

30th September, 2023

<p>The Manager Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1, Bandra - Kurla Complex, Bandra (E) Mumbai - 400051 Tel. No.: 022-26598100`14 Fax No.: 022-26598273-38</p> <p>Scrip Code: LIBERTSHOE ISIN No. : INE 557B01019</p>	<p>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</p> <p>Scrip Code: 526596 ISIN No. : INE 557B01019</p>
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Sub: Summary of proceedings of 37th Annual General Meeting ('AGM')

Reg: Compliance with the provisions of Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Compliance Officer: CS 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

Dear Sir/Madam

With reference to the above subject, we would like to inform you that the 37th Annual General Meeting of the Company was convened on Saturday, 30th September, 2023 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

In this regard, please find enclosed herewith the summary of proceedings as required under Regulation 30, Part A of Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The above AGM concluded at 11:40 A.M. on the same date.

Please take the above information on your records and acknowledge the receipt of the same.

Thanking you

Sincerely yours

For Liberty Shoes Ltd.



CS Munish Kakra

CFO & Company Secretary

Encl: a/a

Summary of proceedings of 37th Annual General Meeting

The 37th Annual General meeting (AGM) of the Members of Liberty Shoes Limited ("the Company") was convened on Saturday, 30th September, 2023 at 11.00 a.m. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") and concluded at 11:40 a.m.

Directors Present in the Meeting:

1. Sh. Shammi Bansal, Executive Director & Chairman of the Meeting
2. Sh. Sunil Bansal, Executive Director
3. Sh. Ashok Kumar, Executive Director
4. Sh. Aditya Khemka, Independent Director & Chairman of the Audit, Nomination and Remuneration Committee and Stakeholder Relationship Committee

KMPs:

CS Munish Kakra, CFO & Company Secretary (Compliance Officer)

Statutory Auditors:

Sh. Pardeep Tayal, Representative of M/s Pardeep Tayal & Co., Statutory Auditors of the Company

Secretarial Auditors:

Mrs. Jyoti Sharma, Practicing Company Secretary, Proprietor JVS & Associates

Scrutinizer:

Sh. Sukesh Gupta, Proprietor of M/s Sukesh Gupta & Co.

Members Present in the Meeting:

In Person 56

As Authorized Representative: NIL

Through Proxy: Facility to appoint proxy was dispensed with since this Meeting was held through Video Conferencing/ Other Audio –Video Means.

Chairman of this Meeting: Sh. Shammi Bansal, Executive Director, was elected as Chairman of the Meeting.

Business conducted at the Meeting:

Sh. Munish Kakra, CFO & Company Secretary commenced the meeting by welcoming Sh. Shammi Bansal, Executive Director, Sh. Sunil Bansal, Executive Director, Sh. Ashok

Munish Kakra



Kumar, Executive Director, Sh. Aditya Khemka, Independent Director & Chairman of Audit, Nomination and Remuneration, Stakeholder Relationship Committee, Sh. Pardeep Tayal, Representative of M/s Pardeep Tayal & Co., Statutory Auditors, Mrs. Jyoti Sharma, Representative of M/s JVS & Associates, Secretarial Auditor and Sh. Sukesh Gupta, Proprietor of M/s Sukesh Gupta and Co., Scrutinizer and Members present at the 37th Annual General Meeting of the Company.

Sh. Munish Kakra, CFO & Company Secretary introduced the Executive Directors, Independent Director, Auditors of the Company and Scrutinizer appointed by the Board of Directors for this AGM and present at the Meeting through VC.

It was also stated that the statutory Register(s) as required under the Act and Annexure/ supporting documents are available for inspection in electronic mode for the inspection of members during the Meeting and also available at the website of the Company i.e. www.libertyshoes.com.

Sh. Sunil Bansal, Executive Director proposed and Sh. Ashok Kumar, Executive Director seconded the name of Sh. Shammi Bansal as Chairman of this AGM. Sh. Shammi Bansal, Executive Director was requested to take the Chair. After ascertaining the requisite quorum which remained throughout the meeting, the Chairman called the meeting in order. Sh. Shammi Bansal, Chairman of the Meeting confirmed that other Directors did not attend the meeting possibly due to their other commitments and personal reasons.

Thereafter, notice convening the AGM and the Auditor's Report for the year ended March 31, 2023 were taken as read and it was informed that there are no qualifications, comments or observations in the Statutory and Secretarial Auditor's reports, except one observation given by Secretarial Auditor in Secretarial Auditors report about delay in filing of Corporate Governance Report for the Quarter ended 30th June, 2022 and it was informed that the same has been clarified in the Directors Report for the FY 2022-23;

Sh. Munish Kakra, with the permission of Chairman, invited the members who have applied earlier within stipulated time to express their views, ask questions, seek clarifications on the operations and financial performance of the Company and the resolutions proposed.

