

***ANNUAL REPORT***  
***2016-17***

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

## **CORPORATE INFORMATION**

### **KEY MANAGERIAL PERSONNEL**

Mrs. Ananya Dey	Whole Time Director
Mr. Bhupinder Kumar Mehta	Director
Mr. Kausik Mukherjee	Director
Mr. Bal Kishan Das	Director
Mr. Kaushik Kundu	Director
Mr. Arun Kumar Rathi	CFO

### **STATUTORY AUDITORS:**

M/S. Mukherjee Sanyal & Co.  
Chartered Accountants  
Kolkata.

### **INTERNAL AUDITORS:**

M/s Srikumar Bandyopadhyay & Co.  
Chartered Accountants  
Kolkata

### **SECRETARIAL AUDITORS:**

Mr. Amarendra Kumar Rai  
M/s Amarendra Rai & Associates  
Practicing Company Secretaries  
Noida

### **REGISTERED OFFICE :**

95, Park Street, 2<sup>nd</sup> Floor, Kolkata – 700016

### **REGISTERED SHARE**

### **TRANSFER AGENTS :**

Purva Sharegistry India Pvt. Ltd.  
9, Shiv Shakti Ind., Estt. J R Boricha Marg,  
Lower Parel East, Mumbai-400 011.  
Tel : 91-22-2301 6761 / 8261  
Fax : 91-22-2301 2517, Email : busicomp@gmail.com

## **ANNUAL GENERAL MEETING – PROGRAMME**

**DATE :** Saturday, 23<sup>rd</sup> September, 2017

**TIME :** 11-30 a.m.

**VENUE :** 95, Park Street, 2<sup>nd</sup> Floor, Kolkata - 700016

### **Contents**

- Notice
- Proxy Form
- Attendance Slip
- Board's Report
- Management Discussion & Analysis Report
- Auditors Report
- Balance Sheet
- Profit & Loss Account
- Cash Flow Statement
- Schedules & Notes to Accounts
- Secretarial Audit Report

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

## **NOTICE FOR THE ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 41<sup>st</sup> Annual General Meeting of the Members of the Company M/s Standard Shoe Sole and Mould (India) Limited will be held at 95, park Street, 2<sup>nd</sup> Floor, Kolkata - 700016 on Saturday, 23<sup>rd</sup> September, 2017 at 11:30 a.m. to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2017 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and the Statement of Profit & Loss Account of the company for the year ended as on that date together with the Report of the Directors' and Auditors thereon.
2. To appoint Director in place of Mr. Kaushik Kundu (DIN 07565634) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To ratify the appointment of the Auditor & fix their remuneration and in this regard to consider, and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“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 31<sup>st</sup> March, 2018 as may be agreed to between the Board of Directors and the Auditors of the Company.”

### **SPECIAL BUSINESS:**

4. To consider re appointment of Mrs. Ananya Dey (DIN 01297763) as Whole Time Director of the Company.

To consider, and if thought fit, to pass with or without modifications(s) the following resolution as an **Ordinary Resolution**:

“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 25<sup>th</sup> 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

# **Standard Shoe Sole and Mould (India) Limited**

**(Formerly Known as Chemcrown India Limited)**

Annual Report 2016-17

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.”

**Place: Kolkata**

**Date: 02/08/2017**

**For & on behalf of the Board of Director**

Sd/-

**Mrs. Ananya Dey**

**Director**

**DIN: 01297763**

**Marik Para, 17**

**Nowapara,**

**North 24 Paraganas**

**Barrackpore-743144**

Sd/-

**Mr. Kaushik Kundu**

**Director**

**DIN: 07565634**

**P-166/1, C.I.T. Scheme-**

**VIIM,**

**Kolkata-700054**

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

## NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend the said meeting and vote on his/her behalf, and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. In the case of a member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights such member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.

2. Corporate Members intending to send their authorized representatives under Section 113 of the Companies Act, 2013, are requested to send at the Company's registered office a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
3. In case of joint holding, the joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto.
5. Members attending the Annual General Meeting (AGM) are requested to bring the following for admission to the meeting hall (as applicable).
  - a. Attendance Slip duly completed and signed as per the specimen signature lodged with the company.
  - b. Members holding shares in Dematerialized form, their DP and Client ID Numbers and Members holding shares in physical form, their folio numbers.
  - c. Copy of Annual Report (2016-17).
6. Attendance Slips will be accepted from a Member actually attending the Meeting; or from the person attending as proxy under a valid proxy form registered with the Company not less than 48 hours prior to the Meeting. Attendance Slip of members not personally present at the meeting and proxy forms, which are invalid, will not be accepted.
7. Pursuant to section 91 of the Companies Act, 2013, Register of Members and Shares Transfer Books of the Company will remain closed from 16<sup>th</sup> September, 2017 to 23<sup>rd</sup> Septemeber, 2017 (both days inclusive).

