25th August, 2017



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

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

Sub: 31st Annual General Meeting ('AGM') Voting results

Reg: Compliance with the provisions of Regulations 30, 34 and 44 of SEBI (Listing Obligations 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

Dear Sir/Madam

This is with reference to our earlier letter dated 25th May, 2017 in respect of Notice of 31st Annual General Meeting etc., we would like to inform you that the 31st Annual General Meeting of the Company convened on Thursday, 24th August, 2017 at 11:00 A.M.at the Registered office of the Company, have transacted the business mentioned in the Notice dated 25th May, 2017.

In this regard, Please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Para A of Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure I**
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure II**.
- (3) Scrutinizers' Report on remote e-voting and poll conducted at AGM of the Company as **Annexure III**.
- (4) Annual Report for the financial year 2016-17 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members in the AGM as **Annexure-IV**.

Liberty Shoes Ltd.

Corporate Office: Building No. 8, Tower-B, 2nd Floor, DLF Cyber Citi, Phase-II, Gurgaon-122 002, Haryana, India Tel.: +91-124-4616200, 3856200 Fax: +91-124-4616222, E-mail: mail@libertyshoes.com www.liberty.in

Registered Office: Libertypuram, 13th Milestone, G.T.Karnal Road, P.O. Bastara, Distt. Karnal-132 114, Haryana (India) Tel.: +91-1748-251101~3 Fax: +91-1748-251100, E-mail: lpm@libertyshoes.com

The above are also being uploaded on the website of the Company www.libertyshoes.com

The above AGM concluded at 2:00 P.M. on 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.

Munish Kakra

CFO& Company Secretary

Encl. a/a

Summary of proceedings of the 31st Annual General Meeting:

The 31st Annual General meeting (AGM) of the Members of Liberty Shoes Limited ("the Company") was convened on Thursday, 24th September, 2017 at 11.00 A.M at the registered Office of the Company at Libertypuram, 13th Milestone, G.T. Karnal Road, Kutail, P.O. Bastara, Dist. Karnal -132114, Haryana and concluded at 3.00 p.m.

Sh. Munish Kakra, CFO & Company Secretary commenced the meeting by welcoming the Directors, invitees and Members present at the 31st Annual General Meeting of the Company. Sh. Adesh Kumar Gupta, CEO & Executive Director was elected as Chairman of the Meeting. After ascertaining the requisite quorum which remained throughout the meeting, the Chairman called the meeting in order. All the directors of the Company attended the meeting except Sh. Shammi Bansal, Executive Director, Sh. Pushpinder Singh Grewal and Sh. Amitabh Taneja, Independent Directors of the Company. Members were present in person and by proxy at the meeting:

Members present in person : 139 holding 9169009 shares Members Present through proxy : 03 holding 259655 shares

Sh. Adesh Kumar Gupta, Chairman of the meeting delivered his speech about the Recent developments in Indian & Global Economy for footwear Industry and Company's development during the year & future prospects. Sh. Munish Kakra, CFO & Company Secretary informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided facility to cast their votes at the meeting. It was further informed that there would be no voting by show of hands. Sh. Munish Kakra, CFO & Company Secretary read the Auditor's Report for the information of the members. The Ballot Papers were distributed to the Members at the AGM.

The following items of business, as per Notice of 31st AGM dated 25th May, 2017 were transacted at the meeting:

Ordinary Businesses:

Item No. 1-

- a) the Audited Financial Statements of the Company for the Financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2017 together with the Reports of the Auditors thereon.

Item No. 2-

- a) 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.
- b) To appoint a Director in place of Sh. Shammi Bansal (DIN 00138792), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3- Appointment of Statutory Auditors of the Company

To appoint M/s U. Shanker & Associates, Chartered Accountants as Statutory Auditors of the Company in place of the retiring Statutory Auditors M/s Pardeep Tayal & Co., Chartered Accountants.

During the course of meeting queries, explanations asked by the members present were properly addressed and clarified.

The members were informed that the Board of Directors had appointed Sh. Sukesh Gupta, Chartered Accountant as scrutinizer for the purpose of scrutinizing remote-voting and ballot voting process on the above mentioned resolutions(s).

