess the qualifications, experience and background etc. of the candidate.
- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Ensuring the compliance of the provisions of Listing Regulations laid down by the Stock exchange(s)/SEBI and legal requirements concerning financial statements.
- Discussing with external auditors before audit is commenced the nature and scope of audit as well as having post-audit discussions to ascertain areas of concern, if any.
- To review the functioning of the Whistle Blower mechanism.
- To approve and review the related party transactions of the Company and to make criteria for approving the same.



- To review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary existing and future exceeding the threshold limits as provided under the SEBI Guidelines.
- Any other matter referred to the Audit Committee by the Board of Directors of the Company. In addition, the Audit Committee also mandatorily reviews the following:
- Management Discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters/letters of Internal control weakness, if any, issued by the Statutory Auditors;
- Internal audit reports relating to internal control weakness; and the appointment, removal and terms of remuneration of the Internal Auditor.

Composition, Name of Members and Chairman and Attendance during the year

Meetings held during the year

The Members of Audit Committee of the Board comprise of one Executive Director and two Non-Executive Independent Directors. During the financial year 2025-26, 6 (Six) Audit Committee meetings were held on April 18, 2025, May 28, 2025, August 06, 2025, October 17, 2025, February 13, 2026 and March 31, 2026. Sh. Anand Das Mundhra chaired the meetings of all Audit Committee held during the year under consideration. The time interval separating two successive meetings was less than one hundred and twenty days.

Sh. Munish Kakra, CFO & Company Secretary has been appointed as Secretary of the Audit Committee in pursuance to provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Members of the Audit Committee are "financially literate" as defined under Regulation 18 (1) (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Present composition of the Audit Committee and attendance at the meeting(s) held during the year are as under:-

Sr. No	Name of the Committee Member	Position	Category	No of Meeting(s) Held (Attended)
1	Sh. Anand Das Mundhra	Chairman	NED (I)	6(6)
2	Sh. Piyush Dixit	Member	NED (I)	6(6)
3	Sh. Anupam Bansal	Member	ED	6(6)
4	Sh. Munish Kakra	Company Secretary	Secretary	6(6)

The Annual Audited Financial Results of the Company for the year ended 31st March, 2026 were reviewed by the Audit Committee in its Meeting held on 26th May, 2026. Necessary Quorum was present in the Audit Committee Meetings.

The Statutory Auditors and Internal Auditors of the Company were invariably invited to attend the Meetings and also to participate in the deliberation(s) on the crucial issues wherever required.

(b) Nomination and Remuneration Committee

The Company has a duly constituted Nomination & Remuneration Committee, which among others is responsible for identifying and recommending persons who are qualified to become Directors or appointed as KMPs of the Company and laying down remuneration policy for the Directors, KMPs and other employees of the Company. Further, the Company seeks the expertise of the outside



consultants as and when needed for analyzing the policies of the Company in relation to appointment and payment of remuneration to Senior Level Executive(s) and Staff. Sh. Anand Das Mundhrais Chairman of the Committee w.e.f. June 01, 2024. The terms of reference of the Nomination and Remuneration Committee are stated as under and in lines with Regulation 19 (4) read with Schedule-II, Part-D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended:

1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;

- 2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- 3) devising a policy on diversity of Board of directors;
- 4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;
- 5) recommend that whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- 6) recommend to the board, all remuneration, in whatever form, payable to senior management of the Company.

Present Composition, Name of Members & Chairman and Attendance during the year

The following is the Constitution of the Nomination and Remuneration Committee:

Sr. No	Name of the Committee Member	Position	Category	No of Meeting(s) Held (Attended)
1	Sh. Anand Das Mundhra	Chairman	NED (I)	3(3)
2	Sh. Piyush Dixit*	Member	NED (I)	3(3)
3	Dr. Sujata	Member	NED (I)	3(1)
4	Sh. Munish Kakra	Company Secretary	Secretary	3(3)

*Appointed as Member w.e.f April 4, 2025

Meetings held during the year

During the financial year 2025-26, three meetings of the members of the Nomination and Remuneration Committee were held on April 18, 2025, May 28, 2025 and August 06, 2025.

Performance Evaluation of Directors and Performance Evaluation criteria for Independent Directors

The details of methodology and criteria adopted for the evaluation of Board, Committees thereof,

Individual Directors including Independent Directors have been provided in the Board's Report on page no. 46.

Nomination and Remuneration policy

The Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Board, has approved and adopted a Nomination and Remuneration Policy for Directors, KMPs and other employees. The Nomination and Remuneration Policy of the Company is reviewed by Nomination and Remuneration Committee of the



Board as and when the need arises and the required changes are made therein. The Nomination and Remuneration Policy has been formulated by the Committee by taking into account the financial position of the Company, trend in the Footwear Industry, appointee's qualification & experience including past performance & remuneration paid to the appointee(s). The above said Nomination and Remuneration Policy is available on the website of the Company viz. www.libertyshoes.com and set out in Annexure I of the Directors Report and is forming part of this report. The brief terms of reference for appointment/re-appointment, evaluation of performance and fixation of remuneration of directors and KMPs are as under:

- i. The appointment of Directors and KMPs of the Company and remuneration of new Directors on Board, Key Managerial Personnel and other employees shall be made on the basis of core competency, expertise, experience, qualification etc. and/or subject to the approval of the approving authority, wherever applicable.
- ii. Evaluation of the performance of the Executive Directors shall be based on the parameters such as accomplishment of assigned goals, their professional contributions towards the Company and the overall performance. On the basis of the evaluation, the remuneration of the Executive Directors will be determined.
- iii. Evaluation of the overall performance of the Non executive & Independent Directors of the Company shall be determined by the terms of the policy.
- iv. Remuneration of the Senior Management employees and Key Managerial Personnel will be fixed annually considering performance of the Company as well as their individual performance and achievements corresponding to their goals set during the year

Remuneration to Directors

Criteria for payment to Non-Executive Directors (NEDs)

The Non-executive Directors receives remuneration by way of sitting fee for attending meetings of the Board and Audit Committee thereof. The sitting fee to Non Executive Directors as determined by the Board is presently 25,000/- for attending each meeting of the Board and Audit Committee thereof.

The Board of Directors may review the amount of sitting fee and decide the same from time to time in terms of the provisions of Companies Act, 2013 and Listing Regulations. In terms of the provisions of Section 197 of the Companies Act, 2013, a Company may pay remuneration to its NEDs either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by other to the maximum of 1% or 3% of the net profits, as the case may be.

Thus, the basis of payment to the NEDs is the net profit of the Company. The Company is however not obligated to remunerate its NED.

Pecuniary relationship or transactions of the Non Executive Directors vis-à-vis the Company:-

Except as stated above, the Company has not carried out any transactions, whether material in nature or not, with the Non Executive Directors of the Company. Accordingly, no remuneration has been paid to Non Executive Directors during the year.

Criteria for payment to Executive Directors (EDs) and all elements of remuneration package of individual Director:

The remuneration paid to Executive Directors are recommended by the Nomination and Remuneration Committee and approved by the Board in the Board Meeting, subject to the subsequent approval by the shareholders at the General Meeting and such



authorities, as the case may be. The remuneration is fixed considering the various factors such as qualification, experience, expertise, prevailing remuneration in the industry and financial position of the Company. All the Executive Directors have been paid by way of remuneration on the basis of Company's policy in respect of payment of remuneration which involves the following elements of remuneration package:

Salary:

Consolidated monthly remuneration of ₹ 10,00,000/- per month to three Executive Directors each and ₹ 3,50,000/- per month to Sh. Ashok Kumar as an Executive Director.

Perquisites:

In addition to the aforesaid salary, the three Executive Directors are also entitled to perquisites like Company owned Motor car of value not exceeding

₹ 1.50 Crores along with Driver, fuel, maintenance, insurance and other related expenses, for use in performance of official duties, mobile phone re-imbursement for official communication, and gratuity as per the provisions of Gratuity Act, 1972 and Policy of the Company.

Perquisites are evaluated as per Income Tax Rules, 1962 wherever applicable, and in the absence of any such rules, perquisites are evaluated at actual cost; And Use of chauffeur driven car for official purpose and telephone/ mobile at residence and use of car for private purpose are billed by the Company to the Executive Directors.

Company's contribution to the provident fund and superannuation fund is in accordance with the rules of the Company.

Accordingly, during the financial year 2025-26, the following remuneration was paid to the Executive Directors of the Company:

Sr. No.	Name of Director	Designation	Salary*	Perquisites	Others	Sitting fees
1	Sh. Shammi Bansal*	Executive Director	84,00,000	As per Policy of the Company	As per Policy of the Company	NIL
2	Sh. Adish Kumar Gupta*	Executive Director	84,00,000			NIL
3	Sh. Anupam Bansal*	Executive Director	84,00,000			NIL
4	Sh. Ashok Kumar	Executive Director	42,00,000			NIL

*Increased from ₹ 48 Lakh per Annum to ₹ 120 Lakh per Annum w.e.f. 1st October, 2025.

Notes:

- The Company has so far not offered Equity Shares under stock option scheme to its Director(s)/ Employee.
- None of the Non-Executive Directors of the Company holds any Equity Shares in the Company.

▪ Service Contracts, Severance Fee and Notice period

The appointment of the executive director is governed by the resolutions passed by the Board and the shareholders of the Company which cover the terms and conditions of such appointment. The Nomination and Remuneration Committee satisfies itself with regard to the experience, qualification, past relationship/association of the Director with the Company etc.



The Committee also ensures that the candidates identified for appointment as Directors are not disqualified for appointment under Section 164 and other applicable provisions of the Companies Act, 2013. On the recommendation of Committee, the Board and shareholders approve the appointment of the Directors. At the time of appointment of Director, the Company executes a separate service agreement defining the remuneration, tenure, roles responsibilities, duties, functions, obligations and other terms and conditions of service of Directors.

In case of appointment of Independent Director, the Nomination and Remuneration Committee and Board ensure the below attributes/criteria, while recommending/appointing the Independent Directors:

- Qualification, expertise and experience of the directors in their respective fields,
- Personal, professional or business standing
- Diversity of the Board

The Committee/Board, while recommending/appointing an Independent Director, also ensures the criteria and tenure for which the Independent Director may be appointed as stated in the Companies Act, 2013 and the Listing Regulations including independent relationship of the Directors vis-à-vis the Company so as to enable the Board to discharge its functions and duties effectively. At the time of appointment of Independent Director, the Company issues letter of appointment to the Independent Directors incorporating their roles, duties, responsibilities etc.

In case of re-appointment of the Directors, the Committee/Board, besides above, also takes in to consideration the performance evaluation of the directors and their engagement level.

Each of our Executive Directors has signed service agreement containing the terms of their employment. There is no separate provision for payment of severance fee under the

resolution and service agreement governing the appointment of Executive Directors. With respect to notice period of directors, besides the provisions of service agreement, the statutory provisions will also apply.

The Service agreement may be terminated by either party after giving three months' notice in writing duly served on the other party.

c) Stakeholders Relationship Committee

Stakeholders Relationship Committee had been constituted by the Board of Directors and was delegated with the powers to handle all the shares related issues including timely redressal of shareholders and investors' complaints like non receipt of balance sheet, non-receipt of declared dividends etc. The Committee performs all its duties and discharges its responsibilities as per its charter fixed by the Board, which includes review of the performance of the Registrar and Share Transfer Agent of the Company and recommend measures to the Board for overall improvements in the quality of investors' services wherever required.

The terms of reference of the Stakeholders Relationship Committee is in lines with the provisions of Regulation 20(4) read with Part-D of the Schedule II of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 as amended and the brief of the same is as under:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.



- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company

During the year, the Committee met Four times May 28, 2025, August 06, 2025, October 17, 2025 and February 13, 2026.

Composition & Name of Non-Executive Director heading the Committee as of now is as under:

Sr. No	Name of the Committee Member	Position	Category	No of Meeting(s) Held (Attended)
1	Sh. Anand Das Mundhra	Chairman	NED (I)	4(4)
2	Sh. Anupam Bansal	Member	ED	4(4)
3	Sh. Adish Gupta	Member	ED	4(4)
4	Sh. Munish Kakra	Company Secretary	Secretary	4(4)

Name and designation of Compliance Officer

In accordance with the SEBI (LODR) Regulations, 2015, Sh. Munish Kakra, CFO & Company Secretary is the Compliance Officer of the Company and he acts as Secretary of the Committee. His contact details are as follows:

Liberty Shoes Ltd.

19th Floor, Magnum Global Park,
Tower -2, Golf Course Extension Road,
Sector-58, Gurugram, 122011, Haryana,
Ph.: 91-0124-4616200, Fax: 91-0124-4616222,
Email Id: munish@libertyshoes.com

Status of investor's Grievance/complaints received by the Company during the year ending 31st March, 2026 stood as under:

There were NIL investor's grievance / complaint were received during the Financial Year under consideration. All the references/ queries received from the shareholders or regulatory bodies during the year under review were resolved to their satisfaction. Apart from these references /queries, there is one pending case relating to dispute over

title to shares in which the Company has been made a party. However, the aforesaid case is not material in nature. There are 7(Seven) cases (involving 900 Equity Shares) concerning dispute over titles to Shares, are pending with the Company as on 31st March, 2026.

(d) Management Committee

The Company is having Management Committee for facilitation of various urgent and day to day discussion relating to operational matters. It also assist to the Board of Directors for various strategic discussion and implementation thereof.

Major risks that have been recognized by the companies and functions are systematically addressed by taking mitigation measures on a regular basis. In sessions of the Management Committee, several topics are covered.

During the year, the Members of the Management Committee met 5 times on April 10, 2025, May 22 2025, July 25 2025, Octobe 13, 2025 and January 19, 2026.



The composition of the Management Committee and attendance at the meeting(s) held during the year are as under:

Sr. No	Name of the Committee Member	Position	Category	No of Meeting(s) Held (Attended)
1	Sh. Shammi Bansal	Member	ED	5(5)
2	Sh. Adish Gupta	Member	ED	5(3)
3	Sh. Anupam Bansal	Member	ED	5(5)
4	Sh. Raman Bansal	Member	COO	5(4)
5	Sh. Munish Kakra	Company Secretary	Secretary	5(5)

(e) Corporate Social Responsibility Committee

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and rules made there under, the Corporate Social Responsibility Committee was constituted by the Board of Directors in their meeting held on 29th May, 2014 which has been reconstituted from time to time as per the requirement.

The Board has defined the terms of reference of the Corporate Social Responsibility Committee as under:

- formulating and recommending to the Board, Corporate Social Responsibility Policy and the

activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;

- recommending the amount of expenditure to be incurred on the activities undertaken;
- reviewing the performance of the Company in the area of Corporate Social Responsibility;
- monitoring Corporate Social Responsibility policy of the Company from time to time;
- such other functions as the Board may deem fit.

The present composition of the Committee is as under:-

Sr. No	Name of the Committee Member	Position	Category	No of Meeting(s) Held (Attended)
1	Sh. Shammi Bansal	Chairman	ED	1(1)
2	Sh. Adish Gupta	Member	NED (I)	1(1)
3	Dr. Sujata	Member	ED	1(-)
4	Sh. Munish Kakra	Company Secretary	Secretary	1(1)

During the year 2025-26, one meeting of the Corporate Social Responsibility Committee were held on 6th August 2025.

CSR Policy

The Board of Directors on the recommendation of the CSR Committee has approved the CSR policy

of the Company during the financial year 2014-15 and the same was amended by Board of Directors from time to time as per the requirement. The CSR policy is available on the website of the Company viz. www.libertyshoes.com.



4. Governance through Management process

Name of the policy	Brief description	Web link
Code of Conduct	The Board of Directors has adopted Code of Conduct for all the Board Members and designated members of Senior Management of the Company.	https://www.libertyshoes.com/sites/default/files/2025-10/Code-of-conduct-of-Board-Members-and-senior.Management.Personnel.pdf
Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	The Code aimed at providing clear guidelines and procedures for disclosing material information outside the Company in order to provide accurate, timely and symmetric communications to our shareholders and the financial markets.	https://www.libertyshoes.com/sites/default/files/2025-10/CODE.OF.PRACTICES.AND.PROCEDURES.FOR.FAIR.DISCLOSURE.pdf
Code for prevention of Insider Trading	The Company has adopted a code of conduct to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This code of conduct also includes code for practices and procedures for fair disclosure of unpublished price sensitive information and has been made available on the Company's website	https://www.libertyshoes.com/sites/default/files/2025-10/Liberty.Code.of.Internal.Procedures.pdf
Whistleblower Policy (Policy on vigil mechanism)	The Company has adopted the Whistle blower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company code of conduct	https://www.libertyshoes.com/sites/default/files/2025-10/Whistle.Blower.Policy.pdf
Nomination and Remuneration Policy	This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive /non-executive Director) and also the criteria for determining the remuneration of the directors, key managerial personnel and other employees.	https://www.libertyshoes.com/sites/default/files/2026-01/NOMINATION.AND.REMUNERATION.POLICY.pdf
Corporate Social Responsibility Policy	The policy outlines the Company's strategy to bring about a positive impact on society through programs relating to hunger, poverty, education health care and Environment.	https://www.libertyshoes.com/sites/default/files/2025-10/CSR-Policy.pdf
Related Party Transactions Policy	The policy regulates all transactions between the Company and its Related Parties	https://www.libertyshoes.com/sites/default/files/2025-10/Related.party.transaction.pdf
Policy on determination of Materiality of events	The policy applies to disclosures material events affecting the company, This policy is in addition to the Company's corporate policy statement on investor relations, which deals with the dissemination of unpublished, price-sensitive information	https://www.libertyshoes.com/sites/default/files/2025-10/Liberty.Policy.on.Determination.of.Materiality.of.Events.pdf
Website Archival Policy	The Policy deals with the archival of Corporate records of the Company.	https://www.libertyshoes.com/sites/default/files/2025-10/Liberty.Archival.Policy.pdf
Risk Management Policy	This policy is approved by the Board to build and establish the process and procedure for identifying, assessing, quantifying, minimizing, mitigating and managing the associated risk. It aims to develop an approach to make assessment and management of risks in financial, operational and project based areas in timely manner.	https://www.libertyshoes.com/sites/default/files/2025-10/Risk.Management.Policy.pdf



Policy for preservation of Documents	This policy obligates the Company or preservation of documents in order to prevent from being altered, damaged or destroyed	https://www.libertyshoes.com/sites/default/files/2025-10/policy_for_preservation.of.documents.0.pdf
Policy on Prevention of Sexual Harassment at The Workplace	The Company always endeavors to create and provide an environment that is free from discrimination and harassment including seKual harassment. The Company always provide an equal employment opportunity to employees and is committed to provide a safe and conducive work environment that enables employees to work without fear of prejudice, gender bias and sexual harassment.	https://www.libertyshoes.com/sites/default/files/2025-10/Policy%20on%20prevention%20of%20Sexual%20Harrasment.pdf

5. Subsidiary Monitoring Framework

As on date of this Report, the company is not having any Subsidiary Company.

6. General Body Meetings

i. General Meeting

a. Annual General Meeting

Location and time, where the last three Annual General Meetings were held as under:

Meeting	Year/ Time	Venue/ Deemed Venue	Day & Date
39th Annual General Meeting	2025/11.00 A.M.	Registered Office*	Wednesday, 24th September, 2025
38th Annual General Meeting	2024/11.00 A.M.	Registered Office*	Friday, 27th September, 2024
37th Annual General Meeting	2023/11.00 A.M.	Registered Office*	Saturday, 30th September, 2023

* Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

b. Extraordinary general meeting: No extraordinary general meeting of the members was held during the year 2025-26.

ii. Special Resolutions/Special Businesses: Special Resolutions/Special Businesses transacted at the last three Annual General Meetings are as under:

39 th Annual General Meeting on 24 th September, 2025	38 th Annual General Meeting on 27 th September, 2024	37 th Annual General Meeting on 30 th September, 2023
No. of Special Business: 4	No. of Special Business: 2	No. of Special Business: 3
1. Increase in remuneration of Sh. Shammi Bansal (DIN: 00138792), Executive Director of the Company (Special Resolution)	1. Re-appointment of Sh. Gautam Baid (DIN: 00021400), as an Independent Director of the Company (Special Resolution)	1. Appointment of Sh. Piyush Dixit (DIN:03514223) as an Independent Director of the Company (Special Resolution)
2. Increase in remuneration of Sh. Adish Gupta (DIN: 00137612), Executive Director of the Company (Special Resolution)	2. Re-appointment of Dr. Sujata (DIN: 09289128) as an Independent Director of the Company (Special Resolution)	2. Appointment of Sh. Anand Das Mundhra (DIN:00167418) as an Independent Director of the Company. (Special Resolution)



3. Increase in remuneration of Sh. Anupam Bansal (DIN: 00137419), Executive Director of the Company (Special Resolution)		3. Removal of Sh. Adesh Kumar Gupta as Director/ Executive Director of the Company (Ordinary Resolution)
4. Appointment of M/s JVS & Associates, Company Secretaries, as Secretarial Auditors of the Company and fixation of their remuneration (Ordinary Resolution)		

M/s JVS & Associates, (C.P. No. 10196), Company Secretary in Practice, New Delhi was appointed as scrutinizer by the Board and present at the 39th & 38th Annual General Meetings for supervising and monitoring the voting through Remote E-voting facilities on the above agenda items and to issue his report on the same.

Further, Sh. Sukesh Gupta of M/s Sukesh Gupta & Co., Chartered Accountant (Firm Registration No. 036441N), was appointed as scrutinizer by the Board and present at the above 37th Annual General Meeting for supervising and monitoring the voting through Remote E-voting facilities on the above agenda items and to issue his report on the same.

i. Detail of special resolution passed by the Company through postal ballot exercise, the persons who conducted the postal ballot exercise and detail of the voting pattern, detail of special resolution proposed to be conducted through postal ballot and procedure for postal ballot.

Procedure for postal ballot:

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company provided remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company

engaged the services of MUFG Intime India Private Limited for the purpose of providing remote e-Voting facility to its Members.

The Company in compliance with the provisions of General Circulars issued by Ministry of Corporate Affairs in this regard, sent the respective Postal Ballot Notices to the shareholders whose email IDs were registered with the Company/ Depository.

The Company also published in Newspaper(s) declaring the details of dispatch of respective Postal Ballot Notice(s) and complied with the other requirements as mandated under the applicable rules. The results of Postal Ballot were put on the website of the Company at <https://www.libertyshoes.com> and on the website of MUFG Intime India Private Limited after the same were communicated to the Stock Exchanges within the stipulated time period.

Whether any Special Resolution is proposed to be passed through Postal Ballot

No Special Resolution is proposed to be passed through Postal Ballot during the Financial Year 2026-27 as on the date of this report.

Further, none of the items to be transacted at the ensuing Annual General Meeting is required to be passed by postal ballot exercise.

During the year under review, following resolutions were passed through the exercise of postal ballot.



Date of postal ballot notice	Resolution passed	Type of Resolution	No. of Votes in favour	% of Votes in favour	No. of Votes in against	% of Votes against	Approval date	Scrutinizer
April 18, 2025	Payment of Annual Incentive to Sh. Shammi Bansal (DIN: 00138792) Executive Director of the Company for the Financial Year 2024-25	Special Resolution	8810823	99.8885	9839	0.1115	May 22, 2025	M/s JVS & Associates, (C.P. No. 10196), Company Secretary in Practice, New Delh
	Payment of Annual Incentive to Sh. Anupam Bansal (DIN: 00137419) Executive Director of the Company for the Financial Year 2024-25	Special Resolution	8810823	99.8885	9839	0.1115	May 22, 2025	
	Payment of Annual Incentive to Sh. Adish Kumar Gupta (DIN: 00137612) Executive Director of the Company for the Financial Year 2024-25	Special Resolution	8810823	99.8885	9839	0.1115	May 22, 2025	
May 28, 2025	Appointment of Sh. Neeraj Kumar Jindal (DIN: 00054885) as an Independent Director of the Company	Special Resolution	8283284	99.9535	3853	0.0465	August 7, 2025	M/s JVS & Associates, (C.P. No. 10196), Company Secretary in Practice, New Delh

ii. Group As on 31st March, 2026:

Arpan Gupta (Karta), Sh. Arpan Gupta, Sh. Adesh Kumar Gupta, Adesh Kumar Gupta (Karta), Sh. Adarsh Gupta, Sh. Anmol Gupta, Sh. Adish Kumar Gupta, Adish Kumar Gupta (Karta), Sh. Pranav Gupta, Sh. Akshat Gupta, Sh. Sunil Bansal, Smt. Rehti Devi, Sh. Ayush Bansal, Sh. Shammi Bansal, Sh. Manan Bansal, Sh. Vaibhav Bansal, Sh. Raman Bansal, Sh. Ruchir Bansal, Sh. Vivek Bansal, Sh. Pulkit Bansal, Sh. Anupam Bansal and Geofin Investments Pvt. Ltd.

