NOTICE

Notice is hereby given that **40th (Fortieth)** Annual General Meeting ("40th AGM" or "e-AGM" or "AGM") of the Members of Liberty Shoes Limited ("the Company") will be held on **Tuesday, 29th September, 2026 at 11:00 A.M.** through Video Conferencing ("VC") /or Other Audio-Visual Means ("OAVM") to transact the following businesses: -

The proceedings of the 40th AGM shall be deemed to be conducted at the Registered Office of the Company at Libertypuram, 13th Milestone, G.T. Karnal Road, Kutail, P.O. Bastara, Distt. Karnal - 132114, Haryana, which shall be deemed venue of the AGM.

ORDINARY BUSINESS:

Item no. 1-Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2026 together with the Reports of the Board of Directors and the Auditors thereon.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2026 and the Reports of the Board of Directors' and Auditors, thereon as circulated to the Members, be and are hereby received, considered and adopted."

Item no. 2-Appointment of Director

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

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Sh. Ashok Kumar (DIN-06883514), who retires by rotation, be and is hereby re- appointed as a director liable to retire by rotation."

Item no. 3-Appointment of Director

To appoint a Director in place of Sh. Anupam Bansal (DIN-00137419), who retires by rotation and being eligible, offers himself for re appointment.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Sh. Anupam Bansal (DIN-00137419), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation."

SPECIAL BUSINESS

Item no. 4 – Re-appointment of Sh. Piyush Dixit (DIN: 03514223), Independent Director of the Company

To consider and if thought fit, to pass the following Resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 16(1)(b), Regulation 25 and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force) and according to Nomination and Remuneration Policy and the Articles of Association of the Company and pursuant to the recommendations of Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company ("the Board") given at their respective meetings held on 10th August, 2026, Sh. Piyush Dixit (DIN: 03514223), who was appointed as an Independent Director for first term of 3 years commencing from 11th August, 2023 to hold office upto 10th August 2026, and who being eligible for re-appointment for the second term and who meets the criteria of independence as provided in Section 149 (6) of the Act along with the Rules framed thereunder and Regulation 16 (1) (b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a member under Section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for his second term of 3 consecutive years effective from 11th August, 2026 to 10th August, 2029.

RESOLVED FURTHER THAT any Executive Director and/ or CFO & Company Secretary of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with regulatory authority for giving effect to this resolution and for matters connected therewith, or incidental thereto."

Item no. 5 – Re-appointment of Sh. Anand Das Mundhra (DIN: 00167418), Independent Director of the Company

To consider and if thought fit, to pass the following Resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 16(1)(b), Regulation 25 and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force) and according to Nomination and Remuneration Policy and the Articles of Association of the Company and pursuant to the recommendations of Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company ("the Board") given at their respective meetings held on 10th August, 2026, Sh. Anand Das Mundhra (DIN: 00167418), who was appointed as an Independent Director for first term of 3 years commencing from 11th August, 2023 to hold office upto 10th August 2026, and who being eligible for re-appointment for the second term and who meets the criteria of independence as provided in Section 149 (6) of the Act along with the Rules framed thereunder and Regulation 16 (1) (b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a member under Section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for his second term of 3 consecutive years effective from 11th August, 2026 to 10th August, 2029.

RESOLVED FURTHER THAT any Executive Director and/ or CFO & Company Secretary of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with regulatory authority for giving effect to this resolution and for matters connected therewith, or incidental thereto."

Item no. 6 –Appointment of Sh. Raman Bansal (DIN: 00137826), as Director of the Company

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**), read with the rules made thereunder and the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Sh. Raman Bansal (DIN: 00137826), who was appointed as an Additional Director of the Company, on the recommendation of Nomination and Remuneration Committee, by Board of Directors at its meeting held on 10th August, 2026 and who holds office up to the date of the ensuing Annual General Meeting pursuant to 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 Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Executive Director and/ or CFO & Company Secretary of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with regulatory authority for giving effect to this resolution and for matters connected therewith, or incidental thereto."

Item no. 7 –Appointment of Sh. Raman Bansal (DIN: 00137826), as Executive Director of the Company

To consider and if thought fit, to pass the following Resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 2(18), 2(94), 196, 197, 198, 200 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**), read with Schedule V to the Act 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(s) thereof, for the time being in force, and the Articles of Association of the Company and the Nomination and Remuneration Policy of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company ("Board") at their respective meetings held on 10th August, 2026, consent of the Members of the Company be and is hereby accorded to the appointment of Sh. Raman Bansal (DIN: 00137826) as an Executive Director of the Company, for a period of three years with effect from 10th August, 2026 to 9th August, 2029, on such remuneration and other terms and conditions as set out in the draft Service Agreement proposed to be entered into between the Company and Sh. Raman Bansal, the salient features of which are set out in the Explanatory Statement annexed to the Notice convening this Meeting, and as may be mutually agreed between the Company and Sh. Raman Bansal, within the limits prescribed under the Act and the rules made thereunder.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the remuneration payable to Sh. Raman Bansal shall be governed by the applicable provisions of Schedule V to the Act and shall be subject to the limits prescribed therein, as amended from time to time.

RESOLVED FURTHER THAT any Executive Director and/ or CFO & Company Secretary of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with regulatory authority for giving effect to this resolution and for matters connected therewith, or incidental thereto."

By order of the Board
For Liberty Shoes Ltd.

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

Place: New Delhi
Dated: Monday, 10th August, 2026

Registered Office
Libertypuram, 13th Milestone,
G.T. Karnal Road, Kutail,
P.O. Bastara, Distt. Karnal - 132114, Haryana
Tel.: (91) - 1748-251101- 03, Fax: (91) - 1748-251100
E-mail: lpm@libertyshoes.com,
Website: www.libertyshoes.com
CIN: L19201HR1986PLC033185

NOTES:

1. **Virtual Meeting (e-AGM):** The Ministry of Corporate Affairs (the "MCA") vide its Circular No. 3/2025 dated September 22, 2025 (in continuation with the Circulars issued earlier in this regard) ("MCA Circulars") has allowed conducting Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, the 40th Annual General Meeting (the "AGM" or the "Meeting") of Liberty Shoes Limited (the "Company") will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the "Act") and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations") and circulars issued by SEBI in this regard. Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

2. **IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULARS, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 40TH AGM OF THE COMPANY (THE "NOTICE").**

   However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Power of Attorney/ appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at legal2015js@gmail.com with a copy marked to investorcare@libertyshoes.com

3. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice. **The deemed venue for the 40th AGM shall be the Registered Office of the Company.**

4. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

5. An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item No.(s) 4 to 7 is annexed hereto. The recommendation of the Board of Directors of the Company (the **"Board"**) in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors seeking appointment/re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.

   The Statement read together with the Annexures hereto and these notes form an integral part of this Notice.

