

# Corporate Governance

| General information about company |                       |
|-----------------------------------|-----------------------|
| Scrip Code                        | 526596                |
| NSE Symbol                        | LIBERTSHOE            |
| MSEI Symbol                       | NOTLISTED             |
| ISIN                              | INE557B01019          |
| Name of the entity                | Liberty Shoes Limited |
| Date of start of financial year   | 01-APR-2023           |
| Date of end of financial year     | 31-MAR-2024           |
| Reporting Quarter                 | Yearly                |
| Date of Report                    | 31-Mar-2024           |
| Risk management committee         | Applicable            |

**Annexure I to be submitted by listed entity on quarterly basis**

| Disclosure of notes on composition of board of directors explanatory |                 |                      |            |          |                                      |                         | The present composition of Board is in compliance with SEBI LODR Regulations, 2015 |               |                                       |                                |                              |                             |
|--|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|--|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|
| Whether the listed entity has a Regular Chairperson                  |                 |                      |            |          |                                      |                         | No   |               |                                       |                                |                              |                             |
| Whether Chairperson is related to MD or CEO                          |                 |                      |            |          |                                      |                         | No   |               |                                       |                                |                              |                             |
|  |                 |                      |            |          |                                      |                         | Disqualification of Directors under section 164 of the Companies Act, 2013         |               |                                       |                                |                              |                             |
| Sr   | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors  | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification |
|  |                 |                      |            |          |                                      | Promoter                |  | 1961          |                                       |                                |                              |                             |
| 2  | Mr.             | Adish Kumar Gupta    | ACAPG9897R | 00137612 | Executive Director                   | Not Applicable          |  | 11-Jan-1964   | No                                    |                                |                              |                             |
| 3  | Mr.             | Sunil Bansal         | ABYPB9196P | 00142121 | Executive Director                   | Not Applicable          |  | 02-Oct-1959   | No                                    |                                |                              |                             |
| 4  | Mr.             | Ashok Kumar          | AGIPK1251D | 06883514 | Executive Director                   | Not Applicable          |  | 04-Apr-1968   | No                                    |                                |                              |                             |
| 5  | Mr.             | Piyush Dixit         | AEXPD8502R | 03514223 | Non-Executive - Independent Director | Not Applicable          |  | 03-Dec-1972   | No                                    |                                |                              |                             |
| 6  | Mrs.            | Sujata               | APQPS4436P | 09289128 | Non-Executive - Independent Director | Not Applicable          |  | 15-Jun-1959   | No                                    |                                |                              |                             |

## Annexure 1

### II. Composition of Committees

Disclosure of notes on composition of committees explanatory

.The composition of all Committees are in compliance with SEBI LODR Regulations, 2015

**Audit Committee Details**

| Whether the Audit Committee has a Regular Chairperson |            |                           |                                      |                         |                     |                   | Yes     |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00142121   | Sunil Bansal              | Executive Director                   | Member                  | 19-Jun-2001         |                   |         |
| 2   | 00514552   | Aditya Khemka             | Non-Executive - Independent Director | Chairperson             | 22-Feb-2022         |                   |         |
| 3   | 00021400   | Gautam Baid               | Non-Executive - Independent Director | Member                  | 24-May-2023         |                   |         |
| 4   | 03514223   | Piyush Dixit              | Non-Executive - Independent Director | Member                  | 05-Sep-2023         |                   |         |

**Nomination and remuneration committee**

| Whether the Nomination and remuneration committee has a Regular Chairperson |            |                           |                                      |                         |                     |                   | Yes     |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00514552   | Aditya Khemka             | Non-Executive - Independent Director | Chairperson             | 12-Nov-2019         |                   |         |
| 2   | 09289128   | Sujata                    | Non-Executive - Independent Director | Member                  | 29-Sep-2021         |                   |         |
| 3   | 00021400   | Gautam Baid               | Non-Executive - Independent Director | Member                  | 24-May-2023         |                   |         |

