

## Declaration of Voting Results of the 36th Annual General Meeting of Liberty Shoes Ltd.

The 36th Annual General Meeting of the Company was held on Friday, September 30, 2022 from 11.00 a.m. to 12:20 p.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 36th AGM to the Members whereby they could exercise their right to vote, on the resolutions passed at 36th AGM, by electronic means.

The remote e-voting had commenced on Tuesday, September 27, 2022 at 9:00 a.m., and ended on Thursday, September 29, 2022 at 5:00 p.m. and the e-voting at the said AGM concluded at 12:35 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 Friday, September 30, 2022. Consolidated Results of remote e-voting and e-voting at the said AGM as per the Scrutinizers' Report dated September 30, 2022 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, 2022  
Place: Libertypuram, Haryana

For Liberty Shoes Ltd.



Adesh Kumar Gupta  
Chairman of the Meeting

### Liberty Shoes Limited

#### Corporate Office:

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

#### Registered Office:

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



# SUKESH GUPTA & CO.

CHARTERED ACCOUNTANTS

## SCRUTINIZERS' REPORT ON REMOTE E-VOTING, AND E-VOTING AT THE AGM PROCESS FOR 36TH ANNUAL GENERAL MEETING OF LIBERTY SHOES LIMITED HELD ON FRIDAY 30TH SEPTEMBER, 2022 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, 2022

To

The Chairman

Liberty Shoes Ltd.

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

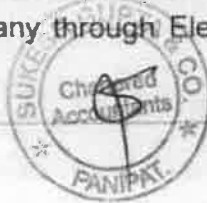
Distt.Karnal-132114

Haryana

**Sub: SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING AT THE 36TH 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 6th September, 2022 for the purpose of scrutinizing remote E-voting and E-voting at the 36th AGM on the below mentioned resolutions(s), for 36th Annual General Meeting (AGM) of Liberty Shoes Ltd. ("the Company"), held on Friday, 30th September, 2022 at 11:00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) and concluded at 12:20 p.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 6th September, 2022 convening the 36th AGM of the Company through VC/OAVM held on 30th September, 2022 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





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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 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 36th 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 Tuesday, September 27, 2022 at 9:00 a.m., and ended on Thursday, September 29, 2022 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 12:20 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.

**Recommendation:**

Based on the foregoing, the above Resolution Nos. 1 to 5 of 36th Annual General Meeting held on Friday, 30th September, 2022 through Video Conferencing (VC)/





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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]

**Adesh Kumar Gupta**  
Chairman of the Meeting

UDIN: 22514675AXPMHI2854  
Date: 30th September, 2022  
Place: Panipat, Haryana

**VOTING RESULTS**

<b>Date of the AGM:</b>	Friday, 30th September, 2022
<b>Total number of shareholders on record date: (i.e. 23rd September, 2022 cut-off date for Voting purpose</b>	26371
<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>	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, 2022 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	[(4)/(2)] * 100	[(5)/(2)] * 100			
Promoter and Promoter Group	Remote E-Voting		7367097	73	7367097	0	100	0			
	E-voting at AGM	10118900	0	0	0	0	0	0			
	<b>Total</b>		<b>7367097</b>	<b>73</b>	<b>7367097</b>	<b>0</b>	<b>100</b>	<b>0</b>			
Public – Institutions	Remote E-Voting		0	0	0	0	0	0			
	E-voting at AGM	194449	0	0	0	0	0	0			
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>			
Public -Non Institutions	Remote E-Voting		10595	0	10554	41	100	0			
	E-voting at AGM	6726651	0	0	0	0	0	0			
	<b>Total</b>		<b>10595</b>	<b>0</b>	<b>10554</b>	<b>41</b>	<b>100</b>	<b>0</b>			
<b>Total</b>		<b>17040000</b>	<b>7377692</b>	<b>43</b>	<b>10564</b>	<b>41</b>	<b>100</b>	<b>0</b>			
			<b>7377692</b>	<b>43</b>	<b>10564</b>	<b>41</b>	<b>100</b>	<b>0</b>			



