

30th September, 2014

The Manager
Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra – Kurla, Bandra (E),
Mumbai – 400051
Tel.: 022 – 26598100 – 14

Fax No. 022 – 26598237, 26598238

Sub: Submission of detail of voting results on the Resolutions at the 28th Annual General Meeting of the Members of the Company and Combined Report of Scrutinizer's on E-Voting, Postal Ballot and Poll at the AGM.

Reg : Compliance with the provisions of Clause – 35A of the Listing Agreement

Compliance Officer : Munish Kakra (CFO & Company Secretary)

Contact Address : Libertypuram, 13th Milestone, G.T. Karnal Road, Kutail,
P. O. Bastara, Distt. Karnal 132114 (Haryana)
Ph. 01748 – 251101 – 03, 9313601387

Scrip Code : LIBERTSHOE **ISIN No.:** INE 557B01019

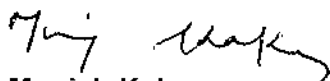
Dear Sir/Madam,

With reference to the above subject we would like to inform you that the 28th Annual General Meeting of the Company was held on Monday, 29th September, 2014 at 11:00 A.M. at the Registered Office of the Company.

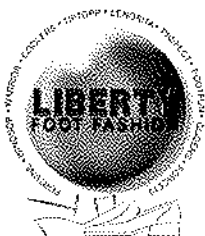
Pursuant to the provisions of Clause 35A of the Listing Agreement with the Stock Exchanges, please find enclosed herewith the details of voting results on the Resolutions at the 28th Annual General Meeting of the Members of the Company and Combined Report of Scrutinizer's on E-Voting, Postal Ballot and Poll at the AGM (as Annexure 1 & 2).

Please take the above information on your records.

Thanking you
Sincerely yours
For Liberty Shoes Ltd.



Munish Kakra
CFO & Company Secretary
Encl: a/a



Liberty Shoes Ltd.

Corporate Office: Building No. 8, Tower-B, 2nd Floor, DLF Cyber Citi, Phase-II, Gurgaon-122 002, Haryana, India
Tel.: +91-124-4616200. Fax: +91-124-4616222. E-mail: mail@libertyshoes.com www.liberty.in

Registered Office: Libertypuram, 13th Milestone, G.T. Karnal Road, P.O. Box Bastara, Distt. Karnal-132 114, Haryana, India
Tel.: +91-1748-251101-3. Fax: +91-1748-251100. E-mail: lpm@libertyshoes.com

Disclosure of Result of Voting under Clause- 35A

Item No. 1: To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2014 and Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.

Resolution Required: Ordinary Resolution

Mode of Voting : E- voting, Postal Ballot and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) $=\frac{[(2)/(1)]*100}{100}$	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) $=\frac{[(4)/(2)]*100}{100}$	%of Votes against on votes polled (7) $=\frac{[(5)/(2)]*100}{100}$
Promoter and Promoter Group	1,10,62,507	1,09,79,147	99.25	1,09,79,147	0	100	0
Public – Institutional holders	16,325	0	0	0	0	0	0
Public - Others	59,61,168	10,39,404	17.43	10,39,404	0	100	0
Total	1,70,40,000	1,20,18,551	70.53	1,20,18,551	0	100	0

No. of Invalid Votes:

Result: Above Resolution has been passed with the requisite majority.

Item No. 2: To declare dividend of Rs. 1.50/- per equity share for the financial year 2013-14.

Resolution Required : Ordinary Resolution

Mode of Voting: E- voting, Postal Ballot and Poll



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) $=\frac{[(2)]}{[(1)]} \times 100$	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) $=\frac{[(4)]}{[(2)]} \times 100$	%of Votes against on votes polled (7) $=\frac{[(5)]}{[(2)]} \times 100$
Promoter and Promoter Group	1,10,62,507	1,09,79,147	99.25	1,09,79,147	0	100	0
Public – Institutional holders	16,325	0	0	0	0	0	0
Public - Others	59,61,168	10,39,404	17.43	10,39,404	0	100	0
Total	1,70,40,000	1,20,18,551	70.53	1,20,18,551	0	100	0

No. of Invalid Votes:

Result: Above Resolution has been passed with the requisite majority.

Item No. 3: To appoint a Director in place of Sh. Adesh Kumar Gupta (DIN: 00143192), who retires by rotation and being eligible offers himself for re - appointment.

Resolution Required : Ordinary Resolution

Mode of Voting: E- voting, Postal Ballot and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) $=\frac{[(2)]}{[(1)]} \times 100$	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) $=\frac{[(4)]}{[(2)]} \times 100$	%of Votes against on votes polled (7) $=\frac{[(5)]}{[(2)]} \times 100$
Promoter and Promoter Group	1,10,62,507	1,09,79,147	99.25	1,09,79,147	0	100	0



Public - Institutional holders	16,325	0	0	0	0	0	0
Public - Others	59,61,168	10,39,404	17.43	10,39,204	200	99.98	0.02
Total	1,70,40,000	1,20,18,551	70.53	1,20,18,351	200	99.99	0.01

No. of Invalid Votes:

Result: Above Resolution has been passed with the requisite majority.

Item No. 4: To appoint a Director in place of Sh. Satish Kumar Goel (DIN: 00143415), who retires by rotation and being eligible offers himself for re - appointment.