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

8. The Board of Directors have not recommended any dividend for the financial year ended 31<sup>st</sup> March, 2017.
9. Members are requested to note that in terms of Section 205C of the Companies Act, 1956, (Section 124 read with 125 of Companies Act, 2013) the Company shall be required to transfer the unclaimed/unpaid Dividend of the Company, if any, on the expiry of 7 years from the date it became due for payment to the ‘Investor Education and Protection Fund’ and subsequently the shareholders shall not have any right to claim the said dividend from the company or from the said fund.
10. The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank accounts details furnished by the Depositories for depositing dividend. Dividend, if any declared, will be credited to the Member’s Bank Account through Electronic Clearing Services (ECS) or NEFT or National Automated Clearing House (NACH) wherever complete core banking details are available with the company. In cases where the core banking details are not available dividend warrants will be issued to the members with bank details printed thereon as available in the Company’s record.
11. Pursuant to Section 123(5) of the Companies Act, 2013 and the Securities and Exchange Board of India’s Circular No. CIR/MRD/DP/10/2013 dated 21<sup>st</sup> March, 2013 regarding use of electronic payment modes for making payments to investors, members are requested to update their bank account and latest address details with their respective Depository Participants (for shares held in electronic form) along with a photocopy of their cheques to the Company’s Registrar and Share Transfer Agent, Purva Sharegistry India Pvt. Ltd. (for shares held in the physical form). Our Registrar and Share Transfer Agent will take due note of the same for payment of dividend, if any. This obviate problem like loss/fraudulent interception of Dividend warrants during postal transit while also expediting the payment.
12. Members are advised to note the ISIN No. INE888N01013 allotted to the Company’s share and those who are interested to dematerialize their shares may do so.
13. **As per Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI Circular No. CIR/CFD/CMD/13/2015 dated 30.11.2015, 100% of shareholding of promoter(s) or promoter group is required to be held in dematerialized form and the same is to be maintained on a continuous basis. As such the promoter(s) including Persons Acting in Concert are requested to kindly dematerialize their holdings at the earliest possible to ensure compliance with the Regulations**
14. **Further, pursuant to SEBI Circular No.CIR/CFD/CMD/13/2015 dated 30.11.2015 a minimum of 50% shareholding of non-promoters shall also be held in dematerialized form excluding the government holding in non-promoter category. Therefore, the**

## **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

**members of the company are requested to kindly dematerialize their shareholdings enable us to ensure compliance.**

15. The Company has appointed M/s. Purva Sharegistry (India) Pvt. Ltd, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, Demat request, change of address intimation (only for shareholding physical shares), request for Company name stickers pursuant to change in name of company (only for shareholding in physical form) and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No. for shareholders holding shares in physical form and DP ID and Client ID for shares held in dematerialized form, along with full name and address to Purva Sharegistry (India) Pvt. Ltd, Unit: Standard Shoe Sole and Mould (India) Limited.
16. **The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their depository participant with whom they are maintaining their demat accounts. Members holding physical shares can submit their PAN details to the Company or to the Registrars and Share Transfer Agents.**
17. SEBI vide Circular Ref No. MRD/DoP/Cir-05/2007 dated 27<sup>th</sup> April, 2007 made PAN mandatory for all securities market transactions. Thereafter, vide Circular No.MRD/Dop/Cir-05/2009 dated 20<sup>th</sup> May, 2009, it was clarified that for securities market transactions and off market/private transaction involving transfer of shares in physical form of listed company, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTA for registration of such transfer of shares.
18. SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:
  - a. Deletion of the name of the deceased members(s), where the shares are held in the name of two or more member(s).
  - b. Transmission of shares to the legal heir(s), where the deceased Member was the sole holder of shares.
  - c. Transposition of shares when there is change in the order of names in which physical shares are held jointly in the names of two or more Members.
19. Investors/ Members are requested to kindly note that if physical documents viz. Demat Request Form (DRF) and Share Certificates etc are not received from their DP's by the Registrar within a period of 15 days from the date of generation of the DRN for dematerialization, the DRN will be treated as rejected/cancelled. This step is being taken on

# **Standard Shoe Sole and Mould (India) Limited**

**(Formerly Known as Chemcrown India Limited)**

Annual Report 2016-17

the advice of Depository so that no demat request remains pending beyond a period of 21 days. Upon rejection/cancellation of the DRN, a fresh DRF with new DRN has to be forwarded along with the share certificates by the DP to the Registrar. This note is only to advise Investors/Members that they should ensure that their DP's do not delay in sending the DRF and share certificates to the Registrar after generating the DRN.

20. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to section 72 of the Companies Act, 2013 and members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled to the RTA. Members holding shares in electronic form may contact their respective depository participant for availing this facility.
21. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent for consolidation into single folio.
22. Non resident Indian Members, if any, are requested to inform the Registrar and Share Transfer Agents, immediately of
  - a. Change in their residential status on return in 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.
23. Members holding shares in physical form are requested to notify to the company's Registrar and share Transfer Agent, M/s. Purva Sharegistry (India) Pvt. Ltd. quoting their folio, any change in their registered address with pin code alongwith address proof i.e. Electricity/Telephone Bill, Driving License or a copy of the passport/voter id/ aadhar/bank particulars and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant and not to Company/RTA.
24. Members who wish to seek any information on the financial statements of the Company or have any query/(ies) relating thereto may write to the company's registered address or at [companysecretary@cel.co.in](mailto:companysecretary@cel.co.in) and same should reach 10 (ten) days prior to the Annual General Meeting so as to enable the management to keep the information ready.
25. All relevant documents referred in the Notice and the Explanatory Statement shall be open for inspection by the members at the Registered Office of the Company during normal business hours (10 A.M to 6 P.M.) on all working days (except Saturdays) upto the date of Annual General Meeting of the Company.
26. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Registers of Contracts or Arrangement in which

# **Standard Shoe Sole and Mould (India) Limited**

**(Formerly Known as Chemcrown India Limited)**

Annual Report 2016-17

directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

27. As a matter of convenience the shareholders are requested to inform their queries, if any, the company in advance so as to enable the company to properly reply the same at the time of meeting.
28. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliance and has issued circular nos. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 which states that service of notice/documents including Annual Report can be sent by e-mail to its members and pursuant to Section 20 of the Companies Act, 2013, read with Rule 35 of the Companies (Incorporation) Rules, 2014, companies are allowed to send their members notices/ documents in the electronic form. To enable the Company send its Annual Report, Notice of AGM, and other documents for the financial year ended 31<sup>st</sup> March, 2017 electronically and to support the said green initiative, members holding shares in demat form, who have not registered their e-mail address as of now, are requested to register the same with their respective depository participant and members holding shares in physical form are requested to register their valid e-mail address with the RTA by writing to them mentioning their name and folio no.
29. Members are requested to update their Email ID, in case of any changes, with their respective depository participant and with the Company’s Registrar and Transfer Agents (RTA) to enable dispatch of the communications in electronic form from time to time as your Company have taken a "Green Initiative" as per the directions of Ministry of Corporate Affairs, New Delhi allowing paperless compliances for Companies.
30. In support of the Green Initiative of the Government and pursuant to the provisions of section 101 and 136 of the Companies Act, 2013 read with rules framed thereunder, electronic copy of the Annual Report for the Financial Year 2016-17 and notice of the Annual General Meeting of the company inter-alia indicating the process and manner of E-voting, Attendance Slip and Proxy Form is being sent to all the members whose E-mail Id are registered with the RTA/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of Annual Report for the financial year 2016-17 and the notice of the Annual General Meeting of the Company inter-alia indicating the process and manner of E-voting, Attendance Slip and Proxy Form is being sent in the permitted mode pursuant to above mentioned sections.
31. Members may also note that the Notice for the Annual General Meeting and the Annual Report for the Financial Year 2016-17 will also be available on the company’s website:- [www.sssmil.com](http://www.sssmil.com) for their download.

# **Standard Shoe Sole and Mould (India) Limited**

**(Formerly Known as Chemcrown India Limited)**

Annual Report 2016-17

32. Even after registering their e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication/information, the members may also send requests to the Companies E-mail ID : [kolkataoffice@cel.co.in](mailto:kolkataoffice@cel.co.in) / [companysecretary@cel.co.in](mailto:companysecretary@cel.co.in).
33. Member who hold shares in dematerialized form are requested to write their Client Id and DP Id numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
34. Members/proxies should fill the attendance slip for attending the meeting and bring their attendance slip duly filled in along with their copy of Annual Report to the Meeting.
35. Pursuant to Section 139 of the Companies Act, 2013 and audit firm shall not be appointed/re-appointed as auditor for more than two terms of five consecutive years and where an audit firm which has completed its term as above shall not be eligible for re-appointment as auditor in the same company for five years from completion of such term provided that every company existing on or before the commencement of Companies Act, 2013 (as in our case), is required to comply with the said provisions within three years from date of commencement of the Act. Therefore M/s Mukherjee & Sanyal, Chartered Accountants who were appointed as Statutory Auditors for the company for the financial year 2014-15 hold the office upto the conclusion of this Annual General Meeting. Thus, the appointment of Statutory Auditors for a period of this financial year (i.e. 2017-18) has been put up for approval of the Members as Item No. 3 of the Notice.
36. Mukherjee Sanyal & Co., Chartered Accountants, Kolkata, Statutory Auditors of the company were paid fees of Rs. 33,708/- (Thirty Three Thousand Seven Hundred and Eight only) inclusive of taxes.
37. Brief resume of those directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorship and memberships/ chairmanships of Board /Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 is annexed hereto. The Company is in receipt of relevant disclosures / consents from the Directors pertaining to their appointment/ re-appointment.
38. Voting through electronic means:

