

LIBERTY

22nd May, 2024

BSE Limited,
Corporate Relationship
Department, 2nd Floor, New
Trading Wing, Rotunda
Building, P.J. Towers, Dalal
Street,
Mumbai - 400 001

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra - Kurla
Complex,
Bandra (E),
Mumbai - 400 051

Sub.: Notice of Postal Ballot of Liberty Shoes Ltd.

Dear Sir/ Madam,

This is in furtherance to our letter dated 30th March, 2024, intimating the re-appointment of Sh. Sunil Bansal, Sh. Shammi Bansal, Sh. Adish Gupta and Sh. Ashok Kumar, as Executive Directors of the Company w.e.f. 1st April, 2024.

In this regard, please be informed that the Board of Directors in their above meeting have decided to seek the consent of the Members of the Company by way of Special resolution(s) through the Postal Ballot process for re-appointment of aforesaid Executive Directors.

Please find enclosed herewith a copy of the Postal Ballot Notice of Liberty Shoes Ltd. ("**the Company**"), dated 18th May, 2024, along with the Statement pursuant to 102 and other applicable provisions of the Companies Act, 2013 and related Rules read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable SEBI Circulars ('Notice') for seeking approval of the Members of the Company and Postal Ballot Calendar as approved by Board of Directors of the Company.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India, read with applicable SEBI Circulars, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories/ Depository Participants / Registrar and Transfer Agent and whose names are recorded in the Register of Members maintained by the Company or in the Register of Beneficial Owners

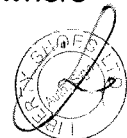
Liberty Shoes Limited

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, Distt. Karnal, Haryana, India -132 114
Tel.: +91-1748-251101, 251103 Fax : +91-1748-251100,
Email : corporate@libertyshoes.com CIN No. L19201HR1986PLC033185



maintained by the Depositories as on **Friday, May 17, 2024 ('Cut- off date')**. Accordingly, physical copy of the Notice along with the Postal Ballot Form and prepaid business reply envelope is not being sent to the Members for this Postal Ballot.

The Company has engaged the services of M/s Link Intime India Private Limited ('LI IPL') to provide remote e-voting facility to the Members. The remote e-voting period commences on **Thursday, May 23, 2024, from 9:00 a.m. (IST)** and ends on **Friday, June 21, 2024, at 5:00 p.m. (IST)**. The e-voting module shall be disabled by LI IPL thereafter. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-off date.

Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting is provided in the 'Notes' section to the Postal Ballot Notice.

The Board of Directors had also appointed M/s JVS & Associates, (C.P. No. 10196) New Delhi, Company Secretaries in Practice, who has given consent to act as the scrutinizer, for conducting the Postal Ballot process.

Please take the above information on record.

Sincerely Yours,

For Liberty Shoes Limited




CS Munish Kakra

CFO & Company Secretary

Encl: a/a

CALENDAR OF EVENTS FOR POSTAL BALLOT PROCESS

S. No.	Particulars	Date
a)	Date on which consent is given by the Scrutinizer	Friday, 29th March, 2024
b)	Date of Board Resolution authorizing the Directors and the CFO & Company Secretary to be responsible for the entire Postal Ballot process	Saturday, 30th March, 2024
c)	Date of appointment of the Scrutinizer	Saturday, 30th March, 2024
d)	Specified Date for determining members to whom Postal Ballot Notice will be sent	Friday, 17 th May, 2024
e)	Date of completion of dispatch of Notice	Wednesday, 22nd May, 2024
f)	Date of publishing Advertisement in Newspaper	Thursday, 23rd May, 2024
g)	Date of Commencement of Voting by Electronic Mode	Thursday, 23rd May, 2024
h)	End Date of Voting by Electronic Mode	Friday, 21 st June, 2024
i)	Date on which Resolution will be deemed to be passed	Friday, 21 st June, 2024
j)	Date of submission of the Report by the Scrutinizer	Saturday, 22 nd June, 2024
k)	Date of declaration of the result by the Chairman	Saturday, 22 nd June, 2024

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Liberty Shoes Ltd.

CIN: L19201HR1986PLC033185

Regd. Office: Libertypuram, 13th Milestone, G.T. Karnal Road, Kutail,

P.O. Bastara, Distt. Karnal, Haryana-132114

Tel.+(91) -1748-251101-03 Fax No.:+(91) -1748-251100

E-mail: investorcare@libertyshoes.com

Website: www.libertyshoes.com

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

VOTING STARTS ON	VOTING ENDS ON
Thursday, May 23, 2024 at 9:00 a.m. (IST)	Friday, June 21, 2024 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the 'MCA Circulars'), to transact the special businesses as set out hereunder by passing Special Resolutions by way of postal ballot only, by voting through electronic means ('remote e-Voting').

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof ('Statement') is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, Liberty Shoes Limited ('Company/LSL') is sending this Notice **ONLY** in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

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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 is providing 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 has engaged the services of Link Intime India Private Limited ('LI IPL') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company www.libertyshoes.com.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on **Friday, June 21, 2024**.