6. **DISPATCH OF ANNUAL REPORT THROUGH E-MAIL**

   Pursuant to the MCA Circulars and the SEBI Circulars, the Notice alongwith the Annual Report of the Company for the financial year ended March 31, 2026, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., MUFG Intime India Pvt. Ltd (formerly Link Intime India Private Limited) or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2026 shall be available on the websites of the Company viz., www.libertyshoes.com (https://www.libertyshoes.com/annual-reports) and of the Stock Exchanges where Equity Shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., MUFG Intime India Pvt. Ltd, (MIIPL) viz., https://instavote.linkintime.co.in

7. **PROCEDURE FOR ATTENDING THE AGM THROUGH VC OR OAVM**

Members will be able to attend the AGM through VC or OAVM by using their remote e-Voting login credentials.

The instructions for attending the AGM are annexed separately and form part of this Notice.

In accordance with Section 103 of the Companies Act, 2013, the presence of Members partaking in the Annual General Meeting (AGM) by way of Video Conferencing (VC) or Other Audio-Visual Means (OAVM) will be deemed substantive and shall be accounted for, thereby contributing towards the fulfilment of the mandated quorum requirement.

8. **PROCEDURE FOR REMOTE E-VOTING AND E VOTING DURING THE AGM**

In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, read together with the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has engaged the services of MUFG Intime India Pvt. Ltd (formerly Link Intime India Private Limited) to provide remote e-Voting facility and e-Voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting. **The instructions to cast votes through remote e-Voting and through e-Voting system during the AGM are annexed separately and form part of this Notice.**

The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date of Tuesday, 22nd September, 2026. The remote e-Voting period will commence on Saturday, 26th September 2026 (9:00 A.M. IST) and will end on Monday, 28th September 2026 (5:00 P.M. IST).** During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut -off date, i.e., **Tuesday, 22nd September, 2026**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by MUFG Intime India Pvt. Ltd for voting thereafter.

Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on **Tuesday, 22nd September, 2026 being the cut-off date**, are entitled to vote on the Resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. **A person who is not a**

member as on the cut-off date, i.e., Tuesday, 22nd September, 2026 should treat this Notice for information purpose only.

The Board of Directors has appointed M/s JVS & Associates, (CP No. 10196), Company Secretary in Practice, New Delhi or failing whom, such other Practicing Company Secretary or Chartered Accountant as the Board of Directors of the Company may appoint, as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting in presence of atleast two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard.

The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website (www.libertyshoes.com) and on the e-Voting website of MUFG Intime India Pvt. Ltd viz. https://instavote.linkintime.co.in immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results declared along with the said Report shall also be made available for atleast 3 days on the Notice Boards of the Company at its Registered Office in Libertypuram and at the Corporate Office in Gurugram, Haryana. Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolution(s) forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., **Tuesday, 29th September, 2026**. Members holding shares in physical mode or whose e-mail addresses are not registered, may cast their votes through e-Voting system, after registering their e-mail addresses by sending the following documents to the Company at investorcare@libertyshoes.com or to the RTA at delhi@in.mpms.mufg.com:

(i) Scanned copy of a signed request letter, mentioning the name, folio number/demat account details & number of shares held and complete postal address;

(ii) Self-attested scanned copy of PAN Card; and

(iii) Self-attested scanned copy of any document (such as AADHAAR card/latest Electricity Bill/latest Telephone Bill/Driving License/Passport/Voter ID Card/Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding. Members, who hold shares in physical mode and already having valid e-mail addresses registered with the Company/the RTA, need not take any further action in this regard.

9. PROCEDURE FOR INSPECTION OF DOCUMENTS

All documents referred to in the Notice and the Explanatory Statement/Annexure shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM.

Members desirous of inspecting the same may send their requests not later than **Sunday, 27th September, 2026** at 11:00 A.M. at investorcare@libertyshoes.com from their registered e-mail addresses mentioning their names and folio numbers/demat account numbers.

During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection upon login at https://instameet.in.mpms.mufg.com or at www.libertyshoes.com .

10. BOOK CLOSURE PERIOD FOR THE AGM

Pursuant to Section 91 of the Companies Act, 2013 read with Rules framed there under and Regulation 42 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Share Transfer Books and Register of Members of the Company will remain closed from **Wednesday, 23rd September, 2026 to Tuesday, 29th September, 2026** (both days inclusive) for the purpose of the AGM.

11. NOMINATION FACILITY

SEBI vide its Circular dated 16th March, 2023 has mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. On or after 1st October, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at https://investor.libertyshoes.com/

Members holding shares under a single name in physical mode are advised to make nomination in respect of their shareholding in the Company. The Nomination Form (SH-13) can be downloaded from the Company's website, i.e., www.libertyshoes.com from "Investor Relations" section. Members holding shares in demat mode should file their nomination with their respective Depository Participant(s).

12. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode. In compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD - RTAMB/P/CIR/202Z/8 dated 25th January 2022, the following requests received by the Company/ Company RTA in physical form will be processed and the shares will be issued in dematerialisation form only:-

i. Issue of duplicate share certificate

ii. Claim from unclaimed suspense account

iii. Renewal/Exchange of securities certificate

iv. Endorsement

v. Sub-division/splitting of securities certificate/Consolidation of securities certificates/folios

vi. Transmission

vii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the Company as well as on the website of MUFG Intime India Pvt Ltd, Registrar and Share Transfer Agent (RTA). Members, who are holding shares in physical/ electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by filling Form ISR-1 and sending the scanned copy of the Form mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz, Aadhaar Card, Driving License, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the Annual Report 2025-26 along with AGM Notice by email to investorcare@libertyshoes.com. Members holding shares in demat form can update their email address with their Depository Participants and send scan copy of client master to investorcare@libertyshoes.com. It may be noted that any service request can be processed only after the folio is KYC compliant.

The Securities and Exchange Board of India ('SEBI') vide its circular no SEBVHO/MIRSD/ MIRSD- RTAMB/ P/CIR/2021/655 dated 3rd November, 2021, circular no. SEBI/HO/MIRSD/ MIRSD - RTAMBiP/CIR/2021/687 dated 14th December, 2021, circular no. SEBVHO/ MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 (now rescinded by Master Circular SEBI/ HO/MIRSD/P00-1/PiCIR/2023/70 dated 17th May, 2023) read with SEBI/HO/ MIRSD/POD-1/P/ CIR/2023/1 81 dated 17th November, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Registrar will not process any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder.

SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members only electronically by rescinded the SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 by issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated 17th May, 2023 and SEBI/HO/ MIRSD/POD-1/P/ CIR/2023/ 181 dated 17th November, 2023, all dividend payments after 31st March, 2024, will be processed only electronically.

In compliance with SEBI Circular, please note that no dividend will be processed in Physical mode and the Company will process the dividend in electronic mode only as per the details provided by you within the stipulated time. Further to note that if the aforesaid details are not received and the dividend remains unpaid/unclaimed upto 7 years, dividend will be transferred to IEPF after 7 years as per the applicable provisions of the Companies Act, 2013.

Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/ 2023/131 dated 31st July. 2023 and SEBVHO/OIAE/OIAE_IAD-1/P/ CIR/2023/135 dated 4th August, 2023 and Master Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 (updated as on 11th August, 2023), has introduced a common Online Dispute Resolution Portal ("ODR Portal") to facilitate online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. Investors may also refer link https://scores.gov.in/ to access the ODR Portal as well as to the modalities of the ODR portal and operational guidelines and instructions including timelines for registration/ review/ resolution of complaints/disputes filed through the portal, manner of proceedings to be conducted by the ODR institutions, role and responsibilities of market infrastructure intermediaries, code of conduct for conciliators and arbitrators etc. as provided in the SEBI Circulars referred above and available on the website of the Company. An intimation to the shareholders through email had been sent by Company RTA during the year under consideration whose email are registered with them in regard to the Online Dispute Resolution Mechanism (ODR system) as maintained by the Company.

13. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.

    Members holding shares in physical form are requested to advise any change in their address or Bank mandates immediately to the Company's Registrar and Share Transfer Agent, MUFG Intime India Pvt. Ltd (formerly Link

Intime India Private Limited), Noble Heights, 1st Floor, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058.

14. Members holding shares in physical mode are requested to immediately notify any change in their address along with self attested copy of address proof i.e. Adhaar Card/Electricity Bill/Telephone Bill/Driving License/Passport/Bank Passbook particulars to the Company or its RTA and in case their shares are held in dematerialized mode, this information should be notified/submitted directly to their respective Dps.

15. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, if any. The Company or its Registrar and Share Transfer Agent, M/s MUFG Intime India Pvt. Ltd. cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to their Depository Participants by the Members.

16. UNPAID/UNCLAIMED DIVIDEND:

i. Pursuant to erstwhile Section 205 and Section 205A of the Companies Act, 1956 read with the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 and amended provisions of Section 205A read with Section 205C of the Companies Act, 1956, all unclaimed/unpaid amount of dividends have been transferred to the General Revenue Account/Investor Education and Protection Fund (IEPF) established by the Central Government, as the case may be. It may be noted that once the unpaid/unclaimed amount of Dividend is transferred to the IEPF, the same cannot be claimed by the members there from in terms of the erstwhile provisions of Section 205B of the Companies Act, 1956.

ii. Further, in compliance with the provisions of Sections 124 and 125 of the Act, read with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the "IEPF Rules"), the Equity Shares, in respect of which dividend not claimed or encashed by the Members for seven consecutive years or more, are liable to be transferred to the Account of the IEPF Authority. As per the said Rules, the corresponding equity shares in respect of which Dividend remains unclaimed / unpaid for seven consecutive years or more, are required to be transferred to the Demat Account of the IEPF Authority.

The complete list of said Members whose unclaimed/unpaid Dividend and shares thereon have been transferred to specified Bank account/ Demat account of IEPF Authority is available on the website of the Company, i.e., www.libertyshoes.com under the 'Investor Relations' category.

Members have already informed that once the unclaimed or unpaid dividend is transferred to the specified Bank account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend/shares.

The eligible Members are entitled to claim such unclaimed or unpaid dividend and corresponding Equity shares including benefits, if any, accruing on such shares from the IEPF Authority by making an online application in Web Form IEPF-5 and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claims. Relevant details and the specified procedure to claim refund of dividend amount/shares along with an access link to the refund web page of IEPF Authority's website for claiming such dividend amount/shares has been provided on the Company's website, i.e., www.libertyshoes.com under the "Investor Relations" category and also in this Annual Report. Unclaimed/Unpaid amount of dividend and corresponding Equity Shares for the financial year ended 31st March, 2015 has been transferred to the IEPF on 2nd November, 2022 and 17th November, 2022 respectively.

17. Pursuant to Section 72 of the Companies Act, 2013, read in conjunction with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members are provided the opportunity to make nominations concerning the shares held by them. Members who have not yet registered their nominations are hereby urged to do so by submitting Form ISR-1, Form ISR-2 and Form No. SH 13. This form can be obtained from the Company's website www.libertyshoes.com, specifically under the "Investor Relations" section.

    Members who hold shares individually in single name and in physical form are advised to initiate the nomination process regarding their shareholding in the Company. To accomplish this, they must submit the duly completed Form ISR-1, Form ISR-2 and Form No. SH 13 with the Company's Registrar and Transfer Agent (RTA) for shares in physical form, and with their respective depository for shares in electronic form.

    In the event that any Member requires cancellation or modification of their existing nomination pertaining to their Shareholding in the Company, they may download Form ISR-3 or Form SH-14 from the Company's website www.libertyshoes.com. After obtaining the appropriate form, they must duly complete it and submit Form ISR-3 with the Company's Registrar and Transfer Agent (RTA) for shares in physical form, or Form SH-14 with their respective depository for shares in electronic form.

18. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent, M/s MUFG Intime India Pvt. Ltd., immediately of:

    a) Change in their residential status on return to India for permanent settlement.

    b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

19. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

<u>Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.</u>

<u>Login method for Individual shareholders holding securities in demat mode:</u>

<u>Individual Shareholders holding securities in demat mode with NSDL</u>

METHOD 1 - NSDL OTP based login

a) **Visit URL:** <u>https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</u>

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

<u>Shareholders registered for IDeAS facility:</u>

a) **Visit URL:** <u>https://eservices.nsdl.com</u> and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) **To register, visit URL:** https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play App Store

METHOD 3 - NSDL e-voting website

a) **Visit URL:** https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) **Visit URL:** https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) **To register, visit URL:** https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) **Visit URL:** https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

b) Enter details as under:

A. User ID: Enter User ID

B. Password: Enter existing Password

C. Enter Image Verification (CAPTCHA) Code

D. Click **"Submit".**

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

(A) **Visit URL:** https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:

a) User ID: Enter User 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.

- Shareholders, holding shares in **NSDL** form, shallprovide 'point 4' above.
- Shareholders, holding shares in **CDSL** form, shall provide 'point 3' or 'point 4' above.
- Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

e) 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).

f) Enter Image Verification (CAPTCHA) Code.

g) Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. 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).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. **Visit URL:** https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. **Visit URL:** https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) **Visit URL:** https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

   Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) 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'.

f) 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.

   (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) **Visit URL:** https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

   (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- 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".

20. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a. **Visit URL:** https://instameet.in.mpms.mufg.com & click on **"Login"**.

b. Select the "Company Name" and register with your following details:

c. Select Check Box - **Demat Account No. / Folio No. / PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - **Demat Account No.** and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
- **Mobile No:** Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- **Email ID:** Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d. Click "Go to Meeting"

- You are now registered for InstaMeet, and your attendance is marked for the meeting.

Members can log in and join 15 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the schedule time. The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

21 INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

a) Shareholders who would like to speak during the meeting must register their request 7 days in advance with the company by sending their request on the email id at investorcare@libertyshoes.com.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panelist via active chat-board during the meeting.

* *Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.* Shareholders who would like to ask questions, may send the same in advance mentioning their name, demat account number/folio number, E-mail id, mobile number at investorcare@libertyshoes.com, atleast 48 hours prior to the date of AGM i.e. on or before 11:00 A.M. (IST) on Sunday, 27th September, 2026. The same will be replied suitably.