Resolution Required: Ordinary Resolution

Mode of Voting : E- voting, Postal Ballot and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) $=\frac{[(2)/(1)]*100}{}$	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) $=\frac{[(4)/(2)]*100}{}$	%of Votes against on votes polled (7) $=\frac{[(5)/(2)]*100}{}$
Promoter and Promoter Group	1,10,62,507	1,09,79,147	99.25	1,09,79,147	0	100	0
Public – Institutional holders	16,325	0	0	0	0	0	0
Public - Others	59,61,168	10,39,404	17.43	10,39,204	200	99.98	0.02
Total	1,70,40,000	1,20,18,551	70.53	1,20,18,351	200	99.99	0.01

No. of invalid Votes:

Result: Above Resolution has been passed with the requisite majority.

Item No. 5: To re-appoint auditors of the Company to hold office from the conclusion of 28th Annual General Meeting (AGM) until the conclusion of 31st Annual General Meeting and to fix their remuneration.



Mode of Voting : E- voting, Postal Ballot and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes-in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) = [(4)/(2)]*100	%of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	1,10,62,507	1,09,79,147	99.25	1,09,79,147	0	100	0
Public – Institutional holders	16,325	0	0	0	0	0	0
Public - Others	59,61,168	10,39,404	17.43	10,39,403	1	99.99	0.01
Total	1,70,40,000	1,20,18,551	70.53	1,20,18,550	1	99.99	0.01

No. of Invalid Votes:

Result: Above Resolution has been passed with the requisite majority.

Item No. 6: Re-appointment of Sh. Sunil Bansal (DIN: 00142121) as Executive Director of the Company for a period of 5 years w.e.f. from 1st January, 2014.

Resolution Required: Ordinary Resolution

Mode of Voting : E- voting, Postal Ballot and Poll

Promoter/Public	No. of shares held	No. of votes polled	%of votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) = [(4)/(2)]*100	%of Votes against on votes polled (7) = [(5)/(2)]*100
	(1)	(2)					



Promoter and Promoter Group	1,10,62,507	1,09,79,147	99.25	1,09,79,147	0	100	0
Public - Institutional holders	16,325	0	0	0	0	0	0
Public - Others	59,61,168	10,39,404	17.43	10,39,203	201	99.98	0.02
Total	1,70,40,000	1,20,18,551	70.51	1,20,18,350	201	99.99	0.01

No. of Invalid Votes:

Result: Above Resolution has been passed with the requisite majority.

Item No. 7: Appointment of Sh. Raghubar Dayal (DIN: 00481803) as an Independent Director of the Company for a period of 5 years w.e.f. 29th September, 2014.

Resolution Required: Ordinary Resolution

Mode of Voting : E- voting, Postal Ballot and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) $=\frac{(2)}{(1)} \times 100$	No. of Votes-in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) $=\frac{(4)}{(2)} \times 100$	%of Votes against on votes polled (7) $=\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	1,10,62,507	1,09,79,147	99.25	1,09,79,147	0	100	0
Public - Institutional holders	16,325	0	0	0	0	0	0
Public - Others	59,61,168	10,39,404	17.43	10,39,164	240	99.98	0.02
Total	1,70,40,000	1,20,18,551	70.53	1,20,18,311	240	99.99	0.01

No. of Invalid Votes:

Result: Above Resolution has been passed with the requisite majority.

Item No. 8: Appointment of Sh. Vivek Bansal (DIN: 00939232) as an Independent Director of the Company for a period of 5 years w.e.f. 29th September, 2014.



Mode of Voting : E- voting, Postal Ballot and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) =[(2)/(1)]*100	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) =[(4)/(2)]*100	%of Votes against on votes polled (7) =[(5)/(2)]*100
Promoter and Promoter Group	1,10,62,507	1,09,79,147	99.25	1,09,79,147	0	100	0
Public – Institutional holders	16,325	0	0	0	0	0	0
Public - Others	59,61,168	10,39,404	17.43	10,39,203	201	99.98	0.02
Total	1,70,40,000	1,20,18,551	70.53	1,20,18,350	201	99.99	0.01

No. of Invalid Votes:

Result: Above Resolution has been passed with the requisite majority.

Item No. 9: Appointment of Sh. Amitabh Taneja (DIN: 00031257) as an Independent Director of the Company for a period of 5 years w.e.f. 29th September, 2014.

Resolution Required: Ordinary Resolution

Mode of Voting : E- voting, Postal Ballot and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) =[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) =[(4)/(2)]*100	%of Votes against on votes polled (7) =[(5)/(2)]*100
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Promoter and Promoter Group	1,10,62,507	1,09,79,147	99.25	1,09,79,147	0	100	0
Public – Institutional holders	16,325	0	0	0	0	0	0
Public - Others	59,61,168	10,39,254	17.43	10,39,054	200	99.98	0.02
Total	1,70,40,000	1,20,18,401	70.53	1,20,18,201	200	99.99	0.01

No. of Invalid Votes:

Result: Above Resolution has been passed with the requisite majority.

Item No. 10: Appointment of Sh. Ramesh Chandra Palhan (DIN: 05241019) as an Independent Director of the Company for a period of 5 years w.e.f. 29th September, 2014.

