

5th September, 2024

<p>The Manager Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1, Bandra - Kurla Complex, Bandra (E) Mumbai - 400051 Tel. No.: 022-26598100`14 Fax No.: 022-26598273-38</p> <p>Scrip Code: LIBERTSHOE ISIN No. : INE 557B01019</p>	<p>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</p> <p>Scrip Code: 526596 ISIN No. : INE 557B01019</p>
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Sub: Notice of the 38th Annual General Meeting of the Company along with Annual Report for the financial year 2023-24 and related compliance

Dear Sir/Madam,

This is in continuation of our earlier correspondence dated 9th August, 2024 informing about convening of 38th 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 38th Annual General Meeting of the Company to be held on Friday, September 27, 2024 at 11:00 A.M. (IST) through Video Conferencing / Other Audio Video Means ("VC/ OAVM") facility alongwith Annual Report for the financial year 2023-24.

As informed earlier, the Register of Members and Share Transfer Books of the Company shall be closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive) for the purpose of 38th AGM of the Company and Friday, September 20, 2024 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 Tuesday, September 24, 2024 (9:00 A.M. IST) and end on Thursday, September 26, 2024 (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.

Further, please note that the Company has dispatched the aforesaid Annual Report along with annexure thereof to its eligible shareholders and other stakeholders on 5th September, 2024 in compliance of statutory guidelines.

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 SHOES LIMITED
19th Floor, Magnum Global Park,
Tower-2, Golf Course Extension Road,
Sector-58, Gurugram-122011
Tel: +91-124-4616200

Liberty Shoes Limited
Corporate Office:
Ground Floor, Building 8, Tower-A, DLF Cyber City,
Phase-II, Gurugram, Haryana, INDIA - 122002
Tel.: +91-124-4616200, 3856200 Fax : +91-124-4616222
Email : corporate@libertyshoes.com

Registered Office:
Libertypuram, 13th Milestone, G.T. Karnal Road,
P.O. Box Bastara, Dist. Karnal, Haryana, India -132 114
Tel.: +91-1748-251101, 251103 Fax : +91-1748-251100,
Email : corporate@libertyshoes.com CIN No. L19201HR1986PLC033185

NOTICE

Notice is hereby given that the 38th (Thirty Eighth) Annual General Meeting ("38th AGM" or "e-AGM" or "AGM") of the Members of Liberty Shoes Limited ("the Company") will be held on **Friday, 27th September, 2024 at 11:00 A.M.** through Video Conferencing ("VC")/or Other Audio-Visual Means ("OAVM") to transact the following businesses:-

The proceedings of the 38th 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, 2024 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 31st March 2024 and the Reports of the Board of Directors' and Auditors, thereon as circulated to the Members, be and are hereby considered and adopted."

Item no. 2-Appointment of Director

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

To 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. Shammi Bansal (DIN-00138792), 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. Sunil Bansal (DIN-00142121), 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. Sunil Bansal (DIN-00142121) 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. Gautam Baid (DIN: 00021400), as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and 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 amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board") given at their respective meetings held on 9th August, 2024, Nomination and Remuneration Policy and the Articles of Association of the Company, Sh. Gautam Baid (DIN: 00021400), who was appointed as an Independent Director for first term w.e.f. 1st April 2022 to hold office upto September 28, 2024 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 second term of 3 (three) consecutive years effective from September 29, 2024 to September 28, 2027.

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

Item no. 5-Re-appointment of Dr. Sujata (DIN: 09289128) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions



of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and 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 amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board") given at their respective meetings held on 9th August, 2024, Nomination and Remuneration Policy and the Articles of Association of the Company, Dr.Sujata(DIN:09289128), who was appointed as an Independent Director for first term of 3 years commencing w.e.f. from September 29, 2021 to hold office upto September 28, 2024 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 second term of 3 (three) consecutive years effective from September 29, 2024 to September 28, 2027.

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

By order of the Board
For Liberty Shoes Ltd.