The remote e-Voting facility will be disabled by NSDL immediately thereafter.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

SPECIAL BUSINESS

1. Re-appointment of Sh. Sunil Bansal (DIN: 00142121) as an Executive Director of the Company and fixing his remuneration

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 2(18), 2 (94), 196, 197, 198, 200 and 203 read with schedule V and all other applicable provisions of the Companies Act, 2013 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 thereof, for the time being in force) and the provisions of Articles of Association and Nomination and Remuneration Policy of the Company and pursuant to the recommendations/ approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board") accorded at their respective meetings held on 30th March, 2024, consent of the Members of the Company be and is hereby accorded to the re-appointment of Sh. Sunil Bansal (DIN: 00142121), as the "Executive Director" of the Company, for a period of 3 years from 1st April, 2024 to 31st March, 2027 on such remuneration and on such terms and conditions as enumerated in the draft Service Agreement which is to be entered into between the Company and Sh. Sunil Bansal (DIN: 00142121), salient features of which are specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this Notice, with option to the Board of Directors or committee thereof to vary, alter or widen the scope of terms including increase in remuneration

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within the limits prescribed under the Act or any re-enactment thereof and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as may be mutually agreed between Sh. Sunil Bansal and the Company from time to time.

RESOLVED FURTHER THAT the remuneration, proposed to be paid to Sh. Sunil Bansal, as minimum remuneration, shall not exceed the limits as specified under the provisions of Section 196, 197 & 203 read with the Schedule V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall be for the period of 3 years from the date of his re-appointment.

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.”

2. Re-appointment of Sh. Shammi Bansal (DIN: 00138792) as an Executive Director of the Company and fixing his remuneration

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 2(18), 2 (94), 196, 197, 198, 200 and 203 read with schedule V and all other applicable provisions of the Companies Act, 2013 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 thereof, for the time being in force) and the provisions of Articles of Association and Nomination and Remuneration Policy of the Company and pursuant to the recommendations/ approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company (“the Board”) accorded at their respective meetings held on 30th March, 2024, consent of the Members of the Company be and is hereby accorded to the re-appointment of Sh. Shammi Bansal (DIN: 00138792), as the “Executive Director” of the Company, for a period of 3 years w.e.f. 1st April, 2024 to 31st March, 2027 on such remuneration and on such terms and conditions as enumerated in the draft Service Agreement which is to be entered into between the Company and Sh. Shammi Bansal (DIN: 00138792), salient features of which are specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this Notice, with option to the Board of Directors or committee thereof to vary, alter or widen the scope of terms including increase in remuneration within the limits prescribed under the Act or any re-enactment thereof and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as may be mutually agreed between Sh. Shammi Bansal and the Company from time to time.

RESOLVED FURTHER THAT the remuneration, proposed to be paid to Sh. Shammi Bansal, as minimum remuneration, shall not exceed the limits as specified under the provisions of Section 196, 197 & 203 read with the Schedule V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall be for the period of 3 years from the date of his re-appointment.

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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.”

3. Re-appointment of Sh. Adish Kumar Gupta (DIN: 00137612) as an Executive Director of the Company and fixing his remuneration

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 2(18), 2 (94), 196, 197, 198, 200 and 203 read with schedule V and all other applicable provisions of the Companies Act, 2013 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 thereof, for the time being in force) and the provisions of Articles of Association and Nomination and Remuneration Policy of the Company and pursuant to the recommendations/ approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company (“the Board”) accorded at their respective meetings held on 30th March, 2024, consent of the Members of the Company be and is hereby accorded to the re-appointment of Sh. Adish Kumar Gupta (DIN: 00137612), as the “Executive Director” of the Company, for a period of 3 years from 1st April, 2024 to 31st March, 2027 on such remuneration and on such terms and conditions as enumerated in the draft Service Agreement which is to be entered into between the Company and Sh. Adish Kumar Gupta (DIN: 00137612), salient features of which are specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this Notice, with option to the Board of Directors or committee thereof to vary, alter or widen the scope of terms including increase in remuneration within the limits prescribed under the Act or any re-enactment thereof and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as may be mutually agreed between Sh. Adish Kumar Gupta and the Company from time to time.

RESOLVED FURTHER THAT the remuneration, proposed to be paid to Sh. Adish Kumar Gupta, as minimum remuneration, shall not exceed the limits as specified under the provisions of Section 196, 197 & 203 read with the Schedule V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall be for the period of 3 years from the date of his re-appointment.

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.”

