

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

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

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

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

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

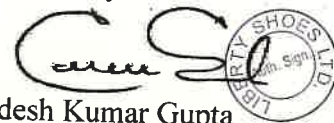
Sh. Sukesh Gupta, Proprietor of M/s. Sukesh Gupta & Co., Chartered Accountants was appointed as the Scrutinizer to scrutinize the entire e-voting process (i.e. remote e-voting and e-voting at the said AGM).

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

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

Date: September 30, 2020
Place: Haryana

For Liberty Shoes Ltd.



Adesh Kumar Gupta
Chairman of the Meeting

VOTING RESULTS

Date of the AGM:	Wednesday, 30th September, 2020
Total number of shareholders on record date: (i.e. 23rd September, 2020 cut-off date for Voting purpose	32572
No. of shareholders present in the meeting either in person or through Authorised Representative or through proxy:	N.A.
Promoters and Promoter Group:	N.A.
Public:	N.A.
No of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	18
Public:	28



Agenda-wise disclosure										
ORDINARY BUSINESS:										
Item No. 1: To receive, consider and adopt:										
the Audited Financial Statements of the Company for the Financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.										
Resolution Required: Ordinary/Special										
Whether promoter/promoter group are interested in the agenda/resolution										
Ordinary Resolution										
No										
Category	Mode of Voting	No. of shares held	No. of votes polled	%of votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes- in favor	No. of Votes against	%of Votes in favour on votes polled =[(4)/(2)]*100	%of Votes against on votes polled =[(5)/(2)]*100		
		1	2		4	5	(6)	(7)		
Promoter and Promoter Group	Remote E-Voting		8975737	88.83	8975737	0	100	0		
	E-voting at AGM	10104655	0	0.00	0	0	0	0		
	Total		8975737	88.83	8975737	0	100	0		
Public – Institutions	Remote E-Voting		0	0.00	0	0	0	0		
	E-voting at AGM	8868	0	0.00	0	0	0	0		
	Total		0	0.00	0	0	0	0		
Public -Non Institutions	Remote E-Voting		2202	0.03	2144	58	97	3		
	E-voting at AGM	6926477	557	0.01	557	0	100	0		
	Total		2759	0.04	2701	58	98	2		
Total		17040000	8978496	52.69	8978438	58	100	0		



Item No. 2- Appointment of Directors									
(a) To appoint a Director in place of Sh. Shammi Bansal (DIN-00138792), who retires by rotation and being eligible offers himself for re-appointment.									
Resolution Required: Ordinary/Special					Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution					Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes- in favor	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		1	2	(3) = [(2)/(1)]*100	4	5	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100	
Promoter and Promoter Group	Remote E-Voting		8975737	88.83	8975737	0	100	0	
	E-voting at AGM	10104655	0	0.00	0	0	0	0	
	Total		8975737	88.83	8975737	0	100	0	
Public – Institutions	Remote E-Voting		0	0.00	0	0	0	0	
	E-voting at AGM	8868	0	0.00	0	0	0	0	
	Total		0	0.00	0	0	0	0	
Public -Non Institutions	Remote E-Voting		2327	0.03	2154	173	93	7	
	E-voting at AGM	6926477	557	0.01	535	22	96	4	
	Total		2884	0.04	2689	195	93	7	
Total		17040000	8978621	52.69	8978426	195	100	0	



(b) To appoint a Director in place of Sh. Adish Kumar Gupta (DIN-00137612), who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required: Ordinary/Special		Ordinary Resolution									
Whether promoter/promoter group are interested in the agenda/resolution		Yes									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes- in favor	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled			
Promoter and Promoter Group		1	2	(3) $=[\frac{(2)}{(1)}]*100$	4	5	(6) $=[\frac{(4)}{(2)}]*100$	(7) $=[\frac{(5)}{(2)}]*100$			
	Remote E-Voting		8975737	88.83	8975737	0	100	0			
	E-voting at AGM	10104655	0	0.00	0	0	0	0			
	Total		8975737	88.83	8975737	0	100	0			
Public – Institutions	Remote E-Voting		0	0.00	0	0	0	0			
	E-voting at AGM	8868	0	0.00	0	0	0	0			
	Total		0	0.00	0	0	0	0			
Public -Non Institutions	Remote E-Voting		2327	0.03	2154	173	93	7			
	E-voting at AGM	6926477	557	0.01	535	22	96	4			
	Total		2884	0.04	2689	195	93	7			
Total		17040000	8978621	52.69	8978426	195	100	0			



SPECIAL BUSINESS:

Item No. 3- Appointment of Sh. Arvind Bali Kumar (DIN: 02520675) as Independent Director of the Company.