Resolution Required: Ordinary Resolution

Mode of Voting : E- voting, Postal Ballot and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3) $= \frac{[(2)/(1)] * 100}{}$	No. of Votes- in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) $= \frac{[(4)/(2)] * 100}{}$	% of Votes against on votes polled (7) $= \frac{[(5)/(2)] * 100}{}$
Promoter and Promoter Group	1,10,62,507	1,09,79,147	99.25	1,09,79,147	0	100	0
Public – Institutional holders	16,325	0	0	0	0	0	0
Public - Others	59,61,168	10,39,404	17.43	10,39,204	200	99.98	0.02
Total	1,70,40,000	1,20,18,551	70.53	1,20,18,351	200	99.99	0.01

No. of Invalid Votes:

Result: Above Resolution has been passed with the requisite majority.



Item No. 11: Appointment of Sh. Pushpinder Singh Grewal (DIN: 06364475) as an Independent Director of the Company for a period of 5 years w.e.f. 29th September, 2014.

Resolution Required: Ordinary Resolution

Mode of Voting : E- voting, Postal Ballot and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) $=\frac{[(2)]}{[(1)]} \times 100$	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) $=\frac{[(4)]}{[(2)]} \times 100$	%of Votes against on votes polled (7) $=\frac{[(5)]}{[(2)]} \times 100$
Promoter and Promoter Group	1,10,62,507	1,09,79,147	99.25	1,09,79,147	0	100	0
Public – Institutional holders	16,325	0	0	0	0	0	0
Public - Others	59,61,168	10,39,354	17.43	10,39,163	191	99.98	0.02
Total	1,70,40,000	1,20,18,501	70.53	1,20,18,310	191	99.99	0.01

No. of Invalid Votes:

Result: Above Resolution has been passed with the requisite majority.

Item No. 12: Appointment and fixation of Remuneration of Cost Auditors M/s K. L. Jaisingh & Co., for the F.Y 2014-15 in compliance to the provisions of Companies Act, 2013.

Resolution Required: Special Resolution

Mode of Voting : E- voting, Postal Ballot and Poll



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) $=\frac{[(2)/(1)]}{100}$	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) $=\frac{[(4)/(2)]}{100}$	%of Votes against on votes polled (7) $=\frac{[(5)/(2)]}{100}$
Promoter and Promoter Group	1,10,62,507	1,09,79,147	99.25	1,09,79,147	0	100	0
Public – Institutional holders	16,325	0	0	0	0	0	0
Public - Others	59,61,168	10,39,404	17.43	10,39,403	1	99.99	0.01
Total	1,70,40,000	1,20,18,551	70.53	1,20,18,550	1	99.99	0.01

No. of Invalid Votes:

Result: Above Resolution has been passed with the requisite majority.

Item No. 13: Approval and adoption of Articles of Association of the Company
in compliance of the provisions of the Companies Act, 2013.

Resolution Required: Special Resolution

Mode of Voting : E- voting, Postal Ballot and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) $=\frac{[(2)/(1)]}{100}$	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) $=\frac{[(4)/(2)]}{100}$	%of Votes against on votes polled (7) $=\frac{[(5)/(2)]}{100}$
Promoter and Promoter Group	1,10,62,507	1,09,79,147	99.25	1,09,79,147	0	100	0



Public – Institutional holders	16,325	0	0	0	0	0	0
Public - Others	59,61,168	10,39,404	17.43	10,39,403	1	99.99	0.01
Total	1,70,40,000	1,20,18,551	70.53	1,20,18,550	1	99.99	0.01

No. of Invalid Votes:

Result: Above Resolution has been passed with the requisite majority.

Item No. 14: Approval for exercising borrowing powers under Section 180 (1) (c) of the Companies Act, 2013.

Resolution Required: Special Resolution

Mode of Voting : E- voting, Postal Ballot and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) $=\frac{(2)}{(1)} \times 100$	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) $=\frac{(4)}{(2)} \times 100$	%of Votes against on votes polled (7) $=\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	1,10,62,507	1,09,79,147	99.25	1,09,79,147	0	100	0
Public – Institutional holders	16,325	0	0	0	0	0	0
Public - Others	59,61,168	10,39,404	17.43	10,39,400	4	99.99	0.01
Total	1,70,40,000	1,20,18,551	70.53	1,20,18,547	4	99.99	0.01

No. of Invalid Votes:

Result: Above Resolution has been passed with the requisite majority.

Item No. 15: Approval for exercising powers in relation to mortgage / create security on the Assets of the Company under Section 180 (1) (a) of the Companies Act, 2013.

Resolution Required: Special Resolution



Mode of Voting : E- voting, Postal Ballot and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) $=\frac{[(2)/(1)]*100}{}$	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) $=\frac{[(4)/(2)]*100}{}$	%of Votes against on votes polled (7) $=\frac{[(5)/(2)]*100}{}$
Promoter and Promoter Group	1,10,62,507	1,09,79,147	99.25	1,09,79,147	0	100	0
Public – Institutional holders	16,325	0	0	0	0	0	0
Public - Others	59,61,168	10,39,404	17.43	10,39,201	203	99.98	0.02
Total	1,70,40,000	1,20,18,551	70.53	1,20,18,348	203	99.99	0.01

No. of Invalid Votes:

Result: Above Resolution has been passed with the requisite majority.

Item No. 16: Approval for keeping Register of Members with the Registrar M/s Link Intime India Pvt. Ltd , New Delhi instead of Registered office of the Company at Karnal.

