

## Declaration of Voting Results of the 35th Annual General Meeting of Liberty Shoes Ltd.

The 35th Annual General Meeting of the Company was held on Tuesday, September 28, 2021 from 11.00 a.m. to 11.37 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 35th AGM to the Members whereby they could exercise their right to vote, on the resolutions passed at 35th AGM, by electronic means.

The remote e-voting had commenced on Saturday, September 25, 2021 at 9:00 a.m., and ended on Monday, September 27, 2021 at 5:00 p.m. and the e-voting at the said AGM concluded at 12:07 p.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 Tuesday, September 28, 2021. Consolidated Results of remote e-voting and e-voting at the said AGM as per the Scrutinizers' Report dated September 28, 2021 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 28, 2021  
Place: Gurugram, Haryana

For Liberty Shoes Ltd.



Adesh Kumar Gupta  
Chairman of the Meeting

### Liberty Shoes Limited

#### Corporate Office:

Ground Floor, Building B, lower-A, ULF 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,  
PO. Box Bastara, Dist. Karnal, Haryana, India - 132 114  
Tel.: +91-1748-251101, 251103 Fax: +91-1748-251100,  
Email: corporate@libertyshoes.com CIN No. U19201HR1980PLC03185

**VOTING RESULTS**

<b>Date of the AGM:</b>	Tuesday, 28th September, 2021
<b>Total number of shareholders on record date: (i.e. 21st September, 2021 cut-off date for Voting purpose</b>	28814
<b>No. of shareholders present in the meeting either in person or through Authorised Representative or through proxy:</b>	N.A.
<b>Promoters and Promoter Group:</b>	N.A.
<b>Public:</b>	N.A.
<b>No of Shareholders attended the meeting through Video Conferencing:</b>	
<b>Promoters and Promoter Group:</b>	16
<b>Public:</b>	20



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, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

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	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		8442097	83.55	8442097	0	100	0			
	E-voting at AGM	10104655	533640	5.28	533640	0	100	0			
	<b>Total</b>		<b>8975737</b>	<b>88.83</b>	<b>8975737</b>	<b>0</b>	<b>100</b>	<b>0</b>			
Public – Institutions	Remote E-Voting		0	0.00	0	0	0	0			
	E-voting at AGM	5376	0	0.00	0	0	0	0			
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>			
Public -Non Institutions	Remote E-Voting		2458	0.04	2437	21	99	1			
	E-voting at AGM	6929969	0	0.00	0	0	0	0			
	<b>Total</b>		<b>2458</b>	<b>0.04</b>	<b>2437</b>	<b>21</b>	<b>99</b>	<b>1</b>			
<b>Total</b>		<b>17040000</b>	<b>8978195</b>	<b>52.69</b>	<b>8978174</b>	<b>21</b>	<b>100</b>	<b>0</b>			



**Item No. 2- Appointment of Director**

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/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	$(3) = \frac{[(2)/(1)] * 100}{100}$	4	5	$\frac{(6)}{[(4)/(2)] * 100}$	$\frac{(7)}{[(5)/(2)] * 100}$			
Promoter and Promoter Group	Remote E-Voting		8442097	83.55	8442097	0	100	0			
	E-voting at AGM	10104655	533640	5.28	533640	0	100	0			
	<b>Total</b>		<b>8975737</b>	<b>88.83</b>	<b>8975737</b>	<b>0</b>	<b>100</b>	<b>0</b>			
Public – Institutions	Remote E-Voting		0	0.00	0	0	0	0			
	E-voting at AGM	5376	0	0.00	0	0	0	0			
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>			
Public -Non Institutions	Remote E-Voting		2462	0.04	2341	121	95	5			
	E-voting at AGM	6929969	0	0.00	0	0	0	0			
	<b>Total</b>		<b>2462</b>	<b>0.04</b>	<b>2341</b>	<b>121</b>	<b>95</b>	<b>5</b>			
<b>Total</b>		<b>17040000</b>	<b>8978199</b>	<b>52.69</b>	<b>8978078</b>	<b>121</b>	<b>100</b>	<b>0</b>			



**Item No. 3- Appointment of Director**

To appoint a Director in place of Sh. Ashok Kumar (DIN-06883514), who retires by rotation and being eligible, offers himself for re-appointment