In compliance with the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, the company is pleased to provide e-voting facility to all members of the Company to enable them to cast their votes electronically on the items/ resolutions mentioned in this notice. The company has availed the

# **Standard Shoe Sole and Mould (India) Limited**

**(Formerly Known as Chemcrown India Limited)**

Annual Report 2016-17

e-voting services as provided by CDSL (Central Depository Services Limited) The Company has appointed Mr. Amarendra Rai proprietor of M/s. Amarendra Rai & Associates, Practicing Company Secretaries, Noida as scrutinizer for conducting the e-voting process in a fair and transparent manner. The instructions or e-voting are detailed hereunder:

- (i) The voting period begins on 20<sup>th</sup> September, 2017 at 10 A.M and ends on 22<sup>nd</sup> September, 2017 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 16<sup>th</sup> September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the

# **Standard Shoe Sole and Mould (India) Limited**

**(Formerly Known as Chemcrown India Limited)**

Annual Report 2016-17

new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for “Standard Shoe Sole and Mould India Limited” on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

# **Standard Shoe Sole and Mould (India) Limited**

**(Formerly Known as Chemcrown India Limited)**

Annual Report 2016-17

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
39. The results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution.
40. The route map of the venue of the Meeting is given in the Notice. The prominent landmark of the venue is, it is above “Savera Sarees” showroom in park street. Entrance is from the gate next to the showroom.

**Place: Kolkata**

**Date: 02/08/2017**

**For & on behalf of the Board of Director**

Sd/-	Sd/-
<b>Mrs. Ananya Dey</b>	<b>Mr. Kaushik Kundu</b>
Director	Director
DIN: 01297763	DIN: 07565634
Marik Para, 17	P-166/1, C.I.T. Scheme-
Nowapara,	VIIM,
North 24 Paraganas	Kolkata-700054
Barrackpore-743144	

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

## **EXPLANATORY NOTES**

(Pursuant to Section 102 of the Companies Act, 2013) (Formerly section 173 of Companies Act, 1956)

### **Item No. 2:**

Pursuant to Section 152(6)(c) of the Companies Act, 2013, at every Annual General Meeting one third of the such of the directors for the time being as are liable to retire by rotation, or if there number is neither three nor a multiple of three, then, the number nearest to one third, shall retire from office.

Further, as per the provisions of Section 149 (13) of Companies Act, 2013, the provisions of sub-section (6) and (7) of section 152 in respect of retirement of directors by rotation shall not be applicable to appointment of independent directors.

As such the Mr. Kaushik Kundu, Director of the Company retires by rotation and being eligible offers himself for re-appointment.

The Board of Directors recommends the Ordinary Resolution, subject to the approval of the Board.

### **Item No. 3:**

Pursuant to Section 139(2) of Companies Act, 2013 a listed company shall appoint/re-appoint an Audit Firm as Auditor for two terms of five consecutive years provided further that as on the date of appointment no audit firm having a common partner or partners to the other audit firm, whose tenure has expired in a company immediately preceding the financial year shall be appointed as auditor of the same company for a period of five years.

Provided also that every company, existing on or before the commencement of this Act which is required to comply with this provision of sub section, shall comply with the requirements of this sub-section within three years from the date of commencement of this Act.

As such since the Act commenced on 01.04.2014, therefore the Company may appoint its Auditor only from a term of three years from date of commencement of this Act and as such the appointed shall be made till the conclusion of 41<sup>st</sup> Annual General Meeting of the Company to be held on 2018 subject to ratification at every Annual General Meeting of the Company.

Thus, the re-appointment of Statutory Auditors for a period of 1 year has been put up for approval of the Members as Item No. 3 of the Notice.

Accordingly the Board recommends passing of the ordinary resolution as set out in Item No. 3 of this notice.

