



30th May, 2019

The Manager Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1, Bandra - Kurla Complex, Bandra (East), Mumbai - 400051 Tel. No.: 022-26598100`14 Fax No.: 022-26598273-38 Scrip Code: LIBERTSHOE ISIN No. : INE 557B01019	The Manager Listing Department Bombay Stock Exchange Ltd. Phiroza Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Tel: 022 – 22722375, 2066 Fax : 022 – 22722037, 39, 41,61 Scrip Code: 526596 ISIN No. : INE 557B01019
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Sub: Compliance under SEBI (Listing and Disclosure Requirements) Regulations 2015

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,

Please find enclosed herewith Annual Secretarial Compliance Report dated 24th May, 2019 issued by M/s Sanjay Grover & Associates, Practicing Company Secretary, New Delhi for the Financial Year ended on March 31, 2019 as per Regulation 24A read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to 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 Limited,

Corporate Office : Ground Floor, Building No-8, Tower-A, DLF Cyber City, Phase-II, Gurugram-122002, Haryana, India
Ph.: +91-124-4616200, 3856200, Fax: +91-124-4616222. Email: 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
CIN No. L19201HR1986PLC033185

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST.Floor, Defence Colony, New Delhi - 110 024

Tel. : (011) 4679 0000, Fax : (011) 4679 0012

e-mail : contact@cssanjaygrover.in

website : www.cssanjaygrover.in

Secretarial Compliance Report of Liberty Shoes Limited for the year ended 31 March, 2019

I, Sanjay Grover, Managing Partner of Sanjay Grover & Associates have examined:

- (a) all the documents and records made available to me and explanation provided by Liberty Shoes Limited ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31 March, 2019** ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations);
- (b) *Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) *Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) *Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) *Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

*No event took place under these regulations during the review period.



and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1A) of SEBI LODR Regulations	The Company has not passed special resolution for continuance of directorship of Mr. Raghubar Dayal, Independent Director of the Company who has attained the age of 75 years as on 31.03.2019.	Regulation 17(1A) of SEBI LODR Regulations states that - No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.
2.	Regulation 7(2)(b) of SEBI Insider Trading Regulations, 2015	One of the Shareholders who belongs to the Promoters Group of the Company sold 19,656 and 21,413 equity shares of the Company on 29.08.2018 and 30.08.2018 respectively and Form(s) C were received by the Company on 29.08.2018 & 30.08.2018 respectively. However, the Company intimated the receipt of Form(s) C to the stock exchanges on 30.11.2018 which is beyond the 2 working days as prescribed under Regulation 7(2)(b) of SEBI Insider Trading Regulations, 2015.	The Company vide its letter dated 30.11.2018 intimated to the stock exchanges the reasons for delay in reporting of Form(s) C to the stock exchanges and thereafter, no further clarification was sought by stock exchanges in this regard.



3.	Regulation 9 of SEBI Insider Trading Regulations, 2015 (PIT Regulations)	Two Shareholders who belong to the Promoters group of the Company sold equity shares of the Company in open market without seeking pre-clearance(s) as required under the Company's Code for prevention of Insider Trading for certain transactions entered into Quarter ended June 30, 2018 and Quarter ended September 30, 2018 having value exceeding the limit prescribed under PIT Regulations.	During these trading transactions, window was not closed. However, no pre-clearance(s) was obtained from compliance officer of the Company and the said shareholders were served warning letter by the Compliance Officer of the Company. It is further informed that aforesaid fact of service of warning letter(s) was also disclosed by the Company in its Annual Report for the financial year ended March 31, 2018.
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	None			



SANJAY GROVER & ASSOCIATES

- d) The listed entity has taken the following actions to comply with the observations made in previous reports: **This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in previous reports is not applicable.**



New Delhi
May 24, 2019

For Sanjay Grover & Associates
Company Secretaries
Firm Registration No.: P2001DE052900

A handwritten signature in black ink, appearing to read "Sanjay Grover".

Sanjay Grover
Managing Partner
CP No.: 3850, M. No. 4223