After completion of voting by Poll at the AGM the locked Ballot Boxes were unlocked by the Scrutinizer in the presence of two witnesses, not in employment of the Company and counted the votes cast at the meeting. Thereafter Scrutinizer unblocked the votes cast through remote e-voting and counted the votes cast through remote e-voting in the presence of two witnesses, not in employment of the Company and submitted his report on the results of remote e-voting and by poll conducted at the AGM to the Chairman of the Meeting. The Chairman announced the results at the end of the AGM for information of the members present. As per the scrutinizer report all the resolutions as set out in the 31st AGM notice were passed by the Members with requisite majority.

It was also announced in the meeting that the results of the voting on the resolutions will also be uploaded on the website of the Company.



								Annexure-II
			VOTII	VOTING RESULTS				
Date of the AGM:					Th	ursday, 24th	Thursday, 24th August, 2017	
Total number of shareholders on record date:	holders on	record dat	i i					
No. of shareholders present in the meeting either in person or	esent in the	e meeting e	either in person or			179	17929	
through proxy:								
	L	Promoters	Promoters and Promoter Group:			20	0	
			Public:			122	.2	
No of Shareholders attended the meeting through Video	ended the	meeting th	rough Video					
	L	Promoters	Promoters and Promoter Group:			NIF	T	
			Public:			NIF	7	
			Agenda-	Agenda-wise disclosure	<u>e</u>			
ORDINARY BUSINESS							***************************************	
Item No. 1: To receive, consider and adopt:	, consider a	and adopt						
a) the Audited Financial Statements	al Statemen	its of the C	of the Company for the Financial year ended March 31, 2017 together with the Reports of the Board	icial year ende	d March 31	, 2017 toget	her with the Repo	rts of the Board
of Directors and the Auditors thereon.	uditors ther	reon.	•	•		•	•	
b) b) the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2017 together with the	olidated Fin	nancial Sta	tements of the Comp	any for the Fir	nancial year	ended Mar	ch 31, 2017 togeth	er with the
Reports of the Auditors thereon.	s thereon.							
Resolution Required: Ordinary/Special	Ordinary/Sp	oecial			Ordir	Ordinary Resolution	tion	
Whether promoter/promoter group are interested in	moter grou	p are inter	ested in			No		
Category	Mode of	No. of	No. of votes polled	%of votes	No. of	No. of	%of Votes in	%of Votes
	Voting	charae		Dollar on	2	Votes	favour on votes	against on votes
	5 -	held		outstanding		against	polled	polled
				shares				
		-	2	$(3) = [(2)/(1)]^*$ 100	4	ıo	(6) =[(4)/(2)]*100	(7) =[(5)/(2)]*100
Due reference	E-Voting		8853876	84.66	8853876	1	100.00	1
Promoter Group	Poll at AGM	10457869	266000	5.41	566000	\$	100.00	ţ
	E-Voting		The state of the s	ſ	I I	1		3
Public – Institutions	Poll at AGM	5411	\$	1	ı	1	ı	•
	E-Voting		4218	90:0	4218	ŧ	100.00	ı
Public -Non Institutions	Poll at AGM	6576720	2469	0.04	2469	ı	100.00	ŧ
Total		17040000	9426563	55.32	9426563		100.00	1

Item No. 2- Appointment of Directors	nt of Direct	ors	MG	(00707700				<u>-</u>
(a) 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.	or in place	ot sh. Ade:	sh Kumar Gupta (DIN	- 00143192), w	vho retires	by rotation	and being eligible	, offers himself
Resolution Required: Ordinary/Special	Ordinary/Sp	ecial	-		Ordi	Ordinary Resolution	ıtion	
Whether promoter/promoter group the agenda/resolution	moter grou	p are interested in	ested in			Yes	distribution de contractivament en contractivament en contractivament en contractivament en contractivament en	
	Mode of Voting	No. of shares	No. of votes polled	%of votes Polled on	No. of No. of Votes	No. of Votes	%of Votes in favour on votes	%of Votes against on votes
)	held		outstanding	favor	against	polled	polled
		~	2	(4) =[(2)/(1)]* 100	4	rc	5 (6) =[(4)/(2)]*100	(7) =[(5)/(2)]*100
900	E-Voting		8853876	84.66	8853876	ı	100.00	I
Promoter Group	Poll at AGM	10457869	566000	5.41	566000	ı	100.00	ı
	E-Voting		8	ı	ı	1	. 1	l
Public – Institutions	Poll at AGM	5411	1	1	à	ı	ŧ	1
	E-Voting		4218	90:0	4218	1	100.00	i
Public -Non Institutions	Poll at AGM	6576720	2469	0.04	2469	ŧ	100.00	1
Total		17040000	9426563	55.32	9426563		100.00	