*Arpan Gupta (Karta) and Sh. Arpan Gupta have submitted request with Company for reclassification from Promoter to Public and the same is pending Stock Exchanges for their No objection.

7. Disclosures

I) Disclosure on materially significant related party transactions

The Company did not have any material significant related party transaction having



a potential conflict with the interest of the Company at large. The Company has already in place policy on related party transactions to regulate the transactions of the Company with its related parties and the same being reviewed and amended as and when required.

The policy has been uploaded on the website of the Company www.libertyshoes.com. As per the policy, all the related party transactions require prior approval of the Audit Committee and Board of Directors of the Company. Prior approval of the shareholders of the Company is also required for certain related party transactions as prescribed under Companies Act, 2013 and SEBI Listing Regulations.

All related party transactions that were entered in to during the financial year were on arm's length basis.

There were no material individual transactions with related parties which may have a potential conflict with the interest of the Company at large. The transactions that entered in to with the related parties during the year under review were in the normal course of business. All the details of related party transactions carried out by the Company during the year under review can be observed from the disclosures made in the Notes on Accounts to the financial statements for the year ended 31st March, 2026

as specified in Ind AS 24 of the Companies (Accounting Standards) Rules, 2015.

ii) Detail of non-compliances, penalties, strictures by Stock Exchanges/SEBI/ Statutory Authorities on any matter related to Capital Markets during the last three years.

The Company has complied with the requirements of Stock Exchange(s), SEBI and other statutory Authorities during the preceding three financial year(s) on all matters related to Capital Market and no penalty/strictures have been imposed on the Company in any matter during the Financial Year 2025- 26.

iii) Disclosure on compliance with Corporate Governance Requirements specified in the Listing Regulations

The Company has adhered to the stipulations outlined in sub-paragraphs (2) to (10) of Part C (corporate governance report) of Schedule V of the Listing Regulations.

Furthermore, the Company has complied with the corporate governance requirements specified in Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46, and Regulation 62 of the Listing Regulations, and the requisite disclosures have been included in this corporate governance report.

iv) Inter-se relationships between Directors and Key Managerial personnel of the Company:

Sr. No.	Name of Directors as on 31st March 2026	Relationship with other Directors /KMPs
1.	Sh. Shammi Bansal	Brother of Sh Anupam Bansal
2.	Sh. Adish Gupta	None
3.	Sh. Anupam Bansal	Brother of Sh Shammi Bansal
4.	Sh. Ashok Kumar	None
5.	Sh. Piyush Dixit	None
6.	Dr. Sujata	None
7.	Sh. Anand Das Mundhra	None
8.	Sh. Neeraj Kumar Jindal*	None

**Appointed as Independent director w.e.f. 28th May 2025*



Key Managerial Personnel:

Sr. No.	Name of Key Managerial Personnel	Relationship with other Directors /KMPs
1	Sh. Munish Kakra	None

v) Detail of establishment of Vigil Mechanism and Whistle Blower Policy

The Company has adopted a Whistle Blower Policy (Vigil Mechanism) and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the Chairman of the audit committee.

The said policy has been also put up on the website of the Company at the link www.libertyshoes.com. No personnel in the Company have been denied access to the Audit Committee.

vi) Compliance with Mandatory requirements

As on 31st March, 2026 the Company has complied with all the mandatory corporate governance requirements under Listing Regulations. Specifically, your Company confirms compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations. The Disclosures of the Compliance with Corporate Governance Requirements specified in Regulation 17 to 27 and Regulation 46(2).

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance Status (Yes/ No/N.A.)
1	Board of Directors	17(1), 17(1A), 17(1B)	Composition of Board	Yes
		17(2)	Meeting of Board of Directors	Yes
		17(3)	Review of Compliance Reports	Yes
		17(4)	Plans for orderly succession for appointments	Yes, as and when applicable
		17(5)	Code of Conduct	Yes
		17(6)	Fees/Compensation	Yes
		17(7)	Minimum Information to be placed before the Board	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment & Management	Yes
		17(10)	Performance Evaluation	Yes
		17(11)	Recommendation of Board	Yes
		17A	Maximum number of Directorship	Yes
2	Audit Committee	18(1)	Composition of Audit Committee & Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		18(2)	Meeting of Audit Committee	Yes
		18(3)	Role of the Committee and Review of information by the Committee	Yes



3	Nomination and Remuneration Committee	19(1) & (2)	Composition of Nomination and Remuneration Committee	Yes
		19 (2A)	Quorum of Nomination and Remuneration Committee Meeting	Yes
		19(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		19 (3A)	Meeting of Nomination and Remuneration Committee	Yes
		19(4)	Role of the Committee	Yes
4	Stakeholders Relationship Committee	20(1), (2), (2A)& (3) (3A)	Composition & Meeting of Stakeholder Relationship Committee	Yes
		20(4)	Role of the Committee	Yes
5	Risk Management Committee	21(1),(2) &(3) (3A)	Composition & Meeting of Risk Management Committee	N.A.
		21(4)	Role of the Committee	N.A.
6	Vigil Mechanism	22	Formulation of Vigil Mechanism for Directors and Employee	Yes
7	Related Party Transaction	23(1), (1A), (5),(6),(7) &(8)	Policy for Related Party Transaction	Yes
		23(2)&(3)	Approval including omnibus approval of Audit Committee for all Related Party Transactions and review of transaction by the Committee	Yes
		23(4)	Approval for Material Related Party Transactions.	N.A.
		23 (9)	Disclosure of related party transactions on consolidated basis	Yes
8	Subsidiaries of the Company	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	N.A.
		24(2), (3), (4), (5) & (6)	Other Corporate Governance requirements with respect to Subsidiary including Material Subsidiary of listed entity	N.A.
9	Annual Secretarial Compliance Report	24A	Annual Secretarial Compliance Report	Yes
10	Obligations with respect to Independent Directors	25(1)&(2)	Maximum Directorship & Tenure	Yes
		25(3)	Meeting of Independent Directors	Yes
		25(4)	Review of Performance by the Independent Directors	Yes
		25(7)	Familiarisation of Independent Directors	Yes
		25(8) & (9)	Declaration from Independent Director	Yes
		25(10)	D&O Insurance for Independent Director	Yes



11	Obligations with respect to Directors and Senior Management	26(1)&(2)	Memberships & Chairmanship in Committees	Yes
		26(3)	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	Yes
		26(4)	Disclosure of Shareholding by Non- Executive Directors	Yes
		26(5)	Disclosures by Senior Management about potential conflicts of Interest	Yes
12	Other Corporate Governance Requirements	27(1)	Compliance of Discretionary Requirements	Yes
		27(2)	Filing of Quarterly Compliance Report on Corporate Governance	Yes
13	Disclosures on Website of the Company	46(2)(b)	Terms and conditions of appointment of Independent Directors	Yes
		46(2)(c)	Composition of various committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Management Personnel	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism / Whistle Blower policy	Yes
		46(2)(f)	Criteria of making payments to Non-Executive Directors	Yes
		46(2)(g)	Policy on dealing with Related Party Transactions	Yes
		46(2)(h)	Policy for determining Material Subsidiaries	Yes
		46(2)(i)	Details of familiarisation programmes imparted to Independent Directors	Yes

vii. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). Not Applicable

viii. A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.

The Certificate of Company Secretary in practice is annexed herewith as a part of the report at page no. 115 of this Annual Report.

ix. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year.

In terms of Listing Regulations, there have been no instances during the year under consideration when recommendations of any of the Committees were not accepted by the Board.

x. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

Details relating to fees paid to the Statutory Auditors are given in Note no. 31 to the Financial Statements.

xi. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.



During the year under review, CARE Ratings Limited, a leading rating agency, has assigned its Ratings CARE BBB+; (Triple B Plus, with outlook as stable) in respect of Long-Term banking facilities (comprising Term Loan and Working Capital fund-based facilities) and CARE "A2" ("A" Two) in respect of Short-Term banking facilities (comprising non-fund-based facilities) sanctioned by the Banks to the Company. According to the rating given based on Company's improved liquidity position, the outlook on the Long-Term rating has been assigned stable.

xii. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Particulars	Status
Number of complaints filed during the financial year	NIL
Number of complaints disposed of during the financial year	NIL
Number of complaints pending as on the end of during the financial year	NIL

xiii. Compliance Report on Non-mandatory requirements under Regulation 27 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. The Board

As per para A of Part E of schedule II of the Listing Regulations, a non-executive Chairman of the Board may be entitled to maintain a Chairman's Office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties. Since there is no permanent Chairman in the Company, hence this provision is not applicable.

2. Shareholding Rights

Liberty displays its quarterly, half yearly and annually Financial results on its website and also publish its results in widely circulated newspapers. We publish the voting results of shareholders' meetings / Postal Ballots

and make it available on our website www.libertyshoes.com and report the same to Stock Exchanges in terms of regulation 44 of the Listing Regulations. Significant events are also posted on this website under "Investor Relations" section. Complete Annual Report is sent to every shareholder through e-mail whose E-mail ID has been updated with the depositories/ Company/RTA and also to those who make request for providing the same. Notice of General Meeting along voting instructions is sent to all the shareholders and also made available on the website of the Company under Section "Investor Relations" in addition to submission of the same with Stock Exchanges.

Shareholders' grievances/complaints/queries have been addressed and resolved at most priorities to the satisfaction of the shareholders.

3. Modified opinion(s) in audit report

It has always been the Company's endeavor to present financial statements with unmodified audit report. The Statutory Auditors have issued an unmodified opinion on the financial statements of the Company for the financial year ended 31st March, 2026.

4. Reporting of Internal Auditor

The Internal Auditor of the Company submits their reports directly to the Audit Committee and is a permanent invitee to all the Audit Committee Meetings.

5. Means of Communication

Financial Results: Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has regularly furnished Quarterly and half-yearly unaudited and annual audited results of the Company to both the Stock Exchanges i.e. BSE and NSE where the Equity Shares of the Company are listed. The above results are also published in leading English and vernacular newspapers viz. Financial Express English daily



and in Janasatta, Hindi Daily. Additionally, the Company from time to time also furnished the required documents and information to both the stock exchange(s) NSE and BSE in terms of the applicable provisions of Listing Regulations. All our financial results, news releases and presentation made, if any, at investor conferences and to analysts are posted on the Company's website at www.libertyshoes.com

Website

Pursuant to Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's website www.libertyshoes.com contains a dedicated functional segment called "Investor Relations" where all the information needed by the shareholders is available including Results, Press Releases, Shareholding pattern, Management Information, Announcements & General Meeting's results & information etc.

NSE Electronic Application Processing System (NEAPS) & BSE Listing Centre

The Company also files information through NEAPS- a web based application provided by NSE & on BSE Listing Centre which facilitates online filing of Corporate Governance Report, Shareholding Pattern and other Reports and Statements etc. by Companies.

Extensive Business Reporting Language (XBRL) XBRL is a language for electronic communication of business and financial data. It offers major benefits to all those who have to create, transmit, use or analyze such information which aids better analysis and decision making.

Ministry of Corporate Affairs (MCA) vide its circular No. 37/2011 dated June 7, 2011 had mandated certain companies to file their Annual Accounts vide this mode.

The Company, in compliance, has filed its Annual Accounts on MCA through XBRL for the previous financial year ended on 31st March, 2025.

Ministry of Corporate Affairs (MCA)

The Company has periodically filed all the necessary documents with the MCA.

SEBI Complaints Redress System (SCORES)

A centralized web based complaints redress system which serves as a centralized database of all complaints received, enables uploading of Action Taken Reports (ATRs) by the concerned Companies and online viewing by the investors of action taken on the complaint and its current status.

Annual Report

The Annual Report containing inter-alia the Audited Accounts, Cash Flow Statement, Directors' Report, Auditors' Report and other important information is circulated to the investors. Pursuant to the green initiative launched by the MCA, the Company sends e-copies of the Annual Report to Members who have registered for the same. The Annual Reports are also available in the Investor Relations section on the Company's website www.libertyshoes.com.

Reminder to Investors

Periodical reminders for unclaimed shares and unpaid dividends are sent to shareholders as per records of the Company. These details are also uploaded on website of the Company at www.libertyshoes.com.



8. General Shareholder Information:

i. Annual General Meeting:

Day, Date & Time : Tuesday, 29th September, 2026 at 11:00 A.M.

Venue : Through Video Conference (VC)/Other Audio Video

Means (OAVM), as per the General Circular dated 5th, May 2020, January 13, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024, September 22, 2025 issued by the MCA read with SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024. The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which shall be deemed venue of the AGM.

Books Closure Date : Wednesday, 23rd September, 2026 to Tuesday, 29th September, 2026 (both days inclusive)

Last date for receipt of Proxy forms : In terms of the relaxations granted by the MCA, the facility of Proxy Forms for appointment of proxies by Members will not be available for the ensuing AGM

ii. Financial Year & Financial Calendar (Tentative):

Financial Results for the Quarter ended 30 th June, 2026	:	10 th August, 2026
Financial Results for the Quarter ended 30 th September, 2026	:	By 14 th November, 2026*
Financial Results for the Quarter ended 31 st December, 2026	:	By 14 th February, 2027*
Financial Results for the Quarter ended 31 st March, 2027	:	By 30 th May, 2027
Annual General Meeting for the year ended 31 st March, 2027	:	By August / Sept. 2027*

*or by such date(s) as may be prescribed by SEBI/MCA from time to time. The financial year of the Company starts on 1st day of April and ends on 31st day of March of next year.

iii. Commodity Price Risk or Foreign Exchange Risk and hedging activities and Disclosure:

Commodity Price Risk and hedging activities:
The Company does not have commodity price risk nor does the Company engage in hedging activities there of.

Foreign Exchange Risk and hedging activities:

The Company, during the financial year under consideration, has managed the foreign exchange risk with appropriate hedging activities in accordance with policies of the Company. The aim

of the Company's approach to manage currency risk is to leave the Company with the no material residual risk. The Company uses forward exchange contracts to hedge against its foreign currency exposures relating to firm commitment. Foreign exchange transactions are fully covered with strict limits placed on the amount of uncovered exposure, if any, at any point of time. There are no materially uncovered exchange rate risks in the context of the Company's imports and exports. The Company does not enter into any derivative instruments for trading or speculative purposes.



The details of foreign exchange exposures as on 31st March, 2026 are disclosed in Notes to the financial statements.

i. Dividend Payment Date:

The Board of Directors after considering financial performance and prevailing business environment, decided to reinvest the profits of the Company as growth capital into the business of the Company, therefore did not recommend any dividend for the financial year under review.

ii. Listing on Stock Exchanges with their Trading Codes:

At present the Equity Shares of the Company are listed on the following Stock Exchange(s):

National Stock Exchange of India Ltd., Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai- 400 051

NSE: LIBERTSHOE.

BSE Limited, Phiroze JeeJeebhoy Towers, Dalal Street, Mumbai-400 001

BSE: 526596

ISIN of Equity Shares of the Company:

INE557B01019

The Annual Listing fee for the financial year 2026-27 has been paid to both the Stock Exchange(s).

iii. Stock Market Data:

The Comparison of the share price of the Company with the broad-based indices are provided herein under:

Performance in Comparison to S & P Nifty

Index Vs. Share Price

S. No.	YEAR (2025-26)	S & P CNX Nifty	SHARE PRICE (IN ₹)
1	Apr-25	24,290.75	425.95
2	May-25	24,494.95	463.45
3	Jun-25	25,637.80	445.15
4	Jul-25	25,541.80	406.10
5	Aug-25	25,083.75	334.05
6	Sep-25	25,202.35	376.40
7	Oct-25	26,053.90	344.15
8	Nov-25	26,215.55	318.45
9	Dec-25	26,186.45	299.40
10	Jan-26	26,328.55	282.15
11	Feb-26	25,953.85	287.65
12	Mar-26	24,603.50	262.47

Liberty Share Price on NSE Vs. NSE Nifty



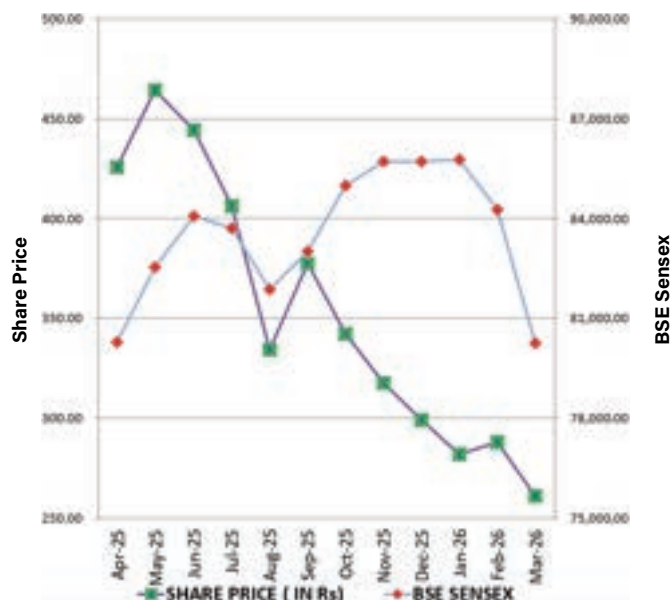


Performance in Comparison to Sensex

Index Vs. Share Price

S. No.	YEAR (2025-26)	BSE SENSEX	SHARE PRICE (IN ₹)
1	Apr-25	80,288.38	425.50
2	May-25	82,530.74	464.10
3	Jun-25	84,058.90	444.35
4	Jul-25	83,712.51	406.40
5	Aug-25	81,857.84	334.10
6	Sep-25	83,013.96	377.35
7	Oct-25	84,997.13	342.25
8	Nov-25	85,720.38	317.60
9	Dec-25	85,712.37	299.00
10	Jan-26	85,762.01	281.70
11	Feb-26	84,273.92	287.85
12	Mar-26	80,238.85	260.95

Liberty Share Price on BSE Vs. BSE SENSEX



The monthly high low quotations as well as the volume of shares traded at National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE) for the financial year ended 31st March, 2026 are as under:

KEY INDICATORS:

Equity Share Price movement on NSE & BSE (April 2025-March 2026)

	(Price in ₹)				Volume (In No. of Shares)	
	High		Low			
Year (2025-26)	NSE	BSE	NSE	BSE	NSE	BSE
Apr-25	425.95	425.50	304.55	304.25	5,67,249	1,34,110
May-25	463.45	464.10	385.25	384.85	7,10,230	1,73,900
Jun-25	445.15	444.35	415.05	403.90	3,57,661	40,291
Jul-25	406.10	406.40	344.65	343.55	3,55,340	29,487
Aug-25	334.05	334.10	306.00	304.00	3,40,792	37,576
Sep-25	376.40	377.35	325.35	324.95	3,01,687	88,008
Oct-25	344.15	342.25	320.15	319.95	3,12,712	20,769
Nov-25	318.45	317.60	296.10	296.65	2,64,144	17,333
Dec-25	299.40	299.00	264.95	266.55	2,47,042	21,475
Jan-26	282.15	281.70	225.60	225.80	4,01,577	38,990
Feb-26	287.65	287.85	241.42	241.30	4,74,252	43,550
Mar-26	262.47	260.95	213.11	213.95	4,82,912	66,310
Total					48,15,598	7,11,799



vii. Registrar and Share Transfer Agent:

MUFG Intime India Pvt. Ltd (formerly Link Intime India Private Limited)

Noble Heights, 1st Floor, C-1 Block,
Near Savitri Market, Janakpuri,
New Delhi-110058

Tel.: (91) - 11- 41410592 -94

Fax: (91) - 11- 41410591

E-mail: delhi@in.mpms.mufg.com

viii. Share Transfer System and Redressal of Investor Grievances/complaints and queries

The Company has made arrangements with MUFG Intime India Pvt. Ltd (formerly Link Intime India Private Limited), Registrar and Share Transfer Agent (RTA). After completion of preliminary formalities and verification of genuineness of the Shareholders, documents lodged by them and authentication of signatures othe documents with the specimen signatures available in their records, RTA sends the documents along with Share Certificates to the Company for approval/endorsement of transfers/ transmissions.

However, the objections/deficiencies in the documents lodged by shareholders are sent to them immediately within a reasonable time period. With a view to expedite the process of Share transfer/transmission etc. on fast track basis, the Board has empowered the CFO & Company Secretary of the Company for approval/endorsement of the Share certificates etc.

The details of the transfer/transmission of shares are placed before the Board and Stakeholders Relationship Committee periodically. Confirmations in respect of the requests for dematerialization of shares are being sent to the respective depositories i.e. NSDL & CDSL expeditiously.

The Company addresses all complaints, suggestions, grievances and other correspondence expeditiously and replies are sent to the Shareholders usually within 7-10 days except in case of legal impediments and non availability of documents.

The Company endeavors to implement suggestions as and when received from the Shareholders.

The Company/RTA takes adequate steps for expeditiously redress the investors' complaints/ grievances/queries. In compliance with the provisions of Listing Regulations, the Company has been registered on the SCORES platform and monitors and handles the investor complaints electronically.

A statement giving number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter have been filed on quarterly basis with the Stock Exchanges in compliance with the Regulation 13 of the Listing Regulations. These statements are also available on the website of the Company viz. www.libertyshoes.com.



ix. Distribution of Shareholding

Distribution Summary as on 31st March 2026.

Shareholding of nominal value of	Number of Shareholders		Number of Shares		Amount (in Rs.)
	Number	% of total	Number	% of total	
Up to 500	20858	95.038	1465145	8.5983	1,46,51,450
501-1000	531	2.4195	415807	2.4402	41,58,070
1001-2000	243	1.1072	357671	2.099	35,76,710
2001-3000	102	0.4648	257435	1.5108	25,74,350
3001-4000	33	0.1504	116196	0.6819	11,61,960
4001-5000	37	0.1686	175221	1.0283	17,52,210
5001-10000	56	0.2552	392497	2.3034	39,24,970
10001 and above	87	0.3964	13860028	81.3382	13,86,00,280
Total	21947	100	17040000	100	17,04,00,000

Category wise List of Shareholders as on 31st March, 2026

Category	No. of Shares held	Voting Strength (%)
Promoters Holding:		
A. Individual(s)/HUF(s) Promoters	55,97,989	32.85
B. Bodies Corporate(s)	44,72,517	26.25
Total Promoters holding	1,00,70,506	59.10
Public Holding:		
A. FPI's, NRI's & Banks etc.	1,01,120	0.59
B. Indian public including Private corporate bodies	68,68,374	40.31
Total Public Holding	69,69,494	40.90
Grand Total	1,70,40,000	100

x. Shares held in physical and dematerialized form and Liquidity:

The Company's Shares are traded compulsorily in dematerialized form and are available for

trading in depository system of both NSDL and CDSL through their depository participants. As on 31st March, 2026, the status of Shares in physical and dematerialized form stood as under:

S. No.	Mode of Equity Share Holding(s)	Number of Shares	Percentage of total capital
1	Demat	1,69,04,526	99.20
2	Physical	1,35,474	0.80
	Total	1,70,40,000	100

The trading in the equity shares of the Company is permitted only in dematerialized form.



xi. The Company has complied with the requirements as laid down in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Corporate Governance.