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

Place: New Delhi
Dated: Friday, 9th August, 2024

Registered Office
Libertypuram, 13th Milestone, G.T. Karnal Road, Kutail,
P.O. Bastara, Distt. Karnal - 132114, Haryana
Tel.: (91) - 1748-251101- 03, Fax: (91) - 1748-251100
E-mail: lpm@libertyshoes.com, Website: www.libertyshoes.com
CIN: L19201HR1986PLC033185

NOTES:

1. **e-AGM:** the Ministry of Corporate Affairs (the "MCA") vide its General Circulars No. 14/2020, No. 17/2020, No. 20/2020, 02/2021, 19/2021, 21/2021, No. 02/2022 and No. 10/2022, dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and No. 09/2023 dated September 25, 2023 respectively (hereinafter, collectively referred as the "MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated January 15 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated May 13, 2022, SEBI/HO/CFD/POD2/P/CIR/2023/4, dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, (hereinafter, collectively referred as the "SEBI Circulars") has allowed companies to conduct their Annual General Meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), thereby, dispensing with the requirement of physical attendance of the members at the venue of the AGM. Accordingly, the 38th 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, the relevant provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") (each as amended). 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 38TH 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 38th 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. 4 to 5 is annexed hereto. The recommendation of the Board of Directors of the Company (the "Board") in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors seeking appointment/re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.

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

6. DISPATCH OF ANNUAL REPORT THROUGH E-MAIL

Pursuant to the MCA Circulars and the SEBI Circulars, the Notice along with the Annual Report of the Company for the financial year ended March 31, 2024, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. Link Intime India Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2024 shall be available on the websites of the Company viz., www.libertyshoes.com and of the Stock Exchanges where Equity Shares of the Company are listed.

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

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

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

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

The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date of Friday, 20th September, 2024. The remote e-Voting period will commence on Tuesday, 24th September, 2024 (9:00 A.M. IST) and will end on Thursday, 26th September, 2024 (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., **Friday, 20th September, 2024**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Only those Members who are present in the Meeting through VC or OAVM facility and have



not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 20th September, 2024 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., Friday, 20th September, 2024 should treat this Notice for information purpose only.

The Board of Directors has appointed M/s JVS & Associates, (C.P. No. 10196), Company Secretary in Practice, New Delhi or failing whom, such other Practising 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 Link Intime India Private Limited viz. <https://instavote.linkintime.co.in> immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results declared along with the said Report shall also be made available for at least 3 days on the Notice Boards of the Company at its Registered

Office in Libertypuram and at the Corporate Office in Gurugram, Haryana. Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice/the resolution(s) forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., Friday 27th September, 2024. 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@linkintime.co.in:

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

9. Procedure for inspection of documents

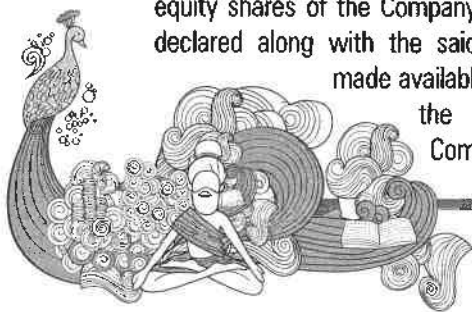
All documents referred to in the Notice and the Explanatory Statement/Annexure shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM.

Members desirous of inspecting the same may send their requests not later than Wednesday, 25th September, 2024 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.linkintime.co.in> or at www.libertyshoes.com.

10. Book Closure Period for the AGM

Pursuant to Section 91 of the Act 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 **Saturday 21st September, 2024 to Friday, 27th September, 2024** (both days inclusive) for the purpose of the AGM.

11. Nomination Facility

SEBI vide its Circular dated 16th March, 2023 has mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. On or after 1st October, 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://investor.libertyshoes.com/>

Members holding shares under a single name in physical mode are advised to make nomination in respect of their shareholding in the Company. The Nomination Form can be downloaded from the Company's website, i.e., www.libertyshoes.com 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 Link 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 Licence, 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 2023-24 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.

The Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 16th March, 2023 (now rescinded by Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May, 2023) read with SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 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.

The Securities and Exchange Board of India (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. Further, relevant FAQs have also been published by SEBI on its website at the following web link for investor awareness:

https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf In compliance with SEBI Circular, please note that no dividend will be processed in Physical mode and we 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 remain 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 SEBI/HO/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, M/s Link Intime India Pvt. Ltd, Noble Heights, 1st Floor, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058.

