

LIBERTY

Liberty Shoes Ltd.

CIN: L19201HR1986PLC033185

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E-mail: investorcare@libertyshoes.com Website: www.libertyshoes.com

POSTAL BALLOT NOTICE

(Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

VOTING STARTS ON	VOTING ENDS ON
Wednesday, July 24, 2024 at 9.00 a.m. (IST)	Thursday, August 22, 2024 at 5.00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Ordinary as well as Special Resolutions by way of postal ballot only, by voting through electronic means ('remote e-Voting'). Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof ('Statement') is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, Liberty Shoes Limited (the 'Company/LSL') is sending this Notice **ONLY** in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and share Transfer Agent ('RTA')/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Link Intime India Private Limited ('LIIP') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company www.libertyshoes.com.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on **Thursday, August 22, 2024.**

The remote e-Voting facility will be disabled by LIPL immediately thereafter.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

SPECIAL BUSINESS

Item no. 1-Appointment of Sh. Anupam Bansal (DIN: 00137419) as Director of the Company

To consider and, if thought fit, to give your assent or dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 (the “Act”) and in accordance with the Articles of Association of the Company, Sh. Anupam Bansal (DIN 00137419) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 29th May, 2024 and who holds office till the date of forthcoming Annual General Meeting, in terms of the provisions of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation.”

Item no. 2-Appointment of Sh. Anupam Bansal (DIN: 00137419) as an Executive Director of the Company and fixing his remuneration

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 2(18), 2 (94), 196, 197, 198, 200 and 203 read with schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of Articles of Association of the Company and pursuant to the recommendations/approvals of the

Nomination and Remuneration Committee and the Board of Directors of the Company (“the Board”) accorded at their respective meetings held on 29th May, 2024, consent of the Members of the Company be and is hereby accorded to the appointment of Sh. Anupam Bansal (DIN: 00137419), as the “Executive Director” of the Company, for a period w.e.f. 29th May, 2024 to 31st March, 2027 on such remuneration and on such terms and conditions as enumerated in the draft Service Agreement which is to be entered into between the Company and Sh. Anupam Bansal (DIN: 00137419), salient features of which are specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this Notice, with option to the Board of Directors or committee thereof to vary, alter or widen the scope of terms including increase in remuneration within the limits prescribed under the Act or any re enactment thereof and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as may be mutually agreed between Sh. Anupam Bansal and the Company from time to time.

RESOLVED FURTHER THAT the remuneration, proposed to be paid to Sh. Anupam Bansal, as minimum remuneration, shall not exceed the limits as specified under the provisions of Section 196, 197 & 203 read with the Schedule V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall be for the period from 29th May, 2024 to 31st March, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof and CFO & Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary in respect of aforesaid matter.”

Place: Gurugram, Haryana
Dated: July 19, 2024

By order of the Board
For Liberty Shoes Ltd.

Registered Office:
Libertypuram, 13th Milestone
G.T. Karnal Road, Kutail, P.O. Bastara
Distt. Karnal, Haryana
CIN: L19201HR1986PLC033185
Website: www.libertyshoes.com