A certificate to this effect obtained from M/s Pardeep Tayal & Co. Chartered Accountants, the Statutory Auditors of the Company, has been attached to this Annual Report. The Company's shares are among the liquid and actively traded shares on Indian Stock Exchanges.

xii. Plant Locations/Retail presence:

The Company's plants are located at Gharaunda, Libertypuram and Karnal in Haryana, at Roorkee in Uttarakhand and at Ponta Sahib in Himachal Pradesh. Besides this, the Company is having its presence Pan India through its Retail Showrooms and distribution networks.

xiii. Outstanding Global deposits receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity:

The Company does not have outstanding Global deposits receipts or American depository receipts or warrants or any convertible instruments, therefore the above provisions are not applicable in our case.

xiv. Policy for determination of a material subsidiary:

There is no material subsidiary of the Company; therefore the Company has not adopted the Policy so far.

xv. Policy on Related Party Transactions:

The Company has in place policy on Related Party Transactions and the same may be accessed on the Company's website at www.libertyshoes.com.

xvi. Disclosure with respect to demat suspense account/unclaimed suspense account (unclaimed shares):

Pursuant to Regulation 39 of the Listing Regulations, reminders letters have been sent to shareholders whose shares remain unclaimed from the Company.

Based on response, such shares will be transferred to "unclaimed suspense account" as per the provisions of schedule VI of the Listing Regulations. The disclosure as required under schedule V of the Listing Regulations is given below:

- a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year- Nil
- b) Number of shareholders who approached listed entity for transfer of shares from suspense account during the year- Nil
- c) Number of shareholders to whom shares were transferred from suspense account during the year- Nil
- d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year- Nil
- e) Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares- NA

xvii. Compliance with Secretarial Standards

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with the same.

xviii. Code for prevention of Insider Trading

As on date, the Company has also in place code based on SEBI (Prohibition of Insider Trading) Regulations, 2015.



This code is applicable to all Promoters, Directors, designated employees and other connected person.

The code ensures prevention of dealing in shares by persons having access to unpublished price sensitive information. The Code has been circulated to all the Promoters, members of the Board, Senior Management and other connected persons and majority of them have affirmed compliance with the code. The code lays down guidelines, which advise them on procedures to be followed and disclosures to be made, while dealing with shares of Company and cautioning them of the consequences of violations. The code clearly specifies that the Promoters, Directors, designated employees and other connected persons of the Company can trade in the shares of the Company only during the period when 'trading window' is open and when there is no unpublished price sensitive information is in possession of the above persons. The trading window, amongst others, is closed during the time of declaration of financial results and occurrence of any material events as per the code. The above Codes were also adopted by the Board of Directors of the Company and thereafter the same have been posted on Company's website www.libertyshoes.com and also submitted with the Stock Exchanges for their records in compliance with the SEBI guidelines.

xix. Transfer of unclaimed amount/Shares to Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") notified by the Ministry of Corporate Affairs effective September 7, 2016, as amended, all shares (eligible FY 2013-14 and FY 2014-2015 Final) in respect of which dividend has remained unpaid/unclaimed by the shareholders for seven consecutive years or more were transferred in the demat account of Investor Education and Protection Fund (IEPF) Authority.

The Company already sent notices to the concerned shareholders whose dividend and shares are liable to be transferred to IEPF Authority/Suspense Account have also been uploaded on Company's website at www.libertyshoes.com

An option to claim from IEPF Authority, all unpaid/unclaimed dividends or other amounts and the unclaimed shares transferred to IEPF, is available to members. Members may make their claim by following the due procedure for refund as prescribed under the said Rules. Details of refund process are also available on the website of the Company at www.libertyshoes.com

Details of dividends remaining unpaid/unclaimed have been duly uploaded on the website of the Company at www.libertyshoes.com and at the website of IEPF Authority at www.iepf.gov.in.

Investor Education and Protection Fund claim Guidelines

With effect from September 7, 2016, Investors/depositors whose unpaid dividends and shares have been transferred to IEPF under Companies Act, 2013, can claim the amounts and shares from the IEPF Authority as per the procedures/ guidelines stated below:

- (a) Create a login on the website of MCA (<http://www.mca.gov.in/>).
- (b) Login to the MCA website with your login credentials.
- (c) Select Form IEPF-5 under MCA Services.
- (d) Fill the online form with required details and submit. Rule 7 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 or FAQs from the website of IEPF Authority may also be referred for further clarification.
- (e) Take a printout of the duly filled and submitted Form IEPF- 5 and the copy of the acknowledgement generated.
- (f) Following documents to be arranged after submission of online form:



- I. Indemnity Bond (original) with claimant signature to be executed.

Note: In case of refund of dividend amount of ₹ 10,000 or more and/or market value of shares, nonjudicial stamp paper of appropriate value as prescribed under Stamp Act according to state is required.

For claim of only amount of ₹ 10,000 or less, indemnity bond can be executed on a plain paper.

- II. Original share certificate (in case of securities held in physical form) or copy of transaction statement in case of securities held in demat form.
 - III. Self-attested copy of PAN and Aadhaar Card.
 - IV. Proof of entitlement/ original share certificate/ dividend warrant (if any).
 - V. Original cancelled cheque leaf.
 - VI. Copy of Passport, OCI and PIO card in case of foreigners and NRIs.
 - VII. Client Master List duly self-attested by the claimant.
 - VIII. In case any joint holder is deceased, notarised copy of death certificate is to be attached. In case of NRI, self attested copy of Overseas Indian Card (OIC) issued by MHA or Copy of Passport of PIO card, apostille as per Hague Convention is to be provided.
- (g) Submit all the above and self-attested copy of e- form along with the other documents as mentioned in the Form IEPF-5, if any, to the Nodal Officer (IEPF) of the Company at its registered office in an envelope marked "Claim for refund from IEPF Authority.

The Company had received applications from various claimants, both in physical as well as in electronic form during the year.

The claims of only those claimants are considered to whom the entitlement letters are issued either by the Company or MUFG Intime India Private Limited.

The Company has appointed Sh. Munish Kakra, CFO & Company Secretary as Nodal Officer of the Company for the purpose of coordinating with IEPF Authority, ensuring verification of claims.

xx. Arbitration Mechanism

SEBI issued Circular No. SEBI/HO/MIRSD/ MIRSD RTAMB/P/CIR/2022/76 on May 30, 2022, which outlines the Standard Operating Procedures (SOP) for dispute resolution under the Stock Exchange arbitration mechanism concerning disputes between a Listed Company and/or Registrars to an Issue and Share Transfer Agents (RTAs) and its Shareholder(s)/ Investor(s).

For shareholders' information and reference, this information, along with the circular, is available on SEBI's website at www.sebi.gov.in

xxi. Disclosure of certain types of agreements binding listed entities

There are no agreements that are required to be disclosed in terms of Schedule V, Para G to the Listing Regulations.

The Company has duly complied with the requirements of corporate governance report under sub-para (2) to (10) of Para C of Schedule V to the listing Regulations. Other items which are not applicable to the Company have not been separately commented upon.

xxii. CIN: L19201HR1986PLC033185

xxiii. CEO/CFO certification

In compliance with Regulations 17(8) of the SEBI (Listing Regulations and Disclosure Requirement) Regulations, 2015, a certificate from Executive Director & Chief Financial Officer of the Company to the Board of Directors specified in Part B of Schedule II of the said Regulations is annexed to this report.



xxiv. Address for Correspondence:

For any query related to Annual report, transfer/
dematerialization of shares, dividend, and any

other matter related to shares, please contact
at either of the following address:

MUFG Intime India Pvt. Ltd
(formerly Link Intime India Private Limited)
Noble Heights, 1st Floor, C-1 Block,
Near Savitri Market, Janakpuri,
New Delhi-110058
Tel.: (91) - 11- 41410592 -94
Fax: (91) - 11- 41410591
E-mail: delhi@in.mpms.mufg.com

Liberty Shoes Limited
19th Floor, Magnum Global Park,
Tower -2, Golf Course Extension Road,
Sector-58, Gurugram, 122011,
Haryana.
Tel. : +91-124-4616200
Fax : +91-124-4616222
investorcare@libertyshoes.com



INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

To,
The Members of,

Liberty Shoes Ltd.

1. The accompanying Corporate Governance Report prepared by Liberty Shoes Ltd. (hereinafter the "Company") contains details as required by the provisions of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') with respect to Corporate Governance for the year ended March 31, 2026. This report is required by the Company for annual submission to the Stock exchanges and to be sent to the Members of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 1 above.

5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Specific Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of key procedures performed include:
 - i. Reading and understanding of the information prepared by the Company and included in its Corporate Governance Report;
 - ii. Obtained and verified that the composition of the Board of Directors w.r.t. executive and non- executive directors has been met throughout the reporting period;
 - iii. Obtained and read the Directors Register as on March 31, 2026 and verified that atleast one women director was on the Board during the year;
 - iv. Obtained and read the Minutes of the following meetings held during the period from April 1, 2025 to March 31, 2026:



- (a) Board of Directors;
 - (b) Audit Committee;
 - (c) Nomination and Remuneration Committee;
 - (d) Stakeholders Relationship Committee;
 - (e) Corporate Social Responsibility Committee;
and
 - (f) Management Committee;
- v. Obtained necessary representations and declarations from directors of the Company including directors; and
 - vi. Performed necessary inquiries with the management and also obtained necessary specific representations from the management. The above mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

8. Based on the procedures performed by us as referred in paragraph 7 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable as at March 31, 2026, referred to paragraph 1 above.

Other matters and Restriction on Use

9. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
10. This report is addressed to and provided to the Members of the Company solely for the purpose of enabling it to comply with its obligations under Listing Regulations with reference to Corporate Governance Report accompanied with by a report thereon from the statutory auditors and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For Pardeep Tayal & Co.

Firm Registration No. 002733N
Chartered Accountants

Sukesh Gupta

Partner

Membership No. 514675

UDIN: 26514675PJALTD4801

Place: New Delhi

Dated: Tuesday, 26th May, 2026

CEO/CFO CERTIFICATION PURSUANT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA



SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors

Liberty Shoes Ltd.

We, the undersigned, in the representative capacity of Executive Director and CFO & Company Secretary respectively, hereby certify to the best of our knowledge and belief that :

- a) We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2026 and that:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) During the year ended 31st March, 2026, no transactions were entered into by the Company, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if

any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

- d) We have indicated to the Auditors and the Audit Committee that:
 - i. there have not been any significant changes in internal control over financial reporting during the financial year ended March 31, 2026;
 - ii. there have not been any significant changes in accounting policies as disclosed in the financial statements of the Company during the financial year ended March 31, 2026; and
 - iii. there are no instances of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Shammi Bansal
Executive Director
(DIN-00138792)

CS Munish Kakra
CFO & Company Secretary
(M. No. ACS 6262)

Place: New Delhi

Dated: Tuesday, 26th May, 2026

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS OF LIBERTY SHOES LIMITED



(pursuant to Regulation 34(3) read with Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of

LIBERTY SHOES LIMITED

Liberty Puram, 13th Milestone, GT Karnal Road,
Kutail, P.O. Bastara, Karnal, Haryana-132114

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **LIBERTY SHOES LIMITED** having CIN: L19201HR1986PLC033185 and having Registered Office at Liberty Puram 13th Milestone GT Karnal Road Kutail PO Bastara Karnal Haryana-132114, (hereinafter referred to as "the Company") produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10

(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verification (including Directors Identification Number (DIN) status at the portal- www.mca.gov.in as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Government of India or any such Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Mr. Anupam Bansal	00137419	29/05/2024
2	Mr. Shammi Bansal	00138792	01/04/2010
3	Mr. Adish Kumar Gupta	00137612	12/08/2011
4	Mr. Ashok Kumar	06883514	23/01/2015
5	Ms. Sujata	09289128	29/09/2021
6	Mr. Anand Das Mundhra	00167418	11/08/2023
7	Mr. Piyush Dixit	03514223	11/08/2023
8	Mr. Neeraj Kumar Jindal	00054885	28/05/2025

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For JVS & Associates
Company Secretaries

Jyoti Sharma
(Proprietor)

Practicing Company Secretary
FCS No. 8843; CP No.10196
Firm Registration No.: I2011DE848300
Peer Review No: 6822/2025
UDIN: F008843H000381963

Place: New Delhi
Date: 16.05.2026

MANAGEMENT DISCUSSION AND ANALYSIS REPORT



The discussion under this head covers the financial results for the year ended 31st March, 2026 and other related developments concerning the business of the Company.

Indian Economic Scenario

The Indian economy continued to demonstrate resilience during FY 2025-26 despite a challenging global environment characterised by geopolitical tensions, trade disruptions, volatile commodity prices and continuing uncertainty in international trade policies. According to the Economic Survey 2025-26, India's real GDP growth for FY 2025-26 was estimated at 7.4%, with growth supported substantially by domestic demand, private consumption and capital formation. Manufacturing activity also strengthened during the year, while services remained an important contributor to overall economic growth.

Domestic consumption continued to remain an important driver of economic activity. Rising incomes, increasing urbanisation, expanding digital penetration and improving connectivity are supporting the formalisation and expansion of India's consumer markets. The growth of Tier-II and Tier-III cities and increasing access to organised retail and digital commerce are also creating new consumption opportunities for branded consumer products.

The Indian economy, however, continues to operate against a backdrop of global uncertainties. Geopolitical developments, changing tariff regimes, fluctuations in foreign exchange rates, commodity prices and freight costs can have an impact on input costs, consumer sentiment and export competitiveness.

The Company's business and financial performance therefore needs to be viewed in the context of these broader economic developments.

The Footwear Industry - Structure and Development

The Indian footwear industry continues to be one of the country's important consumer and employment-generating sectors. India is among the

world's largest footwear producers and consumers, with a substantial domestic market supported by its large population, rising disposable incomes and increasing penetration of organised retail and branded footwear. The Council for Leather Exports continues to identify India as the world's second-largest footwear producer after China.

The industry is undergoing a structural transformation from a predominantly fragmented and price-driven market towards a more organised, branded and quality-conscious market. Increasing consumer awareness, greater acceptance of branded products, premiumisation, comfort-oriented products and the growing influence of digital commerce are contributing to this transformation.

The footwear industry is also witnessing increasing segmentation across formal, casual, athleisure, sports, comfort, children's and women's footwear, thereby providing opportunities for brands with diversified product portfolios.

Government Policy and Regulatory Environment

Government policy continued to focus on strengthening India's domestic footwear manufacturing ecosystem, improving product quality, promoting employment and enhancing India's position in global footwear markets.

The Focus Product Scheme for the Footwear and Leather Sector, announced in the Union Budget 2025-26, is aimed at enhancing productivity, quality and competitiveness. The scheme envisages support for design capacity, component manufacturing and machinery for non-leather quality footwear as well as leather footwear and products. The Government has indicated that the initiative is expected to facilitate employment for approximately 22 lakh persons, generate turnover of around ₹4 lakh crore and increase exports beyond ₹1.1 lakh crore.

BIS Quality Standards

The implementation of mandatory Bureau of Indian Standards (BIS) Quality Control Orders remains one of the most significant structural developments in the footwear industry.



During 2026, the Government further amended the footwear QCO framework. In June 2026, the applicable QCOs relating to footwear made from leather and other materials and footwear made from all rubber and polymeric materials were amended, including extension of the timeline for clearance of specified legacy stock up to 31st July, 2027. The amendments also provide for import of up to 4,500 pairs per year for research and development and non-commercial purposes, subject to prescribed conditions.

The progressive implementation of BIS standards is expected to promote formalisation, improve product quality and reduce the availability of sub-standard products in the market. It also places greater emphasis on quality systems, testing, traceability and regulatory compliance throughout the footwear value chain.

Liberty, recognising the importance of BIS standards, has taken requisite steps to comply with applicable regulatory requirements and remains committed to offering quality-driven footwear to its customers.

International Trade and Export Opportunities

The global footwear industry continues to witness changes in sourcing patterns as international brands seek to diversify their manufacturing and sourcing bases. This presents an opportunity for India, given its manufacturing capabilities, skilled workforce, large domestic ecosystem and increasing ability to produce value-added footwear.

A significant development during 2026 was the conclusion of negotiations for the India-European Union Free Trade Agreement announced on 27th January, 2026. The Government has highlighted significant opportunities for labour-intensive sectors including leather and footwear. The India-EU arrangement is expected to improve market access for Indian exports and enhance the competitiveness of Indian products in the European market, subject to completion of the applicable legal and implementation processes.

The EU represents a substantial opportunity for Indian leather and footwear exporters. The

Government's fact sheet indicates that India's exports of leather and footwear to the EU are approximately ₹20,900 crore, against a much larger EU import market, thereby providing significant scope for increasing India's market share.

At the same time, global trade tensions and changes in tariff structures, particularly in major export markets, remain important risks for the footwear industry. Companies will need to diversify markets, strengthen supply chains and improve product competitiveness to mitigate these risks.

Consumer Trends and Retail Landscape

Consumer preferences in the Indian footwear market continue to evolve rapidly.

The demand for comfort, functionality, fashion and versatility is increasing. Athletic and athleisure footwear, sneakers, casual footwear, EVA-based products and lightweight constructions continue to gain consumer acceptance.

There is also increasing demand for premium and better-designed products as consumers become more brand conscious. Women's footwear and children's footwear remain important growth segments, while the traditional formal footwear segment continues to evolve with changing workplace and lifestyle patterns.

The retail landscape is undergoing a significant transformation. Physical stores, malls and high-street retail continue to remain important because footwear is a category where consumers often prefer physical trials. At the same time, e-commerce, brand-owned digital platforms and social commerce are expanding the addressable market.

The growth of quick-commerce platforms is also creating a new channel for footwear, particularly for impulse, convenience and immediate-need purchases. Liberty has expanded its digital accessibility through platforms including Blinkit, thereby improving customer convenience and enabling the brand to participate in the emerging quick-commerce opportunity.



The increasing penetration of smartphones and digital payments, particularly in Tier-II, Tier-III and smaller towns, is expected to further support the growth of online footwear consumption.

Technology, Design and Sustainability

Technology is increasingly influencing the footwear value chain—from product design and development to manufacturing, inventory planning, marketing and customer engagement.

Digital design tools, data analytics, artificial intelligence-enabled customer insights, demand forecasting and digital marketing are creating opportunities for footwear companies to improve product development and operational efficiency.

At the same time, consumers are becoming increasingly conscious of environmental and sustainability considerations. This is driving greater attention towards responsible sourcing, efficient use of materials, recyclability, sustainable manufacturing processes and reduction of waste.

The industry is therefore expected to increasingly balance design, affordability, comfort, quality and sustainability.

Opportunities and Threats

The Indian footwear industry is undergoing a structural transformation driven by rising incomes, urbanisation, premiumisation, digitalisation, changing lifestyles and increasing consumer awareness. Liberty continues to evaluate these evolving market dynamics and align its business strategy with emerging opportunities.

Opportunities

1. Growing Domestic Consumption

India's expanding middle class, increasing disposable income and urbanisation are supporting growth in branded footwear consumption. The large domestic market provides considerable long-term opportunities for organised footwear companies.

2. Premiumisation

Consumers are increasingly willing to pay for improved design, comfort, quality and brand value. This provides opportunities for companies having established brands and diversified product portfolios.

3. Growth in Athletic and Comfort Footwear

The increasing focus on health, fitness and casual lifestyles is supporting demand for sports, athleisure, sneakers, EVA and comfort-oriented footwear.

4. E-commerce and Omnichannel Retail

E-commerce, brand-owned websites, marketplaces and quick-commerce platforms provide opportunities to expand geographical reach without proportionate dependence on physical retail infrastructure.

5. Tier-II and Tier-III Markets

Increasing internet penetration, digital payments and improving logistics are making smaller towns increasingly accessible to organised footwear brands.

6. Global Sourcing Diversification

Global brands are increasingly looking to diversify sourcing beyond traditional manufacturing locations. India's manufacturing ecosystem and skilled workforce provide opportunities to participate more actively in global supply chains.

7. India-EU Trade Opportunity

Improved market access arising from the India-EU FTA presents an opportunity for Indian footwear manufacturers and brands to increase their presence in the European market, subject to implementation of the agreement and applicable rules of origin and regulatory requirements.

8. Government Support

The Focus Product Scheme and other policy measures directed towards productivity, quality, design, machinery and component manufacturing can strengthen India's footwear manufacturing ecosystem.



Threats

1. Imports and Price Competition

The industry continues to face competition from low-priced and under-invoiced imports. Changes in trade agreements and rules of origin can also affect the competitive environment.

2. Raw Material Prices

Leather, synthetic materials, rubber, EVA, chemicals, packaging materials and other inputs remain subject to price volatility. Sustained increases in input costs may put pressure on margins.

3. Global Trade Uncertainty

Changes in tariff policies, geopolitical developments, currency movements and international trade restrictions may affect export competitiveness and sourcing costs.

4. Regulatory Compliance

The implementation of BIS standards requires continuous investment in testing, quality systems and compliance. While this is expected to strengthen the organised industry over the long term, it can increase compliance costs in the short term.

5. Sustainability Requirements

Increasing environmental scrutiny relating to leather manufacturing and growing consumer preference for sustainable products may require additional investment in processes, materials and certifications.

6. Increasing Competition

The organised footwear market is becoming increasingly competitive with the entry and expansion of national and international brands as well as digital-first brands. Shorter product cycles and rapidly changing consumer preferences require faster product development and efficient inventory management.

7. Changing Fashion Trends

Footwear is increasingly influenced by fashion, social media and digital trends. Failure to anticipate

changes in consumer preferences can result in inventory obsolescence and markdown pressures.

Outlook

The outlook for the Indian footwear industry remains positive, supported by India's strong domestic consumption base, rising disposable incomes, urbanisation, premiumisation and increasing formalisation of the sector.

The industry is expected to benefit from increasing adoption of branded footwear, growth in athletic and comfort categories, expansion of organised retail and rapid development of e-commerce and omnichannel distribution.

Government initiatives aimed at strengthening domestic manufacturing, improving quality standards and enhancing India's export competitiveness are expected to support the sector's medium- and long-term development. The Focus Product Scheme for the footwear and leather sector is particularly relevant to the industry's efforts to improve design capabilities, component manufacturing, machinery and productivity.

The India-EU FTA also has the potential to create a meaningful new opportunity for Indian footwear exporters by improving access to one of the world's largest consumer markets.

However, the industry will continue to remain exposed to raw-material price volatility, currency fluctuations, changing tariff regimes, global economic uncertainties and competitive pressures.

Liberty with its established brand presence, manufacturing capabilities, distribution network and growing digital presence, remains well positioned to participate in the long-term growth of the Indian footwear market. The Company will continue to focus on product innovation, quality, brand strengthening, operational efficiency, omnichannel distribution and prudent cost management.

Risks and Concerns

Risks and concerns are inherent in every business and require continuous monitoring and mitigation.



The principal risks affecting the footwear industry and the Company include:

Raw Material Risk: Volatility in prices of leather, synthetic materials, rubber, EVA, chemicals and other inputs may affect margins.

Demand Risk: Changes in consumer sentiment, inflation and discretionary spending can affect demand, particularly in price-sensitive segments.

Competition Risk: Increasing competition from organised domestic brands, international brands, private labels and digital-first players may exert pressure on market share and margins.

Regulatory Risk: Changes in BIS standards, quality control requirements, environmental regulations, labour regulations and other statutory requirements may increase compliance costs.

Foreign Exchange Risk: Changes in foreign exchange rates may affect the Company's export revenues, imported inputs and overall competitiveness.

Trade Risk: Changes in tariff policies, FTAs, rules of origin and geopolitical developments may affect international trade.

Inventory Risk: Rapid changes in fashion and consumer preferences can lead to shorter product life cycles and inventory obsolescence.

Sustainability Risk: Increasing environmental expectations and regulatory requirements may require investment in sustainable materials and processes.