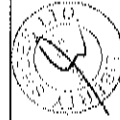
Resolution Required: Ordinary/Special		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes- in favor	No. of Votes against	% of Votes 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		8442097	83.55	8442097	0	100	0
	E-voting at AGM	10104655	533640	5.28	533640	0	100	0
	<b>Total</b>		<b>8975737</b>	<b>88.83</b>	<b>8975737</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public – Institutions	Remote E-Voting		0	0.00	0	0	0	0
	E-voting at AGM	5376	0	0.00	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	Remote E-Voting		2463	0.04	2336	127	95	5
	E-voting at AGM	6929969	0	0.00	0	0	0	0
	<b>Total</b>		<b>2463</b>	<b>0.04</b>	<b>2336</b>	<b>127</b>	<b>95</b>	<b>5</b>
<b>Total</b>		<b>17040000</b>	<b>8978200</b>	<b>52.69</b>	<b>8978073</b>	<b>127</b>	<b>100</b>	<b>0</b>



**SPECIAL BUSINESS:**

Item No. 4. Re-appointment of Sh. Adesh Kumar Gupta (DIN: 00143192) as CEO & Executive Director of the Company and fixing his remuneration

Resolution Required: Ordinary/Special		Special 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	$(3) = \frac{(2)/(1)}{100}$	4	5	$(6) = \frac{(4)/(2)}{100}$	$(7) = \frac{(5)/(2)}{100}$			
Promoter and P-omoter Group	Remote E-Voting		8442097	83.55	8442097	0	100	0			
	E-voting at AGM	10104655	533640	5.28	533640	0	100	0			
	<b>Total</b>		<b>8975737</b>	<b>88.83</b>	<b>8975737</b>	<b>0</b>	<b>100</b>	<b>0</b>			
Public – Institutions	Remote E-Voting		0	0.00	0	0	0	0			
	E-voting at AGM	5376	0	0.00	0	0	0	0			
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>			
Public-Non Institutions	Remote E-Voting		2457	0.04	2336	121	95	5			
	E-voting at AGM	6929969	0	0.00	0	0	0	0			
	<b>Total</b>		<b>2457</b>	<b>0.04</b>	<b>2336</b>	<b>121</b>	<b>95</b>	<b>5</b>			
<b>Total</b>		<b>17040000</b>	<b>8978194</b>	<b>52.69</b>	<b>8978073</b>	<b>121</b>	<b>100</b>	<b>0</b>			

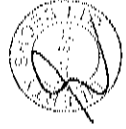


**Item No. 5- Re-appointment of Sh. Shammi Bansal (DIN: 00138792) as Executive Director of the Company and fixing his remuneration**

Resolution Required: Ordinary/Special		Special 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 (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	(3) = [(2)/(1)]*100	4	5	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100			
Promoter and Promoter Group	Remote E-Voting		8442097	83.55	8442097	0	100	0			
	E-voting at AGM	10104655	533640	5.28	533640	0	100	0			
	<b>Total</b>		<b>8975737</b>	<b>88.83</b>	<b>8975737</b>	<b>0</b>	<b>100</b>	<b>0</b>			
Public -- Institutions	Remote E-Voting		0	0.00	0	0	0	0			
	E-voting at AGM	5376	0	0.00	0	0	0	0			
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>			
Public-Non Institutions	Remote E-Voting		2457	0.04	2336	121	95	5			
	E-voting at AGM	6929969	0	0.00	0	0	0	0			
	<b>Total</b>		<b>2457</b>	<b>0.04</b>	<b>2336</b>	<b>121</b>	<b>95</b>	<b>5</b>			
<b>Total</b>		<b>17040000</b>	<b>8978194</b>	<b>52.69</b>	<b>8978073</b>	<b>121</b>	<b>100</b>	<b>0</b>			