4. Re-appointment of Sh. Ashok Kumar (DIN: 06883514) as an Executive Director of the Company and fixing his remuneration

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

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“RESOLVED THAT pursuant to the provisions of Section 2(18), 2 (94), 196, 197, 198, 200 and 203 read with schedule V and all other applicable provisions of the Companies Act, 2013 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 thereof, for the time being in force) and the provisions of Articles of Association and Nomination and Remuneration Policy of the Company and pursuant to the recommendations/ approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company (“the Board”) accorded at their respective meetings held on 30th March, 2024, consent of the Members of the Company be and is hereby accorded to the re-appointment of Sh. Ashok Kumar (DIN: 06883514), as the “Executive Director” of the Company, for a period of 3 years from 1st April, 2024 to 31st March, 2027 on such remuneration and on such terms and conditions as enumerated in the draft Service Agreement which is to be entered into between the Company and Sh. Ashok Kumar (DIN: 06883514), salient features of which are specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this Notice, with option to the Board of Directors or committee thereof to vary, alter or widen the scope of terms including increase in remuneration within the limits prescribed under the Act or any re-enactment thereof and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as may be mutually agreed between Sh. Ashok Kumar and the Company from time to time.

RESOLVED FURTHER THAT the remuneration, proposed to be paid to Sh. Ashok Kumar, as minimum remuneration, shall not exceed the limits as specified under the provisions of Section 196, 197 & 203 read with the Schedule V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall be for the period of 3 years from the date of his re-appointment.

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.”

Place: Gurugram, Haryana

Dated: Saturday, 18th May, 2024

Registered Office:

Libertypuram, 13th Milestone

G.T. Karnal Road, Kutail, P.O. Bastara

Distt. Karnal, Haryana

CIN: L19201HR1986PLC033185

Website:www.libertyshoes.com

By Order of the Board

For Liberty Shoes Ltd.

CS Munish Kakra

CFO & Company Secretary

Membership No. ACS 6262

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts concerning above item of business to be transacted is annexed hereto. Details of Executive Director whose re-appointment is proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) is also appended hereto as Annexure.
2. The Company has appointed JVS & Associates, (C.P No. 10196), Company Secretary in Practice, New Delhi, or failing whom, such other Practicing Company Secretary or Chartered Accountant as the Board of Directors may appoint, to act as the Scrutinizer, for conducting the Postal Ballot process by way of E-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
3. The Postal Ballot Notice containing the process and instruction being sent only by e-mail to those members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company ('LIPL') and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on **Friday, May 17, 2024** ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the '**MCA Circulars**'), respectively, issued by the Ministry of Corporate Affairs, Government of India.
4. Physical copy of Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot since relaxed by aforesaid MCA Circulars. The communication of the assent or dissent of the Members will take place through the process of remote e-Voting system only, in compliance with the aforesaid MCA Circulars. The instruction for remote e-voting are appended to this Notice.
5. Members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, May 17, 2024**, will be considered for the purpose of remote e-voting. A person who is not a Member as on **Friday, May 17, 2024** i.e. the 'cut-off date' for reckoning voting rights should treat this Notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

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- 7 . In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI Listing Regulations') read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and amendments thereto, the Company is pleased to offer remote e-Voting facility to all the Members of the Company. The Company has appointed Link Intime India Private Limited ('LIPL') for facilitating e-Voting to enable the Members to cast their votes electronically (hereinafter referred to as the 'remote e-Voting'). The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
- 8 . All documents referred to in this Postal Ballot Notice will be open/available for inspection through electronic mode by the Members of the Company during working hours on all working days upto and including the last day for remote e-Voting i.e. **Friday, June 21, 2024**. Any member seeking to inspect can send an e-mail to investorcare@libertyshoes.com with subject line "Inspection of Documents."
- 9 . The Notice of Postal Ballot is also placed on the website of the Company i.e. www.libertyshoes.com and the website of LIPL i.e. <https://instavote.linkintime.co.in> and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).
10. The remote e-Voting period will commence on **Thursday, May 23, 2024** (09:00 a.m. IST) and end on **Friday, June 21, 2024** (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, May 17, 2024** may cast their vote by remote e Voting. The remote e-Voting module shall be disabled by LIPL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Members are requested to carefully read the instructions in this Notice and cast their vote electronically not later than 5:00 p.m. (IST) on **Friday, June 21, 2024**, failing which it will be strictly considered that no reply has been received from the Member.
11. Pursuant to SEBI Circular, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
12. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
13. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on **Friday, May 17, 2024**. Members can vote for their entire voting rights as per their discretion.

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14. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent(RTA)/ Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered with the Depository Participant(s) ("DP") in case the shares are held in electronic form and with the RTA in case the shares are held in physical form.

Registration of Email Id:

- a) In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, log in details for remote e-voting are being sent on the registered email address.
- b) In case the shareholder has not registered his/her/their email address with the Company/its/RTA Depositories and/or not updated the Bank Account mandate, the following instructions are to be followed:
 - i. Kindly log in to the website of the RTA, namely, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration – fill in the details and upload the required documents and submit. OR
 - ii. In the case of shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
 - iii. Alternatively, Members may send an e-mail request to the email id: enotices@linkintime.co.in along with scanned copy of the signed request letter providing the email address, mobile number, selfattested PAN copy and Client Master Copy in case of electronic folio and copy of share certificate in the case of physical folio.