Technology and Cyber Risk: Increasing dependence on digital commerce, technology and data systems exposes businesses to cybersecurity and technology-related risks.

The Company continues to maintain appropriate systems and processes for identification, assessment and mitigation of these risks. The Board and the Audit Committee periodically review the Company's risk management framework and the effectiveness of the mitigation measures.

Internal Control Systems and their Adequacy

Liberty has a well-established and comprehensive internal control framework across its various functions, designed to safeguard the Company's assets, prevent and detect fraud and errors, ensure the accuracy and completeness of accounting records, and facilitate the timely preparation of reliable financial information.

The internal control framework is integrated with the Company's risk management system, enabling the identification of key risks and implementation of appropriate controls and mitigation measures.

The Company's Internal Audit function independently evaluates the adequacy and effectiveness of internal controls and reports its observations and findings to the Audit Committee. The Audit Committee periodically reviews the internal audit reports, adequacy of financial controls, risk management systems and compliance framework, and monitors the implementation of corrective and remedial measures.

The Company continues to strengthen its internal control environment through periodic review and improvement of processes, technology-enabled controls, appropriate segregation of duties, compliance monitoring and timely corrective action on observations identified through internal audit and other review mechanisms.

During the year under review, the internal control systems were reviewed and tested across relevant functions, and no material weakness in the design or operating effectiveness of such controls was reported. The Company believes that its internal control framework is adequate and commensurate with the size, scale and complexity of its operations.

Discussion on Financial Performance

During the Financial Year 2025-26, the Company continued to maintain healthy revenue momentum, supported by its diversified product portfolio, retail and digital expansion, institutional business and continued focus on product innovation and customer-centric offerings.



The Company recorded Gross Sales of ₹73,999.11 lakh, as compared with ₹67,548.06 lakh in the previous year, representing a growth of approximately 9.55%. The growth was supported by continued traction across key business channels, expansion of the retail network, increasing contribution from digital channels and institutional business, and a broader and more relevant product assortment.

Profit Before Tax (PBT) declined by 28.27% to ₹1,497.26 lakh, while Net Profit stood at ₹1,118.95 lakh, as compared with ₹1,407.39 lakh in the previous year. The moderation in profitability, despite revenue growth, was primarily due to higher input and raw material costs, regular increases in minimum wages and the consequent increase in employee benefit costs, together with other operating cost pressures during the year. These factors impacted operating margins and partly offset the benefit of higher sales.

The GST rationalisation on footwear priced up to ₹2,500 per pair, effective from September 22, 2025, from 12% to 5%, was a positive development for the industry and supported affordability and consumer demand. However, as the benefit was available only for part of the financial year and was largely intended to improve consumer value and affordability, it did not translate into a corresponding improvement in the Company's profitability during the year.

The Company continued to strengthen its product portfolio across performance, casual, lifestyle and value segments, with greater emphasis on design, comfort, functionality and evolving consumer preferences. The retail network was further expanded, particularly across Tier-II and Tier-III cities, while the Company's D2C and marketplace presence continued to gain traction. The institutional and safety footwear business also remained an important contributor, supported by demand from manufacturing, infrastructure, construction and other institutional sectors.

The Company remained focused on inventory optimisation, receivable management and working capital discipline. Working capital borrowings stood at ₹7,386.96 lakh as compared with ₹6,936.20 lakh in the previous year, broadly reflecting the

increased scale of operations. Long-term vehicle loans, including current maturities, stood at ₹590.50 lakh as compared with ₹500.46 lakh in FY 2024-25. No specific term loan was availed for capital expenditure, with the Company's capital expenditure requirements being substantially funded through internal accruals.

Capital expenditure during the year amounted to ₹2,095.27 lakh, excluding leasehold rights, and was primarily towards moulds, machinery, furniture and fixtures and other business-related capital requirements. In accordance with Ind AS 116, leasehold rights amounting to ₹2,598.90 lakh were recognised, with ₹137.59 lakh relating to terminated contracts adjusted accordingly. Fully depreciated tangible assets amounting to ₹1,720.18 lakh, together with the corresponding accumulated depreciation, were written off during the year.

Non-current investments stood at ₹0.45 lakh, while other financial assets increased to ₹924.99 lakh from ₹831.49 lakh in the previous year.

The Company continues to focus on manufacturing productivity, product mix improvement, cost optimisation, inventory efficiency and working capital management to improve operating leverage and strengthen profitability.

Material Developments in Human Resources/ Industrial Relations

People remain an important enabler of the Company's growth and operational performance. During the year, the Company continued to focus on talent acquisition, capability building, employee engagement, leadership development and strengthening of HR processes, aligned with its evolving business requirements.

Training and development initiatives were undertaken across functions, with emphasis on customer service, retail excellence, manufacturing productivity, functional capabilities and leadership development. The Company also continued to strengthen performance management, career development and succession planning processes,



supported by increasing use of digital HR tools and data-driven HR practices.

The Company remains committed to maintaining a safe, inclusive and respectful workplace and continued its awareness and compliance initiatives under the Prevention of Sexual Harassment of Women at Workplace Act, 2013 (POSH Act). The Company maintained its zero-tolerance approach towards harassment and continued to promote awareness across its locations. No complaint was received during the year, subject to confirmation with the final POSH annual disclosure.

Industrial relations remained cordial across the Company's manufacturing and other operating units. HR processes and compliance practices continued to be reviewed periodically, including through external HR assessments, with the objective of strengthening workplace practices and statutory compliance.

The Company has also initiated necessary measures towards implementation of the

applicable provisions of the new Labour Codes, including alignment of HR policies and processes with the revised statutory requirements.

As at March 31, 2026, the Company's employee strength stood at 2,602 as compared with 2,075 as at March 31, 2025, reflecting the Company's continuing requirements arising from business expansion and operational growth.

Details of significance changes in key financial ratios along with detailed explanations

In compliance with the applicable provisions of the Listing Regulations, the key financial ratios of the Company and explanations for significant changes, wherever applicable, are provided below. A change of **25% or more**, as compared with the immediately preceding financial year, has been considered significant. Notable ratios include:

Sr. No.	Particulars	2025-26	2024-25
1	Debtors to Sales (in Days)	55	58
2	Inventory to Turnover	87	90
3	Interest Coverage Ratio	1.98	2.70
4	Current Ratio	1.91	1.91
5	Debt Equity Ratio	0.33	0.33
6	Operating Profit Margin (%)	6.09%	7.42%
7	Net Profit Margin (Excluding Exceptional Items)(%)	1.50%	2.40%
8	Return on Net Worth (Excluding Exceptional Items) (%)	4.74%	7.50%

The Interest Coverage Ratio declined from 2.70 to 1.98, primarily due to the moderation in operating profitability during the year. The Net Profit Margin declined from 2.40% to 1.50% and Return on Net Worth declined from 7.50% to 4.74%, reflecting the impact of higher input and employee benefit costs and other operating cost pressures on profitability.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations, or predictions may be forward-looking. Actual results may differ materially from those expressed or implied due to various factors beyond the Company's control.

INDEPENDENT AUDITORS' REPORT

To
The Members of
Liberty Shoes Ltd.

Report on the Audit of the Financial Statements

We have audited the accompanying financial statements of Liberty Shoes Limited ("the Company"), which comprises the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report

Sr. No.	Key Audit Matter	Addressing the Key Audit Matters
(i)	Trade Receivables - Outstanding for more than 180 days	Principal Audit Procedures followed: Our audit procedures based on which we arrived at the conclusion regarding reasonableness of trade receivables outstanding for more than 180 days: ◆ Obtained the detail of parties having outstanding for more than 180 days; ◆ Evaluated the facts, terms & conditions, relevant correspondence, status of legal proceedings wherever initiated and management's rationale for the recoverability of the outstanding dues; ◆ Meeting with the management.



Sr. No.	Key Audit Matter	Addressing the Key Audit Matters
(ii)	Contingent Liabilities - relating to VAT, Service Tax, Labour, Income Tax and TDS (Note 59 [(II) to (VIII)]) There are certain pending matters relating to VAT for the financial year 2005-06, 2006-07, 2007-08 & 2008-09 on account of classification of goods at different rate of tax, few labour matters pertaining to earlier years and demand on account of non-deduction of tax at source and disallowance of certain business expenditure. These are pending before various judicial forums and consequential and possible impact thereof and provisions/disclosure required have been based on the management's assessment of the probability of the occurrence of the liability.	Our audit procedures based on which we arrived at the conclusion regarding reasonableness of the related Contingent Liabilities include the following: ◆ Obtained the status of the cases from the related department and their view on the matter; ◆ Evaluated the facts and terms and conditions and management's rationale for the adequacy of the provision so far made and the amount remaining unprovided against the demands made against the Company; ◆ Meeting with management and reading/ reviewing the correspondences Memos and Notes on related matters. ◆ Reliance has been placed on the legal views and decisions on similar matters and probability of the liability arising there from pending final judgement/ decisions; ◆ Reviewed the appropriateness and adequacy of the disclosure by the management as required in terms of the requirement of IND AS 37 "Provisions, Contingent Liabilities and Contingent Assets".

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained

during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact and we have nothing to report in this regard.

When we read other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions, if required.

Emphasis on Matters

Without qualifying our opinion, your attention is invited to:

We draw attention to Note No. 53 of the accompanying financial statements, which describes the Company's arrangements with M/s



Liberty Footwear Co., M/s Liberty Enterprises, and M/s Liberty Group Marketing Division, partnership firms in which some of the directors are also interested as partners, under which it holds rights for usage of certain tangible and intangible assets are set to expire on March 31, 2028. The management has represented that, based on understandings with certain partners, and considering the current status of ongoing arbitration proceedings as described in the said note, the Company expects to either acquire the same or renew the existing arrangements or implement alternative strategies to ensure continuity of operations. Accordingly, no adjustments have been made to the accompanying financial statements in this regard. Our opinion is not modified in respect of this matter.

Our opinion is not qualified on the above matters.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the Act) with respect to the preparation and presentation of these Ind-AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind-AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial

statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing (SAs) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions,



misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit

work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the financial year ended March 31, 2026 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, based on our audit we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



- c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under section 133 of the Act.
- e) On the basis of written representations received from the directors as on March 31, 2026, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026, from being appointed as a director in terms section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best

of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
- ii. The Company has made provision, as required under the applicable law or Ind-AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign



entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (a) and (iv) (b) contain any material mis-statement.

- v. The Company has not declared or paid Dividend during the year.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for

the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

- 2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Pardeep Tayal & Co.

Firm Registration No. 02733N
Chartered Accountants

Sukesh Gupta

Partner

Membership No. 514675

UDIN: 26514675PJALTD4801

Place: New Delhi

Dated: Tuesday, May 26, 2026



ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under the heading "Report on other legal and regulatory requirements" of our report of even date on the Financial Statements of Liberty Shoes Ltd.)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub Section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Liberty Shoes Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls, both applicable

to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the



company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Pardeep Tayal & Co.

Firm Registration No. 02733N
Chartered Accountants

Sukesh Gupta

Partner

Membership No. 514675
UDIN: 26514675PJALTD4801

Place: New Delhi

Dated: Tuesday, May 26, 2026



ANNEXURE - B TO INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under the heading of 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Reg.: Liberty Shoes Limited (the Company)

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant & Equipment.

b) All the Property, Plant & Equipment have not been physically verified by the management during the year but there exists a regular programme of verification of Property, Plant & Equipment which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.

c) According to the information and explanation given by the management, the title deeds of the immovable properties included in the property, plant and equipment/fixed assets are held in the name of the Company.

d) According to the information and explanation given by the management, the Company has not revalued any of its Property, Plant & Equipment and/or intangible assets during the year.

e) According to the information and explanation given by the management, the Company does not hold any benami property in accordance to the provisions of the Benami Transaction (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder and no proceeding has been initiated against the Company under the said Act.

2. a) The management has conducted the physical verification of inventory at reasonable intervals during the year which, in our opinion, is reasonable having regard to the size of the Company and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such physical verification.

b) During the year the Company has been sanctioned/renewed the working capital limits in excess of ₹5 crores, in aggregate, from banks on the basis of security of current assets and according to the information and explanation given by the management, the quarterly returns/statements filed by the Company with such bankers are in agreement with the unaudited books of accounts of the Company of the respective months/quarters and no material discrepancies have been observed.

3. According to information and explanations given to us, the Company has not made any investment in nor have provided any guarantee or security or have granted any loans or advances in the nature of loans, secured or unsecured, to the Companies, firms, Limited Liability partnerships or any other parties. Accordingly, the provisions of clause 3 (iii) (a) to (f) of the Order are not applicable to the Company and hence not commented upon.

4. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act are applicable and hence not commented upon.

5. The Company has not accepted any deposits from the public or amounts which are deemed to be deposits within the meaning of Section 73 to 76 or any other relevant provisions of the Act. Hence reporting under clause (v) of the paragraph 3 of the Order is not applicable.

6. To the best of our knowledge and as explained, the Central Government has not specified the maintenance of Cost Records under sub-section (1) of Section 148 of the Companies Act for the products of the Company.



7. According to the information, explanations given to us and on the basis of our examination of records of the Company in respect of statutory dues:

a) The Company is regular in depositing the undisputed statutory dues including Goods & Service Tax, Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Value Added Tax, Cess and other statutory dues applicable to it with appropriate authorities.

b) According to the records of the Company, the statutory dues referred to sub-clause (a) which have not been deposited on account of any dispute, are as follows:

Nature of Statute	Nature of dues	Amount (In ₹ Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Punjab Value Added Tax, 2005	Value Added Tax on account of classification of goods at different rate of tax	19.13	Financial Year 2006-07	Remanded back by Deputy Commissioner (Appeals) to Assessing Authority and is pending for assesment.
Punjab Value Added Tax, 2005	Value Added Tax on account of classification of goods at different rate of tax	22.30	Financial Year 2007-08	Deputy Commissioner (Appeals)
Uttarakhand Value Added Tax, 2005	Value Added Tax on account of classification of goods at different rate of tax	45.35	Financial Year 2016-17	High Court of Uttarakhand
		7.63	Financial Year 2017-18	
Income Tax	Disallowance of certain expenditure for the assessment year 2020-21 on a/c of non-allow-ability of certain expenditures, considering some of expenditure as of enduring nature, grossly ignoring the past assessment history of the Company for earlier years and other additions for which Company has preferred an appeal before appellate authority. The related demand had been reduced by ₹113.29 Lakhs vide order passed u/s 154 dated 10/05/2023. In furtherance on 19/03/2025 made further submissions along with providing copy of assessment order for the assessment year 2023-24 wherein the similar issue has been decided in favour of the Company.	851.52	Financial Year 2019-20 (Assessment year 2020-21)	Commissioner (Appeals)
Income Tax	On account of short deduction of Tax at Source in the case of erstwhile subsidiary company M/s Liberty Retail Revolutions Limited for the assessment year 2011-12, 2012-13, 2013-14 & 2014-15, for which Company had filed appeals before the appropriate authority and are pending for adjudication. Out of the same, matters relating to assessment year 2011-12, 2012-13 & 2014-15 for ₹8.64 Lakhs have been decided by the Hon'ble ITAT, Delhi in favour of the Company and and appeal for the year 2013-14 is pending for adjudication.	9.94	Assessment year 2013-14	CIT (Appeals), NFAC, New Delhi



Nature of Statute	Nature of dues	Amount (In ₹ Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax	On account of short deduction of Tax at Source for the assessment year 2018-19 which otherwise are not liable for deduction in terms of applicable provisions of the law and for which Company has filed appeals before the appropriate authority and are pending for adjudication.	9.76	Financial Year 2017-18 (Assessment Year 2018-19)	CIT(A), NFAC, New Delhi
Income Tax	On account of reduction of deduction u/s 80IC of Income Tax Act, 1961 for the assessment year 2013-14 due to non-considering part of business income as industrial income, for which Company's appeal is pending before Hon'ble Punjab & Haryana High Court for adjudication.	59.14	Financial Year 2012-13 (Assessment Year 2013-14)	Hon'ble Punjab & Haryana High Court

8. According to the information and explanations given to us, during the year the Company has not surrendered or disclosed any transactions not recorded in the books of accounts as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9. a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or other borrowings or in payment of interest thereon to any lender.

b) According to the information and explanations given to us, the Company has not been declared as willful defaulter by the bank or financial institution or other lender.

c) In our opinion and according to the information and explanations given to us, the term loans taken by the Company during the year have been applied for the purpose for which the loan was obtained.

d) In our opinion and according to the information and explanations given to us, the funds raised on short term basis have not been utilized by the Company for long term purposes.

e) In our opinion and according to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the

obligations of its subsidiaries, associates or joint ventures.

f) In our opinion and according to the information and explanations given to us, the Company has not raised loans during the year on pledge of securities held in its subsidiaries, joint ventures or associate companies.

10. a) According to the information and explanations given by the management, the Company during the year has not raised any money by way of initial public offer or further public offer (including debt instruments) and hence reporting under clause (x)(a) of paragraph 3 of the Order is not applicable.

b) According to the information and explanations given by the management, the Company during the year has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

11. a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us by the management, we report that no material fraud by the Company or on the Company has been noticed or reported during the year.



- b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) According to the information and explanations given to us by the management, we report that the Company has not received any whistle blower complaint during the year.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) (a) to (c) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act wherever applicable and the details have been disclosed in the notes to the Financial Statements as required by the applicable Ind-AS.
14. a) According to information and explanations given to us the Company has an internal audit system commensurate with the size and nature of its business and
- b) The reports of the internal auditors for the period under audit have duly been considered.
15. According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with them and hence provisions of section 192 of the Companies Act are not applicable.
16. According to the information and explanations given to us, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 (2 of 1934) and accordingly, the provisions of clause 3 (xvi) (a) to (d) of the Order are not applicable to the Company.
17. In our opinion and according to the information and explanations given by the management, the Company has not incurred any cash losses during the year and in the immediately preceding financial year.
18. During the year there has been no resignation of the statutory auditors of the Company.
19. In our opinion on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, knowledge of Board of Directors and management plans, there exists no material uncertainty on the date of the audit report and the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within the period of one year from the balance sheet date. However, we state that this is not an assurance as to the future viability of the Company and our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. In our opinion and according to the information and explanations given by the management, there are no unspent amounts towards Corporate Social Responsibility (CSR) on ongoing and other than ongoing projects requiring transfer of funds to a fund specified in Schedule VII to the Companies Act, 2013 in compliance to the second proviso to sub-section (5) of section 135 and sub-section (6) of section 135 of the said Act. Accordingly, the provisions of clause (xx) (a) & (b) of the Order have not been comment upon.



21. According to the information and explanations given by the management, the Company does not have any subsidiaries, joint venture or associate companies, so the provisions of clause (xxi) of the Order are not applicable to the Company.

For Pardeep Tayal & Co.
Firm Registration No. 02733N
Chartered Accountants

Sukesh Gupta
Partner
Membership No. 514675
UDIN: 26514675PJALTD4801

Place: New Delhi

Dated: Tuesday, May 26, 2026



BALANCE SHEET

As at 31st March, 2026

(Amount in ₹ Lakh)

Particulars	Note	As at 31.03.2026	As at 31.03.2025
Assets			
Non-current Assets			
Property, Plant & Equipments	2(a)	9,709.24	9,137.55
Capital Work in Progress	2(c)	404.36	393.87
Intangible Assets	2(b)	44.72	37.42
Right of Use Assets	2(d)	8,654.22	8,165.79
Financial Assets			
Non-current Investments	3	0.45	0.45
Other Financial Assets	4	924.99	831.50
Other Non-current Assets	5	114.31	90.45
Total Non Current Assets		19,852.29	18,657.03
Current Assets			
Inventories	6	18,071.35	17,414.29
Financial Assets			
Trade Receivables	7	10,851.84	11,578.22
Cash and Cash Equivalents	8	298.82	330.66
Bank Balances other than Cash and Cash Equivalents	9	325.32	213.49
Other Financial Assets	10	120.36	192.46
Other Current Assets	11	2,745.39	1,277.17
Total Current Assets		32,413.08	31,006.29
Total Assets		52,265.37	49,663.32
Equity & Liabilities			
Equity			
Equity Share Capital	12	1,704.00	1,704.00
Other Equity	13	21,674.49	20,551.61
Total Equity		23,378.49	22,255.61
Liabilities			
Non-current Liabilities			
Financial Liabilities			
Borrowings	14	378.14	365.46
Lease Liabilities	15	8,654.22	8,165.79
Other Financial Liabilities	16	2,548.39	2,497.00
Provisions	17	121.20	112.22
Deferred Tax Liability (Net)	18	63.72	51.25
Total Non-current Liabilities		11,765.67	11,191.72
Current Liabilities			
Financial Liabilities			
Borrowings	19	7,599.32	7,071.21
Lease Liabilities		-	-
Trade Payables			
a) Total outstanding due of Micro and Small Enterprises	20	2,680.74	2,589.69
b) Total outstanding due other than Micro and Small Enterprises		4,185.77	4,037.05
Other Financial Liabilities		-	-
Other Current Liabilities	21	2,433.29	2,257.74
Provisions	22	197.53	97.56
Current Tax Liabilities (Net)	23	24.56	162.74
Total Current Liabilities		17,121.21	16,215.99
Total Equity and Liabilities		52,265.37	49,663.32
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 86		

The accompanying notes are an integral part of these financial statements

Signed in terms of our Audit Report of even date.

for and on behalf of the Board

For Pardeep Tayal & Co.

Firm Registration No.02733N

Chartered Accountants

Sukesh Gupta

Partner

Membership No. 514675

Anupam Bansal

Executive Director

DIN - 00137419

Shammi Bansal

Executive Director

DIN - 00138792

Anand Das Mundhra

Independent Director

DIN - 00167418

Munish Kakra

CFO & Company Secretary

M.No. ACS 6262

Place: New Delhi

Dated: Tuesday, 26th May, 2026

STATEMENT OF PROFIT & LOSS

For the year ended 31ST March, 2026

(Amount in ₹ Lakh)

Particulars	Note	For the year ended 31st March, 2026	For the year ended 31st March, 2025
REVENUE			
Revenue from Operations	24	73,999.11	67,548.06
Other Income	25	49.96	29.68
Total Revenue		74,049.07	67,577.74
Expenses			
Cost of Raw Materials & Components Consumed	26(a) & (b)	27,214.14	23,524.75
Purchase of Stock-in-trade	26(c)	8,050.62	8,723.31
Change in Inventories of Finished Goods, Goods in Process and Stock-in-Trade	27	(349.76)	(1,261.21)
Employee Benefit Expenses	28	14,640.92	12,706.97
Finance Cost	29	1,596.83	1,315.88
Depreciation & Amortisations	30	3,402.45	3,278.28
Other Expenses	31	18,011.52	16,932.99
Total Expenses		72,566.72	65,220.97
Profit before exceptional items and tax		1,482.35	2,356.76
Exceptional Items	32	(14.91)	269.37
Profit before Tax		1,497.26	2,087.39
Income Tax Expense:			
Current tax		365.84	500.53
Income Tax for Earlier Years	33	-	179.48
Deferred Tax Charge/(credit)		12.47	51.25
Total Tax Expenses		378.31	731.26
Profit for the year		1,118.95	1,356.13
Other Comprehensive Income			
Items that will not be reclassified to profit or loss in subsequent period			
Remeasurement Gains/(Losses) on Defined Benefit Plan	49	5.26	(9.76)
Income Tax effect on above		(1.33)	2.45
Other Comprehensive Income for the year, net of income tax		3.93	(7.31)
Total Comprehensive Income for the year		1,122.88	1,348.82
(comprising profit and other comprehensive Income)			
Earnings/ (Losses) per equity share (nominal value per share of ₹ 10/- Each)			
Basic		6.57	8.26
Diluted		6.59	8.22
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 86		

The accompanying notes are an integral part of these financial statements

Signed in terms of our Audit Report of even date.

for and on behalf of the Board

For Pardeep Tayal & Co.

