



Standard Shoe Sole And Mould (India) Ltd.

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Date: 08.10.2018

To
The Corporate Relations Department
The BSE Limited,
P. J. Tower, Dalal Street,
Mumbai- 400 001

Ref: Scrip Code 523351

Dear Sir/Madam,

Sub: Minutes of the 42nd Annual General Meeting

Please find enclosed herewith the copy of the Minutes of the 42nd Annual General Meeting of the Company held on Friday, 28th September, 2018.

This is for your information and record.

Thanking you,

Yours faithfully
For Standard Shoe Sole and Mould (India) Limited

Nupur Mohata

Nupur Mohata
Company Secretary

(Encl: As Above)

BRANCHES : KOLKATA, CHENNAI, DELHI, KANPUR

FACTORY : CHENNAI, PONDICHERRY

CIN-L24119WB1973PLC028902

**MINUTES OF THE 42ND ANNUAL GENERAL MEETING OF THE MEMBERS OF
THE COMPANY M/S STANDARD SHOE SOLE AND MOULD (INDIA) LIMITED
HELD AT 95, PARK STREET, 2ND FLOOR, KOLKATA , WEST BENGAL, INDIA -
700016 ON FRIDAY, 28TH SEPTEMBER, 2018 AT 11:30 A.M.**

PRESENT:

DIRECTORS

Mr. Mukund Bhatter	(Whole Time Director)	Chairman of the Meeting
Mr. Kausik Kundu	(Non Executive Director)	
Mrs. Renu Bhatter	(Non Executive Director)	

IN ATTENDANCE

Mr. Arun Kumar Rathi	- Chief Financial Officer
Ms. Nupur Mohata	- Company Secretary

MEMBERS

Members present in person/ Representatives-	100
Proxies-	2

CHAIRMAN

Mr. Sujit Sadhukhan, shareholder of the Company proposed Mr. Mukund Bhatter, Whole Time Director of the Company as the Chairman of the meeting and Mr. H C Chattopadhyay seconded the same. With the unanimous consent of the members present, Mr. Mukund Bhatter was elected as the Chairman of the meeting.

QUORUM

After ascertaining that the requisite quorum was present as per section 103 of the Companies Act, 2013, the Chairman called the meeting to order at 11:30 A.M.

NOTICE

With the consent of the members, the notice dated 28th May, 2018 convening the Annual General Meeting of the Company together with the Directors' Report for the financial year ended 31st March, 2018 as previously circulated were taken as read.

The Register of Directors' and Key Managerial Personnel and their shareholdings were placed and kept open and accessible during the continuance of the meeting to the members having the right to attend the meeting. The signed Auditors' Report, Register of Proxy for this AGM, Memorandum and Articles of Association of the Company, and all other required documents were kept on the table throughout the meeting.

CHAIRMAN'S MESSAGE

The Chairman welcomed the members to the 42nd Annual General Meeting and read out his speech. The Chairman then made his opening remarks with respect to the state of economy and the performance of the company.

Thereafter, the Chairman stated that the Company had provided facility to vote by electronic means to all the Members to enable them to cast their votes electronically in respect of all business transacted at the Annual General Meeting in accordance with section 108 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India. He stated that the company had appointed Central Depository Services (India) Limited as the agency for providing e-voting facility to the Shareholders to cast vote electronically. The facility to vote by electronic means was kept open from 11 A.M. on 25th September, 2018 to 5 P.M on 27th September, 2018.

He further stated that Ms. Shiksha Bhavik Sheth, Practicing Company Secretary (CP No. 15781) was appointed as scrutinizer to conduct the polling process and Mr. Amarendra Kumar Rai, Practicing Company Secretary was appointed to conduct the

CHAIRMAN'S INITIALS

E-Voting process and report thereon and also provide a combined scrutinizer report of e-voting and polls based on the report submitted by Ms. Shiksha Bhavik Sheth for polls and the consolidated report thus submitted by Mr. Amarendra Kumar Rai shall be the final report. He further stated that in order to enable the Members present at the Meeting in person or proxy to cast their votes, poll will be taken in respect of all the business contained in the Notice dated 28th May, 2018.

Before ordering poll, the Chairman invited the members and enquired them in person to ask questions and offer their comments, if any on the Annual Report or Notice to the Annual General Meeting.

Shareholders like Mr. Nav Ratan Binani and Mr. Sujit Sadhukhan asked few questions on the performance of the Company, the future prospects and outlook of the Company and the reporting structure of the Company. The Chairman satisfactorily replied and clarified the queries of the members.