15. Instructions for remote e-voting are as below:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended, and Regulation 44 of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed companies, the Company is pleased to provide e-voting facility to its Shareholders, to exercise their rights to vote on the proposed resolutions by electronic means Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242, dated December 9, 2020, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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Login method for Individual members holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>1. Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</p>

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<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: - <ul style="list-style-type: none"> 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. 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. <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>

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Type of shareholders	Login Method
	<p>▶ 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).</p> <p>▶ Click "confirm" (Your password is now generated).</p> <p>3. Click on 'Login' under 'SHARE HOLDER' tab.</p> <p>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</p> <p>Cast your vote electronically:</p> <p>1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</p> <p>2. E-voting page will appear.</p> <p>3. 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).</p> <p>4. 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>
<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>
<p>Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:</p>	<p>• 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.</p>

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Type of shareholders	Login Method	
<p>Helpdesk for Individual Shareholders holding securities in demat mode:</p>	<ul style="list-style-type: none"> 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: 	
	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 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> <p>Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'</p> <p>Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".</p> <p>In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.</p>	

Type of shareholders	Login Method
	<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".

16. The Scrutinizer will submit their report, after the completion of scrutiny, to the Chairman appointed by Board of Directors for Postal Ballot process or any person authorized by him. The results of e-voting will be announced on **Saturday, June 22, 2024**, and will be displayed on the Company's website www.libertyshoes.com and will also be communicated to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and additionally be uploaded on the Company's website: www.libertyshoes.com and on the website of LIPL: <https://instavote.linkintime.co.in>. The Company will also display the results of the Postal Ballot at the designated place at its Registered Office and Corporate Office.
17. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the last date of Re-mote E-voting i.e. **Friday, June 21, 2024**. Further, Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of Members.

Annexure to the Notice of Postal Ballot

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

Item No. 1 to 4

Sh. Sunil Bansal, aged about 64 years, has been acting as Director of the Company since 1990. He has been looking after the product development operations and ensuring the manufacturing of higher qualitative products by heading the quality department of the Company. He has over three decades of rich experience in footwear industry. He is also guiding the leather shoes production team with his appreciable expertise. He was elevated to the position of Executive Director at 23rd Annual General Meeting of the Company for a period of 5 years w.e.f. 1st January, 2009. The said tenure of his appointment expired on 31st December, 2013 as per the terms of his appointment. He was then re-appointed as Executive Director of the Company for a further period of five years w.e.f. 1st January, 2014. The said tenure of his appointment expired on 31st December, 2018. After expiry of said tenure, he was then re-appointed as Executive Director for a further period from 1st January, 2019 and the said tenure expired on 31st March, 2021. After expiry of said tenure, he was then re-appointed as Executive Director for a further period of 3 years w.e.f. 1st April, 2021 and the said tenure expired on 31st March, 2024 as per the last term of his appointment. He belongs to the promoters group of the Company.

Sh. Shammi Bansal, aged about 63 years, has been associated with the Company as a Director since 1990 and promoted as Executive Director in 1995. He was re-appointed as Executive Director of the Company for a period of five years w.e.f. 1st April, 2005 and subsequently after expiry of above period again re-appointed for further period of five years w.e.f. 1st April, 2010 and then re-appointed for further period of three years w.e.f. 1st April, 2015 to 31st March, 2018. After expiry of said tenure, he was then re-appointed for further period of 3 years w.e.f. 1st April, 2018 and then after expiry of said tenure he was re-appointed for a further period of three years w.e.f. 1st April, 2021 to 31st March, 2024. During his association with the Company, he has been accredited with various initiatives in the field of leather and footwear technology including use of E.P. Polymers, induction of E.V.A. compound in Indian footwear Industry. Sh. Shammi Bansal has currently been looking after the entire portfolio of production designing and development at Company's plants. He belongs to the promoters group of the Company.

Sh. Adish Kumar Gupta, aged about 60 years, has been associated with the Company for last several years in different capacities and was appointed as Executive Director of the Company for a period of two years w.e.f. 1st October, 2016 and after expiry of above period again re-appointed for further period from 1st October, 2018 to 31st March, 2021 and then after expiry of said tenure he was re-appointed for a further period of three years w.e.f. 1st April, 2021 to 31st March, 2024. He is having experience in the field of Human Resource Management and supervision of leather finishing unit. He has been contributing to operations of the Company with his valuable experience. He belongs to the promoters group of the Company.

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Sh. Ashok Kumar, aged about 56 years, has been working with the Company as Executive Director. He is a Law Graduate and has been advising the Company on various legal matters for last several years. Initially he was appointed as Additional Director of the Company on 23rd January, 2015 and promoted as Executive Director of the Company for 3 years w.e.f. 1st June, 2015 to 31st May, 2018. After expiry of said tenure he was then re-appointed for further period from 1st June, 2018 to 31st March, 2021 and then after expiry of said tenure he was re-appointed for a further period of three years w.e.f. 1st April, 2021 to 31st March, 2024. He does not belong to the promoters group of the Company.