Item No. 6- Re-appointment of Sh. Sunil Bansal (DIN: 00142121) as Executive Director of the Company and fixing his remuneration									
Resolution Required: Ordinary/Special					Special 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 (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	(3) = [(2)/(1)]*100	4	5	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100	
Promoter and Promoter Group	Remote E-Voting		8442097	83.55	8442097	0	100	0	
	E-voting at AGM	10104655	533640	5.28	533640	0	100	0	
	<b>Total</b>		<b>8975737</b>	<b>88.83</b>	<b>8975737</b>	<b>0</b>	<b>100</b>	<b>0</b>	
Public – Institutions	Remote E-Voting		0	0.00	0	0	0	0	
	E-voting at AGM	5376	0	0.00	0	0	0	0	
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
Public -Non Institutions	Remote E-Voting		2463	0.04	2342	121	95	5	
	E-voting at AGM	6929969	0	0.00	0	0	0	0	
	<b>Total</b>		<b>2463</b>	<b>0.04</b>	<b>2342</b>	<b>121</b>	<b>95</b>	<b>5</b>	
<b>Total</b>		<b>17040000</b>	<b>8978200</b>	<b>52.69</b>	<b>8978079</b>	<b>121</b>	<b>100</b>	<b>0</b>	

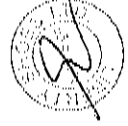




Item No. 7- Re-appointment of Sh. Adish Kumar Gupta (DIN: 00137612) as Executive Director of the Company and fixing his remuneration									
Resolution Required: Ordinary/Special					Special Resolution				
Whether promoter/promoter group are interested in the agenda/resolution									
Yes									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares (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	(3) = [(2)/(1)]*100	4	5	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100	
Promoter and Promoter Group	Remote E-Voting		8442097	83.55	8442097	0	100	0	
	E-voting at AGM	10104655	533640	5.28	533640	0	100	0	
	<b>Total</b>		<b>8975737</b>	<b>88.83</b>	<b>8975737</b>	<b>0</b>	<b>100</b>	<b>0</b>	
Public – Institutions	Remote E-Voting		0	0.00	0	0	0	0	
	E-voting at AGM	5376	0	0.00	0	0	0	0	
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
Public -Non Institutions	Remote E-Voting		2463	0.04	2336	127	95	5	
	E-voting at AGM	6929969	0	0.00	0	0	0	0	
	<b>Total</b>		<b>2463</b>	<b>0.04</b>	<b>2336</b>	<b>127</b>	<b>95</b>	<b>5</b>	
<b>Total</b>		<b>17040000</b>	<b>8978200</b>	<b>52.69</b>	<b>8978073</b>	<b>127</b>	<b>100</b>	<b>0</b>	



Item No. 8- Re-appointment of Sh. Ashok Kumar (DIN: 06883514) as Executive Director of the Company and fixing his remuneration									
Resolution Required: Ordinary/Special					Special 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) = $\frac{(2)}{(1)} \times 100$	No. of Votes- in favor	No. of Votes against	% of Votes in favour on votes polled $= \frac{(4)}{(2)} \times 100$	% of Votes against on votes polled $= \frac{(5)}{(2)} \times 100$	
		1	2		4	5	(6) $= \frac{(4)}{(2)} \times 100$	(7) $= \frac{(5)}{(2)} \times 100$	
Promoter and Promoter Group	Remote E-Voting		8442097	83.55	8442097	0	100	0	
	E-voting at AGM	10104655	533640	5.28	533640	0	100	0	
	<b>Total</b>		<b>8975737</b>	<b>88.83</b>	<b>8975737</b>	<b>0</b>	<b>100</b>	<b>0</b>	
Public – Institutions	Remote E-Voting		0	0.00	0	0	0	0	
	E-voting at AGM	5376	0	0.00	0	0	0	0	
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
Public -Non Institutions	Remote E-Voting		2463	0.04	2336	127	95	5	
	E-voting at AGM	6929969	0	0.00	0	0	0	0	
	<b>Total</b>		<b>2463</b>	<b>0.04</b>	<b>2336</b>	<b>127</b>	<b>95</b>	<b>5</b>	
<b>Total</b>		<b>17040000</b>	<b>8978200</b>	<b>52.69</b>	<b>8978073</b>	<b>127</b>	<b>100</b>	<b>0</b>	