Resolution Required: Ordinary/Special	Ordinary/Sp	ecial			Ordi	Ordinary Resolution	ıtion	
Whether promoter/promoter group the agenda/resolution	moter grou	p are interested in	sted in			Yes		
	Mode of Voting	No. of shares held	No. of votes polled %of votes Polled on outstandir	%of votes Polled on outstanding	No. of Votes- in favor	No. of Votes against	%of Votes in favour on votes polled	%of Votes against on votes polled
		-	2	(3) =[(2)/(1)]* 100	4		5 (6) =[(4)/(2)]*100	(7) =[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		8853876	84.66	8853876	£	100.00	ı
	Poll at AGM	10457869	266000	5.41	566000	1	100.00	i i
Public – Institutions	E-Voting		E Control of the Cont	ı	1	1	•	ı
	Poll at AGM	5411		ŧ	-	1		1
	E-Voting		4218	90:0	4218	-	100.00	1
Public -Non Institutions	Poll at AGM	6576720	2469	0.04	2469	ŧ	100.00	,
	Total	17040000	9426563	55.32	9426563		100.00	



up are interested in No. of shares held 10457869 88					
Mode of No. of Shares held the Poll at AGM E-Voting Foll at AGM E-Voting Poll at AGM Shares AGM Foll at AGM		Ordina	Ordinary Resolution	uc	
Mode of No. of Shares Voting Shares held 1 E-Voting Poll at Poll at E-Voting E-Voting Poll at AGM			8	:	
E-Voting Poll at AGM E-Voting Poll at AGM Poll at AGM				%of Votes in favour on votes	%of Votes against on votes
E-Voting Poll at 10457869 AGM E-Voting Poll at AGM	outstanding (3) =[(2)/(1)]* 100	favor 4	against po	polled (6) =[(4)/(2)1*100	polled (7) =[(5)/(2)1*100
Poll at AGM	w	8853876	1	100.00	1
E-Voting Poll at AGM	5.41	266000	ı	100.00	ı
Poll at 5411 AGM	1	1	1		3
		,	,	g g	*
E-voung 4218	0.06	4218	1	100.00	ı
Public -Non Institutions Poll at AGM AGM	59 0.04	2469		100.00	ſ
Total 17040000 9426563	563 55.32	9426563	-	100.00	1



Sukesh Gupta

Chartered Accountants (Membership No 514675) Indian Bank Building G T Road, PANIPAT Ph: 0180-4007774, 2634173

Fax: 0180-2646198

SCRUTINIZERS' REPORT ON REMOTE E-VOTING AND POLL PROCESS FOR 31st ANNUAL GENERAL MEETING OF LIBERTY SHOES LIMITED HELD ON THURSDAY 24TH AUGUST, 2017 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY

(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)