A brief profile detailing the expertise, qualification, experience etc. of Sh. Sunil Bansal, Sh. Shammi Bansal, Sh. Adish Kumar Gupta and Sh. Ashok Kumar in compliance with Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 has been provided in Annexure A to the Notice of Postal Ballot.

In view of their valuable contribution and considering their expertise and considering the recommendation of Nomination and Remuneration Committee, the Board of Directors at their Meeting held on 30th March, 2024 have proposed the re-appointment of Sh. Sunil Bansal, Sh. Shammi Bansal, Sh. Adish Kumar Gupta and Sh. Ashok Kumar as Executive Directors for a further period of 3 years w.e.f. 1st April, 2024 to 31st March, 2027, subject to the approval of the Members of the Company in the General Meeting on the following terms and conditions and remuneration, as set out in the respective draft Service Agreement to be executed between Sh. Sunil Bansal, Sh. Shammi Bansal, Sh. Adish Kumar Gupta and Sh. Ashok Kumar and the Company. The respective re-appointment(s) and remuneration(s) payable to Sh. Sunil Bansal, Sh. Shammi Bansal, Sh. Adish Kumar Gupta and Sh. Ashok Kumar have been recommended by the Nomination and Remuneration Committee of the Board at their Meeting held on 30th March, 2024.

As per the respective declarations received by the Company, the above Executive Directors are not disqualified under the provisions of Section 164 of the Companies Act, 2013 or otherwise barred pursuant to any order of SEBI and other Statutory Authorities to hold the office of Director. The Directorships held by above respective Executive Directors are within the limits prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). The above Executive Directors have submitted their consents with the Company for their re-appointments as Executive Directors. The respective re-appointment(s) is/are in compliance with the Nomination and Remuneration Policy (Revised) of the Company.

The respective abstract of the terms and conditions of the re-appointment of Sh. Sunil Bansal, Sh. Shammi Bansal, Sh. Adish Kumar Gupta and Sh. Ashok Kumar as Executive Directors along with Memorandum of their interest or concern is set out as below:

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(A) Abstract of the terms and conditions of the re-appointment of Sh. Sunil Bansal (DIN: 00142121)

(i) Period: For a period of 3 years w.e.f. 1st April 2024 to 31st March, 2027.

(ii) Nature of Duties: Sh. Sunil Bansal shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by Board and Committee there of from time to time and separately communicated to him and such powers as may be assigned to him, subject to the superintendence, control and directions of the Board and Committee thereof in connection with and in the best interest of the Company.

(iii) Remuneration:

a) Salary: Rs. 4,00,000/- per month subject to the Board reviewing any increase or variation in such salary.

b) Perquisites: As per the rules of the Company as applicable for the time being in force.

In case of the inadequate profits of the Company, the proposed remuneration payable to Sh. Sunil Bansal is the minimum remuneration and the total remuneration, of salary, perquisites, and any other allowances shall not exceed the ceiling as provided in Section II of the Part-II of Schedule V of the Companies Act, 2013 including any amendment thereof from time to time.

Further the proposed remuneration, if approved shall be paid to Sh. Sunil Bansal for a period not exceeding 3 years from the date of his re-appointment as Executive Director w.e.f. 1st April, 2024 to 31st March, 2027 in terms of the provisions of Schedule V of the Companies Act, 2013.

No commission of whatsoever nature shall be paid to the Executive Director apart from the aforesaid remuneration.

(iv) Other terms of re-appointment:

a) The terms and conditions of the re- appointment of Sh. Sunil Bansal as Executive Director may be varied or altered from time to time by the Board of Directors or Committee thereof in its discretion, if deemed fit but subject to the provisions of the Companies Act, 2013 or any regulations/ rules made there under.

b) The Office of Sh. Sunil Bansal as Executive Director shall be liable to retire by rotation.

c) No sitting fee shall be paid to Sh. Sunil Bansal for attending the Board or Committee Meeting(s)

d) Sh. Sunil Bansal shall abide by the Company's Code of Conduct or any other Code of Conduct as laid down in terms of Corporate Governance and Insider Trading Regulations, 2015.

None of the Directors, Key managerial Personnel of the Company or their relatives except Sh. Sunil Bansal and Sh. Shammi Bansal, Executive Directors of the Company and their relatives, to the extent of their shareholding, if any in the Company, may be deemed to be concerned or interested, financially or otherwise, in the proposed resolution no. 1.

(B) Abstract of the terms and conditions of the re-appointment of Sh. Shammi Bansal (DIN: 00138792)

(i) Period: For a period of 3 years w.e.f. 1st April 2024 to 31st March, 2027.

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(ii) Nature of Duties: Sh. Shammi Bansal shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by Board and Committee thereof from time to time and separately communicated to him and such powers as may be assigned to him, subject to the superintendence, control and directions of Board and Committee thereof in connection with and in the best interest of the Company.

Remuneration:

- a) Salary: Rs. 4,00,000/- per month subject to the Board reviewing any increase or variation in such salary.
- b) Perquisites: As per the rules of the Company as applicable for the time being in force.