CS Munish Kakra
CFO & Company Secretary
M. No. ACS 6262

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts concerning above item of business to be transacted is annexed hereto. Details of Director whose appointment is proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) is also appended hereto as Annexure.
2. The Company has appointed M/s JVS & Associates, (C.P No. 10196), Company Secretary in Practice, New Delhi, or failing whom, such other Practicing Company Secretary or Chartered Accountant as the Board of Directors may appoint, to act as the Scrutinizer, for conducting the Postal Ballot process by way of e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
3. The Postal Ballot Notice containing the process and instruction being sent only by e-mail to those members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company ('LI IPL') and whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on Friday, July 19, 2024 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the '**MCA Circulars**'), respectively, issued by the Ministry of Corporate Affairs, Government of India.
4. Physical copy of Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot since relaxed by aforesaid MCA Circulars. The communication of the assent or dissent of the Members will take place through the process of remote e-Voting system only, in compliance with the aforesaid MCA Circulars. The instruction for remote e-voting are appended to this Notice.
5. Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, July 19, 2024 will be considered for the purpose of remote e-voting. A person who is not a Member as on Friday, July 19, 2024 i.e. the 'cut-off date' for reckoning voting rights should treat this Notice for information purpose only.
6. Voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid up equity share capital of the Company as on the Cut-Off Date.
7. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI Listing Regulations') read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and amendments thereto, the Company is pleased to offer remote e-Voting facility to all the Members of the Company. The Company has appointed Link Intime India Private Limited ('LI IPL') for facilitating e-Voting to enable the Members to cast their votes electronically (hereinafter referred to as the 'remote e-Voting'). The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. All documents referred to in this Postal Ballot Notice will be open/available for inspection through electronic mode by the Members of the Company during working hours on all working days upto and including the last day for remote e-Voting i.e. Thursday, August 22, 2024. Any member seeking to inspect can send an e-mail to investorcare@libertyshoes.com with subject line "Inspection of Documents."
9. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.libertyshoes.com and the website of LI IPL i.e. <https://instavote.linkintime.co.in> and at the relevant sections of the websites of the stock

exchanges on which the shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).

10. The remote e-Voting period will commence on Wednesday, July 24, 2024 (09:00 a.m. 1ST) and end on Thursday, August 22, 2024 (5:00 p.m. 1ST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, July 19, 2024 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by LIPL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Members are requested to carefully read the instructions in this Notice and cast their vote electronically not later than 5:00 p.m. (IST) on Thursday, August 22, 2024, failing which it will be strictly considered that no reply has been received from the Member.
11. Pursuant to SEBI Circular, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
12. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
13. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, July 19, 2024. Members can vote for their entire voting rights as per their discretion.
14. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent(RTA)/Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered with the Depository Participant(s) ("DP") in case the shares are held in electronic form and with the RTA in case the shares are held in physical form.

Registration of Email Id:

a) In case, the shareholder's email ID is already registered with the Company/its Registrar &

Share Transfer Agent/Depositories, log in details for remote e-voting are being sent on the registered email address.

b) In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and/or not updated the Bank Account mandate, the following instructions are to be followed:

- i. Kindly log in to the website of the RTA, namely, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR
- ii. In the case of shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
- iii. Alternatively, Members may send an e-mail request to the email id: enotices@linkintime.co.in along with scanned copy of the signed request letter providing the email address, mobile number, selfattested PAN copy and Client Master Copy in case of electronic folio and copy of share certificate in the case of physical folio.

15. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot i.e. remote e voting, shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. Thursday, August 22, 2024.
16. In case of Individual Shareholders holding securities in demat mode and who became a member of the Company after sending of the Notice and hold share(s) as of the cut-off date may follow steps mentioned below under 'Login method for e-Voting for Individual shareholders holding securities in demat mode.

17. Instructions for remote e-voting are as below:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended, and Regulation 44 of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed companies, the Company is

pleased to provide e-voting facility to its Shareholders, to exercise their rights to vote on the proposed resolution by electronic means.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242, dated December 9, 2020, Individual shareholders holding securities in demat mode can vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual members holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/Ideas Direct Reg. jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual shareholders holding securities in physical form/Non-Individual Shareholders holding securities in demat mode</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company-in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <p>*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</p> <p>*Shareholders holding shares in NSDL form, shall provide ‘D’ above</p> <ul style="list-style-type: none"> ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter). ▶ Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour/Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour/Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Institutional shareholders	Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at https://instavote.linkintime.co.in and register themselves as 'Custodian/Mutual Fund/Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian/Mutual Fund/ Corporate Body' login for the Scrutinizer to verify the same.	
Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders:	<ul style="list-style-type: none"> Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000. 	
Helpdesk for Individual Shareholders holding securities in demat mode:	<ul style="list-style-type: none"> In case shareholders/members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/CDSL, they may contact the respective helpdesk given below: 	
	Login type	Helpdesk details
	Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022-4886 7000 and 022-2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no 1800 22 55 33	
Individual Shareholders holding securities in Physical mode has forgotten the password:	<p>If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in</p> <ul style="list-style-type: none"> Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?' Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT". <p><i>In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.</i></p> <p><u>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):</u> Your User ID is Event No + Folio Number registered with the Company</p>	
Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password:	<p>Shareholders who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/depository participant's website.</p> <ul style="list-style-type: none"> It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event". 	