REPORT OF SCRUTINIZER

24th August, 2017

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 POLL CONDUCTED AT THE 31st ANNUAL GENERAL MEETING OF THE COMPANY

- I, Sukesh Gupta, Chartered Accountant, Partner of M/s Pardeep Tayal & 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 25th May, 2017 for the purpose of scrutinizing remote E-voting and Poll on the below mentioned resolutions(s), for 31st Annual General Meeting (AGM) of Liberty Shoes Ltd. ("the Company"), held on Thursday, 24th August, 2017 at 11:00 A.M. at the Registered Office of the Company, submit my report as under:
- 1. To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed there under vide Companies (Management & Administration) Rules, 2014 and any amendment thereof including Companies (Management and Administration), Amendment Rules, 2015, Companies listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), are required to provide remote e-voting facility to their shareholders on all resolutions to be passed at General Meeting or through Ballot Papers. Hence the Company has provided the above voting facilities to its shareholders through remote e-voting facilitated by CDSL to cast their votes on the resolutions mentioned in the notice of the Annual General Meeting dated 25th May, 2017. The Remote E-voting was commenced on Sunday, 20th August, 2017 at 9:00 a.m. and ends on Wednesday, 23rd August, 2017 at 5:00 p.m.
- 2. The members of the Company whose name appear in the Register of Members as on close of business hours of Thursday, 17th August, 2017 were entitled to vote on the resolutions (as set out in the notice of 31st Annual General Meeting of the Company). The electronic votes cast were taken into account and at the end of said voting period, the e-voting platform provided by CDSL was blocked for voting. I have also received the Ballot paper from the shareholders who have duly cast their votes for the respective resolutions in the poll conducted at AGM. Immediately

ntered

after the conclusion of voting at the AGM, first I have counted the votes cast at the meeting, thereafter unblocked the votes cast through remote-e voting.

3. The votes cast were unblocked on 24th August, 2017 in the presence of two witnesses Mr Rahul Khanna and Mr Dev who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

a. Name: Mr. Rahul Khanna

Signature:

b. Name: Mr Dev Signature:

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.

The details containing, inter alia, list of Equity Shareholders, who voted FOR or AGAINST each of the resolution put to vote, were generated from the e-voting website of CDSL, the consolidated result of Remote E- voting and Poll conducted at AGM are as under:

Sr. No	Subject Matter (as set out in the Notice to the 31 st AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid Votes
1.a	To receive, consider and adopt: A) the Audited Financial Statements of the	E-Voting	8858094	O	0
	Company for the Financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.	Poll at AGM	568469	0	0
	B) the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31,	Total	9426563	0	0
	2017 together with the Reports of the Auditors thereon.	,			



place of Sh. Adesh Kumar Gupta (DIN - 00143192), who retires by rotation and being eligible, offers himself for re- appointment.	Poll at AGM Total	568469	0	0
himself for re-	Total		1	1
		9426563	0	0
To appoint a Director in place of Sh. Shammi	E-Voting	8858094	0	0
Bansal (DIN - 00138792), who retires by rotation and being eligible, offers	Poll at AGM	568469	0	0
nimself for re- appointment.	Total	9426563	0	0
Appointment of Statutory Auditors of the Company	E-Voting	8858094	0	0
Associates, Chartered Accountants as Statutory	Poll at AGM	568469	0	0
n place of the retiring Statutory Auditors M/s Pardeep Tayal & Co.,	Total	9426563	0	0
	appointment. Appointment of Statutory Auditors of the Company o appoint M/s U. Shanker Associates, Chartered Accountants as Statutory Auditors of the Company of place of the retiring attatutory Auditors M/s	ppointment. ppointment of Statutory auditors of the Company o appoint M/s U. Shanker Associates, Chartered accountants as Statutory auditors of the Company a place of the retiring tatutory Auditors M/s ardeep Tayal & Co.,	ppointment of Statutory auditors of the Company of	ppointment. ppointment of Statutory auditors of the Company o appoint M/s U. Shanker Associates, Chartered accountants as Statutory auditors of the Company place of the retiring tatutory Auditors M/s ardeep Tayal & Co.,

Based on the foregoing, the above Resolution Nos. 1 to 3 of 31st Annual General Meeting held on 24th August, 2017 at the registered office of the Company at Libertypuram, Karnal shall be deemed to have been passed with the requisite majority of shareholders.

Thanking you Yours Faithfully

For Liberty Shoes I

SukeshGupta

CharteredAccountant

[Scrutinizer for Remote E-Voting

And AGM Poll Process]

Membership No. 514675

Date: 24th August, 2017 Place: Libertypuram, Karnal For LIBERTY SHOES LTD

Director/Auth Sign

Adesh Kumar Gupta Chairman of the Meeting Sukesh Gupta

Chartered Accountants (Membership No 514675) Indian Bank Building G T Road, PANIPAT Ph: 0180-4007774, 2634173

Fax: 0180-2646198

FORM No.MGT-13 Report of Scrutinizer(s)

[Pursuant to Section 109 of the companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To, The Chairman,

31st Annual General Meeting of the Equity Shareholders of Liberty Shoes Ltd., held on Monday, 24th August, 2017 at Libertypuram, 13th Milestone, G.T. Karnal road, Kutail, P.O. Bastara, Dist. Karnal-132114, Haryana.

