



Standard Shoe Sole And Mould (India) Ltd.

4th October, 2017

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To
The Department of Corporate Service
Bombay Stock Exchange Limited
Ground Floor, P. J. Tower,
Dalal Street,
Mumbai- 400 001

Ref: Scrip Code 523351

Dear Sir/Madam,

Sub: Proceedings of 41th Annual General Meeting of the Company held on 23.09.2017

With reference to above please find attached the proceedings of the 41th Annual General Meeting of the Company held at registered office of the Company situated at 95 Park Street, 2nd Floor, Kolkata - 700016 on 23rd November 2017 at 11:30 am.

Kindly take the same on record and oblige.

Thanking you,

Yours faithfully

For Standard Shoe Sole and Mould (India) Limited

Ananya Dey
Mrs. Ananya Dey
Whole Time Director
DIN: 01297763
Marikpara, 17 Nowapara, North 24 Paraganas, Barrackpore, 743144

BRANCHES : KOLKATA, CHENNAI, DELHI, KANPUR

FACTORY : CHENNAI, PONDICHERY

CIN-L24119WB1973PLC028902

MINUTES OF THE 41ST 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 SATURDAY 23RD SEPTEMBER, 2017 AT 11:30A.M.

Commencement : 11:30am

Conclusion: 2:00pm

DIRECTORS PRESENT:

Mrs. Ananya Dey	(Whole Time Director)	Chairman of the Meeting
Mr. Kausik Kundu	(Non Executive Director)	
Mr. Kausik Mukherje	(Independent Director)	

MEMBERS

Members present in person/ Representatives-	77
Proxies-	1

CHAIRMAN

Mr. Pijush Kr. Dutta, shareholder of the Company proposed Mrs. Ananya Dey, Whole Time Director of the Company as the Chairman of the meeting and Mr. Prodip Ghoshl seconded the same. With the unanimous consent of the members present Mrs. Ananya Dey was elected 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 2ND August, 2017 convening the Annual General Meeting of the Company together with the Directors Report for the financial year ended 31st March, 2017 as previously circulated were taken as read.

The Register of Directors Shareholding maintained under section 307 (7) of the Companies Act, 1956 till March, 2014 and Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 from 01st April, 2014 onwards were produced at the commencement of the meeting 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, Minutes of General Meeting of the Company, 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 Annual General Meeting and read out her speech. The Chairman then made her opening remarks with respect to the state of economy and the performance of the company.

Thereafter, the Chairman read out the Statutory Auditors Report and also 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 applicable provision of the listing agreement with the stock exchange. She stated that the company has appointed Central Depository Services Limited as the agency for providing e-voting platform for the e-voting facility. The facility to vote by electronic means was kept open from 10 A.M. on 20th September 2017 to 5 P.M on 22nd September, 2017.

She further stated that Ms. Shiksha Bhavik Sheth, Practicing Company Secretary (CP No. 15781) was appointed as scrutinizer to conduct the polling process while Mr. Amarendra Kumar Rai, Practicing Company Secretary was appointed to conduct the 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. This was also in pursuance with the Articles of Association of the Company whereby Mr. Gouri Shankar Baldewa agreed to scrutinize the votes given on poll along with Ms. Shiksha Bhavik Sheth who shall place the report on poll to the Chairman. Further, the Chairman informed the members that as per the ministry of Corporate Affairs General Circular No. 22/2014 dated 17th June, 2014 there will be no voting by show of hands at general meeting of the Company to which Rule 22 of Companies (Management and Administration) Rules, 2014 apply. Accordingly, there will be no voting by show of hands at the Annual General Meeting. She 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 2ND August, 2017.

Thereafter, the Chairman appointed Ms. Shiksha Bhavik Sheth, Practicing Company Secretary as the scrutinizer to scrutinize the poll process and votes given on the poll and give report to the Chairman as well as Mr. Amarendra Kumar Rai thereon in the prescribed manner.

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. Gautam Nandy, Mr. SN Pal, Nav Ratan Binani, Mr. Pankaj Kumar Das and Mr. Argya Das asked few questions on the performance of the Company, the plant capacity, 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 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 2ND August, 2017. 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 Scrutinizers 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.