Firm Registration No.02733N

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M.No. ACS 6262

Place: New Delhi

Dated: Tuesday, 26th May, 2026



STATEMENT OF CHANGES IN EQUITY

A) Equity Share Capital

1) Current Reporting Period

(Amount in ₹ Lakh)

Balance at the beginning of the Current reporting period	Changes in Equity Share Capital due to prior period errors	Recasted balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
1,704.00	-	1,704.00	-	1,704.00

2) Previous Reporting Period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Recasted balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
1,704.00	-	1,704.00	-	1,704.00

B) Other Equity

1) Current Reporting Period

(Amount in ₹ Lakh)

Particulars	Reserves & Surplus					Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Other Comprehensive Income	
Balance at the beginning of the Current reporting period	4.00	1,127.21	12,270.09	7,150.32	-	20,551.61
Changes in accounting policies/prior period errors	-	-	-	-	-	-
Recasted balance at the beginning of the current reporting period	4.00	1,127.21	12,270.09	7,150.32	-	20,551.61
Total Comprehensive Income for the current year	-	-	-	1,122.88	-	1,122.88
Dividends	-	-	-	-	-	-
Transfer to Retained Earnings	-	-	-	-	-	-
Balance at the end of current reporting period	4.00	1,127.21	12,270.09	8,273.20	-	21,674.49

2) Previous Reporting Period

(Amount in ₹ Lakh)

Particulars	Reserves & Surplus					Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Other Comprehensive Income	
Balance at the beginning of the previous reporting period	4.00	1,127.21	12,270.09	5,801.50	-	19,202.79
Changes in accounting policies/prior period errors	-	-	-	-	-	-
Recasted balance at the beginning of the previous reporting period	4.00	1,127.21	12,270.09	5,801.50	-	19,202.79
Total Comprehensive Income for the previous year	-	-	-	1,348.82	-	1,348.82
Dividends	-	-	-	-	-	-
Transfer to Retained Earnings	-	-	-	-	-	-
Balance at the end of previous reporting period	4.00	1,127.21	12,270.09	7,150.32	-	20,551.61

Signed in terms of our Audit Report of even date.

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Munish Kakra

CFO & Company Secretary

M.No. ACS 6262

Place: New Delhi

Dated: Tuesday, 26th May, 2026

STATEMENT OF CASH FLOWS

For the year ended 31ST March, 2026

(Amount in ₹ Lakh)

PARTICULARS		For the year ended 31st March, 2026	For the year ended 31st March, 2025
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit before Income Tax from Continuing Operations	1,497.26	2,087.38
	Discontinued Operations	-	-
	Profit before Income Tax including discontinued operations	1,497.26	2,087.38
	Adjustments for:		
	Depreciation and amortisation expense	3,402.45	3,278.28
	Loss/(Gain) on sale of Non-current Assets	(14.91)	61.31
	Bank & Other Interest classified as investing cash flows	(49.96)	(29.68)
	Finance Cost	1,596.83	1,315.88
	Unrealised Foreign Exchange Difference	1.74	(19.59)
	Actuarial Gain/(Loss) on Defined Benefit Plan (net of tax effect)	3.93	(7.31)
	Changes in operating assets and liabilities		
	(Increase)/Decrease in Trade Receivables	684.90	(2,022.85)
	(Increase)/Decrease in Inventories	(657.06)	(1,573.16)
	Increase/(Decrease) in Trade & Other Payables	2,983.71	3,056.85
	(Increase)/Decrease in other non-current assets	(117.36)	(351.52)
	(Increase)/Decrease in Loans & Advances	72.11	(95.16)
	(Increase)/Decrease in other current assets	(1,063.91)	1,948.37
	Increase/(Decrease) in Provision for doubtful debts	(20.23)	315.89
	Increase/(Decrease) in other current liabilities		
	Cash generated from operations	8,319.50	7,964.69
	Direct Taxes Paid	342.61	514.81
	Net Cash Flow from Operating Activities	7,976.89	7,449.88
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Payments for Purchase/Accrual of Non-current Assets (including capitalisation of leasehold rights in accordance to IndAS 116 - (Refer to Note No. 2 (d) & 43)	(4,556.58)	(4,714.91)
	Proceeds from Sale of Non-current Assets	91.13	96.84
	(Increase)/Decrease in Fixed Deposits with Banks for Margin Money against LCs/BGs	(111.83)	169.83
	Bank and Other Interest	49.96	29.68
	Net Cash outflow from Investing Activities	(4,527.32)	(4,418.56)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Payment of Lease Liabilities	(1,972.89)	(1,936.62)
	Proceeds from long term borrowings	283.87	472.82
	Repayment of long term borrowings	(193.83)	(208.74)
	Interest paid	(1,596.83)	(1,315.88)
	Net Cash inflow/outflow from Financing Activities	(3,479.68)	(2,988.42)
	Net Increase/(Decrease) in Cash & Cash Equivalents	(30.11)	42.90
	Cash & Cash Equivalents (Opening Balance)	330.66	268.14
	Unrealised Foreign Exchange Difference	(1.74)	19.59
	Cash & Cash Equivalents (Closing Balance)	298.81	330.63
	Components of Cash & Cash Equivalents		
	Cash in hand including imprest	114.37	149.64
	Balance with Scheduled Banks		
	Current Accounts	14.68	17.77
	Cheques on hand	169.76	163.25
	Total	298.81	330.66

Notes: 1) Purchase of Fixed Assets include movements of capital work in progress between the beginning & at the end of the year and leasehold rights recognised during the financial year in accordance to Ind-AS-116

2) The Cash Flow Statement has been prepared under the indirect method as set out in Ind-AS - 7 Statement of Cash Flows notified under Section 133 of the Companies Act, 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

Signed in terms of our Audit Report of even date.

for and on behalf of the Board

For Pardeep Tayal & Co.

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Munish Kakra

CFO & Company Secretary

M.No. ACS 6262

Place: New Delhi

Dated: Tuesday, 26th May, 2026



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

CORPORATE INFORMATION

Liberty Shoes Ltd is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956 on 3rd September, 1986. The shares of the Company are listed on two stock exchanges in India i.e National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The Company is engaged in the business of manufacturing and trading of footwear, accessories and lifestyle products through its retail, e-commerce and wholesale network. The Registered Office of the Company is situated at Libertypuram, Karnal, Haryana.

1. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing Ind-AS requires a change in accounting policy hitherto in use.

The financial statements have been prepared on a historical cost basis except financial assets and liabilities including derivative financial instruments and investments, defined benefit plans which are to be measured at fair value:

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria as set out in Schedule III to the Companies Act, 2013 and Ind AS 1 "Presentation of financial statements"

b) Current versus non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle; or
- Held primarily for the purpose of trading; or
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period; or

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

c) Revenue Recognition

- Sales revenue is recognized when the significant risks and rewards of ownership of goods have passed to the buyer on dispatch or delivery of goods, net of sales returns, trade discount and GST and do not include the cost of materials used for captive consumption.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

- Export Incentives are accounted on accrual basis and include the estimated value of incentives receivable under the Duty Drawback Scheme and the Remission of Duties and Taxes on Exported Products (RoDTEP). Any difference at the time of actual receipt is accounted for in the year of receipt. The amount of export incentives has been adjusted with the cost of raw materials consumed. Gain/Loss, if any, on transfer of Duty Credit Entitlements received under the scheme is accounted for in the year of transfer.
- Other operating revenue include revenue arising from a Company's operating activities, i.e., either its principal or ancillary revenue-generating activities, but which is not revenue arising from sale of products or rendering of services. The other operating revenue of the company includes revenue from freight, exchange rate fluctuations etc.
- Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

d) Inventory Valuation

Inventories are valued at the lower of cost and net realisable value. Cost of inventories, other than for manufactured finished goods and goods in process, is determined on Weighted Average Cost Method (net of CENVAT/Input Tax credit availed) of stock accounting. Cost of manufactured finished goods and goods in process include cost of raw materials consumed on weighted average basis and appropriate portion of allocable overheads and Taxes, wherever applicable. Scrap, if any, at the year-end does not form part of the closing inventory.

e) Evaluation of Trade Receivables, Loans & Advances and Provisioning

Recoverability status of all the debtors and Loans & Advances are duly evaluated/ reviewed and necessary provision/ writing off is considered by the Company on annual basis. Besides the same the Company since financial year 2020-21 onwards had been consistently reviewing/evaluating the overdue debts on case to case basis in timely manner and going for the required writing off/provisioning depending upon the age of related debtors/ advances as per the following:

Outstanding for	Policy till Financial Year 2023-24	Policy from Financial Year 2024-25 onwards
> 3 years	@ 100% irrespective of the status of legal proceeding initiated	@ 100% irrespective of the status of legal proceeding initiated
> 2 year < 3 years	@ 30%	@ 50%
> 1 year < 2 years	@ 10%	@ 20%
> 180 days < 1 year	-	@ 10%

f) Property, Plant & Equipment, Intangible Assets and Capital Work in Progress

Property, Plant & Equipment and Intangible Assets are stated at original cost (net of CENVAT/Input Tax credit availed, wherever eligible) but including freight inward, duties, taxes and other incidental expenses relating to acquisition and installation thereof. Capital

work in progress includes cost of property, plant & equipment under installation and other incidental expenses. Items of property, plant & equipment that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realizable value and are shown separately in the financial statements. Any expected loss is recognized immediately in the Statement of Profit and Loss.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Losses arising from the retirement of, and gains and losses arising from disposal of Property, Plant & Equipment which are carried at cost are recognized in the Statement of Profit and Loss.

g) Depreciation

The useful lives of the assets are based on technical estimates approved by the Management and lower than or the same as the useful lives prescribed under schedule II of the Companies Act, 2013 in order to reflect the period over which depreciable assets are expected to be used by the Company. Depreciation is provided on a pro rata basis on the Straight-Line Method (SLM) on the estimated useful lives of the assets as stated below:

Assets	Useful Life
Factory Building	30 Years
Plant & Equipment	15 Years
Dies & Moulds	15 Years
Electric Installation & Equipment	10 Years
Furniture & Fixtures	10 Years
Office Equipment	5 Years
Computers	3 Years
Servers & Networks	6 Years
Motor Cars & Buses	8 Years
Two Wheelers	10 Years

Assets individually costing less than ₹ 5,000/- are fully depreciated in the year of acquisition.

h) Impairment of Assets

Usually the Company reviews the carrying value of assets for any possible impairment at each balance sheet date. However, the assets that are subject of amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. In assessing the recoverable amount, higher of the assets' fair value less cost to sell and value in use is considered.

i) Operating Lease

The Company, as a lessee, recognizes leasehold rights and leasehold obligations for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The leasehold rights are depreciated/amortized using the straight-line method from the commencement date over the shorter of lease term or useful life of right to use.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

Modifications to a lease agreement beyond the original terms and conditions are generally accounted for as a remeasurement of the lease liability with a corresponding adjustment to the right-of-use asset. Any gain or loss on modification is recognised in the statement of profit and loss.

j) Valuation of Investments

Long term Investments are valued at cost and Short-Term Investments are valued at lower of cost and fair value, calculated individually for each investment.

k) Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Financial Assets

Initial Recognition and Measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets. These include trade receivables, cash & cash equivalents, bank balances other than cash & cash equivalents and other financial assets.

Classification and Subsequent Measurement

Financial assets are subsequently measured at amortised cost or fair value through other comprehensive income or fair value through profit or loss depending on its business model for managing those financial assets and the asset contractual cash flow characteristics.

Financial Assets at Amortised Cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The company may make an irrevocable election to present subsequent changes in the fair value of equity investment not held for trading in other comprehensive income.

Financial Assets at Fair Value through Profit or Loss (FVTPL)

A financial asset which is not classified in any of the above categories is subsequently measured at fair value through profit or loss.

Derecognition

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity and does not retain control of the asset.

Impairment of Financial Assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial assets. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 "Financial Instruments" for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Financial Liabilities

Initial Recognition and Measurement

Financial liabilities include borrowings, lease liability, trade payables and other financial liabilities. All financial liabilities are recognised initially at fair value and in the case of borrowings and trade payables, net of directly attributable transaction costs.

Classification and Subsequent Measurement

The financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'financial liabilities at amortised cost'. Financial liabilities at Fair Value through Profit or Loss Financial liabilities are classified at fair value through profit or loss when the financial liability is held for trading or are designated upon initial recognition as fair value through profit or loss. It includes derivative financial instruments entered into by the Company that



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

are not designated as hedging instruments in hedge relationships. All changes in the fair value of such liability are recognised in the statement of profit and loss.

Financial liabilities at Amortised Cost

Other financial liabilities (including borrowings and trade payables etc.) are subsequently measured at amortised cost using effective interest method.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. Any gain or loss arising on derecognition is included in the statement of profit and loss when the liability is derecognised.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Effective Interest Method (EIR)

Financial assets and liabilities are subsequently measured at amortised cost using the effective interest rate method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

Derivative Financial Instruments

The Company uses derivative financial instruments, such as forward contracts to hedge its foreign currency. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken to statement of profit and loss.

Financial Liabilities and Equity Instruments

Classification as Debt or Equity Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liabilities and an equity instrument.

Equity Instruments

An Equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by Company are recognised at the proceeds received. Transaction costs related to issue of equity instruments is reduced from equity. Dividend paid on equity instruments is directly reduced from equity.

I) **Provisions and Contingent Liabilities and Contingent Assets**

The Company recognizes a provision where there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation and accordingly all known liabilities wherever material are provided for. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources however the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

A contingent asset is disclosed, where an inflow of economic benefits is probable. Contingent assets are not recognised in financial statements since this may result in the recognition of income



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

that will never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

m) Employee Benefits

- (i) Employee benefits like salaries, wages etc. payable wholly within twelve months of rendering the service are classified as short-term employee benefits. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.
- (ii) Contribution towards provident fund and employee state insurance is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as defined contribution plans as the Company does not carry any further obligations, apart from the contributions made on a monthly basis. Such contributions are charged to the statement of profit and loss for the period of service rendered by the employees.
- (iii) Short-term employee benefits are recognized as an expense in the Statement of Profit & Loss of the year in which the related service is rendered.
- (iv) Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected method made at the end of the financial year. The Company has created a trust under the Group Gratuity Scheme with the Life Insurance Corporation of India (LIC) and amount paid/payable in respect of the present value of liability for past services is charged to the Statement of Profit & Loss every year. The difference, if any, between

the actuarial valuation of the gratuity of employees at the year end and the balance of funds with LIC is provided for as liability in the books.

n) Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. All other borrowing costs are charged to revenue in the period in which they are incurred.

o) Foreign Exchange Transactions

- (i) Assets and liabilities relating to foreign currency transactions remaining unsettled at the year-end are converted into Indian rupees at closing rates and any gain or loss arisen is adjusted in Statement of Profit and Loss.
- (ii) Gains/losses arising out of fluctuations in foreign exchange rates between the transaction date and settlement date are recognized in the Statement of Profit and Loss under the head "Exchange Rate Fluctuation".
- (iii) The difference between the forward rate and the exchange rate on date of inception of a forward contract in respect of forward contracts with underlying assets or liabilities is recognized as income or expense and is amortized over the life of the contract.
- (iv) Forward exchange contracts entered to hedge the foreign currency risk are marked to market as at the year end and the resultant exchange gain or loss is recognised in the Statement of Profit & Loss.
- (v) Non-monetary foreign currency items are carried at cost and accordingly the investment in foreign subsidiary is expressed in Indian Currency at the exchange rate prevailing at the date of the transaction.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

p) Assessment of risks

The Company follows the process of assessing the financial risks relating to its business activities. Its principal financial liabilities comprising borrowings, trade and other payables etc. are part of its working capital for the purpose of its business operations and for the purpose of funding its principal financial assets including cash and cash equivalents, trade receivables and security deposits directly derived from its operations. The Company is exposed to credit risk, liquidity risk and market risk summarised as under

Credit Risk:

Credit risk may arise on not meeting of its financial obligations by other party, primarily relating to trade receivables and may lead to financial loss to the Company. Company during the course of its business operations to reduce the risk with trade receivables, follows the mechanism of setting credit limits to respective parties and reviews their outstanding on time to time basis to access the likely impairment.

Liquidity Risk:

Liquidity risk may result in not meeting Company's financial obligations and to mitigate the same and meet its financial obligations in timely manner the Company reviews its Trade Payables and other long term and short-term financial liabilities on time to time basis and manages the resources availability of cash and cash equivalents and credit lines and borrowing facilities from banks.

Market Risk

Market risk may be the risk of fair value of Company's assets and liabilities on account of change in foreign exchange rates and applicable rate of interest on borrowings having variable interest terms. Exposure of the Company to foreign exchange risk majorly relates to its operating activities to the extent denominated in foreign currency and the Company goes for

forward exchange contracts to mitigate the risk. Similarly to get de-risked to maximum extent from changes in variable rate of interest, depending upon its funds utilization plan on time to time basis the Company further gets the part of related facilities converted into fixed rate for specific period.

Price Risk:

Key raw materials used in the manufacturing of footwear are EVA, PU material etc. are subject to price volatility depending upon the fluctuation in the price of crude oil and it's derivatives. To mitigate the pricerisk the Company takes several measures including continuous monitoring the price trend of key materials, value engineering of goods and passing of the cost on the product wherever required in timely manner.

q) Fair Value Measurement

The fair value of the assets and liabilities are assessed at balance sheet date considering normal circumstances as per the following:

- a) Cash and cash equivalents, bank balances other than cash and cash equivalents, trade receivables, trade payables, borrowings and other financial assets and liabilities at their carrying amount due to their short-term nature.
- b) Financial assets and liabilities with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty.
- c) Assessment by the Management about the carrying value of financial assets including leasehold rights and obligations due to be amortised.
- d) Forward exchange contracts using exchange rates at the balance sheet date.

r) Provision for Taxation

Provision for taxation is made taking into consideration the provisions of Income Tax



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Act, 1961. Adjustment, if any, arising out of the assessment is made in the year the assessment is completed. Current tax assets and liabilities are offset when there is a legally enforceable right to set-off the recognised amounts and there is an intention to settle the asset and the liability on a net basis

Income tax expense represents the sum of current and deferred tax. Tax expense is recognised in the statement of profit and loss except to the extent that it relates to items recognised directly in equity or other comprehensive income, in such case the tax expense is also recognised directly in equity or in other comprehensive income.

Any subsequent change in income tax on items initially recognised in equity or other comprehensive income is also recognised in equity or other comprehensive income, such change could be for change in tax rate.

s) Provision for Deferred Taxation

Deferred tax is recognised on temporary timing differences between the carrying amount of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the balance sheet approach.

Deferred tax liabilities are recognised for all taxable temporary timing differences and deferred tax assets are recognised for all deductible temporary timing differences, carry forward tax losses and allowances to the extent it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised.

Deferred tax asset and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or liability is settled, based on tax rates and tax laws that have been enacted or substantially enacted at the reporting date.

The carrying amount of deferred tax asset, if any, is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is legally enforceable right to set-off current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority and no deferred tax asset is recognized as on the date of reporting.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

2 (a) Property, plant and equipment

(Amount in ₹ Lakh)

Particulars	Freehold Land	Buildings	Plant & Equipments	Furniture & Fixture	Vehicles	Office Equipments	Moulds	Total
Gross carrying amount								
As at 31st March 2024	1,226.76	2,818.91	9,589.75	3,439.16	2,938.88	1,856.29	4,555.07	26,424.82
Additions	-	71.53	522.63	397.88	150.67	157.23	206.19	1,506.13
Disposals/Adjustments	-	6.53	2,840.94	466.99	483.38	469.46	691.35	4,958.65
As at 31st March 2025	1,226.76	2,883.91	7,271.44	3,370.05	2,606.17	1,544.06	4,069.91	22,972.30
Additions	-	-	350.76	583.13	476.13	180.55	468.17	2,058.74
Disposals/Adjustments	3.62	-	93.11	138.15	326.84	13.14	1,661.77	2,236.63
As at 31st March, 2026	1,223.14	2,883.91	7,529.09	3,815.03	2,755.46	1,711.47	2,876.31	22,794.41
Accumulated Depreciation								
As at 31st March 2024	-	1,501.29	7,272.84	2,155.17	1,582.36	1,448.17	3,403.39	17,363.22
Depreciation Charge for the year	-	93.33	243.21	267.98	176.51	114.02	388.19	1,283.24
Disposals/Adjustments	-	-	2,815.60	365.85	474.55	464.38	691.33	4,811.71
As at 31st March 2025	-	1,594.62	4,700.45	2,057.30	1,284.32	1,097.81	3,100.25	13,834.75
Depreciation Charge for the year	-	78.65	284.97	262.03	274.35	143.23	367.59	1,410.82
Disposals/Adjustments	-	-	54.60	106.62	325.67	13.14	1,660.37	2,160.40
As at 31st March, 2026	-	1,673.27	4,930.82	2,212.71	1,233.00	1,227.90	1,807.47	13,085.17
Net carrying amount								
As at 31st March 2025	1,226.76	1,289.29	2,570.99	1,312.75	1,321.85	446.25	969.66	9,137.55
As at 31st March, 2026	1,223.14	1,210.64	2,598.27	1,602.32	1,522.46	483.57	1,068.84	9,709.24

2 (b) Intangible Assets

(Amount in ₹ Lakh)

Particulars	Patents	Softwares	Total
Gross Carrying Amount			
As at 31st March 2024	0.15	211.98	212.13
Additions	-	14.26	14.26
Disposals/Adjustments	-	0.14	0.14
As at 31st March 2025	0.15	226.10	226.25
Additions	-	26.04	26.04
Disposals/Adjustments	-	-	-
As at 31st March 2026	0.15	252.14	252.29
Accumulated Depreciation			
As at 31st March 2024	0.04	172.86	172.90
Amortisation Charge for the year	0.01	16.07	16.08
Disposals/Adjustments	-	0.14	0.14
As at 31st March 2025	0.05	188.79	188.84
Amortisation Charge for the year	0.01	18.72	18.73
Disposals/Adjustments	-	-	-
As at 31st March 2026	0.06	207.51	207.57
Net carrying amount			
As at 31st March 2025	0.10	37.31	37.41
As at 31st March 2026	0.09	44.63	44.72

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

2 (c) Capital work in progress

(Amount in ₹ Lakh)

Particulars	Building Under Construction	Assets under Installation	Total
Gross carrying amount			
As at 31st March 2024	375.87	-	375.87
Additions	18.00	-	18.00
Capitalised	-	-	-
As at 31st March 2025	393.87	-	393.87
Additions	10.49	-	10.49
Capitalised	-	-	-
As at 31st March 2026	404.36	-	404.36

Ageing of CWIP

(Amount in ₹ Lakh)

As at 31st March 2026	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
Building under construction	10.49	393.87	-	-	404.36
Assets under Installation (Temporarily suspended)	-	-	-	-	-
Total	10.49	393.87	-	-	404.36
As at 31st March 2025	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
Building under construction	393.87	-	-	-	393.87
Assets under Installation (Temporarily suspended)	-	-	-	-	-
Total	393.87	-	-	-	393.87

2 (d) Right -of-use Assets

(Amount in ₹ Lakh)

Right- of -use Assets (ROU Assets)	As at 31st March, 2026	As at 31st March 2025
	Buildings	
Opening Balance	8,165.80	7,681.74
Additions for the new leases	2,598.90	2,509.76
Depreciation Expenses for the year	(1972.89)	(1936.62)
Deletions for terminated leases	(137.59)	(89.08)
Closing Balance	8,654.22	8,165.80
Refer note no. 43		



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in ₹ Lakh)