In case of the inadequate profits of the Company, the proposed remuneration payable to Sh. Shammi Bansal is the minimum remuneration and the total remuneration, of salary, perquisites, and any other allowances shall not exceed the ceiling as provided in Section II of the Part-II of Schedule V of the Companies Act, 2013 including any amendment thereof from time to time.

Further the proposed remuneration, if approved shall be paid to Sh. Shammi Bansal for a period not exceeding 3 years from the date of his re-appointment as Executive Director w.e.f. 1st April, 2024 to 31st March, 2027 in terms of the provisions of Schedule V of the Companies Act, 2013.

No commission of whatsoever nature shall be paid to the Executive Director apart from the aforesaid remuneration.

(iv) Other terms of re-appointment:

- a) The terms and conditions of the re- appointment of Sh. Shammi Bansal as Executive Director may be varied or altered from time to time by the Board of Directors or Committee thereof in its discretion, if deemed fit but subject to the provisions of the Companies Act, 2013 or any regulations/ rules made there under.
- b) The Office of Sh. Shammi Bansal as Executive Director shall be liable to retire by rotation.
- c) No sitting fee shall be paid to Sh. Shammi Bansal for attending the Board or Committee Meeting(s)
- d) Sh. Shammi Bansal shall abide by the Company's Code of Conduct or any other Code of Conduct as laid down in terms of Corporate Governance and Insider Trading Regulations, 2015.

None of the Directors, Key managerial Personnel of the Company or their relatives except Sh. Shammi Bansal and Sh. Sunil Bansal, Executive Directors of the Company and their relatives, to the extent of their shareholding, if any in the Company, may be deemed to be concerned or interested, financially or otherwise, in the proposed resolution no. 2.

(C) Abstract of the terms and conditions of the re-appointment of Sh. Adish Kumar Gupta (DIN: 00137612)

(I) Period: For a period from 1st April, 2024 to 31st March, 2027.

(ii) Nature of Duties: Sh. Adish Kumar Gupta shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by Board and Committee thereof from time to time and separately communicated to him and such powers as may be assigned to him,

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subject to the superintendence, control and directions of Board and Committee thereof in connection with and in the best interest of the Company.

(iii) Remuneration:

- a) Salary: Rs. 4,00,000/- per month subject to the Board reviewing any increase or variation in such salary.
- b) Perquisites: As per the rules of the Company as applicable for the time being in force.

In case of the inadequate profits of the Company, the proposed remuneration payable to Sh. Adish Kumar Gupta is the minimum remuneration and the total remuneration, of salary, perquisites, and any other allowances shall not exceed the ceiling as provided in Section II of the Part-II of Schedule V of the Companies Act, 2013 including any amendment thereof from time to time.

Further the proposed remuneration, if approved shall be paid to Sh. Adish Kumar Gupta for a period not exceeding 3 years from the date of his re-appointment as Executive Director w.e.f. 1st April, 2024 to 31st March, 2027 in terms of the provisions of Schedule V of the Companies Act, 2013.

No commission of whatsoever nature shall be paid to the Executive Director apart from the aforesaid remuneration.

(iv) Other terms of re-appointment:

- a) The terms and conditions of the re- appointment of Sh. Adish Kumar Gupta as Executive Director may be varied or altered from time to time by the Board of Directors or Committee thereof in its discretion, if deemed fit but subject to the provisions of the Companies Act, 2013 or any regulations/ rules made there under.
- b) The Office of Sh. Adish Kumar Gupta as Executive Director shall be liable to retire by rotation.
- c) No sitting fee shall be paid to Sh. Adish Kumar Gupta for attending the Board or Committee Meeting(s)
- d) Sh. Adish Kumar Gupta shall abide by the Company's Code of Conduct or any other Code of Conduct as laid down in terms of Corporate Governance and Insider Trading Regulations, 2015.

None of the Directors, Key managerial Personnel of the Company or their relatives except Sh. Adish Kumar Gupta, Executive Director of the Company and his relatives, to the extent of their shareholding, if any in the Company, may be deemed to be concerned or interested, financially or otherwise in the proposed resolution no. 3.

(D) Abstract of the terms and conditions of the re-appointment of Sh. Ashok Kumar (DIN: 06883514)

- (i) Period: For a period of 3 years from 1st April, 2024 to 31st March, 2027.
- (ii) Nature of Duties: Sh. Ashok Kumar shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by Board and Committee thereof from time to time and separately communicated to him and such powers as may be assigned to him, Subject to the superintendence, control and directions of the Board and Committee thereof in connection with and in the best interest of the Company.
- (iii) Remuneration:
 - a) Salary: Rs. 3,50,000/- per month subject to the Board reviewing any increase or variation in such salary.
 - b) Perquisites: As per the rules of the Company as applicable for the time being in force.

In case of the inadequate profits of the Company, the proposed remuneration payable to Sh. Ashok Kumar is the minimum remuneration and the total remuneration, of salary, perquisites, and any other allowances shall not exceed the ceiling as provided in Section II of the Part-II of Schedule V of the Companies Act, 2013 including any amendment thereof from time to time.