22 INSTRUCTIONS FOR SHAREHOLDERS TO VOTE DURING THE GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on link "Cast your vote".

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.

f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

- Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

HELPDESK:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: -Tel: 022 – 4918 6000 / 4918 6175.

(Explanatory Statement in respect of the Special Businesses to be transacted at the AGM and set out under Item No. (s) 4 to 7 of the accompanying Notice of AGM pursuant to Section 102 (1) of the Companies Act, 2013, as amended)

Item No. 4:

Sh. Piyush Dixit (DIN: 03514223) was appointed as an Independent Director of the Company for a first term of three (3) consecutive years with effect from 11th August, 2023 to 10th August, 2026, pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). His appointment was approved by the Members of the Company at the Annual General Meeting held in the year 2023.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors, at its meeting held on 10th August, 2026, after evaluating his performance during the first term and considering his skills, experience, expertise, integrity, independence and valuable contribution to the deliberations of the Board and its Committees, approved the re-appointment of Sh. Piyush Dixit (DIN: 03514223) as an Independent Director of the Company for a second consecutive term of three (3) years with effect from 11th August, 2026 up to 10th August, 2029, subject to the approval of the Members by way of a Special Resolution. Further, the Company has received a notice under Section 160 (1) of the Act proposing his candidature for re-appointment as an Independent Director of the Company for second term of 3 consecutive years effective from 11th August, 2026 to 10th August, 2029.

The Nomination and Remuneration Committee and the Board have carried out the performance evaluation of Sh. Piyush Dixit in accordance with the provisions of the Act and the Listing Regulations and are satisfied that, during his tenure as an Independent Director, he has effectively discharged his duties with objectivity, independence and professional competence and has made significant contributions towards strengthening the governance framework of the Company. Accordingly, the NRC has recommended, and the Board has approved, his re-appointment for a second consecutive term.

The Board is of the opinion that Sh. Piyush Dixit possesses extensive leadership qualities, strategic vision, administrative knowledge and rich managerial experience. His continued association with the Company would be of immense value in providing independent judgement on matters relating to corporate governance, strategy, business performance, risk management and regulatory compliance.

The Company has received from Sh. Piyush Dixit:

- his consent to act as a Director in terms of Section 152 of the Companies Act, 2013;
- a declaration confirming that he continues to meet the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations;
- a declaration that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;
- confirmation that he is not debarred from holding the office of Director pursuant to any order of SEBI or any other statutory authority; and
- the confirmation required under Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director.

In the opinion of the Board, Sh. Piyush Dixit fulfils the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Regulations for re-appointment as an Independent Director and is independent of the Management.

Further, in compliance with Section 150 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Sh. Piyush Dixit has registered his name in the databank maintained by the Indian Institute of Corporate Affairs (IICA) and has complied with the applicable requirements prescribed thereunder.

The terms and conditions of re-appointment of Sh. Piyush Dixit as an Independent Director shall be available for inspection by the Members through electronic mode. Members desirous of inspecting the same may send their request to investorcare@libertyshoes.com from their registered e-mail address, mentioning their name, folio number/DP ID and Client ID and enclosing a self-attested copy of their PAN Card, Aadhaar Card or Voter Identity Card.

Sh. Piyush Dixit shall continue to be entitled to sitting fees for attending the meetings of the Board and its Committees and such other remuneration, if any, as may be permissible under the Companies Act, 2013 and the Listing Regulations, as approved by the Board from time to time.

A brief profile of Sh. Piyush Dixit (DIN: 03514223), including his qualifications, experience, nature of expertise in specific functional areas, directorships and committee memberships in other companies, shareholding and other disclosures as required under the Companies Act, 2013, the Listing Regulations and Secretarial Standard on General Meetings (SS-2), is provided in Annexure-A to this Notice.

Except Sh. Piyush Dixit and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that the continued association of Sh. Piyush Dixit as an Independent Director would be beneficial to the Company and recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

Sh. Anand Das Mundhra (DIN: 00167418) was appointed as an Independent Director of the Company for a first term of three (3) consecutive years with effect from 11th August, 2023 to 10th August, 2026, pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). His appointment was approved by the Members of the Company at the Annual General Meeting held in the year 2023.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors, at its meeting held on 10th August, 2026, after evaluating his performance during the first term and considering his skills, experience, expertise, integrity, independence and valuable contribution to the deliberations of the Board and its Committees, approved the re-appointment of Sh. Anand Das Mundhra (DIN: 00167418) as an Independent Director of the Company for a second consecutive term of three (3) years with effect from 11th August, 2026 up to 10th August, 2029, subject to the approval of the Members by way of a Special Resolution. Further, the Company has received a notice under Section 160 (1) of the Act proposing his candidature for re-appointment as an Independent Director of the Company for second term of 3 consecutive years effective from 11th August, 2026 to 10th August, 2029.

The Nomination and Remuneration Committee and the Board have carried out the performance evaluation of Sh. Anand Das Mundhra in accordance with the provisions of the Act and the Listing Regulations and are satisfied that, during his tenure as an Independent Director, he has effectively discharged his duties with objectivity, independence and professional competence and has made significant contributions towards strengthening the governance framework of the Company. Accordingly, the NRC has recommended, and the Board has approved, his re-appointment for a second consecutive term.

The Board is of the opinion that Sh. Anand Das Mundhra possesses rich professional experience, sound knowledge of corporate governance, strategic planning, finance and business management. His continued association with the Company would be of immense value in providing independent judgement on matters relating to strategy, corporate governance, financial oversight, risk management and regulatory compliance.

The Company has received from Sh. Anand Das Mundhra:

- his consent to act as a Director in terms of Section 152 of the Companies Act, 2013;
- a declaration confirming that he continues to meet the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations;
- a declaration that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;
- confirmation that he is not debarred from holding the office of Director pursuant to any order of SEBI or any other statutory authority; and
- the confirmation required under Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director.

In the opinion of the Board, Sh. Anand Das Mundhra fulfils the conditions specified in the Companies Act, 2013, the Rules made thereunder and the Listing Regulations for re-appointment as an Independent Director and is independent of the Management.

Further, in compliance with Section 150 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Sh. Anand Das Mundhra has registered his name in the databank maintained by the Indian Institute of Corporate Affairs (IICA) and has complied with the applicable requirements prescribed thereunder.

The terms and conditions of re-appointment of Sh. Anand Das Mundhra as an Independent Director shall be available for inspection by the Members through electronic mode. Members desirous of inspecting the same may send their request to investorcare@libertyshoes.com from their registered e-mail address, mentioning their name, folio number/DP ID and Client ID and enclosing a self-attested copy of their PAN Card, Aadhaar Card or Voter Identity Card.

Sh. Anand Das Mundhra shall continue to be entitled to sitting fees for attending the meetings of the Board and its Committees and such other remuneration, if any, as may be permissible under the Companies Act, 2013 and the Listing Regulations, as approved by the Board from time to time.

A brief profile of Sh. Anand Das Mundhra (DIN: 00167418), including his qualifications, experience, nature of expertise in specific functional areas, directorships and committee memberships in other companies, shareholding and other disclosures as required under the Companies Act, 2013, the Listing Regulations and Secretarial Standard on General Meetings (SS-2), is provided in Annexure-A to this Notice.