		As at 31st March, 2026	As at 31st March, 2025
3	Non-current Investments (Non-Trade)		
	Investments in Government Securities (Valued at Cost)		
	(6 Years National Saving Certificates VIII Issue)	0.45	0.45
	Total Non-current Investments	0.45	0.45
	Aggregate amount of Quoted Investments	-	-
	Aggregate amount of Unquoted Investments	0.45	0.45
	Aggregate Market Value of Quoted Investments	-	-
4	Other Financial Assets -Non Current		
	(Unsecured and considered good unless stated otherwise)		
	Security Deposits		
	to Related Parties	60.00	60.00
	to Others	799.47	711.41
	Bank Deposits having maturity for more than 12 months	95.30	89.87
		954.77	861.28
	Less: Provision for doubtful security deposits to others	29.78	29.78
	Total Other Financial Assets- Non Current	924.99	831.50
5	Other Non-current Assets		
	(Unsecured and considered good unless stated otherwise)		
	Capital Advance	114.31	90.45
	Total Other Non-current Assets	114.31	90.45
6	Inventories (As valued and certified by the Management)		
	Raw Materials	4,405.13	4,160.35
	Goods in Process	2,685.11	1,652.84
	Finished Goods		
	Manufactured	9,363.87	9,921.52
	Traded	813.60	938.47
	Packing Materials	342.51	307.79
	Stores & Spares	433.81	411.29
	Oil & Lubricants	27.32	22.04
	Total Inventories	18,071.35	17,414.30
7	Trade Receivables		
	Trade Receivables, Unsecured		
	Trade receivables-Considered Good	10,575.70	11,149.47
	Trade receivables-from Related Parties -Considered Good	276.14	428.75
	Credit Impaired	679.13	637.65
		11,530.97	12,215.87
	Less: Allowance for Doubtful Trade Receivables (Expected Credit Loss Allowance)	679.13	637.65
	Total Trade Receivables	10,851.84	11,578.22
	There are no trade receivables which have significant increase in credit risk. For ageing of trade receivables- refer note no. 38)		
8	Cash and Cash Equivalents		
	Balances with banks:		
	In Current Accounts	9.41	12.49
	Cheques on hand	169.77	163.25
	Cash in hand including imprest	114.37	149.64
	Total Cash & Cash Equivalents	293.55	325.38

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in ₹ Lakh)

		As at 31st March, 2026	As at 31st March, 2025
9	Bank Balances other than Cash and Cash Equivalents		
	Earmarked balances with Banks-Unpaid Dividend Accounts	5.27	5.28
	Deposits with Banks with original maturity of more than 3 months and having remaining maturity up to 12 months*	325.32	213.49
	Total Bank Balances other than Cash and Cash Equivalents	330.59	218.77
	* includes deposit held as lien with banks for bank guarantee of ₹ 325.32 Lakh (Previous year ₹ 213.49 Lakh)		
10	Other Financial Assets-Current		
	(Unsecured and considered good unless stated otherwise)		
	Security Deposit for less than 12 Months		
	to Related Parties	-	-
	to Others	24.80	99.82
	Loans and advances to employees	96.48	93.56
		121.28	193.38
	Less: Allowance for Doubtful Advances (Expected Credit Loss Allowance)	0.92	0.92
	(Refer to Note 39)		
	Total Other Financial Assets-Current	120.36	192.46
11	Other Current Assets		
	(Unsecured and considered good unless stated otherwise)		
	Advances recoverable in cash or in kind or for the value to be received (Refer to note 41)		
	Considered good	527.62	733.14
	Considered doubtful (Credit Impaired)	52.74	114.44
	Balances with Statutory or Government Authorities (including GST, VAT recoverable and taxes paid under protest)	1,941.98	290.62
	Prepaid Expenses	275.79	253.41
		2,798.13	1,391.61
	Less: Allowance for Doubtful Advances (Expected Credit Loss Allowance)	52.74	114.44
	(Refer to Note 41)		
	Total Other Current Assets	2,745.39	1,277.17
	Equity		
12	Equity Share Capital		
	Authorised Share Capital		
	63500000 (Previous year 63500000 Equity Shares) of ₹ 10 each	6,350.00	6,350.00
	Issued, Subscribed & Fully Paid Up Capital		
	17040000 (Previous year 17040000) Equity Shares of ₹ 10 each fully paid up.	1,704.00	1,704.00
		1,704.00	1,704.00
12(a)	Reconciliation of Number of Shares		
	Equity Shares		
	Balance at the beginning of the year		
	17040000 (Previous year 17040000) Equity Shares of ₹ 10 each fully paid up.	1,704.00	1,704.00
	Add: Shares issued during the year	-	-
	Balance at the end of the year	1,704.00	1,704.00



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

12 (b) Terms/Rights attached to Equity Shares

The Company has one class of equity shares having a par value of ₹10/- each. Each shareholder is eligible for one vote per share held in the Company. The dividend proposed by the Board of Directors of the Company, if any, is subject to approval of the members in the ensuing general meeting, except in the case of interim dividend, if declared. In the event of liquidation of the Company, equity shareholders shall be entitled to receive the remaining assets, after the distribution to preferred shareholders, if any, in proportionate of their shareholding.

12(c) Detail of shares held by shareholders holding more than 5% of the aggregate shares in the Company

	As at 31s March, 2026		As at 31st March, 2025	
Equity Shares	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
Geofin Investments Private Limited	4472517	26.25	4472517	26.25
Total	4472517	26.25	4472517	26.25
12(d) Aggregate number of bonus shares issued and shares issued for consideration other than cash during the five years immediately preceding the reporting date				
Equity Shares		Nil	Nil	

12(e) Shareholding of Promoters

Sr. No.	Name of Promoter	Shareholding at the beginning of the year 01.04.2025			Shareholding at the end of the year 31.03.2026			% change in the shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	M/s Geofin Investments Private Limited	44,72,517	26.25	-	44,72,517	26.25	-	-
2	Sh. Adish Kumar Gupta	1,89,360	1.11	-	1,89,360	1.11	-	-
3	Adeesh Kumar Gupta (Karta)	6,60,000	3.87	-	6,60,000	3.87	-	-
4	Sh. Akshat Gupta	2,41,660	1.42	-	2,41,660	1.42	-	-
5	Sh. Sunil Bansal	2,32,640	1.37	-	2,35,360	1.38	-	0.02
6	Sh. Ayush Bansal	3,00,000	1.76	-	3,38,617	1.99	-	0.23
7	Sh. Shammi Bansal	2,59,640	1.52	-	2,72,360	1.60	-	0.07
8	Sh. Manan Bansal	1,50,000	0.88	-	1,50,000	0.88	-	-
9	Sh. Vaibhav Bansal	1,50,000	0.88	-	1,50,000	0.88	-	-
10	Sh. Raman Bansal	2,32,640	1.37	-	2,35,360	1.38	-	0.02
11	Sh. Ruchir Bansal	3,00,000	1.76	-	3,10,000	1.82	-	0.06
12	Sh. Vivek Bansal	2,33,640	1.37	-	2,36,360	1.39	-	0.02
13	Sh. Pulkit Bansal	3,00,000	1.76	-	3,00,000	1.76	-	-
14	Sh. Anupam Bansal	4,92,885	2.89	-	5,55,605	3.26	-	0.37
15	Sh. Aryan Bansal	-	0.00	-	25,000	0.15	-	0.15
16	Smt. Rehti Devi	83,360	0.49	-	83,360	0.49	-	-
17	Smt. Kamlawati	13,600	0.08	-	-	0.00	-	(0.08)
18	Adesh Kumar Gupta (Karta)	6,80,000	3.99	-	6,80,000	3.99	-	-
19	Sh. Adesh Kumar Gupta	95,000	0.56	-	95,000	0.56	-	-
20	Arpan Gupta Karta of Dinesh Kumar Gupta (HUF)	3,34,594	1.96	-	3,24,594	1.90	-	(0.06)
21	Sh. Arpan Gupta	5,09,211	2.99	0.15	5,09,211	2.99	-	-
22	Sh. Adarsh Gupta	10	0.00	-	10	0.00	-	-
23	Sh. Anmol Gupta	6,132	0.04	-	6,132	0.04	-	-
	Total	99,36,889	58.32	0.15	1,00,70,506	59.10	-	0.78

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in ₹ Lakh)

	As at 31st March, 2026	As at 31st March, 2025
13 Other Equity		
Reserves & Surplus		
a) Capital Reserve	4.00	4.00
b) Securities Premium Account		
Balance at the beginning of the year	1,127.21	1,127.21
Add:Additions/(Utilisations) during the year	-	-
Balance at the end of the year	1,127.21	1,127.21
c) General Reserve*		
Balance at the beginning of the year	12,270.09	12,270.09
Add:Transfer from surplus in the Statement of Profit & Loss	-	-
Balance at the end of the year	12,270.09	12,270.09
d) Retained Earnings**		
Balance at the beginning of the year	7,150.31	5,801.49
Add:Profit for the year	1,122.88	1,348.82
	8,273.19	7,150.31
Less:Transfer to General Reserve	-	-
Balance at the end of the year	8,273.19	7,150.31
Total Reserves & Surplus	21,674.49	20,551.61

*The general reserve is used from time to time to transfer profit from retained earnings for apportion purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit and loss. Further,under the erstwhile Companies Act, 1956, general reserve was created through an annual transfer of net profit at a specified

percentage in accordance with applicable regulations. Consequent to the introduction of the Act 2013, the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn. Hence, no amount has been transferred to general reserve while declaring and paying the interim dividend during the year.

**The portion of profits not distributed among the shareholders are termed as retained earnings. The Company may utilize the retained earnings for making investments for future growth and expansion plans, for the purpose of generating higher returns for the shareholders or for any other specific purpose, as approved by the Board of Directors of the Company.

(Amount in ₹ Lakh)

14	Borrowings-Non Current	As at 31s March, 2026		As at 31st March, 2025	
	Secured measured at amortised cost	Non Current	Current Maturities	Non Current	Current Maturities
	Term Loans				
	Rupee Term Loans from Banks	378.14	212.36	365.46	135.00
	Less: Amount disclosed under Borrowings (Refer note 19)	-	212.36		135.00
	Net Long Term Borrowings	378.14	-	365.46	-

Particulars of Loan	Detail of Security	Outstanding Balance as at 31.03.2026	Repayment Terms
From Banks			
Vehicle Loans from HDFC Bank	Hypothecation of Vehicles	539.79	33% in Monthly Installment during Apr-26 to Mar-27 31% in Monthly Installment during Apr-27 to Mar-28 24% in Monthly Installment during Apr-28 to Mar-29, 11% in Monthly Installment during Apr-29 to Mar-29 and 1% in Monthly Installment during Apr-30 to Mar-31
Vehicle Loans from BOI Bank	Hypothecation of Vehicles	50.71	69% in Monthly Installment during Apr-26 to Mar-27 31% in Monthly Installment during Apr-27 to Mar-28
Total		590.50	



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in ₹ Lakh)

		As at 31st March, 2026	As at 31st March, 2025
15	Lease Liabilities		
	Lease Rental Obligations (refer to Note 43)	8,654.22	8,165.80
	Total Lease Liabilities	8,654.22	8,165.80
16	Other Financial Assets		
	Security Deposits	2,548.39	2,497.00
	Total Other Financial Assets	2,548.39	2,497.00
17	Provisions-Non Current		
	Provision for Gratuity	121.20	112.22
	Total Provisions-Non Current	121.20	112.22
18	Deffered Tax Liability (Net)		
	Balance at the beginning of the year	51.25	-
	Add:for the year	12.47	51.25
	Balance at the end of the year	63.72	51.25
19	Borrowings-Current		
	Secured		
	Loans repayable on demand*		
	From Banks	7,386.96	6,936.20
	Current Maturities of Long Term Debts (refer Note 14)		
	From Banks	212.36	135.00
	Total Borrowings-Current	7,599.32	7,071.20

*Secured against hypothecation of Company's entire stock of raw materials, stock in process, finished goods, consumables, stores and spares, finished goods in stores, in transit and with shippers at port awaiting shipment for exports, receivables, cheques, bank drafts and all other current assets and 2nd paripassu charge on Plant & Machinery.

20	Trade Payables		
	Trade Payables for goods & services (Includes sundry creditors)		
	a) Total outstanding due of Micro and Small Enterprises	2,680.74	2,589.69
	b) Total outstanding due other than Micro and Small Enterprises	4,185.77	4,037.05
	Total Trade Payables	6,866.51	6,626.74
	For ageing of trade payable and details of MSME disclosure, refer to note 44 & 45		
21	Other Current Liabilities		
	Other Payables		
	Advances from Customers	514.89	475.77
	Expenses Payable	1,583.55	1,252.41
	Other Liabilities	334.85	529.55
	Total Other Current Liabilities	2,433.29	2,257.73
22	Provisions-Current		
	Provision for Gratuity	197.53	97.56
	Total Provisions-Current	197.53	97.56
23	Current Tax Liabilities		
	Provision for taxation (Net of Advance Tax, Tax Deducted at Source and Tax Collected at Source)	24.56	162.74
	Total Current Tax Liabilities	24.56	162.74



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in ₹ Lakh)

		For the year ended 31st March, 2026	For the year ended 31st March, 2025
24	Revenue from Operations		
	(a) Sale of Products		
	Footwear & Other Products, Accessories etc	73,909.08	67,465.57
	Total	73,909.08	67,465.57
	(b) Other Operating Income		
	Freight	-	-
	Miscellaneous Income	79.42	75.70
	Gain on Exchange Rate Fluctuations	4.91	-
	Bad Debts Recovered	5.70	6.78
	Total	90.03	82.48
	Total Revenue from Operations	73,999.11	67,548.05
25	Other Income		
	Bank and Other Interest (Tax deducted at Source ₹2.41 Lakhs [Previous Year ₹ 1.54 Lakhs])	49.96	29.68
	Total Other Income	49.96	29.68
26	Cost of Materials consumed and Finished Goods Purchased		
	a) Raw Materials (Refer to Note 46 & 47)		
	Stock at the beginning of the year	4,160.35	3,856.87
	Add: Purchases	24,987.15	21,383.81
		29,147.50	25,240.68
	Less: Stock at the end of the year	4,405.13	4,160.35
	Raw Materials Consumed	24,742.37	21,080.33
	b) Packing Materials (Refer to Note 47)		
	Stock at the beginning of the year	307.79	315.12
	Add: Purchases	2,506.49	2,437.09
		2,814.28	2,752.21
	Less: Stock at the end of the year	342.51	307.79
	Packing Materials Consumed	2,471.77	2,444.42
	c) Finished Goods Purchased (Refer to Note 47)	8,050.62	8,723.31
	Total Cost of Materials consumed and Finished Goods Purchased (a+b+c)	35,264.76	32,248.06
27	Change in Inventories of Finished Goods, Goods in Process and Stock-in-Trade		
	a) Inventories at the end of the year		
	Finished Goods/Stock-in-Trade	10,177.47	10,859.99
	Goods in Process	2,685.11	1,652.84
	Total	12,862.58	12,512.83
	b) Inventories at the beginning of the year		
	Finished Goods/Stock-in-Trade	10,859.99	9,364.42
	Goods in Process	1,652.83	1,887.19
	Total	12,512.82	11,251.61
	(Increase)/Decrease in Inventories (b - a)	(349.76)	(1,261.22)



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in ₹ Lakh)

		For the year ended 31st March, 2026	For the year ended 31st March, 2025
28	Employee Benefits Expense		
	Salaries, Wages and Bonus	13,344.59	11,714.06
	Directors' Remuneration	300.66	270.99
	Contribution to Provident and Other Funds (Refer to Note 50)	844.63	586.42
	Staff Welfare Expenses	145.79	145.26
	Total Employee Benefits Expense	14,635.67	12,716.73
29	Finance Cost		
	Interest Expense		
	to Banks	815.76	556.92
	to others	700.49	665.25
	Bank Charges	80.58	93.71
	Total Finance Cost	1,596.83	1,315.88
30	Depreciation and Amotisation Expenses		
	Depreciation on Property, Plant & Equipments- Refer to note 2(a)	1,410.82	1,324.27
	Amortisation of Intangible Assets- Refer to note 2 (b)	18.73	16.08
	Depreciation on Right-of- use Assets - Refer to note 2(d)	1,972.89	1,937.93
	Total Depreciation and Amortisation Expenses	3,402.44	3,278.28
31	Other Expenses		
	a) Manufacturing Expenses		
	Freight Inwards	318.68	270.67
	Upper Production Charges	1,720.12	1,565.78
	Oil & Lubricants	107.54	114.08
	Electricity Charges	1,014.35	883.65
	Repairs to Machinery	525.67	448.07
	Land Lease Rent	5.16	4.69
	Franchise Fee	125.00	125.00
	Total	3,816.52	3,411.94
	b) Administration, Selling and Other Expenses		
	Printing & Stationery	41.72	43.82
	Claims	395.84	266.97
	Tour, Travelling and Conveyance	1,003.54	897.49
	Insurance Charges	202.90	249.25
	Fees and Taxes	305.86	188.28
	Postage, Telegram, Telephone and Telex	129.02	114.88
	Subscriptions	29.74	25.12
	Advertisements	2,552.46	2,116.66
	Rent (refer to Note 43)	(105.26)	(91.50)
	Donations	26.13	18.66
	Export CIF Expenses	195.13	218.10
	Freight Outward	1,758.03	1,617.78
	Samples	29.93	18.71



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in ₹ Lakh)

		For the year ended 31st March, 2026	For the year ended 31st March, 2025
	Auditors' Remuneration:		
	Statutory Audit Fee	18.00	10.25
	GST & Tax Audit Fee	13.50	6.00
	Certification Fee	1.25	1.00
	Miscellaneous Expenses	391.56	388.95
	Royalty	2,534.50	2,389.93
	Entertainment Expenses	81.00	72.87
	Commission	2,143.07	2,351.07
	Sales Promotion Expenses	774.16	819.89
	Newspapers & Periodicals	0.89	0.91
	Debts written off (Refer to Note 40)	356.18	101.76
	Allowance for Doubtful Trade Receivables & Advances (refer to Note 39)	(20.23)	315.89
	Consultancy & Professional Charges	785.19	834.81
	Repairs & Maintenance Expenses-Building	138.72	87.03
	Repairs & Maintenance Expenses-Others	412.17	449.31
	Exchange Rate Fluctuations	-	7.16
	Total	14,195.00	13,521.05
	Total Other Expenses (a + b)	18,011.52	16,932.99
32	Exceptional Items:		
	a) Profit/Loss on sale/scrapping of Fixed Assets:		
	Profit on sale of Fixed Assets	(50.10)	(28.15)
	Loss on sale/scrapping of Fixed Assets	35.19	89.45
	Total 'a'	(14.91)	61.30
	b) Loss on a/c of fire (net of claim receivable)		
	Insurance Claim receivable against Stocks	-	179.03
	Loss of Third Party Capital Goods destroyed in Fire	-	29.03
	Total 'b'	-	208.06
	Total Exceptional Items (a + b)	(14.91)	269.36
33	Income Tax Expenses		
	Current Tax	365.84	500.53
	Deferred Tax (Refer to Note 62)	12.47	51.25
	Tax for earlier years	-	179.48
	Total Income Tax Expenses	378.31	731.26
	Reconciliation of Tax Expenses		
	Profit before Tax	1,502.52	2,077.64
	Domestic Tax Rate	25.168%	25.168%
	Tax using the Company's domestic tax rate	378.15	522.90
	Increase/reduction in taxes on account of		
	Deductions/exemptions in taxable income/other non deductible expenses (net)	(12.31)	(22.37)
	Deferred Tax (Refer to Note 59)	12.47	51.25
	Tax for earlier years	-	179.48
	Income tax expenses charged to statement of profit and loss	378.31	731.26
	effective tax rate	25.18%	35.20%



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

34. Details of Managerial Remuneration:

(Amount in ₹ Lakh)

Particulars	31.03.2026	31.03.2025
Payment and provision for remuneration to:		
▪ Executive Director(s)	300.66	270.99

Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013, for calculation of commission paid/payable to directors:

(Amount in ₹ Lakh)

Particulars	31.03.2026	31.03.2025
Profit before tax as per Statement of Profit & Loss	1497.26	2,087.38
Add:		
Directors' Remuneration	300.66	270.99
(Profit)/Loss on sale of Fixed Assets (Net) [Refer to Note 32 (a)]	(14.91)	61.31
Directors' Sitting Fees	6.25	7.75
(Profit)/Loss on sale of Investments	-	-
Net Profit as per Section 198 of the Companies Act, 2013	1,789.26	2,427.43
Commission paid/payable to Directors	-	-

During the year under consideration, no remuneration has been paid to Non-Executive Directors except sitting fees of ₹6.25Lakh (Previous year ₹7.75 Lakh) to Independent Directors.

35. In the opinion of the Board and to the best of its knowledge, the value of realization of current assets, loans and advances in the ordinary course of business would not be less than the amount at which they have been stated in the Balance Sheet. However, confirmation/reconciliation of some customers balance is pending as on the date of signing of the financial statement.
36. During the course of its business the Company usually extends credit terms for more than six months to some of its customers more particularly to overseas and institutional customers and during the year ended 31st March, 2026 the outstanding for more than six months from customers has decreased to ₹1,827.79 Lakhs as against ₹2,323.85 Lakhs as on 31st March, 2025.
37. Against the arbitrary deductions and claims made by the appropriate authority on account of shortages, delayed deliveries, etc., an amount

of ₹436.57 Lakhs was withheld while releasing payments ₹2,246.32 during the financial year 2022-23. These deductions pertained to a government tender supply executed by the Company during the financial year 2019-20, with a total invoice value of ₹2,682.88 Lakhs.

Against the said arbitrary deductions, the Company had filed a petition before the Hon'ble High Court of Andhra Pradesh seeking the appointment of an Arbitrator, which was duly allowed. Pursuant to the arbitration proceedings, an award has been passed in favour of the Company by the Learned Arbitrator vide order dated 26th December 2024, granting a claim amount of ₹1,173.74 Lakhs, including interest. The award also entitles the Company to further interest @ 8% p.a. from the date of the award until actual realization.

During the year 2025-26 the Company has filed an execution petition before the Hon'ble District Judge, Vijayawada, for enforcement of the above

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026



referred award. The concerned Government Department has also preferred an appeal before the Hon'ble District Judge, Vijayawada by challenging the award and presently both the matters are pending before the Hon'ble Court.

However, the awarded amount has not been recognized in the financial statements for the year ended 31st March 2025/2026, and will be accounted for on realization basis, net of the share attributable to related vendors.

As disclosed in earlier periods, the above said arbitrary deductions amounting to ₹436.56 Lakhs had been written off in the financial year 2022-23 i.e. the year of receipt, after adjusting ₹268.82 Lakhs against outstanding dues payable to the related vendors. Accordingly, there is no impact on the profit and loss statement for the financial year 2025-26 on this account.

38. Ageing schedule of Trade Receivables: Disclosure on ageing schedule of trade receivables in pursuant to Division II – Ind AS Schedule III to the Companies Act, 2013 is as under:

(Amount in ₹ Lakh)

Particulars	Outstanding for following periods from date of Invoice/due date					Total
	< 6 Months	> 6 Months < 1 Year	> 1 Year < 2 Years	>2 Years < 3 Years	> 3 Years	
As at March 31, 2026						
(i) Undisputed Trade receivables – considered good	10,223.95	361.57	193.35	72.97	-	10,851.84
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	40.17	48.34	192.97	397.65	679.13
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables– which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables– credit impaired	-	-	-	-	-	-
Total	10,580.44	344.98	666.98	305.44	317.03	12,215.87



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Particulars	Outstanding for following periods from date of Invoice/due date					Total
	< 6 Months	> 6 Months < 1 Year	> 1 Year < 2 Years	>2 Years < 3 Years	> 3 Years	
As at March 31, 2025						
(i) Undisputed Trade receivables – considered good	10,580.44	310.48	533.58	152.72	-	11,578.22
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	34.50	133.40	152.72	317.03	637.65
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables– which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables– credit impaired	-	-	-	-	-	-
Total	10,580.44	344.98	666.98	305.44	317.03	12,215.87

39. Provision for doubtful debts:

During the year out of overdue outstanding towards customers and advances to vendors, the Company has considered debts/advances aggregating to ₹762.57 Lakh (Previous year ₹782.79 Lakh) as doubtful debts/advances/securities and also has withdrawn ₹227.02 Lakh (Previous year ₹40.24 Lakh)

out of the provisions made in the earlier years for the same and has written off as bad debts ₹165.32 Lakh (Previous year ₹37.54 Lakh). Further the difference of the provision made and amount withdrawn during the year, detailed as under, has been charged to Statement of Profit & Loss for the year and the balance has been carried in the balance sheet.