With the permission of Chairman, Sh. Munish Kakra appropriately responded to all the queries raised by the Shareholders who had registered themselves as Speakers in accordance with the process given in the Notice and Annual Report of the Company for the FY 2022-23 and thereafter Sh. Munish Kakra after taking permission of the Chairman continued with the proceedings of the Meeting.

Thereafter, the following items forming part of the Notice for the said Meeting were considered by the Members:-

Ordinary Business:

Item No. 1-

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon. **(Ordinary Resolution)**




Item No. 2-

To confirm the payment of Interim Dividend of Rs. 2.50/- per equity share of face value of Rs.10/- each as Final Dividend for the financial year ended March 31, 2023. **(Ordinary Resolution)**

Item No. 3-

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. **(Ordinary Resolution)**

Item No. 4-

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

Special Business:

Item No. 5-

Appointment of Sh. Piyush Dixit (DIN: 03514223) as Independent Director of the Company. **(Special Resolution)**

Item No. 6-

Appointment of Sh. Anand Das Mundhra (DIN: 00167418) as Independent Director of the Company. **(Special Resolution)**

Item No. 7-

Removal of Sh. Adesh Kumar Gupta as a Director/ Executive Director of the Company. **(Ordinary Resolution)**

Thereafter Sh. Munish Kakra apprised the members as under:-

- The Company has received Special Notice dated 2nd September, 2023 under Section 169 of Companies Act, 2013 from one shareholder having requisite Equity Shares and in compliance with above provisions the same was forwarded to Sh. Adesh Kumar Gupta on 2nd September, 2023 seeking his representation.
- The Board of Directors of the Company in their meeting held on 5th September, 2023 considered and authorized the Directors/Officers of the Company to send

  

the Special Notice to shareholders by incorporating the same in Notice of forthcoming AGM.

- Sh. Adesh Kumar Gupta has shared his representation on 18th September, 2023 which has also been shared with the Shareholders of the Company on 21st September, 2023.
- Sh. Adesh Kumar Gupta has filed a petition under Section 241, 242 and 244 read with Section 213 of the Companies Act, 2013 before Hon'ble NCLT, Chandigarh and the Hon'ble Tribunal has passed an Ex-parte Interim Order with direction that at this stage, no ground for stay of AGM to be held on 30.09.2023 is made out. Respondents may conduct the meeting in accordance with law on the date and time fixed on 30.09.2023 however, the decisions taken in the said AGM would not be acted upon till the next date of hearing and matter to be listed on 6th October, 2023.
- The Company has been advised by its legal consultants to proceed for AGM as prescribed under the Companies Act, 2013 and also allowed vide Hon'ble NCLT Interim Order dated 27th September, 2023 and the Company is exploring to exercise all legal remedies available to it.

Voting:

Sh. Munish Kakra apprised the members that in terms of the applicable provisions of the Companies Act, 2013 read with the Rules made there under and SEBI Listing (LODR) Regulations, the Company had provided an e-voting facility to the Members as on Cut -off date i.e. Saturday, 23rd September, 2023. He further informed the members that the Company engaged the Services of M/s Link Intime India Private Limited to provide the electronic voting facility to the Members of the Company for "Remote e-voting" & E-voting at the Meeting through their platform i.e. <https://instavote.linkintime.co.in>

- **Remote e-voting:**

Sh. Munish Kakra informed the members that Remote e-voting

- (a) Commenced on: Wednesday, 27th September, 2023 at 9 a.m. (IST); and
- (b) Ended on: Friday, 29th September, 2023 at 5 p.m. (IST)

- **E-voting during the Meeting:**

He further informed the members that the facility of E-voting was also made available during the Meeting on 30th September, 2023 and for 15 Minutes post closure of the meeting to those members who participated in the Meeting and had not cast their votes through remote e-voting.

Scrutinizer:

He also informed to the Members that Sh. Sukesh Gupta, Proprietor of M/s Sukesh Gupta & Co., Chartered Accountants was appointed as Scrutinizer by the Board of Directors in their meeting held on 5th September, 2023 for conducting and supervising the E-voting

Munish Kakra



process of the 37th Annual General Meeting and to issue his consolidated report to the Chairman.

Results:

He also informed to the members that the combined voting results shall be submitted separately, in due course and the same shall also be made available on the website of the Company i.e. www.libertyshoes.com and website of M/s Link Intime India Private Limited.

Sh. Munish Kakra thanked the Directors, Auditors and shareholders for their continued support and for attending and participating in the meeting through VC. Thereafter, the Chairman declared the Meeting as concluded. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote.

For Liberty Shoes Limited

 

CS Munish Kakra
CFO & Company Secretary

30/09/2023