Item No. 9- Appointment of Sh. Sanjay Bhatia (DIN: 0080533) 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 $=(3)/[(2)/(1)]*100$	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)
	Remote E-Voting		8442097	83.55	8442097	0	100	0
Promoter and Promoter Group	E-voting at AGM	10104655	533640	5.28	533640	0	100	0
	<b>Total</b>		<b>8975737</b>	<b>88.83</b>	<b>8975737</b>	<b>0</b>	<b>100</b>	<b>0</b>
	Remote E-Voting		0	0.00	0	0	0	0
Public – Institutions	E-voting at AGM	5376	0	0.00	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Remote E-Voting		2463	0.04	2336	127	95	5
Public -Non Institutions	E-voting at AGM	6929969	0	0.00	0	0	0	0
	<b>Total</b>		<b>2463</b>	<b>0.04</b>	<b>2336</b>	<b>127</b>	<b>95</b>	<b>5</b>
<b>Total</b>		<b>17040000</b>	<b>8978200</b>	<b>52.69</b>	<b>8978073</b>	<b>127</b>	<b>100</b>	<b>0</b>



Item No. 10- Appointment of Dr. Sujata (DIN: 09289128) 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) = [(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	(3) = [(2)/(1)]*100	4	5	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting		8442097	83.55	8442097	0	100	0
	E-voting at AGM	10104655	533640	5.28	533640	0	100	0
	<b>Total</b>		<b>8975737</b>	<b>88.83</b>	<b>8975737</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public – Institutions	Remote E-Voting		0	0.00	0	0	0	0
	E-voting at AGM	5376	0	0.00	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public -Non Institutions	Remote E-Voting		2463	0.04	2336	127	95	5
	E-voting at AGM	6929969	0	0.00	0	0	0	0
	<b>Total</b>		<b>2463</b>	<b>0.04</b>	<b>2336</b>	<b>127</b>	<b>95</b>	<b>5</b>
<b>Total</b>		<b>17040000</b>	<b>8978200</b>	<b>52.69</b>	<b>8978073</b>	<b>127</b>	<b>100</b>	<b>0</b>

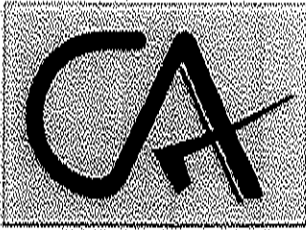


Item No. 11- Appointment of Smt. Nidhi Lal (DIN: 01363845) as Independent Director of the Company									
Resolution Required: Ordinary/Special					Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution									
No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	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) = $\frac{[(2)/(1)] * 100}{100}$	4	5	(6) = $\frac{[(4)/(2)] * 100}{100}$	(7) = $\frac{[(5)/(2)] * 100}{100}$	
Promoter and Promoter Group	Remote E-Voting		8442097	83.55	8442097	0	100	0	
	E-voting at AGM	10104655	533640	5.28	533640	0	100	0	
	<b>Total</b>		<b>8975737</b>	<b>88.83</b>	<b>8975737</b>	<b>0</b>	<b>100</b>	<b>0</b>	
Public – Institutions	Remote E-Voting		0	0.00	0	0	0	0	
	E-voting at AGM	5376	0	0.00	0	0	0	0	
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
Public -Non Institutions	Remote E-Voting		2463	0.04	2336	127	95	5	
	E-voting at AGM	6929969	0	0.00	0	0	0	0	
	<b>Total</b>		<b>2463</b>	<b>0.04</b>	<b>2336</b>	<b>127</b>	<b>95</b>	<b>5</b>	
<b>Total</b>		<b>17040000</b>	<b>8978200</b>	<b>52.69</b>	<b>8978073</b>	<b>127</b>	<b>100</b>	<b>0</b>	

Note: Rounded -Off wherever required for all Agenda items.