18. The Scrutinizer will submit their report, after the completion of scrutiny, to the Chairman appointed by Board of Directors for Postal Ballot process or any person authorized by him. The results of e-voting will be announced on Friday, August 23, 2024, and will be displayed on the Company's website www.libertyshoes.com and will also be communicated to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and additionally be uploaded on the Company's website: www.libertyshoes.com and on the website of LIPL: <https://instavote.linkintime.co.in>. The Company will also display the results of the Postal Ballot at the designated place at its Registered Office and Corporate Office.

Annexure to the Notice of Postal Ballot

(Explanatory Statement in respect of the Special Businesses to be transacted through Postal Ballot and as set out under Item No. 1 to Item No. 2 of the accompanying Notice of Postal Ballot pursuant to Section 102 (1) of the Companies Act, 2013, as amended)

Item No. 1 & 2

Sh. Anupam Bansal (DIN: 00137419), aged about 51 years, has been acting as Head Retail of the Company since 2013. Before heading Retail division of the Company, he was holding the position of Managing Director of M/s Liberty Retail Revolutions Limited (LRRL), erstwhile Wholly Owned Subsidiary of the Company and as such he has been associated with the parent Company i.e. Liberty Shoes Limited as well as its erstwhile Wholly Owned Subsidiary since 2004. He has over two decades of rich experience in the Footwear Industry and belongs to promoters group of the Company and is holding 492885 Equity Shares, constituting 2.89% of the total paid up Capital of the Company.

He possesses exceptional qualities and abilities of developing the retail business of the Company and has significantly contributed to the growth of the Company with his innovative and modern sales, marketing and brand building strategies.

He has been spearheading the Marketing and Brand development department of the Company and introduced various brand building, brand positioning & brand promotional strategies. He remoulded the retail and marketing team(s) of the Company to keep pace with the newest developments in the marketplace. Considering his managerial skills, the Board of Directors also inducted him as member of Management Committee of the Company and he has contributed substantially in the various decisions related to Company's affairs and activities.

A brief profile detailing the expertise, qualification,

experience etc. of Sh. Anupam Bansal in compliance with Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 has been provided in Annexure A to the Notice of Postal Ballot.

In view of his valuable contribution and considering his expertise and considering the recommendation of Nomination and Remuneration Committee, the Board of Directors at their Meeting held on 29th May, 2024 have proposed the appointment of Sh. Anupam Bansal as Director liable to retire by rotation and also as an Executive Director for a period from 29th May, 2024 to 31st March, 2027, subject to the approval of the Members of the Company in the General Meeting on the following terms and conditions and remuneration, as set out in the draft Service Agreement to be executed between Sh. Anupam Bansal and the Company. The appointment and remuneration payable to Sh. Anupam Bansal has been recommended by the Nomination and Remuneration Committee of the Board at its Meeting held on 29th May, 2024.

As per the declaration received by the Company, Sh. Anupam Bansal (DIN: 00137419) is not disqualified under the provisions of Section 164 of the Companies Act, 2013 or otherwise barred pursuant to any order of SEBI and other Statutory Authorities to hold the office of Director and has given his consent to act as a Director liable to retire by rotation and also as an Executive Director of the Company. The Directorship(s) held by Sh. Anupam Bansal are within the limits prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). The appointment of Sh. Anupam Bansal is in compliance with the Nomination and Remuneration Policy of the Company.

With the aforesaid appointment of Sh. Anupam Bansal as Executive Director on the Board of the Company, the composition of Board of Directors of the Company will be in compliance of the Corporate Governance Guidelines under SEBI LODR Regulations, 2015 in respect of number of Executive and Non-Executive Directors/Independent Directors on the Board.