14. Members holding shares in physical mode are requested to immediately notify any change in their address along with self-attested copy of address proof i.e. Adhaar Card/Electricity Bill/Telephone Bill/Driving License/Passport/Bank Passbook particulars to the Company or its RTA and in case their shares are held in dematerialized mode, this information should be notified/submitted directly to their respective Dps.
15. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, if any. The Company or its Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Ltd. cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to their Depository Participants by the Members.
16. Unpaid/Unclaimed Dividend:
- i. Pursuant to erstwhile Section 205 and Section 205A of the Companies Act, 1956 read with the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 and amended provisions of Section 205A read with Section 205C of the Companies Act, 1956, all unclaimed/unpaid amount of dividends have been transferred to the General Revenue Account/Investor Education and Protection Fund (IEPF) established by the Central Government, as the case may be. It may be noted that once the unpaid/unclaimed amount of Dividend is transferred to the IEPF, the same cannot be claimed by the members there from in terms of the erstwhile provisions of Section 205B of the Companies Act, 1956.
 - ii. Further, in compliance with the provisions of Sections 124 and 125 of the Act, read with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the "IEPF Rules"), the Equity Shares, in respect of which dividend not claimed or encashed by the Members for seven consecutive years or more, are liable to be transferred to the Account of the IEPF Authority.



As per the said Rules, the corresponding equity shares in respect of which Dividend remains unclaimed/unpaid for seven consecutive years or more, are required to be transferred to the Demat Account of the IEPF Authority.

The complete list of said Members whose unclaimed/unpaid Dividend and shares thereon have been transferred to specified Bank account/Demat account of IEPF Authority is available on the website of the Company, i.e., www.libertyshoes.com 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 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 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 Link Intime India Pvt. Ltd., immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
19. **Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242, dated December 9, 2020:**

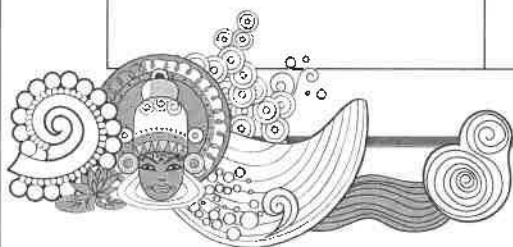
Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242, dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly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

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

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



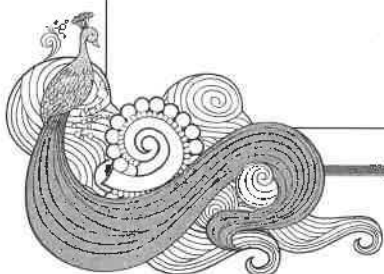
Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>METHOD 1 - If registered with NSDL IDeAS facility Users who have registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login". Enter user id and password. Post successful authentication, click on "Access to e-voting". Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>OR User who have not registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/Ideas Direct Reg.jsp Proceed with updating the required fields. Post registration, user will be provided with Login ID and password. After successful login, click on "Access to e-voting". Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2-By directly visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> Visit URL: https://www.evoting.nsdl.com/ Click on the "Login" tab available under 'Shareholder/Member' section. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting". Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>METHOD 1-If registered with CDSL Easi/Easiest facility Users who have registered for CDSL Easi/Easiest facility.</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. Click on New System Myeasi Login with user id and password After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period. Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>OR</p> <p>Users who have not registered for CDSL Easi/Easiest facility.</p> <ol style="list-style-type: none"> To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed with updating the required fields. Post registration, user will be provided Login ID and password. After successful login, user able to see e-voting menu. Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2 - By directly visiting the e-voting website of CDSL.</p> <ol style="list-style-type: none"> Visit URL: https://www.cdslindia.com/ Go to e-voting tab. Enter Demat Account Number (BO ID) and PAN No. and click on "Submit". System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