Except Sh. Anand Das Mundhra (DIN: 00167418) and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that the continued association of Sh. Anand Das Mundhra as an Independent Director would be beneficial to the Company and recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6 & 7

Sh. Raman Bansal (DIN: 00137826), aged about 64 years, has been associated with the Company for over three decades and is presently serving as the Chief Operating Officer (COO) of the Company. He is responsible for overseeing the outsourcing of purchase of footwear, distribution, marketing and retail network of the Company. He is also spearheading the Sales function of the Company and plays a key role in strengthening and expanding the Company's sales, distribution and retail network. After completing his Bachelor of Arts degree, he pursued further studies abroad and obtained a degree in Footwear Designing from the renowned ARS SITPROA Institute.

He was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 10th August, 2026, on the recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act"). He holds office as an Additional Director up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Sh. Raman Bansal for appointment as a Director of the Company. Accordingly, approval of the Members is being sought for his appointment as a Director/ Executive Director of the Company, liable to retire by rotation.

The appointment and remuneration payable to Sh. Raman Bansal have been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on 10th August, 2026.

As per the provisions of Section 197 read with Part II of Schedule V of the Companies Act, 2013, a public company may pay remuneration to its managerial personnel within the limits prescribed under the Act. In cases of absence or inadequacy of profits, remuneration may be paid to managerial personnel subject to the applicable conditions and limits prescribed under Schedule V to the Act, including approval of Members wherever applicable.

In the present case, considering the remuneration payable to the Executive Directors of the Company and the profitability of the Company, the proposed remuneration payable to Sh. Raman Bansal shall be treated as minimum remuneration and shall be subject to the applicable provisions and ceiling prescribed under Schedule V to the Companies Act, 2013, as amended from time to time. The proposed remuneration is in accordance with the Nomination and Remuneration Policy of the Company and is commensurate with his experience, expertise, responsibilities and leadership role.

Considering his extensive experience in the footwear industry, operational knowledge, marketing expertise, leadership capabilities and long-standing association with the Company, the Board considers that his appointment as Executive Director would be beneficial to the Company. A brief profile detailing the expertise, qualification, experience, etc. of Sh. Raman Bansal in compliance with Regulation 26(4) and Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard-2 is provided in Annexure A to this Notice.

Abstract of Terms and Conditions of Appointment:-

(i) Period

For a period of three years with effect from 10th August, 2026 to 9th August, 2029.

(ii) Nature of Duties

Sh. Raman Bansal shall devote his whole time and attention to the business of the Company and carry out such duties and responsibilities as may be entrusted to him by the Board of Directors and/or Committee thereof from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board of Directors and/or Committee thereof, in connection with and in the best interests of the Company.

(iii) Remuneration

a) Fixed Salary:

- ₹ 10,00,000/- (Rupees Ten Lakh only) per month, inclusive of all allowances.

b) Perquisites and Benefits:

- Company-owned motor car of value not exceeding ₹1.50 Crores, along with driver, fuel, maintenance, insurance and other related expenses, for use in performance of official duties;
- Mobile phone reimbursement for official communication; and
- Gratuity as per the provisions of the Payment of Gratuity Act, 1972 and the policy of the Company.

In view of the inadequate profits of the Company, the proposed remuneration payable to Sh. Raman Bansal shall be treated as minimum remuneration.

The total remuneration, including salary, perquisites and any other allowances, shall not exceed the ceiling prescribed under the applicable provisions of Section II of Part II of Schedule V to the Companies Act, 2013, including any amendment thereof from time to time.

Upon approval by the Members, the proposed remuneration shall be payable to Sh. Raman Bansal for the period from 10th August, 2026 to 9th August, 2029, subject to the applicable provisions of Schedule V.

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

(iv) Other Terms of Appointment

a) The terms and conditions of appointment may be varied or altered from time to time by the Board of Directors or Committee thereof, subject to the provisions of the Companies Act, 2013, SEBI LODR Regulations and rules/regulations made thereunder.

b) The office of Sh. Raman Bansal as Executive Director shall be liable to retire by rotation.

c) No sitting fee shall be paid to Sh. Raman Bansal for attending meetings of the Board or Committees thereof.

d) Sh. Raman Bansal shall abide by the Company's Code of Conduct and other applicable codes and policies of the Company.

As per the declaration received by the Company, Sh. Raman Bansal (DIN: 00137826) is not disqualified under Section 164 of the Companies Act, 2013, or otherwise barred pursuant to any order of SEBI or other statutory authority from holding the office of Director.

He has furnished his consent to act as a Director and as an Executive Director of the Company.

The Directorships held by Sh. Raman Bansal are within the limits prescribed under the Companies Act, 2013 and SEBI LODR Regulations, as amended.

The appointment of Sh. Raman Bansal is in compliance with the Nomination and Remuneration Policy of the Company.

Regulation 17(1C) of the SEBI LODR Regulations provides that a listed company shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Accordingly, the Board of Directors at its meeting held on 10th August, 2026 considered and approved the appointment of Sh. Raman Bansal as an Additional Director and authorised the necessary steps for seeking approval of Members for his appointment as Director liable to retire by rotation and as Executive Director.

While considering the appointment of Sh. Raman Bansal, the members of the Nomination and Remuneration Committee have considered, amongst others, his leadership capabilities, administrative knowledge, footwear industry experience, marketing expertise, operational knowledge and managerial experience as the skills required for this role.

A copy of the draft Service Agreement proposed to be executed between the Company and Sh. Raman Bansal is available for inspection by the Members through electronic mode. Members desirous of inspecting the same may send their request to investorcare@libertyshoes.com from their registered email address mentioning their name and folio number/demat account number, along with a self-attested copy of PAN Card/Aadhaar Card/Voter ID Card.

Keeping in view the above and in terms of the applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations, consent of the Members is sought for:

1. appointment of Sh. Raman Bansal as Director liable to retire by rotation, by way of an Ordinary Resolution; and
2. appointment of Sh. Raman Bansal as Executive Director for a period of three years from 10th August, 2026 to 9th August, 2029, together with the remuneration and terms and conditions stated above, by way of a Special Resolution.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers that the appointment of Sh. Raman Bansal as Director liable to retire by rotation and also as 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.

Except Sh. Raman Bansal (DIN: 00137826) and Sh. Anupam Bansal and their relatives, to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

By order of the Board
For Liberty Shoes Ltd.