Resolution Required: Special Resolution

Mode of Voting : E- voting, Postal Ballot and Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	%of votes Polled on outstanding shares (3) $=\frac{[(2)/(1)]*100}{}$	No. of Votes- in favor (4)	No. of Votes against (5)	%of Votes in favour on votes polled (6) $=\frac{[(4)/(2)]*100}{}$	%of Votes against on votes polled (7) $=\frac{[(5)/(2)]*100}{}$
			0				



Promoter and Promoter Group	1,10,62,507	1,09,79,147	99.25	1,09,79,147	0	100	0
Public – Institutional holders	16,325	0	0	0	0	0	0
Public - Others	59,61,168	10,39,404	17.43	10,39,404	0	100	0
Total	1,70,40,000	1,20,18,551	70.53	1,20,18,551	0	100	0

No. of Invalid Votes:

Result: Above Resolution has been passed with the requisite majority.



COMBINED SCRUTINIZERS' REPORT

ON

E-VOTING, BALLOT RECEIVED BY POST AND POLL FOR 28th

ANNUAL GENERAL MEETING OF LIBERTY SHOES LIMITED

HELD ON 29th SEPTEMBER, 2014

Sukesh Gupta

Chartered Accountants
(Membership No 514675)

Indian Bank Building
G T Road, PANIPAT
Ph : 0180- 4007774, 2634173
Fax : 0180-2646198

COMBINED REPORT OF SCRUTINIZER

29th September, 2014

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

Sub: COMBINED SCRUTINIZER'S REPORT ON E-VOTING, POSTAL BALLOT AND
POLL AT THE 28TH ANNUAL GENERAL MEETING OF THE COMPANY

I, Sukesh Gupta, Partner of M/s Pardeep Tayal & Co.(Chartered Accountants),Panipat (Haryana), appointed as Scrutinizer by the Board of Directors of the Company at their Meeting held on 29th May , 2014 for the purpose of receiving & scrutinizing E-Voting and Ballot received by post on the below mentioned resolutions(s), for 28th Annual General Meeting (AGM) of Liberty Shoes Ltd. ("the Company"), held on Monday, 29th September, 2014 at 11:00 A.M. at the Registered Office of the Company, submit my report as under:

1. The Board of Directors of the Company have appointed Mr. Sukesh Gupta, Partner of M/s Pardeep Tayal & Co.(Chartered Accountants) Panipat, as scrutinizer for the E-Voting, Postal Ballot & poll process conducted at the 28th Annual General Meeting of the Company. The E-voting was concluded on 25th September,2014 at 6.00 p.m. and for further details kindly refer to Scrutinizer's report given by Mr. Sukesh Gupta dated 26th September, 2014 attached herewith as annexure I.

2. The Company has also given the option of voting through Ballot by post to facilitate the Members who could not participate in the e-voting or who could not present for the meeting. The voting through* above Ballot was concluded on 25th September, 2014 and for further details kindly refer to Scrutinizer's report given by Mr. Sukesh Gupta dated 26th September, 2014 attached herewith as annexure I.

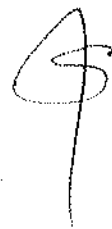
3. At the 28th AGM of the Company held on 29th September, 2014, the Chairman of the AGM has, as statutorily required, called for a Poll to facilitate the Members present in the



meeting who could not participate in the e-voting and Postal Ballot to record their votes through the poll process. The Chairman of the AGM has appointed Mr. Sukesh Gupta, Partner of M/s Pardeep Tayal & Co.(Chartered Accountants) Panipat, as Scrutinizer for the same. For further details kindly refer to Scrutinizers' report in form MGT-13 dated 29th September, 2014 attached herewith as annexure II.

4. The result of the E-voting, Postal Ballot together with that of the Poll is as under:

Sr. No	Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
1.	To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2014 and Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.	E-Voting	1,258	-	-	-
		Ballot Received by Post	1,20,15,126	-	-	-
		AGM Poll	2,167	-	-	-
		Total	1,20,18,551			
2	To declare dividend of Rs. 1.50/- per equity share for the financial year 2013-14.	E-Voting	1,258	-	-	-
		Ballot Received by Post	1,20,15,126	-	-	-
		AGM Poll	2,167	-	-	-
		Total	1,20,18,551	-	-	-
3.	To appoint a Director in place of Sh. Adesh Kumar Gupta (DIN: 00143192), who retires by rotation and being eligible offers himself for re - appointment.	E-Voting	1,058	200	-	-
		Ballot Received by Post	1,20,15,126	-	-	-
		AGM Poll	2,167	-	-	-
		Total	1,20,18,351	200	-	-



4.	To appoint a Director in place of Sh. Satish Kumar Goel (DIN: 00143415), who retires by rotation and being eligible offers himself for re - appointment.	E-Voting	1,058	200	-	-
		Ballot Received by Post	1,20,15,126	-	-	-
		AGM Poll	2,167	-	-	-
		Total	1,20,18,351	200	-	-
5.	To re-appoint auditors of the Company to hold office from the conclusion of 28 th Annual General Meeting (AGM) until the conclusion of 31 st Annual General Meeting and to fix their remuneration.	E-Voting	1,257	1	-	-
		Ballot Received by Post	1,20,15,126	-	-	-
		AGM Poll	2,167	-	-	-
		Total	1,20,18,550	1	-	-
6.	Re-appointment of Sh. Sunil Bansal (DIN: 00142121) as Executive Director of the Company for a period of 5 years w.e.f. from 1 st January, 2014.	E-Voting	1,057	201	-	-
		Ballot Received by Post	1,20,15,126	-	-	-
		AGM Poll	2,167	-	-	-
		Total	1,20,18,350	201	-	-
7.	Appointment of Sh. Raghubar Dayal (DIN: 00481803) as an Independent Director of the Company for a period of 5 years w.e.f. 29 th September, 2014.	E-Voting	1,058	200	-	-
		Ballot Received by Post	1,20,15,126	-	-	-
		AGM Poll	2,127	40	-	-
		Total	1,20,18,311	240	-	-