All the resolutions, as set out in the 35th AGM Notice dated 11th August, 2021, 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 35TH ANNUAL GENERAL MEETING OF LIBERTY SHOES LIMITED HELD ON TUESDAY 28TH SEPTEMBER, 2021 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

28th September, 2021

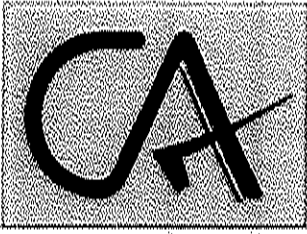
To  
The Chairman  
Liberty Shoes Ltd.  
Libertypuram, 13th Milestone, G.T Kamal Road, Kutail, P.O Bastara,  
Distt. Kamal-132114  
Haryana

### Sub: SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING AT THE 35TH ANNUAL GENERAL MEETING OF THE COMPANY

I, Suresh Gupta, Proprietor of M/s Suresh 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 11th August, 2021 for the purpose of scrutinizing remote E-voting and E-voting at the 35th AGM on the below mentioned resolutions(s), for 35th Annual General Meeting (AGM) of Liberty Shoes Ltd. ("the Company"), held on Tuesday, 28th September, 2021 at 11:00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) and concluded at 11:37 a.m., 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 11th August, 2021 convening the 35th AGM of the Company through VC/OAVM held on 28th September, 2021 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. The intimation for dispatch of Notice





# SUKESH GUPTA & CO.

CHARTERED ACCOUNTANTS

along with Annual Report etc. to the Shareholders were also given by way of pre and post Advertisement(s) which were published in Newspapers Jansata (Hindi Newspaper) and Financial Express (English Newspaper) in compliance with MCA Circulars.

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 35th 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 Saturday, September 25, 2021 at 9:00 a.m., and ended on Monday, September 27, 2021 at 5:00 p.m. and remote e-voting facility provided by Link Intime India Private Limited was disabled thereafter.

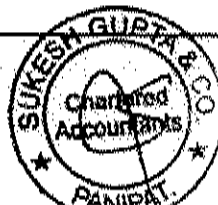
**(b) E-voting at the Meeting:** The facility was made available for those members who participated in the Meeting and had not cast their votes through remote e-voting for a duration of 30 Minutes post completion of proceedings of the Meeting. The e-voting at the said AGM concluded at 12:07 p.m.

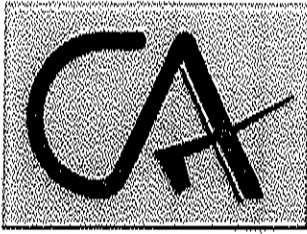
3. After the closure of e-voting at the AGM, I have unblocked the electronic votes received from Shareholders through both the facilities (Remote E-voting and E-voting at AGM) in the presence of two witnesses who are not in the employment of the Company. I have scrutinized the votes casted through both 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 each of the resolution put to vote, were downloaded 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 is given in the Annexure -A as attached herewith.

6. This report has been issued at the request of company for (i) submission to stock exchange(s), (ii) placing on the websites of the company and website of RTA. This report is not to be used for any other purpose or to be distributed by the company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.





# SUKESH GUPTA & CO.


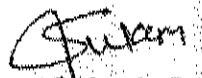
CHARTERED ACCOUNTANTS

## Recommendation:

Based on the foregoing, the above Resolution Nos. 1 to 11 of 35th Annual General Meeting held on 28th September, 2021 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.  
Chartered Accountants



**Sukesh Gupta**

Proprietor

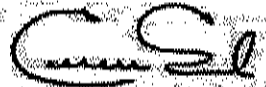
Membership No. 514675

[Scrutinizer for Remote E-Voting  
And E-voting at AGM Process]

UDIN: 21514675AAAACT3847

Date: 28th September, 2021

Place: Panipat, Haryana



**Adesh Kumar Gupta**

Chairman of the Meeting



**VOTING RESULTS**

<b>Date of the AGM:</b>	Tuesday, 28th September, 2021
<b>Total number of shareholders on record date: (i.e. 21st September, 2021 cut-off date for Voting purpose</b>	28814
<b>No. of shareholders present in the meeting either in person or through Authorised Representative or through proxy:</b>	N.A.
<b>Promoters and Promoter Group:</b>	N.A.
<b>Public:</b>	N.A.
<b>No of Shareholders attended the meeting through Video Conferencing:</b>	
<b>Promoters and Promoter Group:</b>	16
<b>Public:</b>	20

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, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