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

Place: New Delhi
Dated: Monday, 10th August, 2026

Registered Office
Libertypuram, 13th Milestone,
G.T. Karnal Road, Kutail,
P.O. Bastara, Distt. Karnal - 132114, Haryana
Tel.: (91) - 1748-251101- 03, Fax: (91) - 1748-251100
E-mail: lpm@libertyshoes.com,
Website: www.libertyshoes.com
CIN: L19201HR1986PLC033185

ANNEXURE-A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING AND/OR SEEKING FIXATION/VARIATION OF REMUNERATION

[PURSUANT TO REGULATION 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 (REVISED) ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)]

Name of the Director	Sh. Ashok Kumar	Sh. Anupam Bansal
Director Identification Number (DIN)	06883514	00137419
Category and Designation of Director	Executive Director	Executive Director
Nationality	Indian	Indian
Date of Birth/Age	4th April, 1968/ 58 Years	26th December, 1972/ 53 Years
Date of First appointment as Director	23rd January, 2015	29th May, 2024
Qualification	LL.B	Graduate, Diploma in Footwear Designing from ARS Sutoria of Italy
Profile/ Background details/ Recognition or awards/ Experience / Expertise in specific Functional Areas	He is a Law Graduate and has been spearheading the legal department for last several years. He possesses a vast wealth of knowledge and has a proven record of providing indispensable legal advice.	● He has been serving as an Executive Director of the Company since 29th May, 2024. Prior to this appointment, he was leading the Company's Retail Division, along with overseeing Marketing and Brand Management. ● Earlier, he held the position of Managing Director at M/s Liberty Retail Revolutions Limited (LRRL), a former wholly owned subsidiary of the Company. ● His association with Liberty Shoes Limited and LRRL dates back to 2004, reflecting a long-standing and deep involvement with the Liberty brand. ● With more than 20 years of rich experience in the footwear industry, Sh. Bansal has demonstrated outstanding capabilities in driving retail growth. ● His strategic and contemporary approach to sales, marketing, and brand development has made a significant impact on the Company's progress and market positioning.

Terms and conditions of appointment/re-appointment	Re-appointment as Director liable to retire by rotation	Re-appointment as Director liable to retire by rotation
Details of remuneration to be sought/remuneration last drawn (2025-26)	He has drawn remuneration of ₹ 42 Lakh P.A. (Including all perquisites) during the FY 2025-26.	He has drawn remuneration of ₹ 84 Lakh P.A. (including all perquisites) during the FY 2025-26.*
No. of Board Meetings attended during the year	Refer Corporate Governance Report	Refer Corporate Governance Report
Relationship with other Directors and other Key Managerial Personnel (KMPs) inter se	None	He is brother of Sh. Shammi Bansal, Executive Director of the Company
List of directorship held in other Companies as on 31st March, 2026 (excluding foreign Companies)	None	• Little World Constructions Pvt. Limited. • Geofin Investments Private Limited • Pacific Medicare Academy • BPTP Limited
Listed entities from which the person has resigned in the past three years	None	None
List of Chairmanship/ Membership in Committees of the Board of the other Companies on which he is a Director as on 31st March, 2026	None	None
Justification for re-appointment, Summary of Performance evaluation Report and the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Since, re-appointment is being proposed as Director liable to retire by rotation, therefore it is not applicable.	
No. of shares held in the Company as on 31st March, 2026: **(a) Own** **(b) For other persons on a beneficial basis**	 NIL NIL	 5,55,605 Equity Shares NIL

*Increased from ₹ 48 Lakh per Annum to ₹ 120 Lakh per Annum w.e.f. 1st October, 2025.

Name of the Director	Sh. Piyush Dixit	Sh. Anand Das Mundhra
Director Identification Number (DIN)	03514223	00167418
Category and Designation of Director	Non -executive Independent Director	Non -executive Independent Director
Nationality	Indian	Indian
Date of Birth/Age	3rd December, 1972/53 Years	14th July, 1966/ 60 Years
Date of First appointment as Director	11th August, 2023	11th August, 2023
Qualification	Bachelor of Engineering	Commerce Graduate
Profile/ Background details/ Recognition or awards/ Experience / Expertise in specific Functional Areas	• He is the founder & CEO of Unicel Corporation Pvt. Ltd, a technology Solutions Company engaged primarily in the telecommunications and power-conditioning sectors. • He is having 32 years of Industry experience sprawling in to Core manufacturing, Automobiles, Consumer Durables and Telecom sectors • Being a successful entrepreneur, he is having vast experience, knowledge and administrative and managerial skills.	• He is associated with Shree Nursingsahay Mudungopal (Engineers) Pvt. Ltd., New Delhi, a company established in 1949 and provides solutions primarily for power generation, transmission and distribution. • He is having extensive knowledge and broader experience in Business development.
Terms and conditions of appointment/re-appointment	Re-appointment as Independent Director, not liable to retire by rotation, subject to the approval of Shareholders	Re-appointment as Independent Director, not liable to retire by rotation, subject to the approval of Shareholders
Details of remuneration to be sought/remuneration last drawn (2025-26)	He will be paid remuneration by way of sitting fee for attending the Board/Committee Meeting of the Company or for any other purpose whatsoever as may be decided by the Board from time to time and within the limits as specified under the provisions of Companies Act, 2013 and listing Regulations. During the previous year he has been paid Sitting fee for attending the Board and Committee Meetings as per the Policy of the Company and provisions of Companies Act, 2013 and Rules made thereunder.	He will be paid remuneration by way of sitting fee for attending the Board/Committee Meeting of the Company or for any other purpose whatsoever as may be decided by the Board from time to time and within the limits as specified under the provisions of Companies Act, 2013 and listing Regulations. During the previous year he has been paid Sitting fee for attending the Board and Committee Meetings as per the Policy of the Company and provisions of Companies Act, 2013 and Rules made thereunder.

No. of Board Meetings attended during the year	Refer Corporate Governance Report	Refer Corporate Governance Report
Relationship with other Directors and other Key Managerial Personnel (KMPs) inter se	None	None
List of directorship held in other Companies as on 31st March, 2026 (excluding foreign Companies)	Unicel Infra Private Limited	• Shree NM Exim Private Limited • Shree Nurmud Industries Private Limited • Electrical Products Company (India) Private Limited • Shree Nursingsahay Mudungopal Private Limited • Shree Nursingsahay Mudungopal (Engineers) Private Limited • Altem Energy Private Limited
Listed entities from which the person has resigned in the past three years	None	None
List of Chairmanship/ Membership in Committees of the Board of the other Companies on which he is a Director as on 31st March, 2026	None	None
Justification for re-appointment, Summary of Performance evaluation Report and the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Explanatory Statement annexed with the Notice and Corporate Governance Report	Refer Explanatory Statement annexed with the Notice and Corporate Governance Report
No. of shares held in the Company as on 31st March, 2026: **Own** **For other persons on a beneficial basis**	 NIL NIL	 NIL NIL