Statement of Profit & Loss

(Amount in ₹ Lakh)

Particulars	2025-26	2024-25
Accumulated provision till the end of financial year	762.57	782.79
Less: Provision made for doubtful debts in earlier years	782.79	466.90
Net debited/(credited) to Statement of Profit & Loss	(20.22)	315.89

Balance Sheet

(Amount in ₹ Lakh)

Particulars	2025-26	2024-25
Opening Balance	782.79	466.90
Add/(Less): Provision for the year	206.80	356.13
Total	989.58	823.03
Less: Amount withdrawn during the year	227.02	40.24
Closing balance	762.57	782.79
Trade Receivables (Refer to Note No. 7)	679.13	637.65
Short-Term Loans & Advances	0.92	0.92
Other Current Assets (Refer to Note No. 11)	52.74	114.44
Security Deposits to Others (Refer to Note No. 4)	29.78	29.78

40. In accordance to its policy as regards to evaluation of its trade receivables, considering the non-recoverability of some of the debts/advances, the Company has written off the debts/advances amount to ₹356.18 Lakh (Previous year ₹101.76 Lakh).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

41. Ageing Schedule of Other Current Assets:

(Amount in ₹ Lakh)

Particulars	Outstanding for following periods from date of Invoice/due date					Total
	< 6 Months	> 6 Months < 1 Year	> 1 Year < 2 Years	> 2 Years < 3 Years	> 3 Years	
As at March 31, 2026						
(i) Undisputed Advances – considered good	2,718.82	3.21	17.85	5.51	-	2,745.39
(ii) Undisputed Advances – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Advances – credit impaired	-	0.36	4.46	5.51	42.41	52.74
(iv) Disputed Advances –considered good	-	-	-	-	-	-
(v) Disputed Advances – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Advances – credit impaired	-	-	-	-	-	-
Total	2,718.82	3.57	22.31	11.02	42.41	2,798.13

(Amount in ₹ Lakh)

Particulars	Outstanding for following periods from date of Invoice/due date					Total
	< 6 Months	> 6 Months < 1 Year	> 1 Year < 2 Years	> 2 Years < 3 Years	> 3 Years	
As at March 31, 2025						
(i) Undisputed Advances – considered good	1,234.03	17.29	23.01	2.85	-	1,277.18
(ii) Undisputed Advances – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Advances – credit impaired	-	1.93	5.75	2.84	103.92	114.44
(iv) Disputed Advances –considered good	-	-	-	-	-	-
(v) Disputed Advances – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Advances – credit impaired	-	-	-	-	-	-
Total	1,234.03	19.22	28.76	5.69	103.92	1,391.62



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

42. The Company has taken various retail stores and warehouses under operating lease arrangements. The lease agreements generally have an escalation clause and there are no subleases. These leases are generally not non-cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by lease agreements.

The leasehold rights are depreciated/amortized using the straight line method from the commencement date over the shorter of lease term or useful life of right to use.

43. The Company implemented the Ind-AS-116 with effect from 1st April, 2019 and accordingly is considering all the persisting leasehold rights having maturity for more than 12 months including entered during the year 2025-26 at its present value as Intangible Rights in

Schedule of Fixed Assets and is amortizing the leasehold rights on year on year basis. During the year 2025-26 the Company has capitalized/ (adjusted) the present value of leasehold rights entered during the year (net of terminated) for ₹2,461.31 Lakhs (Previous year ₹2,420.68 Lakhs) and has amortized the leasehold rights (net of terminated) for ₹1,972.89 Lakhs (Previous year ₹1,936.62 Lakhs).

Further while amortizing the leasehold rights for the year, decrease in leasehold obligations agreed with the some of the landlords has not been factored being temporary in nature and the said decrease in leasehold obligations aggregating to ₹105.26 Lakhs (Previous year ₹91.50 Lakhs) has been passed on through Profit & Loss account for the year.

44. Ageing schedule of Trade Payables: Disclosure on ageing schedule of trade payables in pursuant to Division II – Ind AS Schedule III to the Companies Act, 2013 is as under:

(Amount in ₹ Lakh)

Particulars	Outstanding for following periods from date of Invoice/due date					Total
	Not Due	Within 1 year (31/03/25)	Between 1 and 2 years (31/03/24)	Between 2 and 3 years	More than 3 years	
As at March 31, 2026						
i) Undisputed dues:						
Micro and Small Enterprises	2,680.74	-	-	-	-	2,680.74
Others	4,150.70	5.80	29.27	-	-	4,185.77
ii) Disputed Dues:						
Micro and Small Enterprises	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total	6,831.44	5.80	29.27	-	-	6,866.51
As at March 31, 2025						
i) Undisputed dues:						
Micro and Small Enterprises	2,589.69	-	-	-	-	2,589.69
Others	3,751.16	40.53	120.74	-	-	3,912.43
ii) Disputed Dues:						
Micro and Small Enterprises	-	-	-	-	-	-
Others	-	-	124.61	-	-	124.61
Total	6,340.85	40.53	245.35	-	-	6,626.73

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

45. The Company has maintained separate record of its suppliers as micro & small on the basis of memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small & Medium Enterprise Development

Act, 2006) claiming their status as on 31st March, 2026 as Micro or Small Enterprise. Disclosure is hereby given in pursuant to requirement of section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006:

(Amount in ₹ Lakh)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of accounting year		
Principal Amount	2,680.74	2,563.48
Interest Due	-	26.21
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of accounting year.	-	26.21
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	Nil	Nil

The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

46. Detail of Raw Materials consumed [Refer to Note 26 (a)]:

(Amount in ₹ Lakh)

Description	2025-26	2024-25
PVC Compound	703.00	602.62
Laminated Leather Fabric	2,871.14	2,625.26
PU Chemicals	2,229.45	2,177.23
Leather	2,014.43	2,012.34
PU Soles	2,626.45	2,988.68
EVA Resin	1,188.99	1,020.35
Shoe Uppers/Components	5,353.94	3,932.48
Others	8,380.26	6,212.00
Total	25,367.66	21,570.96
Less: Amount of:		
Discounts	492.67	307.19
Export Incentives	132.62	183.43
Net Consumption	24,742.37	21,080.34



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

47. Consumption/Purchase of Imported and Indigenous Materials and percentage thereof:

(Amount in ₹ Lakh)

Description	2025-26		2024-25	
	Amount	%	Amount	%
Raw Materials Consumed [Note 26 (a)]				
Imported	1,280.11	5.17	870.23	4.13
Indigenous	23,462.26	94.83	20,210.11	95.87
Total	24,742.37	100.00	21,080.34	100.00
Packing Materials Consumed [Note 26 (b)]				
Imported	1.13	0.05	-	-
Indigenous	2,470.64	99.95	2,444.42	100.00
Total	2,471.77	100.00	2,444.42	100.00
Finished Goods Purchased [Note 26 (c)]				
Imported	-	-	69.42	0.79
Indigenous	8,050.62	100.00	8,653.89	99.21
Total	8,050.62	100.00	8,723.31	100.00
Consumable Stores & Spares [Note 31 (a)]				
Imported	56.22	10.70	17.29	3.86
Indigenous	469.44	89.30	472.42	96.14
Total	525.66	100.00	448.07	100.00

48. Derivative Instruments and Unhedged Foreign Currency Exposure, which are not intended for Trading or Speculation Purpose:

Forward Contracts outstanding as at Balance Sheet date:

Particulars of forward contracts	Currency	March 2026	March 2025	Purpose
Purchase	USD	-	-	To hedge the Trade Payables and Short Term Bank Borrowings
Sales	USD	75000	100000	To hedge the Trade Receivables
	GBP	-	-	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Particulars of Unhedged Foreign Currency Exposure as at the Balance Sheet date:

Particulars of Unhedged Foreign Currency Exposure	Amount in Foreign Currency			Amount in Indian Currency (₹ in Lakhs)	
	Currency	March 2026	March 2025	March 2026	March 2025
Trade Payables	USD	13600.00	21532.00	12.77	18.40
	EURO	-	-	-	-
Advance for Import Purchases	USD	3300.00	-	3.10	-
	EURO	-	-	-	-
Advance from Customers	USD	22417.90	5739.76	21.04	4.90
	EURO	30855.04	-	33.35	-
	GBP	-	13134.85	-	14.53
Trade Receivables	USD	608412.66	1298532.05	571.07	1109.36
	EURO	55441.52	56411.85	59.93	52.15
	GBP	14036.32	86296.28	17.37	95.50

49. Expenditure & Earnings in Foreign Currency:

(Amount in ₹ Lakh)

Description	2025-26	2024-25
a) CIF Value of Imports		
Raw Materials & Others	1,684.70	1,215.16
Capital Goods	429.29	516.53
Stores & Spares	41.57	31.83
b) Expenditure in Foreign Currency		
Travelling Expenses	19.72	3.18
Export Commission	235.69	197.46
Advertisement/Business Promotion/Other Expenses	0.53	32.67
c) FOB Value of Exports of		
Finished Goods	2,132.85	2,828.26

50. Detail of Employee Benefits - Gratuity

The Company has a defined gratuity plan (Defined Benefit). Every employee, on completion of continuous service of five years or more with the Company, is entitled to get the gratuity of 15 days salary, on the basis of last drawn salary, for each completed year of service. The scheme is funded with Life

Insurance Corporation of India (LIC) in the form of qualifying insurance policy.

The following table summarizes the component of net benefit expense recognized in the Statement of Profit & Loss and the funded status and amount recognized in the Balance Sheet for the respective plans:



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Statement of Profit & Loss:

a) Net Employee Benefit Expense (recognized in Employee Cost):

(Amount in ₹ Lakh)

Sr. No.	Particulars	Gratuity (Funded)	
		31.03.2026	31.03.2025
1.	Current Service Cost	319.15	112.81
2.	Interest Cost on Benefit Obligation	25.71	64.88
3.	Expected return on Plan Assets	(57.39)	(69.40)
4.	Actuarial Loss/(Gain)	(5.26)	9.76
5.	Net Benefit Expenses	282.21	118.06

Balance Sheet

b) Details of Provision for Gratuity

(Amount in ₹ Lakh)

Sr. No.	Particulars	Gratuity (Funded)	
		31.03.2026	31.03.2025
1.	Present Value of Defined Benefit Obligation	1,177.34	977.28
2.	Fair value of Plan Assets	891.25	797.09
3.	Surplus/(Deficit)	(286.08)	(180.19)
4.	Net Asset/(Liability)	(286.08)	(180.19)

c) Changes in Present Value of the Defined Benefit Obligation are as follows:

(Amount in ₹ Lakh)

Sr. No.	Particulars	Gratuity (Funded)	
		31.03.2026	31.03.2025
1.	Defined Benefit Obligation at the beginning of the year	977.28	903.43
2.	Current Service Cost	319.15	112.81
3.	Interest Cost	25.71	64.88
4.	Actuarial (Gain)/Loss on Obligation*	(5.26)	9.76
5.	Benefits paid	(139.54)	(113.60)
6.	Defined Benefit Obligation at the end of year	1,177.34	977.28

*recognized in other comprehensive income/(expense)

d) Changes in Fair Value of Plan Assets are as follows:

(Amount in ₹ Lakh)

Sr. No.	Particulars	Gratuity (Funded)	
		31.03.2026	31.03.2025
1.	Opening Fair Value of Plan Assets	797.09	726.99
2.	Expected Return	57.39	69.40
3.	Contribution by employer	176.31	114.31
4.	Benefits paid	(139.54)	(113.60)
5.	Actuarial (Gain)/Loss	-	-
6.	Closing Fair Value of Plan Assets	891.25	797.09

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

e) The principle assumptions used in determining Gratuity Obligations are as follows:

(Amount in ₹ Lakh)

Sr. No.	Particulars	Gratuity (Funded)	
		31.03.2026	31.03.2025
1.	Discount Rate	7.25%	7.25%
2.	Expected Rate of Return on Plan Assets	7.60%	7.00%
3.	Salary escalation rate	8.00%	8.00%
4.	Attrition Rate	1% to 3% depending upon age	1% to 3% depending upon age

f) Amount for current and previous periods are as follows:

(Amount in ₹ Lakh)

Sr. No.	Particulars	Gratuity (Funded)	
		31.03.2026	31.03.2025
1.	Defined Benefit Obligation	(1,177.34)	(977.28)
2.	Plan Assets	891.25	797.09
3.	Surplus/(Deficit)	(286.08)	(180.19)
4.	Experience adjustments on Plan Liabilities	(286.08)	(180.19)
5.	Experience adjustments on Plan Assets	-	-

51. Basic and Diluted Earnings per share: The basic and diluted earnings per share of the Company is as under:

(₹ in Lakh except EPS and nominal value of Share)

Sr. No.	Description	2025-26	2024-25
	Basic & Diluted		
1.	Profit after Taxation (A)	1,122.88	1,348.82
2.	Weighted average number of Equity Shares (B)	1,70,40,000	1,70,40,000
3.	Nominal Value per Equity Share	10.00	10.00
4.	Basic & Diluted Earnings per share (A/B)	6.57	7.92

52. As provided under Section 135 of the Companies Act, 2013, the Company during the year under consideration has incurred expenses on its Corporate Social Responsibility (CSR) initiatives aggregating to ₹46.55Lakh (Previous year ₹13.64 Lakh) :

(Amount in ₹ Lakh)

Particulars	For the year ended 31 st March, 2026	For the year ended 31 st March, 2025
a) Gross amount required to be spent by the Company during the year after setting-off surplus of the preceding financial year(s)	45.98	13.27
b) Amount spent during the year on following in cash:		
(i) Construction/acquisition of any asset	Nil	Nil
(ii) On purpose other than (i) above	46.55	13.64



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

53. The members are aware that your Company has franchise/trademark license arrangements with Liberty Enterprises (LE), Liberty Group Marketing Division (LGMD) and Liberty Footwear Co. (LFC) since 2003 duly renewed from time to time with latest arrangements dated 29th March, 2018 in case of LE and LGMD and 3rd April 2013 in case of LFC and all the said arrangements are valid till 31st March, 2028 subject to renewal on mutually agreed terms on or before expiry of the existing tenure. These facts along with other details are being disclosed as few Directors of the Company are interested as partners in these three partnership firms.

The members have also been informed in earlier years Annual Report with respect to the execution of Memorandum of Understanding (MOU) on March 31, 2015, with the two Partnership Firms namely LE & LGMD for acquisition of their respective footwear businesses. The members were also apprised regarding non implementation of these two MOUs despite Company's intentions and advance payment due to certain technical constraints including few partner(s) concerns which are yet to be resolved.

During the year in terms of above referred arrangements, the Company has paid/provided for franchise fee of ₹115 Lakh (Previous year ₹115 Lakh) to LE and ₹750.00 Lakh (Previous year ₹750.00 Lakh) to LGMD and in terms of the renewed agreement dated April 3, 2013 of the Company with Liberty Footwear Co. (LFC), another Partnership Firm of the group and owner of trademarks "LIBERTY", for granting exclusive rights of usage of the trademark "LIBERTY" for a period of fifteen years from April 1, 2013 onwards, the Company has paid/provided for trademark license fee of ₹1,794.50 Lakh (Previous year ₹1,649.93 Lakh) to LFC.

As disclosed in the Annual Report of financial year i.e. 2022-23, certain partners of Liberty Enterprises (LE), Liberty Group Marketing Division (LGMD) and Liberty Footwear Company (LFC) had issued notices to the Company seeking termination of the ongoing franchise/trademark

license arrangements with effect from April 1, 2023. The Company, in response to termination notice of partners of LE, LGMD and LFC, duly reiterated its contractual rights to continue the use of tangible and intangible assets of the said partnership firms until March 31, 2028, as per the respective agreements in force.

Invoking the arbitration clauses embedded in the agreements with LGMD and LFC, the Company initiated legal proceedings and filed petitions under Section 9 of the Arbitration and Conciliation Act, 1996 before the appropriate court at Karnal. Considering the Company's submissions, the Hon'ble Court, vide its orders dated March 16, 2023 and July 20, 2023 respectively, directed all parties to maintain status quo until further orders.

Subsequently, the Company also filed applications under Section 11 of the Arbitration and Conciliation Act, 1996 before the Hon'ble Punjab and Haryana High Court seeking appointment of arbitrators, which were duly allowed in the favor of the Company. As on the date of signing of these financial statements:-

- In the matter of Company with LGMD, the company has an award in its favor confirming continuation of the existing arrangement with LGMD until March 31, 2028.
- The Arbitral proceedings in the matter of Company with LFC for confirming continuation of existing trademark license arrangement until March 31, 2028 are currently pending for adjudication before the Learned Arbitrator.

The Company continues to operate under the framework of the ongoing agreements, and the above developments have been considered in the preparation of these financial statements.

Further to ensure the usage of the right available under these agreements continued beyond 31st March, 2028, the Board of Directors of the Company while approving the financial statement for the previous year had also considered for seeking extension of its existing arrangements



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

of Franchise/ Royalty beyond 31st March, 2028 subject to mutual understanding and the related legal compliance. Though based upon the understanding had with some of the partners of respective firms as well as overall assessment of the above-referred ongoing arbitration proceeding, the Company is quite hopeful about continuation of the existing arrangements even beyond 31st March, 2028 and/or acquisition of the related intangible assets of the respective firms over a period of time, however to avoid any probable risk in case of non-materialization of the above understanding well within the reasonable period, the management of the Company is also pursuing an alternative strategy of self-sustainability to ensure the consistency of its business .

54. During the financial year 2023-24, Sh. Adesh Kumar Gupta, the erstwhile CEO & Executive Director (the Petitioner) along with few other shareholders (the Petitioners), had filed a Petition No. CA No. 179/2023 and CP No. 89/Chd/Hry/202 before the Hon'ble National Company Law Tribunal (NCLT) at Chandigarh u/s 241 & 242 of the Companies Act, 2013 against his removal initiated in accordance to the provisions of Section 169 of the Companies Act 2013 also alleging certain acts of oppression and mismanagement on the part of the Company and its management.

The Company contested the same by rebutting all his allegations duly leveling counter allegations against him.

The above referred petitions filed by the erstwhile CEO & Executive Director were dismissed by the Hon'ble Bench vide its order dated 20/11/2023 on the technical ground of maintainability being not having adequate shareholding for filing the petition and the Petitioners have preferred their appeal before the Hon'ble National Company Law Appellate Tribunal (NCLAT) against the order passed by the NCLT, Chandigarh and have also been dismissed by the Hon'ble NCLAT. The Petitioners have preferred an appeal before Hon'ble Supreme Court of India and the same is pending for adjudication as on the date of signing of this balance sheet.

55. The complaints filed under Section 138 of the Negotiable Instruments Act by one of the raw material vendors against the three Executive Directors and the Company, arising out of payment disputes, have been withdrawn by the concerned vendor, as the disputes have been resolved to the mutual satisfaction of the parties.

As on date no civil and/or criminal complaint due to nonpayment of cheques or any other banking instruments is pending against the Company before any Court in India .

56. As informed earlier, Sh. Adesh Gupta, erstwhile CEO & Executive Director, has filed a defamation suit before the Delhi High Court against two individuals in respect of two communications signed by the said individuals in their individual capacities but issued on behalf of the Company. In defence of the said two individuals, the Company has filed an application under Order I Rule 10 of the Code of Civil Procedure, supported by its understanding and legal opinion, that any liability, if arising from the said communications, would be attributable to the Company, as both individuals had acted on behalf of and pursuant to the authorisation of the Board of Directors of the Company. This suit as on date is pending for adjudication by the Delhi High Court.

Besides the defamation suit pending before the Delhi High Court, Sh. Adesh Gupta has also filed a criminal complaint before the Saket Court, New Delhi, against the two individuals, alleging that the two communications issued by them were defamatory.

The matter is presently pending adjudication. Based on the legal opinion available with the Company, the complaint appears to have limited legal merit, and the prospects of the complaint succeeding are considered remote.

During his tenure as Executive Director & CEO in FY 2023-24, Sh. Adesh Gupta incurred certain expenses amounting to ₹15.39 lakh which, according to the Company's records, were not



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

duly approved. Accordingly, the said amount has been treated as an advance recoverable from him.

Sh. Adesh Gupta has referred to these expenses in the defamation suit filed by him before the Delhi High Court against two officials of the Company. The said expenses have been vehemently disputed and objected to by the Company officials.

57. Out of the total vehicles registered in the name of the Company few vehicles more particularly cars having current book value of ₹147.38 Lakhs, which are earlier given to the Sh. Adesh Kumar Gupta, Erstwhile CEO & Executive Director of the Company, are presently not in Company's possession and the Company has initiated legal proceedings before Civil Judge, Karnal to repossess the same, which as on the date of balance sheet are pending for adjudication.

58. During the year the Company, in its exercise to physically verify and rationalize its gross block, has further leveled out its fully depreciated Gross Block of Tangible Assets (Not under Lease) aggregating to ₹1,720.18 Lakhs (Previous year ₹1,278.44 Lakhs), detailed hereunder, and the Sale/Adj. during the year aggregating to ₹2,236.61 Lakhs (Previous year ₹1,781.24 Lakhs) in Note No. 2 – Fixed Assets includes the same:

(Amount in ₹ Lakh)

Particulars	2025-26		2024-25	
	Gross Block	Gross Block	Gross Block	Accumulated Depreciation
Plant & Machinery	0.17	0.17	103.35	103.35
Furniture & Fixture	58.72	58.72	455.64	455.64
Vehicle	22.55	22.55	122.59	122.59
Office Equipment	10.72	10.72	546.08	546.08
Moulds	1,628.02	1,628.02	50.78	50.78
Total	1,720.18	1,720.18	1278.44	1278.44

59. Contingent Liabilities

(Amount in ₹ Lakh)

S. No.	Particulars	2025-26	2024-25
I.	Bank Guarantees issued on behalf of the Company submitted with various institutional customers in terms of their orders.	228.69	101.92
II.	Value Added Tax ¹ for the financial year 2005-06, 2006-07, 2007-08 & 2008-09 on account of classification of goods at different rate of tax.	55.70	55.70
III.	Value Added Tax ² for the financial year 2016-17 & 2017-18 on account of classification of goods at different rate of tax.	52.98	52.98
IV.	On account of few labour matters pertaining to earlier years which are pending before Hon'ble Labour Commissioner, Chandigarh and have been challenged by the Company being time barred.	210.00	210.00

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

S. No.	Particulars	2025-26	2024-25
V.	Disallowance of certain expenditure for the assessment year 2020-21 on a/c of non-allow-ability and terming some as of enduring nature, grossly ignoring the past assessment history of the Company for earlier years, for which Company is under appeal (refer to Note No. 61). The related demand stands reduced by ₹113.32 Lakhs vide order passed u/s 154 dated 10/05/2023. In furtherance on 19/03/2025 made further submissions along with providing copy of assessment order for the assessment year 2023-24 wherein the similar issue has been decided in favour of the Company. Also while deciding the SLP filed by the Company before Hon'ble Supreme Court of India, the court vide order dated 03/02/2025 has directed the appellate authority to dispose of the matter as expeditiously as possible. Presently the Faceless Appeal Proceedings are pending before CIT(A) NFAC for adjudication and application for stay of demand is pending before the PCIT, Rohtak.	851.52	851.52
VI.	On account of litigation initiated by some of the vendors and third parties for disputed claims before respective authorities which has been withdrawn by them during the year 2025-26.	-	350.00
VII.	On account of short deduction of Tax at Source ³ in the case of erstwhile subsidiary company M/s Liberty Retail Revolutions Limited for the assessment year 2012-13, 2013-14 & 2014-15, for which Company has filed appeals before the appropriate authority. During the year appeals for assessment year 2012-13 & 2014-15 have been decided by the appellate authority in favour of the Company and appeal for the year 2013-14 is pending for adjudication.	9.94	31.38
VIII.	On account of short deduction of Tax at Source for the assessment year 2018-19 which otherwise are not liable for deduction in terms of applicable provisions of the law and Company's appeal filed before CIT(A), NFAC is pending for adjudication and is likely to be decided in favour of the Company following the precedence on identical grounds in assessment year 2017-18	9.76	9.76
IX.	On account of arbitrary additions made for the assessment year 2014-15 against which partly relief has already been granted by the appellate authority in favour of the Company and the department as well as the Company's appeal before the Hon'ble ITAT for the same have been disposed off in a consolidated order by remanding back the matter to CIT(A) and is yet pending for adjudication.	114.59	114.59
X.	On account of reduction of deduction u/s 80IC of Income Tax Act, 1961 for the assessment year 2013-14 due to non-considering part of business income as industrial income, for which Company's appeal is pending before Hon'ble Punjab & Haryana High Court for adjudication.	59.14	59.14
XI.	On account of 11 notices of assessment issued under Section 9 of the Haryana Tax on Entry of Goods in to Local Areas Act, 2008 in respect of financial years 2006-07 to 2013-14 & 2015-16 to 2017-18 (till June 2017). During the year 2025-26, to avoid further litigations, the Company opted for the Amnesty Scheme announced by Haryana Government, got the related liability reassessed and discharged the determined liability of respective years aggregating to ₹86.76 Lakh as full and final payment.	-	532.17
XII.	Commercial litigations initiated by some of the vendors/third parties before respective authorities for disputed claims.	73.74	-

¹ Including amount deposited under protest ₹13.82 Lakh (Previous year ₹13.82 Lakh)

² Appeal Fee paid ₹7.10 Lakh (Previous year ₹7.10 Lakh)

³ Amount deposited under protest ₹2.15 Lakh (Previous year ₹4.82 Lakh)



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

60. The assessment of the Company in respect of Income Tax is completed up to the Assessment Year 2024-25 under faceless scrutiny assessment in accordance to the provisions of section 143(1) of the Income Tax Act, 1961 vide order dated 18.11.2024.