### **Item No.4:**

The Current term of appointment of Mrs. Ananya Dey, as a Whole Time Director of the Company expired on 24<sup>th</sup> August, 2017. The Board of Directors considers that for the smooth and efficient functioning of the administrative affairs of the company, the services of Mrs. Ananya Dey should be available for a further period of 3 years with effect from 25<sup>th</sup> August, 2017.

In terms of provisions of the Companies Act, 2013 and Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors of the Company have at their meeting held on 22<sup>nd</sup> July, 2017, re-appointed her as a Whole Time Director of the Company for a further period of 3 (three) years with effect from 25<sup>th</sup> August, 2017 at a remuneration as may be fixed by the Board with the mutual consent of Mrs. Ananya Dey and

# **Standard Shoe Sole and Mould (India) Limited**

**(Formerly Known as Chemcrown India Limited)**

Annual Report 2016-17

subject to the provision of Section 197 of the Companies Act, 2013. In case, the company has no profit or its profits are inadequate then the remuneration shall be paid to her with the approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

Following are the details of the Annual Salary proposed to be paid to Mrs. Ananya Dey, Whole Time Director of the Company w.e.f. 25<sup>th</sup> August, 2017.

In addition to the above Consolidated salary, she shall be entitled to receive the following

- a. Encashment of leave at the end of the tenure
- b. Reimbursement of any expenses actually and properly incurred in course of business of the Company

Except Mrs. Ananya Dey, to whom the resolution relates, none of the directors and Key Managerial Personnels and their relatives is interested or concerned financially or otherwise in the Resolution set out at Item No. 5 of the Notice.

Accordingly the Board recommends passing of the special resolution as set out in Item No. 4 of this notice.

**Place: Kolkata**

**Date: 02/08/2017**

**For & on behalf of the Board of Director**

Sd/-	Sd/-
<b>Mrs. Ananya Dey</b>	<b>Mr. Kaushik Kundu</b>
Director	Director
DIN: 01297763	DIN: 07565634
Marik Para, 17	P-166/1, C.I.T. Scheme-
Nowapara,	VIIM,
North 24 Paraganas	Kolkata-700054
Barrackpore-743144	

**Standard Shoe Sole and Mould (India) Limited***(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

**ANNEXURE TO THE NOTICE**

Notes on directors seeking appointment/re-appointment as required under Regulation 36(3) of the listing agreement entered into with Stock Exchanges:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Mr. Kaushik Kundu</b>	<b>Mrs. Ananya Dey</b>
1	Director Identification Number	07565634	01297763
2	Date Of Birth	22.10.1982	22.10.1974
3	Age	35 years	43 years
4	Permanent Account Number	AKTPK2480M	AWXPD3058Q
5	Date of Appointment on the Board	18 <sup>th</sup> May, 2016	11 <sup>th</sup> June, 2010
6	Experience in specific functional area	Legal	Administration
7	Expertise in specific functional areas	Has over 6 years experience in legal field.	Has been associated with the company since 7 years and has been handling her responsibilities and ensuring compliances too
8	No. of Equity Shares held in the company (as on 31.03.2017)	Nil	Nil
9	Qualifications	LL.B & CS	Bachelor In Arts
10.	List of Directorship	Nil	1. Indmark Marketing Limited 2. B G Chemicals Limited 3. Flohe India Limited 4. Kkalpana Plastick Limited 5. Teesta Agro Industries Limited 6. Pushkar Impex Private Limited
11.	Membership /Chairman of Committees of other Companies	Nil	Nil
12.	Relationship, if any, between Directors inter-se	Nil	Nil

**Place: Kolkata****Date: 02/08/2017****For & on behalf of the Board of Director**

Sd/-

**Mrs. Ananya Dey**  
**Director**  
**DIN: 01297763**  
**Marik Para, 17**  
**Nowapara,**  
**North 24 Paraganas**  
**Barrackpore-743144**

Sd/-

**Mr. Kaushik Kundu**  
**Director**  
**DIN: 07565634**  
**P-166/1, C.I.T. Scheme-**  
**VIIM,**  
**Kolkata-700054**

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

## **Form No. MGT-11**

### **Proxy Form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN: L24119WB1973PLC028902  
Name of the Company: Standard Shoe Sole and Mould (India) Limited  
Registered office : 95, Park Street, 2<sup>nd</sup> Floor, Kolkata- 700016

Name of the member (s):

Registered Address:

E-Mail ID:  
Folio NO. / Client ID  
DP ID

I/We, being the member(s) of .....shares of the above named company, hereby appoint

