LIBERTY

28th May, 2025

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

Sub: Compliance under SEBI (Listing 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
Email: investorcare@libertyshoes.com

Dear Sir/Madam,

Please find enclosed herewith Annual Secretarial Compliance Report dated 23rd May, 2025 issued by M/s JVS & Associates, Practicing Company Secretaries for the Financial Year ended March 31, 2025 as per Regulation 24A (2), as amended from time to time, read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120, dated 11th July, 2024.

You are requested to take the above information on your records.

Thanking you,
Sincerely Yours,
For **Liberty Shoes Ltd.**

CS Munish Kakra
CFO & Company Secretary
Encl.: a/a

Liberty Shoes Limited
Corporate Office
19th Floor, Magnum Global Park
Tower - 2, Golf Course Extension Road
Sector - 58, Gurugram, Haryana, INDIA - 122011
Tel : +91 - 124-4616200
Email :corporate@libertyshoes.com

Registered Office
Libertypuram, 13th Milestone, G.T. Karnal Road
P.O. Box Bastara, Dist. Karnal, Haryana, INDIA - 132114
Tel : +91-1748-251101,251103 Fax : +91-1748-251100
Email : corporate@libertyshoes.com CIN No. L19201HR1986PLC033185

JVS & ASSOCIATES
COMPANY SECRETARIES

Flat No. 588, Pocket No. 4
Sector – 11, Dwarka
New Delhi – 110075
+91- 9717816322
+91- 9810370312
legal2015js@gmail.com

Secretarial Compliance Report

of Liberty Shoes Limited (CIN: L19201HR1986PLC033185)

for the financial year ended 31st March 2025

[Pursuant to Regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and BSE Notice No. 20230316-14 & 20230410-41 dated 16th March, 2023 & 10th April, 2023 respectively]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Liberty Shoes Limited (CIN– L19201HR1986PLC033185) ((hereinafter referred as 'the listed entity'), having its Registered Office at Liberty Puram, 13th Milestone GT Karnal Road Kutail, PO Bastara Karnal Haryana 132114. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, **JVS & Associates**, Company Secretaries, have examined:

(a) all the documents and records made available to us 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 31st March 2025 ("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");

JVS & Associates ★ CP No.-10196 ★ Company Secretaries

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;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; ***(Not applicable during review period)***

(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; ***(Not applicable during review period)***

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; ***(Not applicable during review period)***

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; ***(Not applicable during review period)***

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Other regulations as applicable.

and circular/ guideline issued thereunder:

and based on the above examination, I hereby report that, during the review period

(a) the listed entity has complied with the provision of above Regulation and circular/guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Com-pliance Require-ment (Regu-lations/ circulars/guide-lines includin g specific clause)	Regu-lation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Obser-vations/ Remarks of the Practicing Company Secretary	Manag m_ent Re-sponse	Re-marks

S.N.T. & Associates ★ CP No.-10196 ★ Company Secretaries

					Advisory /Clarification/Fine/ Show Cause Notice/ Warning, etc.					
1	Filing of Corporate Governance Report within 21 days from the end of relevant Quarter	Regulation 27 (2) of SEBI LODR Regulations, 2015	Non-compliance related to delay in filing of Corporate Governance Report for the Quarter ended 30th June, 2024	BSE Limited and National Stock Exchange of India	Fine	Non-compliance related to delay in filing of Corporate Governance Report for the Quarter ended 30th June, 2024	Rs. 1,41,600 (BSE Ltd. Rs. 70,800/- and NSE: Rs. 70,800/-)	Non-compliance related to delay in filing of Corporate Governance Report for the Quarter ended 30th June, 2024	The Company has submitted the said report on 21.08.2024 and also complied with the stipulations of the Stock Exchanges related to Non-compliance.	Nil
2	Composition of Board of Directors including number of Independent Director and Women	Regulation 17 (1) of SEBI LODR Regulations, 2015	Non-compliance related to composition of Board of Directors consequent to cessation of directors	BSE Limited and National Stock Exchange of India	Fine	Non-compliance related to composition of Board of Directors consequent to cessation	Rs. 9,91,200 (BSE: Rs. 4,95,600 and NSE: Rs. 4,95,600	Non-compliance related to composition of Board of Direct	The Company has make good the non-compliance on 19.12.2024 and also	Nil

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	Director on the Board of Directors		hip of one Independent Director on 26.09.2024			of directorship of one Independent Director on 26.09.2024		ors consequent to cessation of directorship of one Independent Director on 26.09.2024	complied with the stipulations of the Stock Exchanges related to non-compliance.	

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended ..... (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
	NIL					

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(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI),as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil
2.	**Adoption and timely updation of the Policies:** ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of thelisted entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	Nil
3.	**Maintenance and disclosures on Website:** ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governancereports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes	Nil

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4.	**Disqualification of Director:** None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013as confirmed by the listed entity.	Yes	Nil
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	N.A.	The Company is not having any Subsidiary/ Material Subsidiary as on date
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	**Performance Evaluation:** The listed entity has conducted performance evaluationof the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	NA	All related Party Transactions were entered after obtaining prior approval of the Audit Committee

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9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) &3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	No	BSE Limited and National Stock Exchange of India have levied fine for below non-compliance(s) respectively:- (a) Delay in filing of report on Corporate Governance for the Quarter ended 30th June, 2024. However, the Company has submitted the said report on 21.08.2024 and also complied with the stipulations of the Stock Exchanges related to Non-compliance. (b) Non –compliance pertaining to the composition of Board of Directors consequent to the cessation of directorship of one Independent Director on 26.09.2024. However, the Company has make good the non-compliance on 19.12.2024 and also complied with the stipulations of the Stock Exchanges related to non-compliance.

JVS & Associates ★ CP No.-10196 ★ Company Secretaries

12	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No such incident occurred during the financial year 2024-2025
13.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBIregulation/circular/guidance note etc.	Yes	Nil

Assumptions & Limitation of scope and Review:

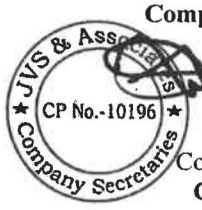
1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For JVS & Associates
Company Secretaries



Jyoti Sharma
Company Secretary
C.P. No. – 10196
Membership No.: F8843
FRN: I2011DE848300
Peer Review No: 810/2020
UDIN: F008843G000426887

Place: New Delhi
Date: 23.05.2025