Type of shareholders	Login Method
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<p>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.</p> <ol style="list-style-type: none"> Login to DP website After Successful login, members shall navigate through "e-voting" tab under Stocks option. Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
<p>Individual shareholders holding securities in physical form/Non-Individual Shareholders holding securities in demat mode</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:- <p>A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</p> <p>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.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/ Company-in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p><i>*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</i></p> <p><i>*Shareholders holding shares in NSDL form, shall provide 'D' above</i></p> <ul style="list-style-type: none"> ▶ 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). ▶ Click "confirm" (Your password is now generated). Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> After successful login, 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.
<p>Institutional shareholders</p>	<p>Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at https://instavote.linkintime.co.in and register themselves as 'Custodian/Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund/Corporate Body' login for the Scrutinizer to verify the same.</p>



Type of shareholders	Login Method
Institutional shareholders ("Corporate Body/Custodian/Mutual Fund")	<p>STEP 1-Registration</p> <ol style="list-style-type: none"> Visit URL: https://instavote.linkintime.co.in Click on Sign up under "Corporate Body/Custodian/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 at Sr.No. 2 above). 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) will be sent to Primary contact person's email ID. While first login, entity will be directed to change the password and login process is completed. <p>STEP 2-Investor Mapping</p> <ol style="list-style-type: none"> Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above. Click on "Investor Mapping" tab under the Menu Section Map the Investor with the following details: <ol style="list-style-type: none"> 'Investor ID'- <ol style="list-style-type: none"> Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., In00000012345678 Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. 'Investor's Name - Enter full name of the entity. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department. 'Power of Attorney'-Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be-DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card. Click on Submit button and investor will be mapped now. The same can be viewed under the "Report Section". <p>STEP 3-Voting through remote e-voting.</p> <p>The corporate shareholder can vote by two methods, once remote e-voting is activated:</p> <p>METHOD 1-VOTES ENTRY</p> <ol style="list-style-type: none"> Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above. Click on 'Votes Entry' tab under the Menu section. Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting. Enter '16-digit Demat Account No'. for which you want to cast vote. 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently). <p>OR</p> <p>VOTES UPLOAD:</p> <ol style="list-style-type: none"> Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above. You will be able to see the notification for e-voting in inbox. Select 'View' icon for 'Company's Name/Event number'. E-voting page will appear. Download sample vote file from 'Download Sample Vote File' option. Cast your vote by selecting your desired option 'Favour/Against' in excel and upload the same under 'Upload Vote File' option. 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).



Type of shareholders	Login Method						
<p>Helpdesk for Individual Shareholders holding securities in physical mode/ Non-Individual Shareholders holding securities in Demat mode</p>	<ul style="list-style-type: none"> Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on:- Tel: 022-4918 6000. In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below: <table border="1" data-bbox="534 427 1430 707"> <thead> <tr> <th data-bbox="534 427 874 472">Login Type</th> <th data-bbox="874 427 1430 472">Helpdesk Details</th> </tr> </thead> <tbody> <tr> <td data-bbox="534 472 874 595"> <p>Individual Shareholders holding securities in demat mode with NSDL</p> </td> <td data-bbox="874 472 1430 595"> <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022-4886 7000 and 022-2499 7000</p> </td> </tr> <tr> <td data-bbox="534 595 874 707"> <p>Individual Shareholders holding securities in demat mode with CDSL</p> </td> <td data-bbox="874 595 1430 707"> <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no 1800 22 55 33</p> </td> </tr> </tbody> </table>	Login Type	Helpdesk Details	<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022-4886 7000 and 022-2499 7000</p>	<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no 1800 22 55 33</p>
Login Type	Helpdesk Details						
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022-4886 7000 and 022-2499 7000</p>						
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no 1800 22 55 33</p>						
<p>Individual Shareholders holding securities in Physical mode has forgotten the password:</p>	<p>If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in</p> <ul style="list-style-type: none"> Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?' Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT". <p><i>In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%^&*), at least one numeral, at least one alphabet and at least one capital letter.</i></p> <p><u>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):</u> Your User ID is Event No + Folio Number registered with the Company</p> <p><u>User ID for Shareholders holding shares in NSDL demat account</u> is 8 Character DP ID followed by 8 Digit Client ID</p> <p><u>User ID for Shareholders holding shares in CDSL demat account</u> is 16 Digit Beneficiary ID.</p>						
<p>Individual Shareholders holding securities in Physical mode has forgotten the password: Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:</p>	<p>If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in</p> <ul style="list-style-type: none"> Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?' Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT". <p><i>In case shareholders is having valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%^&*), at least one numeral, at least one alphabet and at least one capital letter.</i></p>						
<p>Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password:</p>	<ul style="list-style-type: none"> 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". 						