The Chairman thereafter took up the official business of the meeting and read the Resolutions as follows:

ORDINARY BUSINESS

Item No. 1:- Adoption of Audited Financial Statement for the year ended 31st March, 2018

The Chairman took up the first item of agenda and with the consent of the members present, item no. 1 of the Notice pertaining to adoption of Audited Financial Statements of the Company for the year ended 31st March, 2018 including the Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss of the company for the year ended 31st March, 2018 together with the schedules and notes attached thereto, the Cash Flow Statement, the Annual Report containing the Directors' Report and the Auditors Report to be passed as Ordinary Resolution was taken as read.

The Resolution for item no. 1 read as follows:

"RESOLVED THAT the Audited Financial Statements of the Company for the year ended 31st March, 2018 including the Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss of the company for the year ended 31st March, 2018 together with the schedules and notes attached thereto, the Cash Flow Statement, the Annual Report containing the Directors' Report and the Auditors Report annexed thereto, be and are hereby received, considered, approved and adopted."

The Chairman then put the resolution to vote. Mr. Sujit Sadhukhan proposed and Mr. H C Chattopadhyay seconded the resolution.

Item No. 2:- Appointment of Mr. B. K. Das (DIN: 06853342), Director who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment

The Chairman took up the second item of agenda and with the consent of the members present, item no. 2 of the Notice pertaining to appointment of Mr. B. K. Das (DIN 06853342), Director who retires by rotation and being eligible, offers himself for re-appointment to be passed as Ordinary Resolution was taken as read.

The Resolution for item no. 2 read as follows:

"RESOLVED THAT Mr. B. K. Das (DIN: 06853342), Director of the Company who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

The Chairman then put the resolution to vote. Mr. N R Binani proposed and Mr. Sujit Sadhukhan seconded the resolution.

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Item No. 3:- Appointment of M/s. L. B. Jha & Co., Chartered Accountants, Kolkata (Registration No.: 301088E) as the Statutory Auditors of the Company

The Chairman took up the third item of agenda and with the consent of the members present, item no. 3 of the Notice pertaining to appointment of M/S. L. B. Jha & Co., as the statutory auditors of the Company to be passed as Ordinary Resolution in this regard was taken as read.

The Resolution for item no. 3 read as follows:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or enactment thereof, for the time being in force), M/s L. B. Jha & Co., Chartered Accountants (Firm Regn No.: 301088E) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of the 42nd Annual General Meeting until the conclusion of 47th Annual General Meeting of the Company on such remuneration as maybe mutually determined between the Board of Directors and the Statutory Auditors of the Company."

The Chairman then put the resolution to vote. Mr. H C Chattopadhyay proposed and Mr. Prabir Sengupta seconded the resolution.

SPECIAL BUSINESS:

Item No. 4:- Appointment of Mr. Mukund Bhatter (DIN: 03579744) as Whole Time Director of the Company.

The Chairman being interested in the matter did not take part in the proceedings for Item No. 4 of the Agenda and Mr. Kaushik Kundu, Director of the company, took the Chair for the said item No. He proposed the appointment of Mr. Mukund Bhatter (DIN: 03579744) as Whole Time Director of the Company pursuant to the terms and conditions as set out in the Explanatory Statement annexed as part of the Notice for the said Annual General Meeting. It was apprised to the members that except Mr. Mukund Bhatter, being the proposed appointee and Mrs. Renu Bhatter, being the wife of the proposed appointee, none of the Directors /Key Managerial Personnel and/or their relatives, is interested or concerned financially or otherwise in the Resolution. It was also noted that the brief profile of Mr. Mukund Bhatter was also annexed to the notice pursuant to the requirements of Regulation 36(3) of the Listing Regulations.

Mr. Sujit Sadhukhan proposed the following resolution, seconded by Mr. Goutam Nandy.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule V to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and subject to such approvals as required, the consent of the member(s) of the Company be and is hereby accorded to the appointment of Mr. Mukund Bhatter (DIN: 03579744) as Whole Time Director of the Company for a period of 3 (three) years with effect from 14th February, 2018 on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto."

"FURTHER RESOLVED THAT the consent of the members of the Company be and is hereby also accorded to the payment of remuneration as detailed in the Explanatory Statement even in the case of no profits or inadequate profits in any Financial Year(s) during the tenure of his office."

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"FURTHER RESOLVED THAT the Board of Directors or any committee thereof be and is hereby authorised to amend, alter, modify or otherwise vary the terms of appointment of Mr. Mukund Bhatter, Whole Time Director."

"FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorised to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to give effect to the foregoing resolution and to seek such approval/ consent from the government departments as maybe required in this regard."

Item No. 5:- Appointment of Mrs. Renu Bhatter (DIN: 07044595) as Non-Executive Director

The Chairman and Mrs. Renu Bhatter, being interested in the matter did not take part in the proceedings for this Item No. 5 and Mr. Kaushik Kundu, Director of the company, took the Chair for the said item No.5 He proposed the appointment of Mrs. Renu Bhatter (DIN: 07044595) as Non Executive Director of the Company pursuant to the terms and conditions as set out in the Explanatory Statement annexed as part of the Notice for the said Annual General Meeting. It was apprised to the members that except Mrs. Renu Bhatter, being the proposed appointee and Mr. Mukund Bhatter, being the husband of the proposed appointee, none of the Directors /Key Managerial Personnel and/or their relatives, is interested or concerned financially or otherwise in the Resolution. It was also noted that the brief profile of Mrs. Renu Bhatter was also annexed to the notice pursuant to the requirements of Regulation 36(3) of the Listing Regulations.

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force), Articles of Association of the Company, Mrs. Renu Bhatter (DIN: 07044595) who was appointed as an Additional Director of the Company with effect from 14th February, 2018 and who holds office as such upto the date of this Annual General Meeting, be and is hereby appointed as the Director of the Company, liable to retire by rotation."

Mr. Kausik Kundu put the resolution to vote. Mr. Krishnendu Bose proposed the resolution, seconded by Mr. Asit Kumar Pathak.

The Chairman then ordered the Poll in respect of all Resolutions contained in the Notice to the Annual General Meeting. At the request of the Chairman, Ms. Shiksha Bhavik Sheth, Scrutinizer appointed for the poll locked and sealed the empty polling box in the presence of the Members. Ms. Shiksha Bhavik Sheth thereafter conducted the poll for all the resolutions as set out in the Notice dated 28th May, 2018. After ensuring that all the Members and proxies participating in the Poll had casted their votes, the Scrutinizer closed the Poll and took custody of the Polling Box.

The Chairman also stated that the results of the e-voting process and poll will be announced on receipt of the Scrutinizer's Report and the Scrutinizer's Report will be placed on the Company's website and also sent to the Stock Exchange.

The Chairman thanked the members for their participation and announced formal closure of the Annual General Meeting of the Company.

The meeting concluded at 12:05 PM.

The results of the voting (Remote Voting and Ballot Voting), annexed herewith, was declared on 29th September, 2018 based on the Scrutinizer's Report dated 28th September, 2018.

Entered in the Minutes Book on: 08.10.2018

Date: 08.10.2018

Place: Kolkata

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Declaration of Results of Remote E-voting and Ballot Voting on the Ordinary and Special Business at the Annual General Meeting of the Company held on Friday, 28th September, 2018 at 11:30 A.M.

On the basis of the Scrutinizers' Report for the e-voting and report for ballot voting at the Annual General Meeting dated 28th September, 2018, the summary of which is mentioned hereunder, the Directors announced on 29th September, 2018 that all the resolutions for the Ordinary and Special Business as set out in Item Nos. 1 to 5 in the notice of the Annual General Meeting of the Company have been duly passed with such majority as enumerated below:

Resolution No. as given in the Notice	Particulars			
	Total No. of Votes Casted	Total No. of votes Cast in favour	Total No. of Votes Cast Against	Result
<u>Item 1 (Ordinary Resolution)</u> Adoption of Audited Financial Statements for the financial year ended 31.03.2018.	1424181	1424181	NIL	Passed by majority
<u>Item 2 (Ordinary Resolution)</u> To appoint Mr. B. K. Das (DIN: 06853342) as Director who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment.	1424181	1424181	NIL	Passed by majority
<u>Item 3 (Ordinary Resolution)</u> To appoint M/s. L. B. Jha & Co., Chartered Accountants, Kolkata (Regn No: 301088E) as the Statutory Auditors of the Company.	1424181	1424181	NIL	Passed by majority
<u>Item 4 (Ordinary Resolution)</u> To consider appointment of Mr. Mukund Bhatter (DIN: 03579744) as Whole Time Director of the Company.	1424181	1424181	NIL	Passed by majority
<u>Item 5 (Ordinary Resolution)</u> To consider appointment of Mrs. Renu Bhatter (DIN: 07044595) as Non Executive Director of the Company, liable to retire by rotation.	1424181	1424181	NIL	Passed by majority

Date: 08.10.2018
Place: Kolkata

CHAIRMAN

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