### Stakeholders Relationship Committee

| Whether the Stakeholders Relationship Committee has a Regular Chairperson |            |                           |                                      |                         |                     |                   | Yes     |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00137612   | Adish Kumar Gupta         | Executive Director                   | Member                  | 06-Nov-2015         |                   |         |
| 2   | 00142121   | Sunil Bansal              | Executive Director                   | Member                  | 29-Jul-2002         |                   |         |
| 3   | 00514552   | Aditya Khemka             | Non-Executive - Independent Director | Chairperson             | 22-Feb-2022         |                   |         |

|   |             |    |  |      |   |   |   |
|---|-------------|----|--|------|---|---|---|
| 1 | 06-Nov-2023 |    |  | true | 9 | 7 | 3 |
| 2 | 14-Feb-2024 | 99 |  | true | 9 | 7 | 3 |
| 3 | 30-Mar-2024 | 44 |  | true | 9 | 9 | 5 |

|   |                                       |             |    |  |      |   |   |   |   |
|---|---------------------------------------|-------------|----|--|------|---|---|---|---|
| 1 | Audit Committee                       | 06-Nov-2023 |    |  | true | 4 | 3 | 2 | 0 |
| 2 | Audit Committee                       | 14-Feb-2024 | 99 |  | true | 4 | 3 | 2 | 0 |
| 3 | Audit Committee                       | 30-Mar-2024 | 44 |  | true | 4 | 4 | 3 | 0 |
| 4 | Stakeholders Relationship Committee   | 06-Nov-2023 |    |  | true | 3 | 3 | 1 | 0 |
| 5 | Stakeholders Relationship Committee   | 14-Feb-2024 | 99 |  | true | 3 | 3 | 1 | 0 |
| 6 | Nomination and remuneration committee | 30-Mar-2024 | 44 |  | true | 3 | 3 | 3 | 0 |

**Annexure 1**

**V. Related Party Transactions**

| Sr | Subject  | Compliance status (Yes/No/NA) | If status is No details of non-compliance may be given here. |
|----|--|-------------------------------|--|
| 1  | Whether prior approval of audit committee obtained   | Yes                           |  |
| 2  | Whether shareholder approval obtained for material RPT   | NA                            |  |
| 3  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                           |  |

|  |  |
|--|--|
| Disclosure of notes on related party transactions              |  |
| Disclosure of notes of material transaction with related party |  |

| Details of Cyber security incidence  |    |
|--|----|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | No |
| Other details of cyber security incidence or breaches or loss of data event  |    |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter   |    |

| Sr | Date of the event | Brief details of the event |
|----|-------------------|----------------------------|
|----|-------------------|----------------------------|

**Annexure 1****VI. Affirmations**

| Sr | Subject   | Compliance status (Yes/No) |
|----|---|----------------------------|
| 1  | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015   | Yes                        |
| 2  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee   | Yes                        |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                    | Yes                        |
| 4  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                    | Yes                        |
| 5  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | Yes                        |
| 6  | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                               | Yes                        |
| 7  | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015                    | Yes                        |
| 8  | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.  | Yes                        |



**Annexure 1**

| Sr | Subject           | Compliance status                        |
|----|-------------------|--|
| 1  | Name of signatory | Munish Kakra                             |
| 2  | Designation       | Company Secretary and Compliance Officer |

## Annexure II

### Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

#### I. Disclosure on website in terms of Listing Regulations

| Sr   | Item   | Compliance status (Yes/No/NA) | If status is No details of non-compliance may be given here. | Web address          |
|------|--|-------------------------------|--|----------------------|
| 1    | Details of business  | Yes                           |  | www.libertyshoes.com |
| 2    | Terms and conditions of appointment of independent directors   | Yes                           |  | www.libertyshoes.com |
| 3    | Composition of various committees of board of directors  | Yes                           |  | www.libertyshoes.com |
| 4    | Code of conduct of board of directors and senior management personnel  | Yes                           |  | www.libertyshoes.com |
| 5    | Details of establishment of vigil mechanism/ Whistle Blower policy   | Yes                           |  | www.libertyshoes.com |
| 6    | Criteria of making payments to non-executive directors   | Yes                           |  | www.libertyshoes.com |
| 7    | Policy on dealing with related party transactions  | Yes                           |  | www.libertyshoes.com |
| 8    | Policy for determining 'material' subsidiaries   | Yes                           |  | www.libertyshoes.com |
| 9    | Details of familiarization programmes imparted to independent directors  | Yes                           |  | www.libertyshoes.com |
| 10   | Email address for grievance redressal and other relevant details   | Yes                           |  | www.libertyshoes.com |
| 11   | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances  | Yes                           |  | www.libertyshoes.com |
| 12   | Financial results  | Yes                           |  | www.libertyshoes.com |
| 13   | Shareholding pattern   | Yes                           |  | www.libertyshoes.com |
| 14   | Details of agreements entered into with the media companies and/or their associates  | NA                            |  |                      |
| 15.1 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | NA                            |  |                      |
| 15.2 | Audio or video recordings and transcripts of post earnings/quarterly calls   | NA                            |  |                      |
| 16   | New name and the old name of the listed entity   | NA                            |  |                      |
| 17   | Advertisements as per regulation 47 (1)  | Yes                           |  | www.libertyshoes.com |
| 18   | Credit rating or revision in credit rating obtained  | Yes                           |  | www.libertyshoes.com |
| 19   | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year  | NA                            |  |                      |
| 20   | Secretarial Compliance Report  | Yes                           |  | www.libertyshoes.com |
| 21   | Materiality Policy as per Regulation 30(4)   | Yes                           |  | www.libertyshoes.com |
| 22   | Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)  | Yes                           |  | www.libertyshoes.com |
| 23   | Disclosures under regulation 30(8)   | Yes                           |  | www.libertyshoes.com |
| 24   | Statements of deviation(s) or variations(s) as specified in regulation 32  | NA                            |  |                      |
| 25   | Dividend distribution policy as specified in regulation 43A(1)   | NA                            |  |                      |
| 26   | Annual return as provided under section 92 of the Companies Act, 2013  | Yes                           |  | www.libertyshoes.com |
| 27   | Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)   | Yes                           |  | www.libertyshoes.com |
| 28   | Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation  | Yes                           |  | www.libertyshoes.com |