Further the proposed remuneration, if approved shall be paid to Sh. Ashok Kumar for a period not exceeding 3 years from the date of his re-appointment as Executive Director w.e.f. 1st April, 2024 to 31st March, 2027 in terms of the provisions of Schedule V of the Companies Act, 2013.

No commission of whatsoever nature shall be paid to the Executive Director apart from the aforesaid remuneration.

- (iv) Other terms of re-appointment:
 - a) The terms and conditions of the re- appointment of Sh. Ashok Kumar as Executive Director may be varied or altered from time to time by the Board of Directors or Committee thereof in its discretion, if deemed fit but subject to the provisions of the Companies Act, 2013 or any regulations/ rules made there under.
 - b) The Office of Sh. Ashok Kumar as Executive Director shall be liable to retire by rotation.
 - c) No sitting fee shall be paid to Sh. Ashok Kumar for attending the Board or Committee Meeting(s)
 - d) Sh. Ashok Kumar shall abide by the Company's Code of Conduct or any other Code of Conduct as laid down in terms of Corporate Governance and Insider Trading Regulations, 2015.

None of the Directors, Key managerial Personnel of the Company or their relatives except Sh. Ashok Kumar, Executive Director of the Company and their relatives, to the extent of their shareholding, if any in the Company, may be deemed to be concerned or interested, financially or otherwise, in the proposed resolution no. 4.

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Further, the provisions of Regulation 17 (1C) of SEBI LODR Regulations, provides that the listed Company shall ensure that approval of shareholders for appointment/ Re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Considering the requirements of the said provision, the Board of Directors in their meeting held on 30th March, 2024 has authorised the Company to seek shareholders approval for the above appointment by way of Special Resolution through Postal Ballot process.

While considering the above re-appointments, as Executive Directors the members of Nomination and Remuneration Committee have considered amongst others, knowledge & managerial experience as the skills required for this role. In view of the above, the members of Nomination and Remuneration Committee and the Board of Directors are of the view that the Executive Directors possesses the requisite skills and acumen, which would be of immense benefit to the Company and hence it is desirable to re-appoint them as an Executive Directors.

The above Executive Directors are not disqualified from being re-appointed as a Executive Director in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as an Executive Directors.

A copy of the draft Service Agreements for aforesaid Executive Directors are available for inspection through electronic mode. Members desirous of inspecting the same may send their request at investorcare@libertyshoes.com from his/her registered email address mentioning their names and folio numbers/ demat account numbers, with a self attested copy of PAN card or Adhaar Card or Voter ID Card.

Keeping in view the above and in terms of Listing Regulations, consent of the members for re-appointment of aforesaid Executive Directors, is sought by way of special resolution, as set out in the accompanying Notice.

Brief profile of aforesaid Executive Directors, nature of their expertise in specific functional areas and names of Companies in which they holds directorships/ Chairmanships of Board committees, shareholding and relationships between directors inter se as stipulated under the Companies Act, 2013, Listing Regulations and Secretarial Standards, is provided in the Annexure-A to this Notice.

The Board of Directors, based on the recommendation of the Nomination and remuneration Committee, considers that the re-appointment of aforesaid Executive Director is in the interest of the Company and recommends the Special resolution(s) No. 1 to 4 as set out in the Notice of Postal ballot for approval of Members.

Place: Gurugram, Haryana

Dated: Saturday, 18th May, 2024

Registered Office:

Libertypuram, 13th Milestone
G.T. Karnal Road, Kutail, P.O. Bastara
Distt. Karnal, Haryana
CIN: L19201HR1986PLC033185
Website:www.libertyshoes.com

By Order of the Board

For Liberty Shoes Ltd.

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

Details of Executive Director, whose re-appointment is proposed, required to be given pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are as follows:

Name of the Director	Sh. Sunil Bansal	Sh. Shammi Bansal
Director Identification Number (DIN)	00142121	00138792
Category of Director	Executive Director	Executive Director
Nationality	Indian	Indian
Date of Birth/Age	2nd October, 1959/64 Years	27th March, 1961/63 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 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 by heading the quality department of the Company. He is also guiding the leather shoes production team with his appreciable expertise. 	<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.