Resolution Required: Ordinary/Special

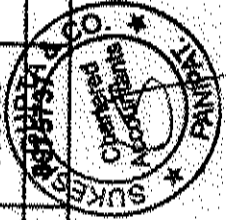
Ordinary Resolution

Whether promoter/promoter group are interested in

No

the agenda/resolution

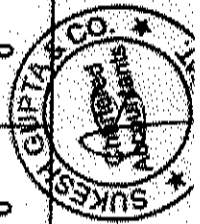
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes- in favor	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3) = [(2)/(1)] * 100	4	5	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter and Promoter Group	Remote E-Voting		8442097	83.55	8442097	0	100	0
	E-voting at AGM	10104655	533640	5.28	533640	0	100	0
	<b>Total</b>		8975737	88.83	8975737	0	100	0



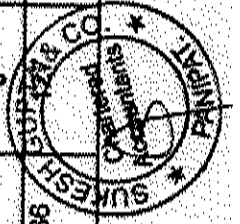
Public -- Institutions	Remote E-Voting	0	0.00	0	0	0	0	0
	E-voting at AGM	5376	0.00	0	0	0	0	0
	Total	0	0.00	0	0	0	0	0
Public -Non Institutions	Remote E-Voting	2458	0.04	2437	21	99	1	
	E-voting at AGM	6929969	0.00	0	0	0	0	0
	Total	2458	0.04	2437	21	99	1	
Total		8978195	52.69	8978174	21	100	0	

**Item No. 2- Appointment of Director**  
 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/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	Remote E-Voting	1	2	(3) = [(2)/(1)] * 100	4	5	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
	E-voting at AGM	10104655	8442097	83.55	8442097	0	100	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	5376	0	0.00	0	0	0	0



		Total	0	0.00	0	0	0	0	0
Public -Non Institutions	Remote E-Voting	2462	2341	0.04	2341	121	95	5	5
	E-voting at AGM	6929969	0	0.00	0	0	0	0	0
<b>Total</b>		<b>8978199</b>	<b>2341</b>	<b>0.04</b>	<b>2341</b>	<b>121</b>	<b>95</b>	<b>5</b>	<b>5</b>
<b>Total</b>		<b>17040000</b>	<b>8978078</b>	<b>52.69</b>	<b>8978078</b>	<b>121</b>	<b>100</b>	<b>0</b>	<b>0</b>
<b>Item No. 3- Appointment of Director</b>									
<b>To appoint a Director in place of Sh. Ashok Kumar (DIN-06883514), who retires by rotation and being eligible, offers himself for re-appointment</b>									
<b>Resolution Required: Ordinary/Special</b>									
<b>Ordinary Resolution</b>									
<b>Whether promoter/promoter group are interested in the agenda/resolution</b>									
<b>No</b>									
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	Remote E-Voting		8442097	83.55	8442097	0	100	0	
	E-voting at AGM	10104655	533640	5.28	533640	0	100	0	
	<b>Total</b>		<b>8975737</b>	<b>88.83</b>	<b>8975737</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public - Institutions	Remote E-Voting		0	0.00	0	0	0	0	
	E-voting at AGM	5376	0	0.00	0	0	0	0	
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Remote E-Voting		2463	0.04	2336	0	95	5	



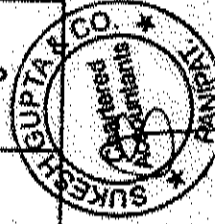
Public -Non Institutions	E-voting at AGM	6929969	0	0.00	0	0	0	0	0
	Total		2463	0.04	2336	127	95	5	
Total		17040000	8978200	52.69	8978073	127	100	0	

**SPECIAL BUSINESS:**

Item No. 4. Re-appointment of Sh. Adesh Kumar Gupta (DIN: 00143192) as CEO & Executive Director of the Company and fixing his remuneration

Resolution Required: Ordinary/Special	Special Resolution
Whether promoter/promoter group are interested in the agenda/resolution	Yes

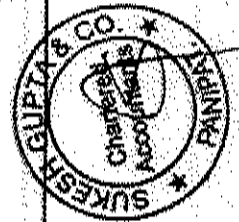
Category	Mode of Voting	No. of shares held	No. of votes polled	%of votes Polled on outstanding shares	No. of Votes- in favor	No. of Votes against	%of Votes in favour on votes polled	%of Votes against on votes polled
Promoter and Promoter Group	Remote E-Voting		8442097	83.55	8442097	0	100	0
	E-voting at AGM	10104655	533640	5.28	533640	0	100	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	5376	0	0.00	0	0	0	0
	Total		0	0.00	0	0	0	0
	Remote E-Voting		2457	0.04	2336	121	95	5
Public -Non Institutions	E-voting at AGM	6929969	0	0.00	0	0	0	0