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Physical mode has forgotten the password:</p>	<p>If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in</p> <ul style="list-style-type: none"> o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?' o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT". <p><i>In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%^&*), at least one numeral, at least one alphabet and at least one capital letter.</i></p> <p><u>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):</u> Your User ID is Event No + Folio Number registered with the Company</p>
<p>Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password:</p>	<p>Shareholders who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/depository participants website.</p> <ul style="list-style-type: none"> ▶ 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:

For a smooth experience of AGM proceedings, shareholders who are registered for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by clicking on the link <https://www.webex.com/downloads.html/> Shareholders also have an option to click on the URL provided to attend the meeting. Please read the instructions carefully and participate in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.

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

▶ Select the "Company" and 'Event Date' and register with your following details:-

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

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

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

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

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

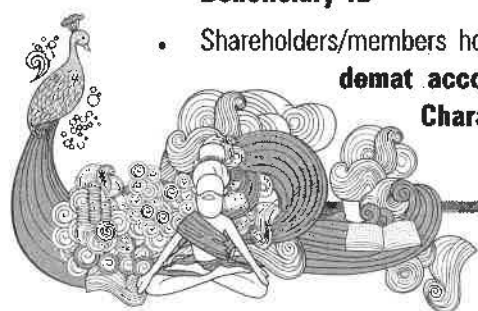
C. **Mobile No.:** Enter your mobile number.

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

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

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

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



shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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

1. Shareholders who would like to speak during the meeting must register their request 7 days in advance with the company by sending their request on the email id at investocare@libertyshoes.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
6. Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.
7. Shareholders who would like to ask questions, may send the same in advance mentioning their name, demat account number/folio number, e-mail id, mobile number at investorcare@libertyshoes.com, atleast 48 hours prior to the date of AGM i.e. on or before 11:00 A.M. (IST) on Wednesday, 25th September, 2024. The same will be replied suitably.

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

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

1. On the Shareholders VC page, click on the link for **e-Voting "Cast your vote"**
2. Enter your **16-digit Demat Account No./Folio**

No. and OTP (received on the registered mobile number/registered email id) received during registration for InstaMEET and click on **'Submit'**.

3. After successful login, you will see **"Resolution Description"** and against the same the option **"Favour/Against"** for voting.
4. Cast your vote by selecting appropriate option i.e. **"Favour/Against"** as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under **'Favour/Against'**.
5. After selecting the appropriate option i.e. **Favour/Against** as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on **"Back"** and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the 38th Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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

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



Annexure to the Notice

(Explanatory Statement in respect of the Special Businesses to be transacted at the AGM and set out under Item No. 4 to 5 of the accompanying Notice of AGM pursuant to Section 102 (1) of the Companies Act, 2013, as amended)

Item No 4.

Sh. Gautam Baid (DIN: 00021400), aged about 48 years, Independent Director of the Company, was appointed as such by Shareholders of the Company in their 36th Annual General Meeting, on the recommendation of the Board of Directors ("Board") and Nomination and Remuneration Committee ("NRC"), for first term commencing from 1st April 2022 to 28th September 2024. Accordingly, as per the term of last appointment, his first tenure as Independent Director will come to end on 28th September, 2024. However, the Company has received a proposal for re-appointment of Sh. Gautam Baid as Independent Director for second term of 3 consecutive years w.e.f. 29th September, 2024 to 28th September, 2027.

The Members are requested to note that pursuant to the provisions of the Section 149 (10) and (11) of the Companies Act, 2013 ("the Act"), an Independent Director can hold office for maximum two consecutive terms of up to five years each on the Board of a Company, subject to the approval of shareholders by way of Special Resolution. Further, Regulation 25 (2A) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") provides that, re-appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution. Accordingly, Sh. Gautam Baid is eligible to be re-appointed as Independent Director of the Company for second term.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee ("NRC") and on the basis of outcome of evaluation process and in view of leadership capabilities, administrative knowledge and managerial experience and having independent relationship with the Company and its KMPs, Directors and Promoters, in their meeting held on 9th August, 2024 have considered and recommended the re-appointment of Sh. Baid as Independent Director for second term of 3 consecutive years w.e.f. 29th September, 2024 to 28th September, 2027, subject to the approval of the Shareholders of the Company by way of special resolution.