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<p>Terms and conditions of appointment/re-appointment</p>	<p>He is being re-appointed as Executive Director for a period of three years w.e.f. 1st April, 2024 to 31st March, 2027 and is liable to retire by rotation, on remuneration of Rs. 4 Lakh P.M. aggregating of Rs. 48 Lakh P.A.</p> <p>Other terms and conditions of his re-appointment forms part of the Statement to this Notice.</p>	<p>He is being re-appointed as Executive Director for a period of three years w.e.f. 1st April, 2024 to 31st March, 2027 and is liable to retire by rotation, on remuneration of Rs. 4 Lakh P.M. aggregating of Rs. 48 Lakh P.A.</p> <p>Other terms and conditions of his re-appointment forms part of the Statement to this Notice.</p>
<p>Details of remuneration to be sought/remuneration last drawn (2023-24)</p>	<p>He has drawn remuneration of Rs. 4 Lakh P.M. aggregating of Rs. 48 Lakh P.A. (including all perquisites) during the FY 2023-24.</p>	<p>He has drawn remuneration of Rs. 4 Lakh P.M. aggregating of Rs. 48 Lakh P.A. (including all perquisites) during the FY 2023-24.</p>
<p>No. of Board Meetings attended during the year</p>	<p>He attended all the 5 Board Meetings held during the FY 2023-24</p>	<p>He attended all the 5 Board Meetings held during the FY 2023-24</p>
<p>Relationship with other Directors and other Key Managerial Personnel (KMPs) inter se</p>	<p>Brother of Sh. Shammi Bansal, Executive Director</p>	<p>Brother of Sh. Sunil Bansal, Executive Director</p>
<p>List of directorship held in other Companies as on 31st March, 2024 (excluding foreign Companies)**</p>	<ul style="list-style-type: none"> • Little World Constructions Pvt. Ltd. 	<ul style="list-style-type: none"> • Little World Constructions Pvt. Ltd. • Haryana State Industrial and Infrastructure Development Corporation
<p>List of Chairmanship /Membership in Committees of the Board of the other Companies on which he is a Director as on 31st March, 2024</p>	<p>None</p>	<p>Chairman of Audit Committee and Member of Corporate Social Responsibility Committee – Haryana State Industrial and Infrastructure Development Corporation</p>

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No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	232640 Equity Shares NIL	259640 Equity Shares NIL
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Name of the Director	Sh. Adish Kumar Gupta	Sh. Ashok Kumar
Director Identification Number (DIN)	00137612	06883514
Category of Director	Executive Director	Executive Director
Nationality	Indian	Indian
Date of Birth/Age	11th January, 1964/60 Years	4th April, 1968/56 Years
Date of First appointment as Director	12th August, 2011	23rd January, 2015
Qualification	Graduate	L.L.B
Profile/ Background details/ Recognition or awards/ Experience / Expertise in specific Functional Areas	<p>► He has been associated with the Company in different capacity for last several years and having experience in the field of Human Resource Management and supervision of leather finishing unit. He has been contributing to operations of the Company with his valuable experience.</p>	<p>► He is a Law Graduate and has been advising the Company on various legal matters for last several years. He possesses a vast wealth of knowledge and has a proven record of providing indispensable legal advice to the Company and delivering of positive outcomes for the Company.</p>
Terms and conditions of appointment/ re-appointment	<p>► He is being re-appointed as Executive Director for a period of three years w.e.f. 1st April, 2024 to 31st March, 2027 and is liable to retire by rotation, on remuneration of Rs. 4 Lakh P.M. aggregating of Rs. 48 Lakh P.A.</p>	<p>► He is being re-appointed as Executive Director for a period of three years w.e.f. 1st April, 2024 to 31st March, 2027 and is liable to retire by rotation, on remuneration of Rs. 3.50 Lakh P.M. aggregating of Rs. 42 Lakh P.A.</p>

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	Other terms and conditions of his re-appointment forms part of the Statement to this Notice.	Other terms and conditions of his re-appointment forms part of the Statement to this Notice.
Details of remuneration to be sought/remuneration last drawn (2023-24)	He has drawn remuneration of Rs. 4 Lakh P.M. aggregating of Rs. 48 Lakh P.A. (including all perquisites) during the FY 2023-24.	He has drawn remuneration of Rs. 2.75 Lakh P.M. aggregating of Rs. 33 Lakh P.A. (including all perquisites) during the FY 2023-24.
No. of Board Meetings attended during the year	He attended all the 5 Board Meetings held during the FY 2023-24	He attended all the 5 Board Meetings held during the FY 2023-24
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, 2024 (excluding foreign Companies)**	<ul style="list-style-type: none"> • Little World Constructions Pvt. Ltd. • Geofin Investments Pvt. Ltd. 	None
List of Chairmanship/ Membership in Committees of the Board of the other Companies on which he is a Director as on 31st March, 2024	None	None
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	189360* Equity Shares NIL	NIL NIL

*Other than Equity Shares held by his HUF

**The aforesaid Directors were/ are not holding Directorship in any listed Company, except in Liberty Shoes Ltd.

The aforesaid re-appointment(s) have been proposed for Executive Directors, therefore Regulation 36 (3) (f) of SEBI LODR Regulations, 2015, as amended is not applicable.

Place: Gurugram, Haryana

Dated: Saturday, 18th May, 2024

Registered Office:

Libertypuram, 13th Milestone

G.T. Karnal Road, Kutail, P.O. Bastara

Distt. Karnal, Haryana

CIN: L19201HR1986PLC033185

Website: www.libertyshoes.com

By Order of the Board

For Liberty Shoes Ltd.

CS Munish Kakra

CFO & Company Secretary

Membership No. ACS 6262