Dear Sir,

- I, Sukesh Gupta, Chartered Accountant, Partner of Pardeep Tayal & Co. (Chartered Accountants) Panipat (Haryana), appointed by the Board of Directors of the Company as Scrutinizer, for conducting poll at the 31st Annual General Meeting of the Equity Shareholders of Liberty Shoes Ltd. held on Thursday, 24th August, 2017 submit my report as under:
 - After the time fixed for closing of the poll by Sh. Adesh Kumar Gupta, Chairman of the Meeting, the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
 - The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations /proxies lodged with the Company.
 - 3. The Result of Poll is as under:

ORDINARY BUSINESS

Item No. 1: To receive, consider and adopt:

- a) the Audited Financial Statements of the Company for the Financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2017 together with the Reports of the Auditors thereon.



(i) Voted in favour of Resolution:

Number	of	mem	bers	Number	of	Votes	cast	by	% of total number of valid
present	and	voting	(in	them					votes cast
person or	by pr	oxy)							
65				568469					100%

(ii) Voted against the Resolution:

Number	of	meml	bers	Number	of	Votes	cast	by	%	of	total	number	of	valid
present	and	voting	(in	them					VO.	tes	cast			
person or	by pr	oxy)												
NIL				NIL					NI	L				

(iii) Invalid Votes:

Total number of members(in person or	Total number of votes cast by them
by proxy)	
Whose votes were declared invalid	
NIL	NIL

Item No. 2- Appointment of Directors

a) 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.

(i) Voted in favour of Resolution:

Number	of	meml	oers	Number	of	Votes	cast	by	% of total number of valid
present	and	voting	(in	them					votes cast
person or	by pr	oxy)							
65				568469					100%

(ii) Voted against the Resolution:

Number	of	meml	oers	Number	of	Votes	cast	by	%	of	total	number	of	valid
present	and	voting	(in	them				•	VO.	tes	cast			
person of	r by pr	oxy)												
NIL		•		NIL					NI	L				

(iii) Invalid Votes:

	()	
	Total number of members(in person or	Total number of votes cast by them
	by proxy)	
	Whose votes were declared invalid	
ſ	NIL	NIL

b) To appoint a Director in place of Sh. Shammi Bansal (DIN - 00138792), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of Resolution:

Number	of	meml	oers	Number	of	Votes	cast	by	% of total number of valid
present	and	voting	(in	them					votes cast
person or	by pr	oxy)							
65				568469					100%



(ii) Voted against the Resolution:

Number	of	meml	oers	Number	of	Votes	cast	by	% of total	number	of	valid
present	and	voting	(in	them					votes cast			
person or												
NIL				NIL					NIL			

(iii) Invalid Votes:

Total number of members(in person or	Total number of votes cast by them
by proxy)	·
Whose votes were declared invalid	
NIL	NIL

Item No. 3- Appointment of Statutory Auditors of the Company

To appoint M/s U. Shanker & Associates, Chartered Accountants as Statutory Auditors of the Company in place of the retiring Statutory Auditors M/s Pardeep Tayal & Co., Chartered Accountants.

(i) Voted in favour of Resolution:

Number	of	meml	oers	Number	of	Votes	cast	by	% of total number of valid
present	and	voting	(in	them					votes cast
person or	by pr	oxy)							
65				568469					100%

(ii) Voted against the Resolution:

Number	of	mem	oers	Number	of	Votes	cast	by	%	of	total	number	of	valid
present	and	voting	(in	them					vo	tes	cast			
person or	by pr	oxy)												
NIL				NIL					NII					

(iii) Invalid Votes:

Total number of members(in person or	Total number of votes cast by them
by proxy)	
Whose votes were declared invalid	
NIL .	NIL

5. The poll papers and all other records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You

Yours Faithfull

Sukesh Gupta Chartered Accountant

[Scrutinizer for AGM ROII]

Membership No. 514675

Date: 24th August, 2017

Place: Libertypuram, Karnal