Name of the Director	Sh. Raman Bansal
Director Identification Number (DIN)	00137826
Category and Designation of Director	Proposed Executive Director
Nationality	Indian
Date of Birth/Age	4th December, 1962/ 64 Years
Date of First appointment as Director	10th August, 2026
Qualification	Graduate, Degree in footwear designing from renowned Institute ARS SITPROA
Profile/ Background details/ Recognition or awards/ Experience / Expertise in specific Functional Areas	• He has been associated with the Company for over three decades and is presently serving as the Chief Operating Officer (COO) of the Company. • He is responsible for overseeing the outsourcing purchase of footwear, distribution, marketing and retail network of the Company. • He is also spearheading the Sales function of the Company and plays a key role in strengthening and expanding the Company's sales, distribution and retail network.
Terms and conditions of appointment/re-appointment	Proposed appointment as Executive Director, liable to retire by rotation
Details of remuneration to be sought/ remuneration last drawn (2025-26)	He has drawn remuneration of ₹ 30 Lakh P.A. during the FY 2025-26. It is proposed to pay remuneration of ₹ 120 Lakh P.A. w.e.f. 10th August, 2026 along with perquisites as per Policy of the Company
No. of Board Meetings attended during the year	Refer Corporate Governance Report
Relationship with other Directors and other Key Managerial Personnel (KMPs) inter se	He is brother of Sh. Anupam Bansal, Executive Director of the Company
List of directorship held in other Companies as on 31st March, 2026 (excluding foreign Companies)	• Geofin Investments Private Limited
Listed entities from which the person has resigned in the past three years	None
List of Chairmanship/Membership in Committees of the Board of the other Companies on which he is a Director as on 31st March, 2026	None

Justification for re-appointment, Summary of Performance evaluation Report and the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Explanatory Statement annexed with the Notice and Corporate Governance Report
No. of shares held in the Company as on 31st March, 2026: **(a) Own** **(b) For other persons on a beneficial basis**	 2,35,360 Equity Shares NIL

ANNEXURE-B

THE STATEMENT AS REQUIRED UNDER SECTION –II, PART-II OF THE SCHEDULE V OF THE COMPANIES ACT, 2013 WITH REFERENCES TO THE ITEM NO(S) 6 to 7 ARE AS UNDER:

I. General Information:

a) **Nature of Industry:** The Company is engaged in the business of manufacturing and trading of footwear, accessories and lifestyle products through its retail, e-commerce and wholesale network.

b) **Date or expected date of commencement of commercial production:** Existing Company continuing its commercial operations since December 1993.

c) **Expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

d) **Financial performance based on given indicators:-**

(Amount in ₹ Lakh)

Particulars	2025-26	2024-25	2023-24
Revenue from Operations	73,999	67,548	63,685
Profit/(Loss) before tax	1,497	2,087	1,529
Profit after tax	1,118	1,356	1,115
Earnings/(Losses) per Share (Face Value ₹ 10/- each)	6.59	7.92	6.40

e) **Foreign Investments and Collaboration as on 31st March 2026:** The Company has no investments and foreign collaboration as on 31st March 2026.

II. Information about the Director whose appointment is being sought

Particulars	Sh. Raman Bansal
Background Details and expertise and experience in specific functional areas	Please refer page no 31
Past Remuneration	Presently he is working as Chief Operating Officer at remuneration of ₹ 30 Lakh p.a.
Job Profile and his suitability /Recognition or awards	Please refer page no 31
Remuneration proposed	The remuneration is proposed to be paid to Sh. Raman Bansal of ₹ 120 Lakh p.a. for a period of three years in addition to the perquisites and benefits subject to the approval of shareholders. The proposed remuneration along with value of perquisites/ benefits is in compliance with the permissible limits of schedule V of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other applicable provisions of the Companies Act, 2013, if any.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is commensurate with the size, nature of business and performance of the Company during the Financial year ended 31st March, 2026 and also the functions, contribution made in the past and also responsibilities to be entrusted to the appointee Executive Director.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel	Sh. Raman Bansal, the proposed appointee as Executive Director, represents the Promoter Group of the Company. He is presently serving as the Chief Operating Officer (COO) of the Company and is drawing remuneration of ₹30 lakh per annum for his existing position. He and his relatives have interests as partners in Liberty Footwear Co., Liberty Group Marketing Division and Liberty Enterprises, partnership firms situated at Karnal. These firms have assigned exclusive rights to the Company for use of their trademarks and sub-brands and for utilisation of their manufacturing facilities, sales and distribution networks and other assets, against payment of applicable franchise/licensing fees. Sh. Raman Bansal holds 2,35,360 equity shares in the Company. He is a member of the Promoter Group and is an immediate relative of Sh. Anupam Bansal, Executive Director of the Company.

III. Other Information:

A. Reasons for Loss or Inadequate Profits:

The Company is seeking shareholders' approval for appointment of Sh. Raman Bansal as Executive Director and fixation of his remuneration in compliance with Section 197 read with Schedule V of the Companies Act, 2013, and applicable provisions of the SEBI (LODR) Regulations, 2015, as amended.

While the Company recorded improvement in the revenue during the financial year 2025–26, the overall net profit remains inadequate to accommodate the proposed remuneration to Sh. Raman Bansal along with remuneration of other Executive Directors within the statutory limit of 11% of net profits as prescribed under Section 197 of the Companies Act, 2013.

This is primarily due to the following reasons:

- The moderation in profitability, despite decent revenue growth, is primarily attributable to continued pressure on input and raw material costs, increase in minimum wages and the consequent increase in employee benefit costs, along with other operating costs pressures. These costs pressures impacted margins and partly offset the benefits of higher sales.
- As per statutory provisions, the aggregate managerial remuneration payable to Directors and managerial personnel is capped at 11% of the net profits, unless a higher amount is approved by shareholders through a special resolution.

In light of the above, although the Company has been performing well, it remains statutorily constrained from disbursing the proposed remuneration without obtaining the necessary shareholder approval, due to the inadequacy of profits as defined under the Companies Act, 2013.

Accordingly, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 10th August, 2026, has proposed to pay remuneration to Sh. Raman Bansal, considering his functions, contributions made in the Company and Company's and Industry's benchmarks, subject to the approval of shareholders in the ensuing Annual General Meeting.

As the proposed remuneration, when combined with the remuneration payable to the other Executive Directors, exceeds the 11% limit of net profits for the financial year ended 31st March, 2026, the Board recommends Resolutions No. 6 & 7 for approval of the shareholders by way of Ordinary and Special Resolutions respectively, in compliance with Section 197 read with Section I and Section II of Part II of Schedule V, and other applicable provisions of the Companies Act, 2013, as well as the SEBI (LODR) Regulations, 2015, as amended.

B. Steps Taken or Proposed to Be Taken for Improvement

To further strengthen its financial position and ensure sustained growth, the Company's management has implemented and continues to pursue the following strategic initiatives:

- **Cost Optimization and Efficiency Measures:** Leveraging fixed costs, re-negotiating rental agreements, closing down unviable stores, and improving inventory and supply chain management. These efforts are expected to yield long-term operational benefits.
- **Brand and Product Expansion:** Launching new Company-owned brands, expanding the product portfolio, and strengthening distribution networks. The Company is also increasing its presence in untapped cities and regions to capture new customer segments.
- **Digital Transformation and E-Commerce Growth:** Enhancing digital sales channels through the Company's own e-commerce platforms and strategic partnerships. Emphasis is also being placed on digitization of sales, collections, and inventory management to improve efficiency and reduce overheads.
- **Working Capital Management:** Ensuring optimum utilization of working capital facilities and targeting a gradual reduction in borrowing to minimize interest costs.
- **Modernization and Capacity Enhancement:** Upgrading existing manufacturing facilities to improve productivity and meet increasing demand from OEMs and other sectors, wherever necessary.
- **Technology Upgradation:** Investing in state-of-the-art machinery and technologies to meet the evolving and stringent quality expectations of customers.
- **Operating Cost Reduction:** Continued focus on controlling operational expenditures across all departments and achieving significant improvements in cost efficiency.