1. Name : .....  
Address:

E-mail ID:  
Signature: ....., or failing him

2. Name : .....  
Address:

E-mail ID:  
Signature: ....., or failing him

3. Name : .....  
Address:

E-mail ID:  
Signature: ....., or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41<sup>st</sup> Annual General Meeting/ ~~Extra Ordinary General Meeting~~ of the company, to be held on 23<sup>rd</sup> day of September, 2017 at 11:30 a.m/p.m. at the registered office of the company at 95, Park Street, 2<sup>nd</sup> Floor, Kolkata - 700016 (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.:

1. Adoption of Audited Financial Statements for the year ended 31.03.2017 and reports of Directors and Auditors thereon
2. Re-appointment of Mr. Kaushik Kundu (DIN 07565634), who retires by rotation
3. Appointment of Auditors for the year 2017-18 and fixing their remuneration
4. Re-Appointment of Mrs. Ananya Dey (DIN 01297763) as the Whole-Time Director of the Company

Signed this .....day of ....., 20.....

Signature of Shareholder:

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

# **Standard Shoe Sole and Mould (India) Limited**

**(Formerly Known as Chemcrown India Limited)**

Annual Report 2016-17

## **Standard Shoe Sole and Mould (India) Limited**

**(Formerly Known as Chemcrown India Limited)**

CIN: L24119WB1973PLC028902

Regd Office:- 95, Park Street, 2<sup>nd</sup> Floor, Kolkata-700016.

Tel: 033-2226-1175/ 5652/ 1393 Fax: 033-2249-2218

E-Mail Id: kolkataoffice@cel.co.in

### **ATTENDANCE SLIP**

Please fill the attendance slip and hand it over at the entrance hall of the meeting. It helps us to make proper arrangements. Failures to bring this Attendance Slip may create unnecessary inconvenience to you.

1	Name(s) of Member(s) including joint holders, if any (in Block Letter(s))	
2	Name of Proxy Holder (if applicable) else mention N.A.  Proxy Form duly submitted to Company <input type="checkbox"/> Yes <input type="checkbox"/> No.	
3	Registered Address of the Sole/First named Member	
3	Registered Folio No./*DP ID No. and Client ID No. (* Applicable to Members holding shares in dematerialized form)	
4	Number of Shares held	

I/We hereby record my/our presence at the 41<sup>st</sup> Annual General Meeting of the Members of Standard Shoe Sole and Mould (India) Limited held on Saturday, 23<sup>rd</sup> August, 2017 at 11.30 am at 95, Park Street, 2<sup>nd</sup> Floor, Kolkata-700016

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Signature of Member/Proxy

#### **NOTES:**

1. Members/ Proxy holders are requested to bring their copy of the Notice & Annual Report with them at the Meeting for reference.
2. Please carry with you this Attendance Slip and hand over the same duly completed, signed (at the space provided), at the entrance of the Meeting Hall.

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

Venue of the 41<sup>st</sup> Annual General Meeting of M/s STANDARD SHOE SOLE AND MOULD (INDIA) LIMITED to be held on Saturday, the 23<sup>rd</sup> Day of September, 2017 at 11:30a.m.

Venue: 95, Park Street, 2<sup>nd</sup> Floor, Kolkata – 700016



Location Map of the Venue



Closer View

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

## **BOARDS' REPORT**

To,  
The Members

Dear Shareholders,

On behalf of the Board of Directors, it is our pleasure to present the 41<sup>st</sup> Annual Report together with the Audited Statement of Accounts of **M/s Standard Shoe Sole and Mould (India) Limited** ("the Company") for the year ended March 31, 2017.

### **Financial Performance**

The summarized standalone results of your Company are given in the table below.

Particulars	Financial Year ended	
	Standalone	
	31/03/2017	31/03/2016
Total Income	125	2680603
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	(1637300)	(1468995)
Finance Cost	11	399
Depreciation	-	-
Provision for Income Tax (including for earlier years)	-	-
Net Profit/(Loss) After Tax	(1637289)	(1469394)
Profit/(Loss) brought forward from previous year	-	-
Amount transferred consequent to Scheme of Merger	-	-
Profit/(Loss) carried to Balance Sheet	(1637289)	(1469394)

\*previous year figures have been regrouped/rearranged wherever necessary.

### **Summary of Operations:**

In the F. Y. 2015-16 Although Company could not earn profit but Company had incurred its fixed expenses which cannot be ignored and as a result Company's loss After Tax stood at Rs. 1637289/- as compared to loss of Rs. 1469394 in the previous F.Y. 2015-2016 which is about 10% more in F.Y. 2015-16.

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

## **Capital/ Finance:**

During the year, the Company had not allotted any Equity Shares on rights/ preferential/ private placement basis.

The Company has also not allotted any Preference Shares/ Debentures.