## Annexure II

| II. Annual Affirmations |   |  |                               |  |
|-------------------------|---|--|-------------------------------|--|
| Sr                      | Particulars   | Regulation Number                      | Compliance status (Yes/No/NA) | If status is No details of non-compliance may be given here. |
| 1                       | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'       | 16(1)(b) & 25(6)                       | Yes                           |  |
| 2                       | Board composition   | 17(1), 17(1A), 17(1C), 17(1D) & 17(1E) | Yes                           |  |
| 3                       | Meeting of Board of directors   | 17(2)                                  | Yes                           |  |
| 4                       | Quorum of Board meeting   | 17(2A)                                 | Yes                           |  |
| 5                       | Review of Compliance Reports  | 17(3)                                  | Yes                           |  |
| 6                       | Plans for orderly succession for appointments   | 17(4)                                  | Yes                           |  |
| 7                       | Code of Conduct   | 17(5)                                  | Yes                           |  |
| 8                       | Fees/compensation   | 17(6)                                  | Yes                           |  |
| 9                       | Minimum Information   | 17(7)                                  | Yes                           |  |
| 10                      | Compliance Certificate  | 17(8)                                  | Yes                           |  |
| 11                      | Risk Assessment & Management  | 17(9)                                  | Yes                           |  |
| 12                      | Performance Evaluation of Independent Directors   | 17(10)                                 | Yes                           |  |
| 13                      | Recommendation of Board   | 17(11)                                 | Yes                           |  |
| 14                      | Maximum number of directorship  | 17A                                    | Yes                           |  |
| 15                      | Composition of Audit Committee  | 18(1)                                  | Yes                           |  |
| 16                      | Meeting of Audit Committee  | 18(2)                                  | Yes                           |  |
| 17                      | Role of Audit Committee and information to be reviewed by the audit committee   | 18(3)                                  | Yes                           |  |
| 18                      | Composition of nomination & remuneration committee  | 19(1) & (2)                            | Yes                           |  |
| 19                      | Quorum of Nomination and Remuneration Committee meeting   | 19(2A)                                 | Yes                           |  |
| 20                      | Meeting of nomination & remuneration committee  | 19(3A)                                 | Yes                           |  |
| 21                      | Role of Nomination and Remuneration Committee   | 19(4)                                  | Yes                           |  |
| 22                      | Composition of Stakeholder Relationship Committee   | 20(1), 20(2) and 20(2A)                | Yes                           |  |
| 23                      | Meeting of stakeholder relationship committee   | 20(3A)                                 | Yes                           |  |
| 24                      | Role of Stakeholders Relationship Committee   | 20(4)                                  | Yes                           |  |
| 25                      | Composition and role of risk management committee   | 21(1),(2),(3),(4)                      | Yes                           |  |
| 26                      | Meeting of Risk Management Committee  | 21(3A)                                 | NA                            |  |
| 27                      | Quorum of Risk Management Committee meeting   | 21(3B)                                 | NA                            |  |
| 28                      | Gap between the meetings of the Risk Management Committee   | 21(3C)                                 | NA                            |  |
| 29                      | Vigil Mechanism   | 22                                     | Yes                           |  |
| 30                      | Policy for related party Transaction  | 23(1), (1A), (5) ,(6) & (8)            | Yes                           |  |
| 31                      | Prior or Omnibus approval of Audit Committee for all related party transactions   | 23(2),(3)                              | Yes                           |  |
| 32                      | Approval for material related party transactions  | 23(4)                                  | Yes                           |  |
| 33                      | Disclosure of related party transactions on consolidated basis  | 23(9)                                  | Yes                           |  |
| 34                      | Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                                  | Yes                           |  |
| 35                      | Other Corporate Governance requirements with respect to subsidiary of listed entity                                     | 24(2),(3),(4),(5) & (6)                | NA                            |  |
| 36                      | Alternate Director to Independent Director  | 25(1)                                  | NA                            |  |
| 37                      | Maximum Tenure  | 25(2)                                  | Yes                           |  |
| 38                      | Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism | 25(2A)                                 | Yes                           |  |
| 39                      | Meeting of independent directors  | 25(3) & (4)                            | Yes                           |  |
| 40                      | Familiarization of independent directors  | 25(7)                                  | Yes                           |  |
| 41                      | Declaration from Independent Director   | 25(8) & (9)                            | Yes                           |  |
| 42                      | Directors and Officers insurance  | 25(10)                                 | Yes                           |  |