The abstract of the terms and conditions of the appointment of Sh. Anupam Bansal as Executive Director along with Memorandum of his interest or concern is set out as below:

Abstract of the terms and conditions of the appointment of Sh. Anupam Bansal (DIN: 00137419)

- (i) Period: For a period from 29th May 2024 to 31st March, 2027.
- (ii) Nature of Duties: Sh. Anupam Bansal shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by Board of Directors and

Committee thereof from time to time and separately communicated to him and such powers as may be assigned to him, subject to the superintendence, control and directions of the Board of Directors and Committee thereof in connection with and in the best of the Company.

(iii) Remuneration:

- a) Salary: ₹ 4,00,000/- per month subject to the Board reviewing any increase or variation in such salary.
- b) Perquisites: As per the rules of the Company as applicable for the time being in force.

In case of the inadequate profits of the Company, the proposed remuneration payable to Sh. Anupam Bansal is the minimum remuneration and the total remuneration, of salary, perquisites, and any other allowances shall not exceed the ceiling as provided in Section II of the Part-II of Schedule V of the Companies Act, 2013 including any amendment thereof from time to time.

Further, the proposed remuneration, if approved shall be paid to Sh. Anupam Bansal for a period not exceeding from 29th May, 2024 to 31st March, 2027 in terms of the provisions of Schedule V of the Companies Act, 2013.

No commission of whatsoever nature shall be paid to Sh. Anupam Bansal apart from the aforesaid remuneration.

(iv) Other terms of appointment:

- a) The terms and conditions of the appointment of Sh. Anupam Bansal as Executive Director may be varied or altered from time to time by the Board of Directors or Committee thereof in its discretion, if deemed fit but subject to the provisions of the Companies Act, 2013 or any regulations/rules made there under.
- b) The Office of Sh. Anupam Bansal as Executive Director shall be liable to retire by rotation.
- c) No sitting fee shall be paid to Sh. Anupam Bansal for attending the Board or Committee Meeting(s)
- d) Sh. Anupam Bansal shall abide by the Company's Code of Conduct or any other Code of Conduct as laid down in terms of Corporate Governance and Insider Trading Regulations, 2015.

Further, the provisions of Regulation 17 (1C) of SEBI LODR Regulations, provides that the listed Company shall ensure that approval of shareholders for appointment/ Re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Considering the requirements of the said provision, the Board of Directors in their meeting held on

29th May, 2024 has considered and authorised the Company's Directors and Officers to seek shareholder's approval for the above appointment by way of Ordinary as well as Special Resolution through Postal Ballot process.

While considering the above appointment, the members of Nomination and Remuneration Committee have considered amongst others, leadership capabilities, administrative knowledge & managerial experience as the skills required for this role. In view of the above, the members of Nomination and Remuneration Committee and the Board of Directors are of the view that Sh. Anupam Bansal possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint him as an Executive Director.

A copy of the draft Service Agreement to be executed with Sh. Anupam Bansal is available for inspection through electronic mode. Members desire of inspecting the same may send their request at investorcare@libertyshoes.com from his/her registered email address mentioning their names and folio numbers/demat account numbers, with a self attested copy of PAN card or Adhaar Card or Voter ID Card. Keeping in view the above and in terms of Listing Regulations, consent of the members for appointment of Sh. Anupam Bansal as Director liable to retire by rotation and also Executive Director, is sought by way of Ordinary Resolution as well as Special resolution, as respectively set out in the accompanying Notice.

The Board of Directors, based on the recommendation of the Nomination and remuneration Committee, considers that the appointment of Sh. Anupam Bansal as Director liable to retire by rotation and also as an Executive Director is in the interest of the Company and recommends the Ordinary resolution as well as Special resolution as respectively set out in the Notice for approval of Members.

None of the Directors, Key managerial Personnel of the Company or their relatives except Sh. Anupam Bansal, Sh. Sunil Bansal and Sh. Shammi Bansal, Executive Directors of the Company and their relatives, to the extent of their shareholding, if any in the Company, may be deemed to be concerned or interested, financially or otherwise, in the proposed resolution no. 1 & 2.

Place: Gurugram, Haryana

Dated: July 19, 2024

By order of the Board

For Liberty Shoes Ltd.