As on 31<sup>st</sup> March, 2016, the issued, subscribed and paid up share capital of your Company stood at Rs.5,18,15,000/-, comprising 5181500 Equity shares of Rs.10/- each.

## **Reserves:**

The Company proposes to carry Nil to reserves.

## **Dividend:**

Your Directors have not recommended any dividend for FY 2016-17.

## **Closure of Share Transfer Books and Record Date:**

The Register of Members and Share Transfer Books of the Company will be closed from 16<sup>th</sup> September, 2017 (Saturday) to 23<sup>rd</sup> September, 2017 (Saturday) (both days inclusive) for the purpose of 41<sup>st</sup> Annual General Meeting of the Company to be held on Saturday, 23<sup>rd</sup> September, 2017 and for determining dividend, if any, declared by the Company for the Financial Year 2016-17.

The Record date for payment of the said dividend, if any, as well as for E-Voting is 16<sup>th</sup> September, 2017.

## **Transfer of Amounts to Investor Education and Protection Fund:**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

## **Business Review & State of Company Affairs:**

The Company had filed a reference on 02<sup>nd</sup> August, 1996 with the Board for Industrial and Financial Reconstruction (BIFR) in terms of Section 15 of Sick Industrial Company within the meaning of Section 3(1)(0) of Sick Industrial Companies Special Provision Act, 1985. Subsequently AAIFR had ordered for winding up of the Company. The Company had referred the matter to the Hon'ble High Court at Calcutta and obtained a Stay order against the Order of AAIFR.

Thereafter the company has not been much into operations though efforts are being made to revive the operations of the Company. Due to some unavoidable circumstances Company has not generated any revenue as it could not start its main operation. Company is consistently and continuously trying to survive and regain its previous glory under this tuff competitive scenario.

Further, the following events occurred during the Financial year 2016-17 and between the end of the financial year of the company to which the financial statements relate and the date of the report is as under:-

# **Standard Shoe Sole and Mould (India) Limited**

**(Formerly Known as Chemcrown India Limited)**

Annual Report 2016-17

- a. Ms. Tanvi Panday had resigned from the post of Company Secretary vide her email dated 20.04.2017 which will be effective from 01.06.2017 subject to acceptance of the Board in its Board meeting.
- b. The Company executed fresh Listing Agreement with the exchange as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.
- c. Mr. Kausik Kundu who appointed as an Additional Director on 12.07.2016 had been appointed as Director of the Company after getting necessary approval in the 40<sup>th</sup> Annual General Meeting held in the year 2016-17.

There has been no capital expenditure during the FY 2016-17.

## **Industry Scenario:**

Leather is one of the most widely traded commodities globally. The growth in demand for leather is driven by the fashion industry, especially footwear. Apart from this, furniture and interior design industries, as well as the automotive industry also demand leather. The leather industry has a place of prominence in the Indian economy due to substantial export earnings and growth.

The Indian leather industry accounts for around 12.93 per cent of the world's leather production of hides/skins. The country ranks second in terms of footwear and leather garments production in the world and accounts for 9 per cent of the world's footwear production.

India's leather industry has grown drastically, transforming from a mere raw material supplier to a value-added product exporter.

- Total leather and leather good exports from India stood at US\$ 4.72 billion during April 2016-January 2017.
- During April 2016-January 2017, the major markets for Indian leather products were US (15.69 per cent), Germany (11.82 per cent), UK (10.85 per cent), Italy (6.61 per cent), Spain (5.27 per cent), France (5.02 per cent), Hong Kong (4.71 per cent), UAE (3.69 per cent), China (3.16 per cent), Netherlands (3.01 per cent), Belgium (1.78 per cent) and Australia (1.44 per cent).
- At 48.82 per cent, footwear (leather and non-leather) and footwear components accounted for the lion's share of leather exports in April 2016-January 2017, which has been increased by 3.52 per cent as compared to FY 2015-16 followed by leather goods and accessories with 23.37 per cent share (22.2% in FY 2015-16), finished leather with 15.60 per cent share (20.06% in FY 2015-16), leather garments with 9.71 per cent share and saddlery & harness with 2.50 per cent share.
- Per capita footwear consumption in India is expected to increase up to four pairs, while domestic footwear consumption is expected to reach up to five billion pairs by 2020.

2<sup>nd</sup> largest export contributor, the leather industry of Bangladesh is moving ahead day by day though slow but with an identical steady growth. In recent times the leather products of Bangladesh is being well recognized throughout the world. The availability of raw materials is the biggest strength the sector having. Recent policy changes of leather industry in China, the world's largest manufacturer is creating new era of possibilities for this industry of Bangladesh. Exports of leather and leather goods crossed \$1 billion for the third year in a row. In fiscal 2015-16, according to data from the Export Promotion Bureau export of leather, leather goods and footwear were USD 1.16 billion. In 2014-15, Bangladesh exported leather

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

and leather goods worth \$1.13 billion, compared with \$1.12 billion in the previous fiscal year. It shows that the sector is having a steady and remarkable growth.