|  |  |                 |     |  |
|--|--|-----------------|-----|--|
| 43   | Confirmation with respect to appointment of Independent Directors who resigned from the listed entity  | 25(11)          | Yes |  |
| 44   | Memberships in Committees  | 26(1)           | Yes |  |
| 45   | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel                            | 26(3)           | Yes |  |
| 46   | Disclosure of Shareholding by Non-Executive Directors  | 26(4)           | Yes |  |
| 47   | Policy with respect to Obligations of directors and senior management  | 26(2) & 26(5)   | Yes |  |
| 48   | Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity | 26(6)           | NA  |  |
| 49   | Vacancies in respect Key Managerial Personnel  | 26A(1) & 26A(2) | Yes |  |
| Any other information to be provided - Add Notes |  |                 |     |  |

**Annexure II**

|   |                   |  |
|---|-------------------|--|
| 1 | Name of signatory | Munish Kakra                             |
| 2 | Designation       | Company Secretary and Compliance Officer |

**Annexure II**

**III. Affirmations**

| Sr | Particulars  | Compliance status<br>(Yes/No/NA) |
|----|--|----------------------------------|
| 1  | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA                               |
|    | Any other information to be provided   |                                  |

### Additional Half yearly Disclosure

|   |   |  |  |
|---|---|--|--|
| Applicability of disclosure   | Applicable                                  |  |  |
| Reason for Non Applicability  |   |  |  |
| <b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>  |   |  |  |
| (A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to   |   |  |  |
| Entity  | Aggregate amount advanced during six months | Balance outstanding at the end of six months           |  |
| Promoter or any other entity controlled by them   | 0   | 0  |  |
| Promoter Group or any other entity controlled by them   | 0   | 0  |  |
| Directors (including relatives) or any other entity controlled by them  | 0   | 0  |  |
| KMPs or any other entity controlled by them   | 0   | 0  |  |
| <b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>   |   |  |  |
| Entity  | Type (guarantee, comfort letter etc.)       | Aggregate amount of issuance during six months         | Balance outstanding at the end of six months(taking into account any invocation) |
| Promoter or any other entity controlled by them   | 0   | 0  | 0  |
| Promoter Group or any other entity controlled by them   | 0   | 0  | 0  |
| Directors (including relatives) or any other entity controlled by them  | 0   | 0  | 0  |
| KMPs or any other entity controlled by them   | 0   | 0  | 0  |
| <b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>   |   |  |  |
| Entity  | Type of security (cash, shares etc.)        | Aggregate value of security provided during six months | Balance outstanding at the end of six months                                     |
| Promoter or any other entity controlled by them   | 0   | 0  | 0  |
| Promoter Group or any other entity controlled by them   | 0   | 0  | 0  |
| Directors (including relatives) or any other entity controlled by them  | 0   | 0  | 0  |
| KMPs or any other entity controlled by them   | 0   | 0  | 0  |
| <b>(D) Additional Information</b>   |   |  |  |
| <b>II. Affirmations</b>   |   |  |  |
| Affirmations  | Compliance Status                           | Company Remarks  |  |
| All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. | Yes   |  |  |
| Name  | Munish Kakra                                |  |  |
| Designation   | CFO   |  |  |
| Place   | Gurugram                                    |  |  |
| Date  | 16-Apr-2024                                 |  |  |