Item No. 2- Appointment of Director										
To appoint a Director in place of Sh. Shammi Bansal (DIN-00138792), who retires by rotation and being eligible, offers himself for re-appointment										
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	$(3) = \frac{(2)}{(1)} \times 100$	4	5	$=\frac{(4)}{(2)} \times 100$	$=\frac{(5)}{(2)} \times 100$	(7)	
Promoter and Promoter Group	Remote E-Voting		7367097	73	7367097	0	100		0	
	E-voting at AGM	10118900	0	0	0	0	0	0	0	
	<b>Total</b>		<b>7367097</b>	<b>73</b>	<b>7367097</b>	<b>0</b>	<b>100</b>		<b>0</b>	
Public - Institutions	Remote E-Voting		0	0	0	0	0		0	
	E-voting at AGM	194449	0	0	0	0	0	0	0	
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		<b>0</b>	
Public -Non Institutions	Remote E-Voting		10595	0	10448	147	99		1	
	E-voting at AGM	6726651	0	0	0	0	0	0	0	
	<b>Total</b>		<b>10595</b>	<b>0</b>	<b>10448</b>	<b>147</b>	<b>99</b>		<b>1</b>	
<b>Total</b>		<b>17040000</b>	<b>7377692</b>	<b>43</b>	<b>7377545</b>	<b>147</b>	<b>100</b>		<b>0</b>	



Item No. 3- Appointment of Director To appoint a Director in place of Sh. Sunil Bansal (DIN-00142121), who retires by rotation and being eligible, offers himself for re- appointment									
Resolution Required: Ordinary/Special					Ordinary Resolution				
Whether promoter/promoter group are interested in 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	[(4)/(2)] * 100	[(5)/(2)] * 100	(7)
Promoter and Promoter Group	Remote E-Voting		7367097	73	7367097	0	100		0
	E-voting at AGM	10118900	0	0	0	0	0	0	0
	<b>Total</b>		<b>7367097</b>	<b>73</b>	<b>7367097</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Institutions	Remote E-Voting		0	0	0	0	0	0	0
	E-voting at AGM	194449	0	0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	Remote E-Voting		10595	0	10448	147	99	1	
	E-voting at AGM	6726651	0	0	0	0	0	0	0
	<b>Total</b>		<b>10595</b>	<b>0</b>	<b>10448</b>	<b>147</b>	<b>99</b>	<b>1</b>	<b>0</b>
<b>Total</b>		<b>17040000</b>	<b>7377692</b>	<b>43</b>	<b>7377692</b>	<b>147</b>	<b>100</b>	<b>0</b>	<b>0</b>





**SPECIAL BUSINESS:**

**Item No. 4. Appointment of Statutory Auditors 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) = $\frac{[(2)/(1)]}{100}$	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 = $\frac{[(5)/(2)]}{100}$	(7)		
		1	2		4	5	(6)	(7)			
Promoter and Promoter Group	Remote E-Voting		7367097	73	7367097	0	100	0			
	E-voting at AGM	10118900	0	0	0	0	0	0			
	<b>Total</b>		<b>7367097</b>	<b>73</b>	<b>7367097</b>	<b>0</b>	<b>100</b>	<b>0</b>			
Public – Institutions	Remote E-Voting		0	0	0	0	0	0			
	E-voting at AGM	194449	0	0	0	0	0	0			
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>			
	Remote E-Voting		10595	0	10548	47	100	0			
Public -Non Institutions	E-voting at AGM	6728651	0	0	0	0	0	0			
	<b>Total</b>	<b>17040000</b>	<b>10595</b>	<b>0</b>	<b>7377692</b>	<b>47</b>	<b>100</b>	<b>0</b>			
<b>Total</b>			<b>7377692</b>	<b>43</b>		<b>47</b>	<b>100</b>	<b>0</b>			



Item No. 5- Appointment of Sh. Gautam Baid (DIN: 00021400) as an Independent Director of the Company										
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) = $\frac{(2)/(1)}{100}$	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 $= \frac{(7)}{(5)/(2)} \cdot 100$		
		1	2		4	5	(6)	(7)		
Promoter and Promoter Group	Remote E-Voting		7367097	73	7367097	0	100	0		
	E-voting at AGM	10118900	0	0	0	0	0	0		
	<b>Total</b>		<b>7367097</b>	<b>73</b>	<b>7367097</b>	<b>0</b>	<b>100</b>	<b>0</b>		
Public - Institutions	Remote E-Voting		0	0	0	0	0	0		
	E-voting at AGM	194449	0	0	0	0	0	0		
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		
Public - Non Institutions	Remote E-Voting		10595	0	10548	47	100	0		
	E-voting at AGM	6726651	0	0	0	0	0	0		
	<b>Total</b>		<b>10595</b>	<b>0</b>	<b>10548</b>	<b>47</b>	<b>100</b>	<b>0</b>		
<b>Total</b>		<b>17040000</b>	<b>7377692</b>	<b>43</b>	<b>7377645</b>	<b>47</b>	<b>100</b>	<b>0</b>		

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

All the resolutions, as set out in the 36th AGM Notice dated 6th September, 2022, were passed by the Members by requisite majority.