Results of E-voting and Poll on the Ordinary and Special Business at the Annual General Meeting of the Company held on Saturday 23rd September, 2017 at 11:30A.M

On the basis of the Scrutinizers Report for the e-voting of 25th September, 2017 and report for poll at the Annual General Meeting dated 23rd September, 2017, the summary of which is mentioned hereunder, the Directors announced on 25th September, 2017 that all the resolutions for the Ordinary and Special Business as set out in Item Nos. 1 to 4 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 of vote cast							Results declared	
		Electronic Voting		Poll		Voting Results			
		Nos. (A)	%	Nos. (B)	%	Nos. (A+B)	%		
<u>Item 1</u> <u>(Ordinary Resolution)</u> Adoption of Audited Financial Statement 31.03.2017	Votes in Favour	0	0	1404220	100	1404220	100	Approved Unanimously	
	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil		
	Invalid Votes	Nil	Nil	6	0	6	0		
<u>Item No. 2</u> <u>(Ordinary Resolution)</u> Re Appointment of Mr. Kaushik Kundu (DIN 07565634) as Director who retires by rotation at this Annual General Meeting	Votes in Favour	0	0	1404220	100	1404220	100	Approved Unanimously	
	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil		
	Invalid Votes	Nil	Nil	6	0	6	0		
<u>Item No. 3</u> <u>(Ordinary Resolution)</u> To ratify the re-appointment of M/S. Mukherjee Sanyal & Co., Chartered Accountants, Kolkata (Registration No. 307039E) as the Statutory Auditors of the Company for the Financial Year 2017-18	Votes in Favour	0	0	1404220	100	1404220	100	Approved Unanimously	
	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil		
	Invalid Votes	Nil	Nil	6	0	6	0		
<u>Item No. 4</u> <u>(Ordinary Resolution)</u> To consider re appointment of Mrs. Ananya Dey (DIN 01297763) as Whole Time Director of the Company.	Votes in Favour	0	0	1404220	100	1404220	100	Approved Unanimously	
	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil		
	Invalid Votes	Nil	Nil	6	0	6	0		

The resolution for Ordinary and Special Businesses as set out in the Item Nos. 1 to 4 in the Notice of Annual General Meeting passed under E-voting and Poll with the requisite majority and recorded hereunder as part of the proceedings of the Annual General Meeting of the members of the Company held on 23rd September, 2017.

ORDINARY BUSINESS

Item No. 1:- Adoption of Audited Financial Statement for the year ended 31st March, 2017

The Chairman proposed for poll to be conducted to consider, approve and adopt the audited Financial Statement of the Company for the year ended 31st March, 2017. The following resolution was proposed by Mr. Arjun Kumar Chatterjee and seconded by Mr. Abhijit Das and therefore put to vote and passed as stated there under:

" RESOLVED THAT the Audited Financial Statements of the Company for the year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss Account of the company for the year ended 31st March, 2017 together with the schedules and notes attached thereto, the Cash Flow Statement, the Annual Report containing the directors report dated 30th May, 2017 annexed thereto and the Auditors Report to the members dated 30th May, 2017 be and are hereby received, approved and adopted."

Resolution No. as given in the Notice	Particulars of vote cast							Results declared	
		Electronic Voting		Poll		Voting Results			
		Nos. (A)	%	Nos. (B)	%	Nos. (A+B)	%		
Item 1 <u>(Ordinary Resolution)</u>	Votes in Favour	0	0	1404220	100	1404220	100	Approved Unanimously	
Adoption of Audited Financial Statement 31.03.2017	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil		
	Invalid Votes	Nil	Nil	6	0	6	0		

As such the resolution was passed unanimously.

Item No. 2:- Appointment of Mr. Kaushik Kundu (DIN 07565634) as Director (Retirement by rotation)

Having noted the terms of listing agreement and the provisions of Section 152 of the Companies Act, 2013 or any other applicable provisions if any, or any amendments or modifications thereon and/or any Rules framed thereto in respect to rotation of directors. The following resolution was proposed by Mr. Shome Nath Ghosh and seconded by Mr. Nasiruddin Purkait and therefore put to vote and passed as stated thereunder:

"RESOLVED THAT Mr. Kaushik Kundu (DIN 07565634), Director of the Company who retires by Rotation be and is hereby re-appointed as a Director of the Company "

Resolution No. as given in the Notice	Particulars of vote cast							Results declared	
		Electronic Voting		Poll		Voting Results			
		Nos. (A)	%	Nos. (B)	%	Nos. (A+B)	%		
Item No. 2 (Ordinary Resolution) Re Appointment of Mr. Kaushik Kundu (DIN 07565634) as Director who retires by rotation at this Annual General Meeting	Votes in Favour	0	0	1404220	100	1404220	100	Approved Unanimously	
	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil		
	Invalid Votes	Nil	Nil	6	0	6	0		

The resolution was passed unanimously.