8.	Appointment of Sh. Vivek Bansal (DIN: 00939232) as an Independent Director of the Company for a period of 5 years w.e.f. 29 th September, 2014.	E-Voting	1,057	201	-	-
		Ballot Received by Post	1,20,15,126	-	-	-
		AGM Poll	2,167	-	-	-
		Total	1,20,18,350	201	-	-
9.	Appointment of Sh. Amitabh Taneja (DIN: 00031257) as an Independent Director of the Company for a period of 5 years w.e.f. 29 th September, 2014.	E-Voting	908	200	-	-
		Ballot Received by Post	1,20,15,126	-	-	-
		AGM Poll	2,167	-	-	-
		Total	1,20,18,201	200	-	-
10.	Appointment of Sh. Ramesh Chandra Palhan (DIN: 05241019) as an Independent Director of the Company for a period of 5 years w.e.f. 29 th September, 2014.	E-Voting	1,058	200	-	-
		Ballot Received by Post	1,20,15,126	-	-	-
		AGM Poll	2,167	-	-	-
		Total	1,20,18,351	200	-	-
11.	Appointment of Sh. Pushpinder Singh Grewal (DIN: 06364475) as an Independent Director of the Company for a period of 5 years w.e.f. 29 th September, 2014.	E-Voting	1,057	151	-	-
		Ballot Received by Post	1,20,15,126	-	-	-
		AGM Poll	2,127	40	-	-
		Total	1,20,18,310	191	-	-

12.	Appointment and fixation of Remuneration of Cost Auditors M/s K. L. Jaishin & Co., for the F.Y 2014-15 in compliance to the provisions of Companies Act, 2013.	E-Voting	1,257	1	-	-
		Ballot Received by Post	1,20,15,126	-	-	-
		AGM Poll	2,167			
		Total	1,20,18,550	1		
13.	Approval and adoption of Articles of Association of the Company in compliance of the provisions of the Companies Act, 2013.	E-Voting	1,257	1	-	-
		Ballot Received by Post	1,20,15,126	-	-	-
		AGM Poll	2,167	-	-	-
		Total	1,20,18,550	1	-	-
14.	Approval for exercising borrowing powers under Section 180 (1) (c) of the Companies Act, 2013.	E-Voting	1,254	4	-	-
		Ballot Received by Post	1,20,15,126	-	-	-
		AGM Poll	2,167	-	-	-
		Total	1,20,18,547	4	-	-
15.	Approval for exercising powers in relation to mortgage / create security on the Assets of the Company under Section 180 (1) (a) of the Companies Act, 2013.	E-Voting	1,055	203	-	-
		Ballot Received by Post	1,20,15,126	-	-	-
		AGM Poll	2,167	-	-	-
		Total	1,20,18,348	203	-	-

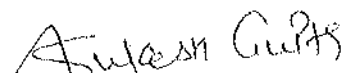


16.	Approval for keeping Register of Members with the Registrar and Share Transfer Agents M/s Link Intime India Pvt. Ltd, New Delhi instead of Registered office of the Company at Karnal, Haryana.	E-Voting	1,258	-	-	-
		Ballot Received by Post	1,20,15,126	-	-	-
		AGM Poll	2,167	-	-	-
		Total	1,20,18,551	-	-	-

Based on the foregoing, the above Resolution Nos. 1 to 16 as set out in the Notice of 28th Annual General Meeting held on 29th September, 2014 at the registered office of the Company at Libertypuram, Karnal shall be deemed to have been passed with the requisite majority of shareholders.

Thanking you

Yours Faithfully


Suresh Gupta

Chartered Accountant

[Scrutinizer for E-Voting, Ballot & AGM Poll Process]

Membership No. 514675

Date: 29th September, 2014

Place: Libertypuram, Karnal

Sukesh Gupta

Chartered Accountants
(Membership No 514675)

Indian Bank Building
G T Road, PANIPAT
Ph : 0180- 4007774, 2634173
Fax : 0180-2646198

Date-26th September, 2014

To

The Chairman

Liberty Shoes Ltd.