61. a) Assessment Year 2020-21

I. Scrutiny Assessment

The Company's assessment for the Assessment Year 2020-21 was completed under scrutiny by the National Faceless Assessment Unit (NFAC) vide order dated 27.03.2023. The assessed income was determined at ₹4,038.41 lakhs as against the returned income of ₹2,014.05 Lakhs. The variation primarily arose due to arbitrary disallowances and additions, particularly by treating recurring revenue expenditure in the nature of trademark license fees paid/payable annually as per long-standing agreements effective since 2003 and on prevailing terms since 2013 as expenditure of enduring nature. These disallowances were made by misinterpreting the agreements, overlooking applicable legal provisions, ignoring detailed submissions made during the course of assessment proceedings (including virtual hearings), and disregarding the Company's past 16 years of assessment history.

The Company has preferred an appeal before CIT(A), NFAC, Delhi for adjudication and, based on legal opinion and existing precedents in Company's matter for assessment year 2023-24, is confident of a favourable outcome.

II. Grievance petition before Jurisdictional Local Committee on High-Pitched Scrutiny Assessment & Related WRIT Proceedings

In addition to the above, considering the high-pitched and unreasonable nature of

the assessment framed for AY 2020-21, the Company had filed a grievance petition before the Jurisdictional Local Committee constituted by the CBDT, intended as an administrative additional remedy for such cases under both faceless and traditional regimes. However, the grievance was disposed of in a cursory and mechanical manner, without granting an opportunity of hearing or considering the substance of the petition.

Aggrieved by this, the Company filed Civil Writ Petition (CWP No. 6536 of 2024) before the Hon'ble High Court of Punjab & Haryana. The petition was dismissed, with liberty granted to raise all its grounds/arguments with regard to challenge the assessment order before the appellate authority. A subsequent Review Petition (RA-CW-136-2024) was also dismissed. The Company then filed a Special Leave Petition (SLP) before the Hon'ble Supreme Court of India (Diary No. 26631/2024), which was also disposed of without interference, while directing the CIT (Appeals) [NFAC-Appeals] to dispose it of as expeditiously as possible. A Review Petition filed against this order was also dismissed by the Hon'ble Supreme Court vide order dated 23.07.2025. The Company further exhausted the available legal remedy by filing Curative Petition before the Hon'ble Supreme Court which has also been turned down by the Hon'ble Court vide order dated 07.05.2026.

III. Revision Proceedings u/s 263 of the Income Tax Act, 1961

The Income Tax Department has initiated revision proceedings under Section 263 of the Income Tax Act, 1961, against the scrutiny assessment order dated 27.03.2023, vide order dated 28.03.2025. The Company had challenged this revision order by filing an appeal before the Hon'ble Income Tax Appellate Tribunal (ITAT), New Delhi on



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

02.04.2025, which is decided in favour of the Company, quashing the proceedings initiated by the Ld. Pr. CIT u/s 263 of the Income Tax Act, 1961, vide its Order dated 29.01.2026.

b) Assessment Year 2016-17 (Reassessment u/s 148A)

Further, proceedings were initiated by the Assessing Officer under Section 148A(d) of the Income Tax Act, 1961, vide order dated 05.04.2023, alleging escaped income amounting to ₹1,557.99 lakhs for Assessment Year 2016-17. The alleged issues pertain to salary payments of ₹64.07 lakhs, foreign remittances of ₹1,454.43 lakhs, and export shipping bills amounting to ₹39.48 lakhs, based on data uploaded on the Income Tax Department's Insight portal. These proceedings have been stayed by the Hon'ble High Court of Punjab & Haryana in CWP No. 13252 of 2023 filed by the Company. The next date of hearing is scheduled for 20.08.2026.

62. Deferred Tax Liability amounting to ₹63.72 lakhs (Previous year: ₹51.25) has been recognized based on cumulative timing differences primarily arising due to differences in depreciation as per the Income Tax Act, 1961 and the Companies Act, 2013. The recognition of deferred tax is in accordance with the applicable accounting standards to reflect the tax effect of such timing differences in the financial statements.
63. The assessment/audit of the Company's Manufacturing Plants, situated in the State of Haryana, Himachal Pradesh and Uttarakhand

under respective GSTINs, in accordance to the provisions of GST Law has been completed up to financial year 2021-22.

64. During the year, the Company has capitalized the borrowing cost of ₹Nil (Previous year ₹Nil) as part of the cost of the qualifying assets.
65. Capital commitments not provided for are estimated at ₹550 Lakh (Previous year ₹500 Lakh).
66. The Board of Directors of the Company presently considers and maintains "Footwear" as the main business segment of the Company. Further the Company's Lifestyle division has also formally commenced its operations w.e.f. October 17, 2018, however the same has not been considered as separate business segment because of its insignificant contribution to revenue during the financial year 2025-26 on account of Sales and Net Profits/(Loss) for ₹795.17 Lakhs and ₹48.55 Lakhs respectively (Previous year ₹568.22 Lakhs and ₹0.13 Lakhs respectively)

67. Related Party Transactions:

The Company has made the following transactions with related parties as defined under the provisions of Ind-AS-24:

A) Name of Related Parties and description of relationship:

- (i) Individuals owning directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company and Key Management Personnel (KMP):

Name	Designation
Sh. Adish Kumar Gupta	Executive Director
Sh. Sunil Bansal	Earlier Executive Director/ President
Sh. Shammi Bansal	Executive Director
Sh. Anupam Bansal	Executive Director



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(ii) Key Management Personnel (KMP):

Name	Designation
Sh. Ashok Kumar	Executive Director
Sh. Munish Kakra	CFO & Company Secretary
Sh. Shammi Bansal	Executive Director

(iii) Entities where Individuals and Key Management Personnel (KMP) as defined in I (i) above exercise significant influence:

Liberty Enterprises
Liberty Footwear Co.
Liberty Group Marketing Division
Anything Skool Limited (formerly known as Liberty Innovative Outfits Limited)
Little World Constructions Private Limited
LFO
Total Print & Packing
Sanjeev Bansal Charitable Trust

(iv) Relatives of Individuals owning directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company and Relatives of Key Management Personnel (KMP):

Name	Designation
Sh. Harish Kumar Gupta	Brother of Executive Director
Sh. Raman Bansal	COO & Brother of Executive Directors
Sh. Vivek Bansal	Brother of Executive Directors
Sh. Ayush Bansal	Nephew of Executive Directors
Sh. Vaibhav Bansal	Son of Executive Director
Sh. Manan Bansal	Son of Executive Director
Sh. Akshat Gupta	Son of Executive Director
Sh. Ruchir Bansal	Nephew of Executive Directors
Sh. Pulkit Bansal	Nephew of Executive Directors
Sh. Aryan Bansal	Son of Executive Director

(v) Independent Directors

Dr. Sujata
Sh. Piyush Dixit
Sh. Anand Das Mundhra
Sh. Neeraj Kumar Jindal

B) Related Party Transactions

The Following table provides the total amount of transactions that have been entered in to with related parties

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

C) Disclosure of significant transactions with related parties:

(Amount in ₹ Lakh)

Sr. No.	Nature of Transaction	Related Party	For the year 31st March, 2026	For the year 31st March, 2025
(i)	Rent	Little World Constructions Private Limited	4.59	4.06
		Liberty Footwear Co.	0.71	0.71
		Sanjeev Bansal Charitable Trust	5.31	5.31
		Sh. Sunil Bansal	1.20	1.20
		Sh. Harish Kumar Gupta	4.05	3.68
		Sh. Adish Kumar Gupta	1.22	2.64
		Total	17.08	17.60
(ii)	Purchase of Goods & Business Promotional Materials (inclusive of GST)	LFO	719.91	603.76
		Total Print & Packing	557.47	396.98
		Total	1,277.38	1,000.74
(iii)	Sales of Goods manufactured and dealt in by the Company (inclusive of GST)	Anything Skool Limited	1,394.14	1,280.04
		Total	1,394.14	1,280.04
(iv)	Franchise/License Fee (including GST) ¹	Liberty Enterprises	135.70	135.70
		Liberty Group Marketing Division	885.00	885.00
		Liberty Footwear Co.	2,117.51	1,946.92
		Total	3,138.21	2,967.62
(v)	Remuneration to Directors and Other Key Managerial Personnel (KMP) ²	Sh. Sunil Bansal	29.76	42.92
		Sh. Shammi Bansal	86.40	48.00
		Sh. Adish Kumar Gupta	86.40	48.00
		Sh. Anupam Bansal	86.40	45.14
		Sh. Ashok Kumar	40.36	38.90
		Sh. Munish Kakra	60.65	88.46
		Total	389.96	311.42
(vi)	Remuneration to Relatives of KMP	Sh. Raman Bansal	29.76	30.00
		Sh. Vivek Bansal	29.76	30.00
		Sh. Ayush Bansal	20.09	2.10
		Sh. Manan Bansal	20.09	2.10
		Sh. Vaibhav Bansal	19.36	-
		Sh. Ruchir Bansal	19.36	-
		Sh. Pulkit Bansal	19.36	-
		Sh. Aryan Bansal	19.36	-
		Sh. Akshat Gupta	19.36	-
		Total	196.50	64.20
(vii)	Directors' Sitting Fee ³	Sh. Aditya Khemka	-	0.50
		Dr. Sujata	0.50	1.00
		Late Sh. Gautam Baid	-	2.00
		Sh. Anand Das Mundra	2.75	1.75
		Sh. Piyush Dixit	2.75	2.50
		Sh. Neeraj Jindal	0.25	-
		Total	6.25	7.75



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

¹Taking note of the ongoing dispute among the partners of related partnership firms as regards to its business operations, on the request of majority of the partners besides making the statutory payments of the related partnership firms on time to time basis, the Company, in accordance to the terms of respective agreements, had been discharging its contractual liability towards respective partnership firms till September 2022 by making the payment to respective partners in accordance to the details provided by majority of partners. Thereafter due to serving of notices for termination of these arrangements with respective firms by few of the partners, the Company had, based upon the legal opinion available, stopped following the same practice for want of fresh mandate of majority of the partners and accordingly had been discharging its contractual liability on timely basis in the name of respective firms only net of statutory and other payments made on behalf of the respective partnership firms and also adjusting

of the expenditure incurred by the Company in defending the false and frivolous litigations initiated by one of the partners of M/s Liberty Footwear Co. During the year 2024-25, on receiving the required fresh mandate from majority of the partners the said practice of making the payments directly to respective partners has been restored since October 2024 onwards.

²As the liabilities for provident fund, gratuity and compensated absences are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the Directors and KMP are not included above.

³As per the section 149(6) of the Companies Act, 2013, Independent Directors are not considered as "Key Managerial Person", however to comply with the disclosure requirements of Ind AS-24 on "Related party transactions" they have been disclosed as "Key Managerial Person".

Balance Outstanding at the end of the year

(Amount in ₹ Lakh)

Sr. No.	Nature of Balance	Related Party	As at 31st March, 2026	As at 31st March, 2025
(i)	Trade Receivables	Anything Skool Limited	276.14	428.75
		Total	276.14	428.75
(ii)	Long Term Loans & Advances	Liberty Enterprises	10.00	10.00
		Liberty Group Marketing Division	50.00	50.00
		Total	60.00	60.00
(iii)	Short Term Loans and Advances	Liberty Enterprises	20.80	-
		Sh. Raman Bansal	-	10.00
		Sh. Manan Bansal	-	10.00
		Sh. Akshat Gupta	2.25	12.25
		Total	23.05	32.25
(iv)	Trade Payables	Liberty Footwear Co.	311.89	263.11
		Liberty Group Marketing Division	8.11	55.86
		Liberty Enterprises	-	0.43
		LFO	144.81	157.30
		Total Print & Packing	51.29	1.04
		Little World Constructions Private Limited	0.38	0.38
		Total	516.48	478.12

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

68. There are no dues payable to the Investor Education and Protection Fund as at 31st March, 2026.

69. Financial Ratios:

Sr. No.	Particulars	2025-26	2024-25	Variation	Reason for change by more than 25% in comparison to previous year
a)	Current Ratio	1.91	1.91	-	
b)	Debt-Equity Ratio	0.33	0.33	-	
c)	Debt Service Coverage Ratio	4.39	7.23	(49%)	1
d)	Return on Equity Ratio	10.09%	12.90%	(26%)	2
e)	Inventory Turnover Ratio	4.17	4.06	3%	
f)	Trade Receivables Turnover Ratio	6.59	6.32	4%	
g)	Trade Payable Turnover Ratio	9.81	9.10	9%	
h)	Net Capital Turnover Ratio	4.81	4.56	5%	
i)	Net Profit Ratio (excluding Exceptional Items)	1.50%	2.40%	(36%)	3
j)	Return on Capital Employed	7.65%	8.87%	(13%)	
k)	Return on Investment	NA	NA		

1. Decrease in cash accruals relative to debt servicing obligations during the year.
2. Decrease in profitability during the year, resulting in lower returns on shareholders' equity.
3. Decrease in net profit margin due to lower profitability during the year.

Formulas for computation of above ratios are as follows:

Sr. No.	Particulars	Unit of Measurement	Formula
a)	Current Ratio	Times	Current Assets/Current Liabilities
b)	Debt-Equity Ratio	Times	Total Debt/Total Equity
c)	Debt Service Coverage Ratio	Times	Earnings before Interest, Tax and Exceptional Items/
d)	Return on Equity Ratio	%	Profit After Tax/Average Net Worth
e)	Inventory Turnover Ratio	Times	Cost of Goods Sold (Cost of Material Consumed + Purchases + Changes in Inventory + Manufacturing Expenses)/
f)	Trade Receivables Turnover Ratio	Times	Value of Sales & Services/Average Trade Receivables
g)	Trade Payable Turnover Ratio	Times	(Cost of Materials Purchased + Other Expenses)/
h)	Net Capital Turnover Ratio	Times	Net Sales/Working Capital (Current Assets - Current Liabilities)
i)	Net Profit Ratio	%	(Profit After Tax + Exceptional items)/
j)	Return on Capital Employed	%	(Net Profit After Tax + Finance Cost + Exceptional Items)/
k)	Return on Investment	%	NA



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

70. As per Company's assessment about recoverability and carrying values of its assets comprising of receivables, inventories, plant and equipment, intangible assets, it expects to recover the carrying amount of these assets.
71. The current year and previous year figures have been rounded off to the nearest lakh of rupee upto two decimal places unless stated otherwise.
72. The Company does not hold any benami property and no proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder.
73. The Company has duly filed Quarterly returns or statements, Unaudited and Audited as the case may be, of its current assets with the banks and are in agreement with its books of accounts.
74. The Company is not declared as willful defaulter by any bank in accordance with the guidelines on wilful defaulters issued by the RBI.
75. The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013. This is determined to the extent of such parties have been identified on the basis of information available with the Company.
76. The Company has duly registered all the charges or satisfaction thereof with Registrar of Companies (ROC) within the statutory period.
77. The number of layers prescribed under clause (87) section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable to the Company
78. During the year, no scheme of arrangements has been approved by the competent authority in terms of sections 230 to 237 of the Companies Act, 2013.
79. The Company has not advanced or loaned or invested funds to any other persons (intermediaries) with the understanding that the intermediary shall directly or indirectly lend or invest in other persons or provide any guarantee in any manner whatsoever on behalf of the Company (ultimate beneficiary). The Company has also not received any fund from any persons with the understanding that the Company shall directly lend or invest or provide any guarantee to any other persons on behalf of the funding party.
80. The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
81. During the year, the Company has not traded or invested in crypto currency or virtual currency.
82. The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.
- 83. Fair Value Measurements**
- Fair value of financial assets and liabilities is normally determined by references to the transaction price or market price and in case of non-reliably determinable, the Company determines the same using valuation techniques that are appropriate in the circumstances and for which sufficient data are available, maximising the use of relevant observable inputs and minimising the use of unobservable inputs as per the following:
- Foreign exchange forward contracts are valued using market observable inputs such as foreign exchange spot rates and forward rates at the end of the reporting period.
 - Unquoted equity instruments where most recent information to measure fair value is not determinable, cost has been considered as best estimate of fair value.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026



- c. The carrying amount of other financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate any significant difference that the carrying amounts would be significantly different from the values that would eventually be received or settled.

Fair Value Hierarchy

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed as per Ind-AS 113 "Fair Value Measurement":

Level 1	Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
Level 2	Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3	Unobservable inputs for the asset or liability.

The below table provides comparison by class of carrying amount and fair value of the Company's financial instruments along with fair value hierarchy:

(Amount in ₹ Lakh)

Particulars	Note No.	As at March 31, 2026			As at March 31, 2025		
		Carrying Amount	Fair Value	Fair Value Hierarchy	Carrying Amount	Fair Value	Fair Value Hierarchy
Financial Assets carried at Amortised Cost							
Non-Current Assets							
Financial Assets	3	0.45	0.45	Level 2	0.45	0.45	Level 2
Non-Current Investments							
Other Financial Assets	4						
Security Deposits		829.68	859.46	Level 3	741.63	771.41	Level 3
Bank deposits having maturity for more than 12 months		95.30	95.30	Level 2	89.86	89.86	Level 2
Current Assets							
Trade Receivables	7	10,851.84	10,851.84	Level 3	11,578.22	11,578.22	Level 3
Cash and Cash Equivalents	8	293.54	293.54	Level 1	325.39	325.39	Level 1
Bank Balances other than Cash and Cash Equivalents	9	330.59	330.59	Level 2	218.76	218.76	Level 2
Security Deposits	10	24.79	24.79	Level 3	99.82	99.82	Level 3
Loans and advances to Employees		95.56	96.48	Level 3	92.64	96.48	Level 3
Total		12,521.75	12,552.45		13,146.77	13,177.67	



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Financial Liabilities carried at Amortised Cost							
Non-Current Liabilities							
Lease Liabilities	15	8,654.22	8,654.22	Level 3	8,165.80	8,165.80	Level 3
Other Financial Liabilities	16						
Security Deposits		2,548.39	2,548.39	Level 3	2,497.00	2,497.00	Level 3
Current Liabilities							
Borrowings	19	7,599.32	7,599.32	Level 2	7,071.21	7,071.21	Level 2
Trade Payables Micro and Small Enterprises	20	2,680.74	2,680.74	Level 3	2,589.69	2,589.69	Level 3
Other than Micro and Small Enterprises		4,185.77	4,185.77	Level 3	4,037.04	4,037.04	Level 3
Other Financial Liabilities	21						
Advance from Customer		514.88	514.88	Level 3	475.78	475.78	Level 3
Expenses Payable		1,583.55	1,583.55	Level 3	1,252.41	1,252.41	Level 3
Other Liabilities		334.85	334.85	Level 3	529.55	529.55	Level 3
Total		28,101.72	28,101.72		26,618.48	26,618.48	

84. Disclosure as per Ind AS 115 "Revenue from Contracts with Customers"

Reconciliation of revenue (footwear) as per contract price and as recognized in statement of profit and loss:

(Amount in ₹ Lakh)

Particulars	31.03.2026	31.03.2025
Revenue as per Contract Price	76,497.91	70,515.41
Less:		
Billed but remained pending for dispatches beyond reasonable time after the close of financial year on the instance of respective buyers. However the same have duly been considered in the respective GST returns of the Company for the month.	-	911.93
Rebate, Discounts and Incentives	2,588.83	2,137.91
Revenue as per Statement of Profit and Loss	73,909.08	67,465.57

85. During the year some of goods billed during the year remained pending for dispatches beyond reasonable time after close of the financial year under consideration on the instance the respective buyers aggregating to ₹ Nil Lakhs (Previous year ₹ 911.93 Lakhs) with reference to Note No. 85. Accordingly as on the date of balance sheet the same have been considered in the inventory of the Company at its cost of goods sold value and inventories with reference to Note No. 6 aggregating for ₹ 18,071.35 Lakhs (Previous year ₹ 17,414.28 Lakhs) includes the same.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

86. Sensitivity Analysis

a) Foreign Currency Sensitivity

The following table demonstrate the sensitivity analysis on profit before tax due to change in USD exchange rate, with all other variables held constant. The impact on the Company's profit before tax due to changes in the fair value of unhedged monetary assets and liabilities is given below:

(Amount in ₹ Lakh)

Particulars	31.03.2026	31.03.2025
Impact on Profit Before Tax due to change in USD rate [^]		
Increase by 2%	11.56	24.96
Decrease by 2%	(11.56)	(24.96)

b) Interest Rate sensitivity

The sensitivity analysis below has been determined based on exposure to interest rate for both Term Loans & Working Capital loans. The following table demonstrates the sensitivity in interest rates on that portion of loans and borrowings which are not hedged, with all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Amount in ₹ Lakh)

Particulars	31.03.2026	31.03.2025
Impact on Profit Before Tax due to change in interest rate [^]		
Increase by 0.50%	36.09	33.88
Decrease by 0.50%	(36.09)	(33.88)

Signed in terms of our Audit Report of even date.

for and on behalf of the Board

For Pardeep Tayal & Co.

Firm Registration No.02733N

Chartered Accountants

Sukesh Gupta

Partner

Membership No. 514675

Anupam Bansal

Executive Director

DIN - 00137419

Shammi Bansal

Executive Director

DIN - 00138792

Anand Das Mundhra

Independent Director

DIN - 00167418

Munish Kakra

CFO & Company Secretary

M.No. ACS 6262

Place: New Delhi

Dated: Tuesday, 26th May, 2026

LIBERTY

Humantech Centres

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Libertypuram, 13th Milestone, G.T. Karnal Road, P.O. Box Bastara - 132114 Haryana

Liberty Greens, Village Satiwala, P.O. Bata Mandi, Tehsil Paonta Sahib - 173025 Himachal Pradesh

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