While considering his re-appointment, the Board of Directors and NRC have observed that his continuing association, guidance and contribution as Board Member will give immense benefit to the Company.

Sh. Gautam Baid is not disqualified from being Re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and Listing Regulations, each as amended from time to time. In the opinion of the Board and NRC, Sh. Gautam Baid fulfils the conditions specified in the Act and the rules made there under and Listing Regulations for his re-appointment as Independent Director of the Company. 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 29th September, 2024 to 28th September, 2027.

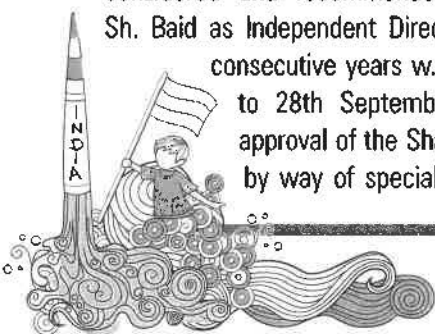
The Company has received an intimation from Sh. Gautam Baid in form DIR-8 to the effect that he is not disqualified and a confirmation stating that he is also not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or such other Statutory Authority to be appointed as a Director in any Company.

As required under Regulation 25(8) Listing Regulations, Sh. Gautam Baid has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

A copy of the draft letter of re-appointment setting out the terms and conditions etc. of such re-appointment is available for inspection through electronic mode. Members desirous of inspecting the same may send their requests at investorcare@libertyshoes.com from their registered e-mail addresses mentioning their names and folio numbers/demat account numbers, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Sh. Gautam Baid will be paid remuneration by way of sitting fee for attending the Board/ Committee Meetings 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 Act and Listing Regulations.

Brief profile of Sh. Gautam Baid, nature of his expertise in



specific functional areas and names of Companies in which he holds directorships/chairmanships along with all the relevant information as required under the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also provided in Annexure-A to this Notice.

Keeping in view of the above, consent of the Members for the re-appointment of Sh. Gautam Baid as an Independent Director, not liable to retire by rotation, is being sought by way of Special Resolution as set out at Item No. 4 of the accompanying Notice.

Except Sh. Gautam Baid, being an appointee, none of the Directors or Key managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the Resolution as set out at Item No. 4 of the accompanying Notice.

Item No 5.

Dr. Sujata (DIN:09289128), aged about 65 years, Independent Director of the Company, was appointed as such by Shareholders of the Company in their 35th Annual General Meeting, on the recommendation of the Board of Directors ("Board") and Nomination and Remuneration Committee ("NRC"), for first term commencing from September 29, 2021 to September 28, 2024. Accordingly, as per the term of last appointment, her first tenure as Independent Director will come to end on 28th September, 2024. However, the Company has received a proposal for re-appointment of Dr. Sujata as Independent Director for second term of 3 consecutive years effective from 29th September, 2024 to 28th September, 2027.

The Members are requested to note that pursuant to the provisions of the Section 149 (10) and (11) of the Companies Act, 2013 ("the Act"), an Independent Director can hold office for maximum two consecutive terms of up to five years each on the Board of a Company, subject to the approval of shareholders by way of Special Resolution. Further, Regulation 25 (2A) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") provides that, re-appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution. Accordingly, Dr. Sujata is eligible to be re-appointed as Independent Director of the Company for second term.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee ("NRC") and on

the basis of outcome of evaluation process and in view of knowledge and managerial skills and having independent relationship with the Company and its KMPs, Directors and Promoters, in their meeting held on 9th August, 2024 have considered and recommended the re-appointment of Dr. Sujata as Independent Director for second term of 3 consecutive years w.e.f. 29th September, 2024 to 28th September, 2027, subject to the approval of the Shareholders of the Company by way of special resolution.

While considering her re-appointment, the Board of Directors and NRC have observed that her continuing association, guidance and contribution as Board Member will give immense benefit to the Company.