Total		2457	0.04	2336	121	95	5
Total		8978194	52.69	8978073	121	100	0
Item No. 5- Re-appointment of Sh. Shammi Bansal (DIN: 00138792) as Executive Director of the Company and fixing his remuneration							
Resolution Required: Ordinary/Special Special 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 against on votes polled
Promoter and Promoter Group	Remote E-Voting		8442097	83.55	8442097	0	0
	E-voting at AGM	10104655	533640	5.28	533640	0	0
	Total		8975737	88.83	8975737	0	0
Public - Institutions	Remote E-Voting		0	0.00	0	0	0
	E-voting at AGM	5376	0	0.00	0	0	0
	Total		0	0.00	0	0	0
Public - Non Institutions	Remote E-Voting		2457	0.04	2336	121	95
	E-voting at AGM	8929969	0	0.00	0	0	0
	Total		2457	0.04	2336	121	95
Total		17040000	8978194	52.69	8978073	121	100
Item No. 6- Re-appointment of Sh. Sunil Bansal (DIN: 00142121) as Executive Director of the Company and fixing his remuneration							
Resolution Required: Ordinary/Special Special 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 (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) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100			
Promoter and Promoter Group	Remote E-Voting		8442097	83.55	8442097	0	100	0			
	E-voting at AGM	10104655	533640	5.28	533640	0	100	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	5376	0	0.00	0	0	0	0			
	Total		0	0.00	0	0	0	0			
Public - Non Institutions	Remote E-Voting		2463	0.04	2342	121	95	5			
	E-voting at AGM	6929969	0	0.00	0	0	0	0			
	Total		2463	0.04	2342	121	95	5			
Total		17040000	8978200	52.69	8978079	121	100	0			
Item No. 7- Re-appointment of Sh. Adish Kumar Gupta (DIN: 00137612) as Executive Director of the Company and fixing his remuneration											
Resolution Required: Ordinary/Special											
Special Resolution											
Whether promoter/promoter group are interested in the agenda/resolution		Yes									

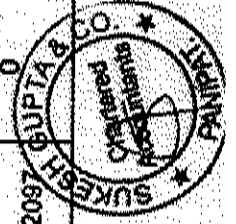


Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares $(3) = \frac{(2)/(1)}{100}$	No. of Votes- in favor	No. of Votes against	% of Votes in favour on votes polled $= \frac{(4)/(2)}{100}$	% of Votes against on votes polled $= \frac{(5)/(2)}{100}$
		1	2		4	5	$\frac{(6)}{100}$	$\frac{(7)}{100}$
Promoter and Promoter Group	Remote E-Voting		8442097	83.55	8442097	0	100	0
	E-voting at AGM	10104655	533640	5.28	533640	0	100	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	5376	0	0.00	0	0	0	0
	Total		0	0.00	0	0	0	0
Public - Non institutions	Remote E-Voting		2463	0.04	2336	127	85	5
	E-voting at AGM	6929969	0	0.00	0	0	0	0
	Total		2463	0.04	2336	127	95	5
Total		17040000	8978200	52.69	8978073	127	100	0
Item No. 8- Re-appointment of Sh. Ashok Kumar (DIN: 06883514) as Executive Director of the Company and fixing his remuneration								
Resolution Required: Ordinary/Special								
Whether promoter/promoter group are interested in the agenda/resolution								
Special Resolution								
No								
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	8442097	83.55	8442097	0	100	0
	E-voting at AGM	533640	5.28	533640	0	100	0
	<b>Total</b>	<b>8975737</b>	<b>88.83</b>	<b>8975737</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	Remote E-Voting	0	0.00	0	0	0	0
	E-voting at AGM	0	0.00	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	Remote E-Voting	2463	0.04	2336	127	95	5
	E-voting at AGM	0	0.00	0	0	0	0
	<b>Total</b>	<b>2463</b>	<b>0.04</b>	<b>2336</b>	<b>127</b>	<b>95</b>	<b>5</b>
<b>Total</b>	<b>17040000</b>	<b>8978200</b>	<b>52.69</b>	<b>8978073</b>	<b>127</b>	<b>100</b>	<b>0</b>
Item No. 9- Appointment of Sh. Sanjay Bhatia (DIN: 0080533) as Independent Director of the Company							
Resolution Required: Ordinary/Special							
Whether promoter/promoter group are interested in the agenda/resolution							
No							
Ordinary Resolution							
Category	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
Remote E-Voting	1	2	(3) = [(2)/(1)] * 100	4	5	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Remote E-Voting		8442097	83.55	8442097	0	100	0