Item No. 3:- Ratification of the re-appointment of M/S. Mukherjee Sanyal & Co., Chartered Accountants, Kolkata (Registration No. 307039E) as the Statutory Auditors of the Company for the Financial Year 2017-18

The Chairman proposed to re-appoint the statutory auditors of the Company pursuant to Section 139 of the Companies Act, 2013. After a brief discussion in this regard Mr. Abhijit Das proposed the following resolution, seconded by Mr. Kaushik Gupta to be passed as Ordinary Resolution in this regard

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions of Companies Act, 2013 and Rules framed thereunder, if any, the appointment of M/S. Mukherjee Sanyal & Co., Chartered Accountants, Kolkata (Registration No. 307039E) as Statutory Auditors of the Company for the Financial Year 2017-18 and who hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company to be held for the Financial Year 2017-18 be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for Financial Year ending 31st March, 2018 as may be agreed to between the Board of Directors and the Auditors of the Company."

The matter was put to vote and passed as follows:

Resolution No. as given in the Notice	Particulars of vote cast							Results declared	
		Electronic Voting		Poll		Voting Results			
		Nos. (A)	%	Nos. (B)	%	Nos. (A+B)	%		
Item No. 3 (Ordinary Resolution) To ratify the re-appointment of M/S. Mukherjee Sanyal & Co., Chartered Accountants, Kolkata (Registration No. 307039E) as the Statutory Auditors of the Company for the Financial Year 2017-18	Votes in Favour	0	0	1404220	100	1404220	100	Approved Unanimously	
	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil		
	Invalid Votes	Nil	Nil	6	0	6	0		

The resolution was passed unanimously.

SPECIAL BUSINESS:

ITEM NO. 4:- Re appointment of Mrs. Ananya Dey (DIN 01297763) as Whole Time Director of the Company.

The Chairman being interested in the matter did not take part in the proceedings for this Item No. 4 and Mr. Kaushik Kundu , director of the company, took the Chair for the said item No. He proposed the re-appointment of Mrs. Ananya Dey 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 Mrs. Ananya Dey being 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. Ananya Dey was also annexed to the notice pursuant to the requirements of Regulation 36(3) of Listing Agreement entered into with the Stock Exchange.

After a brief discussion in this regard Mr. Syamal Mitra proposed the following resolution, seconded by Mr. Susanta Bhowmick and was passed as per the votes as stated there under.

"RESOLVED THAT pursuant to provisions of Section 2(94), 196, 197, 198, 203 and any other applicable provisions of Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and read with Schedule V of the Companies act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or any other Government authority/agency/Board, if any, the consent of shareholders of the Company be and is hereby accorded to re-appoint Mrs. Ananya Dey (DIN 01297763) as Whole Time Director of the Company for a period of 3(years) with effect from 25th August, 2017."

"FURTHER RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or any other Government authority/ agency/ board, if any, the consent of shareholders of the company be and is hereby accorded to the Board of Directors to fix the remuneration of Mrs. Ananya Dey, Whole Time Director subject to the provisions of section 197 of the Companies Act, 2013."

"FURTHER RESOLVED THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the company has no profits or inadequate profits then the remuneration as decided above be paid with prior approval of Central Government."

"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."

"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 Mrs. Ananya Dey, Whole Time Director.

Resolution No. as given in the Notice	Particulars of vote cast						Results declared	
		Electronic Voting		Poll		Voting Results		
		Nos. (A)	%	Nos. (B)	%	Nos. (A+B)	%	
Item No. 4 (Ordinary Resolution) To consider re appointment of Mrs. Ananya Dey (DIN 01297763) as Whole Time Director of the Company.	Votes in Favour	0	0	1404220	100	1404220	100	Approved Unanimously
	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil	
	Invalid Votes	Nil	Nil	6	0	6	0	

The resolution was passed unanimously.

There being no other business in the Notice to transact, the meeting ended at 2:00 pm with a vote of thanks to the Chair.

Date: 04.10.2017

Place: Kolkata

Ananya Dey
CHAIRMAN