Dr. Sujata is not disqualified from being Re-appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director of the Company. The Company has also received declaration from her that she meets the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and Listing Regulations, each as amended from time to time. In the opinion of the Board and NRC, Dr. Sujata fulfils the conditions specified in the Act and the rules made there under and Listing Regulations for her re-appointment as Independent Director of the Company. Further, the Company has received a notice under Section 160 (1) of the Act proposing her candidature for re-appointment as an Independent Director of the Company for second term of 3 consecutive years effective from 29th September, 2024 to 28th September, 2027.

The Company has received an intimation from Dr. Sujata in form DIR-8 to the effect that she is not disqualified and a confirmation stating that she is also not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or such other Statutory Authority to be appointed as a Director in any Company. As required under Regulation 25(8) Listing Regulations, Dr. Sujata has confirmed that she is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

A copy of the draft letter of re-appointment setting out the terms and conditions etc. of such re-appointment is available for inspection through electronic mode. Members desirous of inspecting the same may send their requests at investorcare@libertyshoes.



com from their registered e-mail addresses mentioning their names and folio numbers/demat account numbers, with a self-attested copy of their PAN Card or AADHAAR Card or Voter ID Card.

Dr. Sujata will be paid remuneration by way of sitting fee for attending the Board/ Committee Meetings 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 Act and Listing Regulations.

Brief profile of Dr. Sujata, nature of her expertise in specific functional areas and names of Companies in which she holds directorships/chairmanships along with all the relevant information as required under the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also provided in Annexure-A to this Notice.

Keeping in view of the above, consent of the Members for the re-appointment of Dr. Sujata as an Independent Director, not liable to retire by rotation, is being sought

by way of Special Resolution as set out at Item No. 5 of the accompanying Notice.

Except Dr. Sujata, being an appointee, none of the Directors or Key managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the Resolution as set out at Item No. 5 of the accompanying Notice.

By order of the Board
For Liberty Shoes Ltd.

CS Munish Kakra

CFO & Company Secretary
M. No.ACS 6262

Place: New Delhi

Dated: Friday, 9th August, 2024

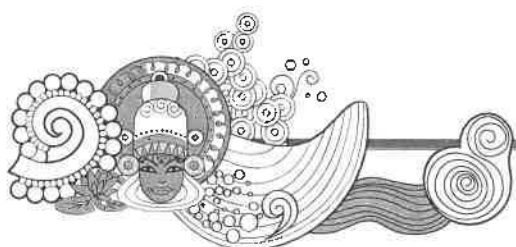
Registered Office

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

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

E-mail: lpm@libertyshoes.com, Website: www.libertyshoes.com

CIN: L19201HR1986PLC033185



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. Shammi Bansal	Sh. Sunil Bansal
Director Identification Number (DIN)	00138792	00142121
Category of Director	Executive Director	Executive Director
Nationality	Indian	Indian
Date of Birth/Age	27th March, 1961/63 Years	2nd October, 1954/64 Years
Date of First appointment as Director	28th November, 1990	28th November, 1990
Qualification	Graduate	Graduate
Profile/Background details/Recognition or awards/Experience/Expertise in specific Functional Areas	<ul style="list-style-type: none"> • He has been working as Director since 1990 and as Executive Director since 1995. • He is having considerable experience of more than three decades in footwear Industry. • He has been credited with various initiatives in the field of leather and footwear technology including use of E.P. Polymers, introduction of E.V.A. compound in Indian Footwear Industry. • He has currently been looking after the entire portfolio of production designing and development at Company's Plants. 	<ul style="list-style-type: none"> • He has been working as Director since 1990 and as Executive Director since 2009. • He is having requisite experience of more than three decades in footwear industry. • He has been looking after the product development operations and ensuring the manufacturing of higher qualitative products. He is also guiding the leather shoes production team with his appreciable expertise.
Terms and conditions of appointment/re-appointment	Reappointed as Director liable to retire by rotation.	Reappointed as Director liable to retire by rotation.
Details of remuneration to be sought/ remuneration last drawn (2023-24)	He has drawn remuneration of ₹ 4 Lakh P.M. aggregating of ₹ 48 Lakh P.A. (including all perquisites) during the FY 2023-24.	He has drawn remuneration of ₹ 4 Lakh P.M. aggregating of ₹ 48 Lakh P.A. (including all perquisites) during the FY 2023-24.
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	Brother of Sh. Sunil Bansal, Executive Director	Brother of Sh. Shammi Bansal, Executive Director
List of directorships held in other Companies as on 31st March, 2024 (excluding foreign Companies)	<ul style="list-style-type: none"> • Little World Constructions Pvt Ltd. • Haryana State Industrial and Infrastructure Development Corporation Ltd. 	<ul style="list-style-type: none"> • Little World Constructions Pvt Ltd.
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, 2024	Chairman of Audit Committee and Member of Corporate Social Responsibility Committee-Haryana State Industrial and Infrastructure Development Corporation Ltd.	None
No. of shares held in the Company:		
(a) Own	259640 Equity Shares	232640 Equity Shares
(b) For other persons on a beneficial basis	NIL	NIL
Justification for re-appointment	Since, re-appointment is being proposed as Director liable to retire by rotation and not Non-executive Independent Director, therefore it is not applicable.	
Summary of Performance evaluation Report		
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements		