Registered Office:

Libertypuram, 13th Milestone
G.T. Karnal Road, Kutail, P.O. Bastara
Distt. Karnal, Haryana
CIN: L19201HR1986PLC033185
Website: www.libertyshoes.com

CS Munish Kakra
CFO & Company Secretary
M. No. ACS 6262

ANNEXURE-A

Details of Director, whose appointment is proposed, required to be given pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are as follows:

Name of the Director	Sh. Anupam Bansal
Director Identification Number (DIN)	00137419
Category of Director	Executive Director
Nationality	Indian
Date of Birth/Age	26th December, 1972/51 Years
Date of First appointment as Director	29th May, 2024
Qualification	Graduate, Diploma in Footwear designing from World renowned ARS Sutoria of Italy
Profile/Background details/Recognition or awards/Experience/Expertise in specific Functional Areas	<p>Sh. Anupam Bansal (DIN: 00137419), aged about 51 years, has been acting as Head Retail of the Company since 2013. Before heading Retail division of the Company, he was holding the position of Managing Director of M/s Liberty Retail Revolutions Limited (LRRL), erstwhile Wholly Owned Subsidiary of the Company and as such he has been associated with the parent Company i.e. Liberty Shoes Limited as well as its erstwhile Wholly Owned Subsidiary since 2004. He has over two decades of rich experience in the Footwear Industry and belongs to promoters group of the Company and is holding 492885 Equity Shares, constituting 2.89% of the total paid up Capital of the Company.</p> <p>He possesses exceptional qualities and abilities of developing the retail business of the Company and has significantly contributed to the growth of the Company with his innovative and modern sales, marketing and brand building strategies.</p> <p>He has been spearheading the Marketing and Brand development department of the Company and introduced various brand building, brand positioning & brand promotional strategies. He remoulded the retail and marketing team(s) of the Company to keep pace with the newest developments in the marketplace. Considering his managerial skills, the Board of Directors also inducted him as member of Management Committee of the Company and he has contributed substantially in the various decisions related to Company's affairs and activities.</p>
Terms and conditions of appointment/re-appointment	<p>He is being appointed as Director liable to retire by rotation and also Executive Director for a period from 29th May, 2024 to 31st March, 2027, on remuneration of ₹ 4 Lakh P.M. aggregating to ₹ 48 Lakh P.A.</p> <p>Other terms and conditions of his appointment forms part of the Statement to this Notice.</p>

Details of remuneration to be sought/remuneration last drawn (2023-24)	His appointment is being proposed as Executive Director on a remuneration of ₹ 4 Lakh P.M. aggregating to ₹ 48 Lakh P.A.w.e.f. 29th May, 2024. He has drawn remuneration of ₹ 2.50 Lakh P.M. aggregating to ₹ 30 Lakh P.A. during the FY 2023-24 as Head Retail of the Company.
No. of Board Meetings attended during the year	As his appointment is being proposed as Director and Executive Director w.e.f. 29th May, 2024, therefore he did not attend any Board Meeting as Director during the FY 2023-24
Relationship with other Directors and other Key Managerial Personnel (KMPs) inter se	Brother of Sh. Sunil Bansal and Sh. Shammi Bansal, Executive Directors
List of directorship held in other Companies as on 31st March, 2024 (excluding foreign Companies)*	<ul style="list-style-type: none"> • Little World Constructions Pvt. Ltd. • Anything Skool Ltd. • Pacific Medicare Academy • BPTP Ltd.
List of Chairmanship/Membership in Committees of the Board of the other Companies on which he is a Director as on 31st March, 2024	None
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	492885 Equity Shares NIL

*The appointment is being proposed as Director/Executive Director in Liberty Shoes Ltd., listed Company and besides this Sh. Anupam Bansal was/is not holding directorship in any other listed Company.

**The aforesaid appointment is being proposed for Director liable to retire by rotation/Executive Director, therefore regulation 36 (3) (f) of SEBI LODR Regulations, 2015, as amended is not applicable.

Place: Gurugram, Haryana

Dated: July 19, 2024

By order of the Board

For Liberty Shoes Ltd.

Registered Office:

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