Libertypuram, 13th Milestone, G.T Karnal Road, Kutail, P.O Bastara,

Distt.Karnal-132114

Haryana

Sub.: Scrutinizers Report on E-Voting and Postal Ballot

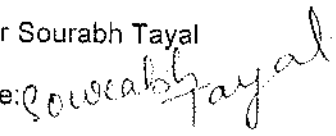
I, Sukesh Gupta, Partner of M/s Pardeep Tayal & Co.(Chartered Accountants) ,Panipat (Haryana), appointed as Scrutinizer by the Board of Directors of the Company at their Meeting held on 29th May , 2014 for the purpose of Receiving & Scrutinizing E-Voting and Ballot received by post on the below mentioned resolutions(s), for 28th Annual General Meeting (AGM) of Liberty Shoes Ltd. ("the Company"), to be held on Monday, 29th September, 2014 at 11:00 A.M. at the Registered Office of the Company, submit my report as under:

1. To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed there under vide Companies (Management & Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, Companies listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), are required to provide e-voting facility to their shareholders on all resolutions to be passed at General Meetings or through Postal Ballot. Hence the Company has provided the above voting facilities to its shareholders through e-voting facilitated by CDSL and postal Ballot forms.
2. The members of the Company whose name appear in the Register of Members as on 22nd August, 2014 were entitled to vote on the resolutions (as set out in the notice of 28th Annual General Meeting of the Company. The voting period commenced on 23rd September, 2014 (10:00 a.m.) and ended on 25th September, 2014 (6:00p.m.) The electronic votes cast were taken into account and at the end of said voting period, on 25th September, 2014, the e-voting platform provided by CDSL was blocked for voting. I have also received the postal ballot forms from the shareholders who have duly cast their votes for the respective resolution as contained in the Postal ballot forms.
3. All postal ballot forms together with all votes cast by E-Voting through CDSL Platform received upto 6:00 p.m. Thursday, 25th September, 2014, being the last date fixed by the Company for receipt of the ballot forms and e- voting, were considered for my scrutiny.

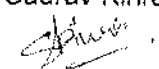


4. The votes cast were unblocked on 26th September, 2014 in the presence of two witnesses Mr Sourabh Tayal and Mr Saurav Kinra who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

a. Name: Mr Sourabh Tayal

Signature: 

b. Name: Mr Saurav Kinra

Signature: 

The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or Client ID of the Shareholders, numbers of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of list of shares with differential voting rights.

The details containing, inter alia, list of Equity Shareholders, who voted FOR or AGAINST each of the resolution put to vote, were generated from the e-voting website of CDSL, the consolidated result of e- voting and postal ballot are as under:

Item No. 1: To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2014 and Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.

Resolution Required: Ordinary Resolution

Mode of Voting : E- voting and Postal Ballot

Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2014 and Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.	E-Voting	1258	-	-	-
	Ballot Received by Post	1,20,15,126	-	-	-
Total		1,20,16,384	-	-	-



Item No. 2: To declare dividend of Rs. 1.50/- per equity share for the financial year 2013-14.

Resolution Required : Ordinary Resolution

Mode of Voting: E- voting and Postal Ballot

Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
To declare dividend of Rs. 1.50/- per equity share for the financial year 2013-14.	E-Voting	1,258	-	-	-
	Ballot Received by Post	1,20,15,126	-	-	-
Total		1,20,16,384	-	-	-

Item No. 3: To appoint a Director in place of Sh. Adesh Kumar Gupta (DIN: 00143192), who retires by rotation and being eligible offers himself for re - appointment.

Resolution Required : Ordinary Resolution

Mode of Voting: E- voting and Postal Ballot

Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
Appointment of a Director in place of Sh. Adesh Kumar Gupta (DIN: 00143192), who retires by rotation and being eligible offers himself for re - appointment.	E-Voting	1,058	200	-	-
	Ballot Received by Post	1,20,15,126	-	-	-
Total		1,20,16,184	200	-	-

Item No. 4: To appoint a Director in place of Sh. Satish Kumar Goel (DIN: 00143415), who retires by rotation and being eligible offers himself for re - appointment.

Resolution Required: Ordinary Resolution

Mode of Voting : E- voting and Postal Ballot

Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
Appointment of a Director in place of Sh. Satish Kumar Goel (DIN: 00143415), who retires by rotation and being eligible offers himself for re - appointment.	E-Voting	1058	200	-	-
	Ballot Received by Post	1,20,15,126	-	-	-
Total		1,20,16,184	200	-	-

Item No. 5: To re-appoint auditors of the Company to hold office from the conclusion of 28th Annual General Meeting (AGM) until the conclusion of 31st Annual General Meeting and to fix their remuneration.

Resolution Required: Ordinary Resolution

Mode of Voting : E- voting and Postal Ballot

Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
Re-appointment of auditors of the Company to hold office from the conclusion of 28th Annual General Meeting (AGM) until the conclusion of 31st Annual General Meeting and to fix their remuneration.	E-Voting	1,257	1	-	-
	Ballot Received by Post	1,20,15,126	-	-	-
Total		1,20,16,383	1	-	-

Item No. 6: Re-appointment of Sh. Sunil Bansal (DIN: 00142121) as Executive Director of the Company for a period of 5 years w.e.f. from 1st January, 2014.

Resolution Required: Ordinary Resolution

Mode of Voting : E- voting and Postal Ballot

Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
Re-appointment of Sh. Sunil Bansal (DIN: 00142121) as Executive Director of the Company for a period of 5 years w.e.f. from 1st January, 2014.	E-Voting	1,057	201	-	-
	Ballot Received by Post	1,20,15,126	-	-	-
Total		1,20,16,183	201	-	-

Item No. 7: Appointment of Sh. Raghubar Dayal (DIN: 00481803) as an Independent Director of the Company for a period of 5 years w.e.f. 29th September, 2014.

Resolution Required: Ordinary Resolution

Mode of Voting: E- voting and Postal Ballot

Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
Appointment of Sh. Raghubar Dayal (DIN: 00481803) as an Independent Director of the Company for a period of 5 years w.e.f. 29 th September, 2014 to 28 th September, 2019.	E-Voting	1058	200	-	-
	Ballot Received by Post	1,20,15,126	-	-	-
Total		1,20,16,184	200	-	-

Item No. 8: Appointment of Sh. Vivek Bansal (DIN: 00939232) as an Independent Director of the Company for a period of 5 years w.e.f. 29th September, 2014.