Name of the Director	Sh. Gautam Baid	Dr. Sujata
Director Identification Number (DIN)	00021400	09289128
Category of Director	Non-executive Independent Director	Non-executive Independent Director
Nationality	Indian	Indian
Date of Birth/Age	28th November, 1975/48 Years	15th June 1959/65 Years
Date of First appointment as Director	1st April, 2022	29th September, 2021
Qualification	Commerce Graduate	Ph.D (Psychology)
Profile/Background details/Recognition or awards/Experience/Expertise in specific Functional Areas	<ul style="list-style-type: none"> • He has been working as Non-Executive Independent Director since 2022 • He is co-founder of Coast to Coast Designs Pvt Ltd one of the India's foremost companies in the Interior Infrastructure Industry. As a co-founder of one of India's foremost companies in the Interior Infrastructure Industry, he brought significant industry experience and strategic insight. • He is an avid angel investor and his investment acumen supported innovation and growth across various sectors, fostering new opportunities and advancements. • He is an innovator who believes in giving life to his ideas. His dedication to bringing global excellence to the Indian market, inspired by Indian culture and his extensive travels, aligned with the Company's goals of continuous innovation and market expansion. 	<ul style="list-style-type: none"> • She has been working as Non -Executive Independent Director since 2021 providing invaluable insights and governance • As a distinguished counselor based in Karnal, Haryana, her deep understanding of human behavior and psychology has enhanced the Company's approach to employee well-being and stakeholder engagement. • She has written Books and articles on various subjects in relation to Psychology, National and Spiritual aspects. Her research outcomes were published in National Journals and presented at various conferences in India and overseas Countries. Her research and thought leadership contribute to the Company's innovation. • Throughout her carrier, she has been performing various social and welfare related activities and won various awards from Govt. of Haryana like Brand Ambassador for "BetiBachaoBetiPadoo", "SaravDharamSamman", "Rani Jhansi", Empowered Woman" "and Best Social Worker." All such awards reflect her alignment with our values of ethical conduct and social responsibility.
Terms and conditions of appointment/re-appointment	Reappointment as Independent Director not liable to retire by rotation.	Reappointment as Independent Director not liable to retire by rotation.
Details of remuneration to be sought/ remuneration last drawn (2023-24)	No remuneration has been paid during the FY 2023-24. However, sitting fee for attending the Board Meetings was paid.	No remuneration has been paid during the FY 2023-24. However, sitting fee for attending the Board Meetings was paid.
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 directorships held in other Companies as on 31st March, 2024 (excluding foreign Companies)	<ul style="list-style-type: none"> • Coast to Coast Pvt. Ltd. • DONYI Polo Timbers Pvt. Ltd. • Mantra Mobile Pvt. Ltd. • Exotic Veneers Pvt. Ltd. • DONYI Polo Infrastructure Pvt. Ltd. • Baid Buildcon Pvt. Ltd. • Aroma Finance and Portfolio Pvt. Ltd. 	None
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, 2024	None	None
No. of shares held in the Company: (c) Own (d) For other persons on a beneficial basis	NIL NIL	NIL NIL
Justification for re-appointment Summary of Performance evaluation Report The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer Explanatory Statement annexed with the Notice and Corporate Governance Report	

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