Resolution Required: Ordinary/Special

Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution

No

Category	Mode of Voting	No. of shares held	No. of votes polled	%of votes Polled on outstanding shares (3) = $\frac{[(2)/(1)]*100}{100}$	No. of Votes- in favor	No. of Votes against	%of Votes in favour on votes polled $= \frac{[(4)/(2)]*100}{100}$	%of Votes against on votes polled $= \frac{[(5)/(2)]*100}{100}$
		1	2		4	5	(6) $= \frac{[(4)/(2)]*100}{100}$	(7) $= \frac{[(5)/(2)]*100}{100}$
Promoter and Promoter Group	Remote E-Voting		8975737	88.83	8975737	0	100	0
	E-voting at AGM	10104655	0	0.00	0	0	0	0
	Total		8975737	88.83	8975737	0	100	0
Public ~ Institutions	Remote E-Voting		0	0.00	0	0	0	0
	E-voting at AGM	8868	0	0.00	0	0	0	0
	Total		0	0.00	0	0	0	0
Public -Non Institutions	Remote E-Voting		2327	0.03	2169	158	93	7
	E-voting at AGM	6926477	557	0.01	557	0	100	0
	Total		2884	0.04	2726	158	95	5
Total		17040000	8978621	52.69	8978463	158	100	0

Note: Rounded -Off wherever required

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





SUKESH GUPTA & CO.

CHARTERED ACCOUNTANTS

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

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

REPORT OF SCRUTINIZER

30th September, 2020

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

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

I, Sukesh Gupta, Proprietor of M/s Sukesh Gupta & Co.(Chartered Accountants), Panipat (Haryana), appointed as Scrutinizer by the Board of Directors of M/s. Liberty Shoes Ltd. ("the Company") vide board resolution passed on 31st July, 2020 for the purpose of scrutinizing remote E-voting and E-voting at the 34th AGM on the below mentioned resolutions(s), for 34th Annual General Meeting (AGM) of Liberty Shoes Ltd. ("the Company"), held on Wednesday, 30th September, 2020 at 11:00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), submit my report as under:

1. The said AGM of the Company was held in accordance with the circulars of Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI) and in terms of the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) ("Act") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015/ MCA Circulars and SEBI Circulars. As informed by the Management, the Notice dated 31st July, 2020 convening the 34th AGM of the Company through VC/OAVM held on 30th September, 2020 along with Statement setting out all the material facts under Section 102 of the Companies Act, 2013 and MCA Circular/ SEBI Circular were duly sent to the Members of the Company through Electronic mode to those Members whose e-mail addresses are registered with the Company/RTA or Depositories, in compliance with the MCA Circulars/ SEBI Circulars and provisions of Companies Act, 2013.

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



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

(a) Remote E-voting:

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

(b) E-voting at the Meeting: The facility was made available for those members who participated in the Meeting and had not cast their votes through remote e-voting for a duration of 15 Minutes post completion of proceedings of the Meeting. The e-voting at the said AGM concluded at 11.55 a.m.

3. After the closure of e-voting at the AGM, I have unblocked the electronic votes received from Shareholders through both the facilities (Remote E-voting and E-voting at AGM) in the presence of two witnesses who are not in the employment of the Company. I have scrutinized the votes casted through both the facilities for the purpose of this Report.

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

5. The details containing, inter alia, list of Equity Shareholders, who voted FOR or AGAINST/ INVALID/ABSTAINED each of the resolution put to vote, were generated from the e-voting website of M/s Link Intime India Private Limited, the consolidated result of Remote E- voting and E-voting at AGM are as under:

Sr. No	Subject Matter (as set out in the Notice to the 34th AGM)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid Votes	Abstained
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon	Remote E-Voting	8977881	58	0	125
		E-voting at AGM	557	0	0	0
		Total	8978438	58	0	125



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

Recommendation:

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

Thanking you
Yours Faithfully
For Sukesh Gupta & Co.
Firm Regn. No. 036441N
Chartered Accountants

Sukesh Gupta

Sukesh Gupta
Proprietor
Membership No. 514675
[Scrutinizer for Remote E-Voting
And E-voting at AGM Process]



Adesh Kumar Gupta

Adesh Kumar Gupta
Chairman of the Meeting

UDIN:20514675AAAAAW3361
Date: 30th September, 2020
Place: Panipat, Haryana