These initiatives are expected to collectively enhance the Company's operational resilience, competitiveness, and financial health in the medium to long term.

C. Expected Increase in Productivity and Profits in Measurable Terms

At this stage, it is challenging to provide a precise quantification of the impact of the initiatives undertaken or currently being implemented by the Company in financial terms. However, these strategic and operational measures are expected to contribute significantly to the long-term growth and overall value enhancement of the Company.

The initiatives aimed at cost optimization, operational efficiency, brand expansion, and market penetration are designed to enhance both productivity and profitability. While the exact financial outcomes may vary depending on external market conditions, the Company anticipates a positive trend in performance indicators over the coming quarters.

With sustained focus on execution of these initiatives and expected improvement in customer sentiment and market demand, the Company remains optimistic about achieving steady revenue growth, improved profit margins, and better return on capital employed (ROCE).

The Company will continue to monitor and evaluate the effectiveness of these measures and will align its strategy dynamically to maximize shareholder value and ensure financial sustainability.

IV. Disclosure:

The requisite details, as required, have been disclosed in the explanatory Statement/ Annexure(s) attached to the Notice of Annual General Meeting, to the extent applicable to the Company and the Executive Director.

Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 for the details of proposed remuneration.

Remuneration to Directors is paid within the limits as prescribed under the Act / the limits as approved by the Members of the Company, from time to time.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The remuneration payable to Sh. Raman Bansal for the position of Executive Director as proposed herein has been approved by the Board of Directors of the Company and by the Nomination and Remuneration Committee and are subject to the approval of shareholders.

ANNEXURE-C

OTHER PARAMETERS UNDER SECTION 200 OF THE COMPANIES ACT, 2013 (AS AMENDED) READ WITH RULE 6 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 (AS AMENDED)

1. **Financial and operating performance of the Company during the three preceding financial years–**

   Details provided in Para I. d. of Annexure B above.

2. **Remuneration or commission drawn by individual concerned in any other capacity–**

   The proposed appointee Executive Director has not drawn any remuneration or commission in any other capacity from the Company except remuneration of ₹ 30 Lakh p.a. in the capacity of Chief Operating Officer of the Company as approved by the Nomination and Remuneration Committee/ Board of Directors of the Company. The remuneration is proposed to be paid to appointee Executive Director based on the Company's and Industry's Benchmark, functions, responsibilities and contributions he has made in the growth of the Company during his association with the Company.

3. **Remuneration or Commission drawn from any other Company –**

   The Director proposed to be remunerated has not drawn remuneration from any other Company, except remuneration in the capacity of Chief Operating Officer from Liberty Shoes Limited of ₹ 30 Lakh p.a. given pursuant to the provisions of Section 102 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as amended.

4. **Professional qualification and experience –**

   Please refer to Annexure A above

5. **Relationship between remuneration and performance –.**

i. The relationship of remuneration to performance meets appropriate performance benchmarks reflecting short and long term performance objectives appropriate to the working of the Company and its set targets and objectives. Evaluation of the performance of the appointee Executive Director along with other Executive Directors is based on the parameters such as accomplishment of assigned tasks, targets, goals and their professional contributions towards overall performance of the Company. On the basis of the evaluation, the remuneration of the Executive Directors is determined.

ii. Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board is required to monitor and review the performance of the Individual Director. In line with the Corporate Governance Guidelines, the Annual Performance Evaluation is conducted for all Directors with respect to their individual performance and achievements corresponding to their goals set during the year. This evaluation is with specific focus on the performance and effective functioning of the Directors on the basis of the criteria such as core competencies, personal characteristics, accomplishment of specific responsibilities and expertise. The Remuneration paid to the Executive Directors are recommended by the Nomination and Remuneration Committee and approved by the Board in the Board Meeting, subject to the subsequent approval by the shareholders in General Meeting/ Postal Ballot Process in compliance of the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

iii. The remuneration proposed to be paid to Sh. Raman Bansal for the position of Executive Director has been fixed considering the various factors such as qualification, experience, expertise, financial performance, Company's and Industry's Benchmark and contributions made by the appointee Executive Director during his association with the Company.

6. **The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receive remuneration and employees or executives of the Company –**

   The Company has a strong performance management system. The relationship of remuneration to performance meets appropriate performance benchmarks reflecting short and long term performance objectives appropriate to the working of the Company and its goals. The Company follows a compensation mix of fixed pay, benefits, allowances, perquisites and retirement benefits for its Executive Directors, KMPs, SMPs and other employees. Every employee undergoes evaluation of his or her performance against the goals and objectives for the year and increase in compensation and reward by way of annual bonus or incentive is linked to the evaluation of individual's performance.

7. **Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference –**

The remuneration paid to the managerial personnel is in accordance with the Nomination and Remuneration Policy of the Company, which is applicable for the Directors, KMP and SMP of the Company and is based on the recommendations of the Nomination and Remuneration Committee and as approved by the Board and Shareholders, as the case may be. The remuneration of other employees not covered under Directors, KMP and SMP are paid and determined as per policy of the Company which are generally in line with the criteria and performance evaluation as applicable for Directors, KMP and SMP unless other required changes from time to time.

8. **Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year –**

(i) For Securities held by the appointee Director proposed to be remunerated– Please refer Annexure-B. Further, the Company has not offered and allotted any options to the Directors and Employees of the Company since inception.

(ii) The appointee Director proposed to be remunerated has not pledged his shares as at the end of the preceding financial year or current financial 2025-26.

9. **Reasons and Justification for Payment of Remuneration**

The remuneration proposed to be paid to Sh. Raman Bansal for the position of Executive Director has been fixed considering the various factors such as qualification, experience, expertise, Company's and Industry's Benchmark and contributions made by the appointee Executive Director during his association with the Company. The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee in their respective meetings held on 10th August, 2026, has proposed to pay remuneration as mentioned herein above, subject to approval by the shareholders at the forthcoming Annual General Meeting.

The appointee Executive Director has inherited a strong legacy and has consistently shouldered substantial responsibilities throughout his association with the Company. His continued strategic vision, and innovative efforts have been instrumental in identifying new business opportunities and driving sustained organizational growth. In recognition of his deep experience, impactful contributions, and broadened roles within the Company, the Board considers it appropriate to pay his proposed remuneration.

The proposed remuneration aligns with the Company's Nomination and Remuneration Policy, is in accordance with the provisions of Schedule V of the Companies Act, 2013, complies with SEBI (LODR) Regulations, 2015 (as amended), and remains in line with prevailing industry benchmarks.

By order of the Board
For Liberty Shoes Ltd.

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

Place: New Delhi
Dated: Monday, 10th August, 2026

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