Resolution Required: Ordinary Resolution

Mode of Voting : E- voting and Postal Ballot

Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
Appointment of Sh. Vivek Bansal (DIN: 00939232) as an Independent Director of the Company for a period of 5 years w.e.f. 29 th September, 2014 to 28 th September, 2019.	E-Voting	1,057	201	-	-
	Ballot Received by Post	1,20,15,126	-	-	-
Total		1,20,16,183	201	-	-

Item No. 9: Appointment of Sh. Amitabh Taneja (DIN: 00031257) as an Independent Director of the Company for a period of 5 years w.e.f. 29th September, 2014.

Resolution Required: Ordinary Resolution

Mode of Voting : E- voting and Postal Ballot

Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
Appointment of Sh. Amitabh Taneja (DIN: 00031257) as an Independent Director of the Company for a period of 5 years w.e.f. 29 th September, 2014 to 28 th September, 2019	E-Voting	908	200	-	-
	Ballot Received by Post	1,20,15,126	-	-	-
Total		1,20,16,034	200	-	-

Item No. 10: Appointment of Sh. Ramesh Chandra Palhan (DIN: 05241019) as an Independent Director of the Company for a period of 5 years w.e.f. 29th September, 2014.

Resolution Required: Ordinary Resolution

Mode of Voting : E- voting and Postal Ballot

Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
Appointment of Sh. Ramesh Chandra Palhan (DIN: 05241019) as an Independent Director of the Company for a period of 5 years w.e.f. 29 th September, 2014 to 28 th September, 2019.	E-Voting	1,058	200	-	-
	Ballot Received by Post	1,20,15,126	-	-	-
Total		1,20,16,184	200	-	-

Item No. 11: Appointment of Sh. Pushpinder Singh Grewal (DIN: 06364475) as an Independent Director of the Company for a period of 5 years w.e.f. 29th September, 2014.

Resolution Required: Ordinary Resolution

Mode of Voting : E- voting and Postal Ballot

Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
Appointment of Sh. Pushpinder Singh Grewal (DIN: 06364475) as an Independent Director of the Company for a period of 5 years w.e.f. 29 th September, 2014 to 28 th September, 2019.	E-Voting	1,057	151	-	-
	Ballot Received by Post	1,20,15,126	-	-	-
Total		1,20,16,183	151	-	-

Item No. 12: Appointment and fixation of Remuneration of Cost Auditors M/s K. L. Jaisingh & Co., for the F.Y 2014-15 in compliance to the provisions of Companies Act, 2013.

Resolution Required: Special Resolution

Mode of Voting : E- voting and Postal Ballot

Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
Appointment and fixation of Remuneration of Cost Auditors M/s K. L. Jaisingh & Co., for the F.Y 2014-15 in compliance to the Companies Act, 2013.	E-Voting	1,257	1	-	-
	Ballot Received by Post	1,20,15,126	-	-	-
Total		1,20,16,383	1	-	-

Item No. 13: Approval and adoption of Articles of Association of the Company in compliance of the provisions of the Companies Act, 2013.

Resolution Required: Special Resolution

Mode of Voting: E- voting and Postal Ballot

Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
Approval and adoption of New Articles of Association of the Company in compliance of the provisions of the Companies Act, 2013.	E-Voting	1,257	1	-	-
	Ballot Received by Post	1,20,15,126	-	-	-
Total		1,20,16,383	1	-	-

Item No. 14: Approval for exercising borrowing powers under Section 180 (1) (c) of the Companies Act, 2013.

Resolution Required: Special Resolution

Mode of Voting : E- voting and Postal Ballot

Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
Approval for exercising borrowing powers under Section 180 (1) (c) of the Companies Act, 2013.	E-Voting	1,254	4	-	-
	Ballot Received by Post	1,20,15,126	-	-	-
Total		1,20,16,380	4	-	-

Item No. 15: Approval for exercising powers in relation to mortgage / create security on the Assets of the Company under Section 180 (1) (a) of the Companies Act, 2013.

Resolution Required: Special Resolution

Mode of Voting : E- voting and Postal Ballot

Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
Approval for exercising borrowing powers under Section 180 (1) (a) of the Companies Act, 2013.	E-Voting	1,055	203	-	-
	Ballot Received by Post	1,20,15,126	-	-	-
Total		1,20,16,181	203	-	-

Item No. 16: Approval for keeping Register of Members with the Registrar M/s Link Intime India Pvt. Ltd., New Delhi instead of Registered office of the Company at Karnal, Haryana.