Promoter and Promoter Group	E-voting at AGM	10104655	533640	5.28	533640	0	100	0
	Total		8975737	88.83	8975737	0	100	0
	Remote E-Voting		0	0.00	0	0	0	0
Public - Institutions	E-voting at AGM	5376	0	0.00	0	0	0	0
	Total		0	0.00	0	0	0	0
	Remote E-Voting		2463	0.04	2336	127	95	5
Public - Non Institutions	E-voting at AGM	6929969	0	0.00	0	0	0	0
	Total		2463	0.04	2336	127	95	5
	Total	17040000	8978200	52.69	8978073	127	100	0

Item No. 10- Appointment of Dr. Sujata (DIN: 09289128) as Independent Director of the Company

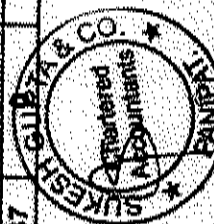
Resolution Required: Ordinary/Special

Ordinary Resolution

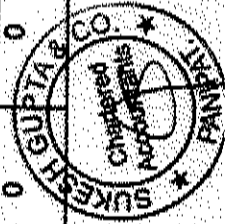
Whether promoter/promoter group are interested in the agenda/resolution

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares (3) = [(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
			2	(3) = [(2)/(1)] * 100	4	5	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter and Promoter Group	Remote E-Voting		8442097	83.55	8442097	0	100	0
	E-voting at AGM	10104655	533640	5.28	533640	0	100	0
	Total		8975737	88.83	8975737	0	100	0



Public – Institutions	Remote E-Voting	0	0.00	0	0	0	0	0
	E-voting at AGM	5376	0.00	0	0	0	0	0
	Total	0	0.00	0	0	0	0	0
Public -Non Institutions	Remote E-Voting	2463	0.04	2336	127	95	5	0
	E-voting at AGM	0	0.00	0	0	0	0	0
	Total	2463	0.04	2336	127	95	5	0
<b>Total</b>		<b>17040000</b>	<b>52.69</b>	<b>8978073</b>	<b>127</b>	<b>100</b>	<b>0</b>	<b>0</b>
Item No. 11- Appointment of Smt. Nidhi Lal (DIN: 01363845) as Independent Director of the Company								
Resolution Required: Ordinary/Special								
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) $=[\frac{(2)}{(1)}] \times 100$	No. of Votes- in favor	No. of Votes against	%of Votes in favour on votes polled $=[\frac{(4)}{(2)}] \times 100$	%of Votes against on votes polled $=[\frac{(5)}{(2)}] \times 100$
Promoter and Promoter Group	Remote E-Voting		8442097	83.55	8442097	0	100	0
	E-voting at AGM	10104655	533640	5.28	533640	0	100	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	5376	0	0.00	0	0	0	0



	Total	0	0.00	0	0	0	0	0	0
Public - Non Institutions	6929969	2463	0.04	2336	127	95	5	0	0
		0	0.00	0	0	0	0	0	0
<b>Total</b>	<b>17040000</b>	<b>2463</b>	<b>0.04</b>	<b>2336</b>	<b>127</b>	<b>95</b>	<b>5</b>	<b>0</b>	<b>0</b>
		<b>8978200</b>	<b>52.69</b>	<b>8978073</b>	<b>127</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

Note: Rounded -Off wherever required for all Agenda items.

All the resolutions, as set out in the 35th AGM Notice dated 11th August, 2021, were passed by the Members by requisite majority.