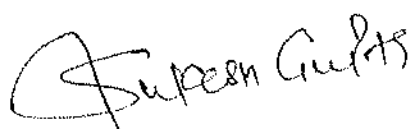
Resolution Required: Special Resolution

Mode of Voting : E- voting and Postal Ballot

Subject Matter (as set out in the Notice to the 28 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes	Abstained
Approval for keeping Register of Members with the Registrar M/s Link Intime India Pvt. Ltd. at New Delhi instead of Registered Office of the Company at Karnal, Haryana	E-Voting	1,258	-	-	-
	Ballot Received by Post	1,20,15,126	-	-	-
Total		1,20,16,384	-	-	-

Thanking You

Yours Faithfully



Sukesh Gupta

Chartered Accountant

[Scrutinizer for E-Voting & Ballot Received by Post]

Membership No. 514875

Date: 26th September, 2014

Place: Panipat (Haryana)

Sukesh Gupta

Chartered Accountants
(Membership No 514675)

Indian Bank Building
G T Road, PANIPAT
Ph : 0180- 4007774, 2634173
Fax : 0180-2646198

FORM No.MGT-13

Report of Scrutinizer(s)

*[Pursuant to Section 109 of the companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules,2014]*

To,

The Chairman,

28th Annual General Meeting of the Equity Shareholders
of Liberty Shoes Ltd., held on Monday, 29th September, 2014
at Libertypuram, 13th Milestone, G.T. Karnal road, Kutail, P.O. Bastara, Dist.
Karnal-132114, Haryana.

Dear Sir,

I, Sukesh Gupta, Partner of Pradeep Tayal & Co. (Chartered Accountants) Panipat (Haryana), appointed by the Chairman as Scrutinizer, at the 28th Annual General Meeting of the Equity Shareholders of Liberty Shoes Ltd. held on Monday, 29th September 2014, submit my report as under:

1. After the time fixed for closing of the poll by Sh. Adesh Kumar Gupta, Chairman of the Meeting, the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations /proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The Result of Poll is as under:



A) Resolution No 1. (Ordinary Resolution)

To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2014 and Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
40	2167	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

B) Resolution No 2 (Ordinary Resolution)

To declare dividend of Rs. 1.50/- per equity share for the financial year 2013-14.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
40	2167	100%



(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

C) Resolution No 3 (Ordinary Resolution)

To appoint a Director in place of Sh. Adesh Kumar Gupta (DIN: 00143192), who retires by rotation and being eligible offers himself for re - appointment.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
40	2167	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL



D) Resolution No 4 (Ordinary Resolution)

To appoint a Director in place of Sh. Satish Kumar Goel (DIN: 00143415), who retires by rotation and being eligible offers himself for re - appointment.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
40	2167	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

E) Resolution No 5 (Ordinary Resolution)

To re-appoint auditors of the Company to hold office from the conclusion of 28th Annual General Meeting (AGM) until the conclusion of 31st Annual General Meeting and to fix their remuneration.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
40	2167	100%



(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

F) Resolution No 6 (Ordinary Resolution)

Re-appointment of Sh. Sunil Bansal (DIN: 00142121) as Executive Director of the Company for a period of 5 years w.e.f. from 1st January, 2014.

i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
40	2167	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL



G) Resolution No 7 (Ordinary Resolution)

Appointment of Sh. Raghubar Dayal (DIN: 00481803) as an Independent Director of the Company for a period of 5 years w.e.f. 29th September, 2014.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
39	2127	98.15

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	40	1.85

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

H) Resolution No 8 (Ordinary Resolution)

Appointment of Sh. Vivek Bansal (DIN: 00939232) as an Independent Director of the Company for a period of 5 years w.e.f. 29th September, 2014.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
40	2167	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

I) Resolution No 9 (Ordinary Resolution)

Appointment of Sh. Amitabh Taneja (DIN: 00031257) as an Independent Director of the Company for a period of 5 years w.e.f. 29th September, 2014.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
40	2167	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL



J) Resolution No 10 (Ordinary Resolution)

Appointment of Sh. Ramesh Chandra Palhan (DIN: 05241019) as an Independent Director of the Company for a period of 5 years w.e.f. 29th September, 2014.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
40	2167	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

K) Resolution No 11 (Ordinary Resolution)

Appointment of Sh. Pushpinder Singh Grewal (DIN: 06364475) as an Independent Director of the Company for a period of 5 years w.e.f. 29th September, 2014.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
39	2127	98.15



(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	40	1.85

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

L) Resolution No 12 (Special Resolution)

Appointment and fixation of Remuneration of Cost Auditors M/s K. L. Jaisingh & Co., for the F.Y 2014-15 in compliance to the provisions of Companies Act, 2013.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
40	2167	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL



M) Resolution No 13 (Special Resolution)

Approval and adoption of Articles of Association of the Company in compliance of the provisions of the Companies Act, 2013.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
40	2167	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

N) Resolution No 14 (Special Resolution)

Approval for exercising borrowing powers under Section 180 (1) (c) of the Companies Act, 2013.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
40	2167	100



(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

O) Resolution No 15 (Special Resolution)

Approval for exercising powers in relation to mortgage / create security on the Assets of the Company under Section 180 (1) (a) of the Companies Act, 2013.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
40	2167	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL



P) Resolution No 16 (Special Resolution)

Approval for keeping Register of Members with the Registrar M/s Link Intime India Pvt. Ltd , New Delhi instead of Registered office of the Company at Karnal, Haryana.

(i) Voted in favour of Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
40	2167	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

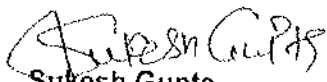
(iii) Invalid Votes:

Total number of members(in person or by proxy)	Total number of votes cast by them
Whose votes were declared invalid	
NIL	NIL

5. The poll papers and all other records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You

Yours Faithfully


Suresh Gupta

Chartered Accountant

[Scrutinizer for AGM Poll]

Membership No.

Date:29th September ,2014

Place: Libertypuram , Karnal