The major production centers in India are Chennai, Ranipet, Ambur in Tamil Nadu, Mumbai in Maharashtra, Kanpur in U.P., Jalandhar in Punjab, Agra, Delhi, Karnal, Ludhiana, Sonepat, Faridabad, Pune, Kolkata, Calicut and Ernakulam. About 1.10 million are engaged in the footwear manufacturing industry.

While Tamil Nadu accounts for 40 per cent of the country's leather production, Maharashtra is at 15 per cent, much of it in small and medium units. Kolkata, Kanpur, Jalandhar, Bengaluru, Delhi and Hyderabad are the other important places involved in leather manufacturing and exports. These clusters account for around 90 per cent of the country's leather products.

As per notified DGCI&S data, India's export of leather & leather products for the period April-January 2016-17 touched US\$ 4723.23 million as against the export of US\$ 4955.33 million in the corresponding period i.e. April-January 2015-16 recording a negative growth of -4.68%

Footwear holds the major share in exports. The export of different categories of Footwear (leather and non-leather) accounts for about 50%. This is followed by Leather Goods accounting for 24%, Finished Leather 16% and Leather Garments 10%.

Country-wise analysis of exportation from India as follows:

The major markets for Indian Leather & Leather Products are USA with a share of 15.69%, U.K. 10.85%, Germany 11.82%, Italy 6.61%, Hong Kong 4.71%, Spain 5.27%, France 5.02%, UAE 3.69%, Netherlands 3.01%, China 3.16%, Vietnam 1.62%, Belgium 1.78%, Korea Rep. 1.24%, Australia 1.44%, Denmark 1.40% and Portugal 1.19%.

**These 16 countries together accounts for nearly 80% of India's total leather& leather products export.**

As per officially notified DGCI&S monthly export data, the export of Leather and Leather products for the financial year April-March 2016-17 touched US\$ 5665.91 million as against the performance of US\$ 5855.06 million in the corresponding period of last year, recording a negative growth of -3.23%. In Rupee terms, the export touched Rs. 380024.07 mn in April-March 2016-17 as against the previous year's performance of Rs. 383321.67 mn registering a negative growth of -0.86%.

A statement showing export of leather and leather products from India during April-March 2016-17 vis-à-vis April-March 2015-16 is given below:

**(Value in Million Rs)**

CATEGORY	APR-MAR 2015-16	APR-MAR 2016-17	% VARIATION
FINISHED LEATHER	68509.63	59619.47	-12.98%
LEATHER FOOTWEAR	140625.23	143259.05	1.87%

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

FOOTWEAR COMPONENTS	18615.10	20125.09	8.11%
LEATHER GARMENTS	36211.57	35988.87	-0.61%
LEATHER GOODS	89694.53	88642.82	-1.17%
SADDLERY AND HARNESS	9583.60	9596.66	0.14%
NON-LEATHER FOOTWEAR	20082.01	22792.11	13.50%
<b>TOTAL</b>	<b>383321.67</b>	<b>380024.07</b>	<b>-0.86%</b>

The global economic environment in recent years has been challenging and marked by increasing volatility and uncertainty. This year the industry has been slow in terms of export growth mainly due to recession in global economy. The outward shipments were also on the decline due to steep fall in shipment of petroleum products and engineering goods amid tepid global demand.

Indian markets suffer on two fronts namely high tariff and weak euro currency. In the European market, we have to compete with Portugal, Romania and Slovakia on cost and logistic factors. The European exporters have advantage over us while the Indian suppliers have to adjust the cost price according to prevailing currency. In export market there is tough competition from Indonesia, Bangladesh, Vietnam and Thailand on tariff.

In the domestic market the industry has had to face some repercussions due to some stringent legislative moves which have affected the raw material supply and tough competition from cheap imports while in the International market the industry has had tough time matching the prices due to fall in currency values.

The decline that is registered is due to a combination of factors like the decreasing demand in major producing countries, global price reduction, recession etc. In case of Footwear components the decline may be attributed to fall in exports of shoe uppers to Europe on account of establishment of integrated production facilities in Eastern Europe and revival of production in Portugal & Spain.

### **Outlook:**

The Company shall look for opportunities to revive its operation and check its feasibility under current scenario of the Company. For which it is constantly trying to start its main operations and thus management expects and hopes that from FY 2017-18 Company will be able to generate income from operation.

### **Extract of Annual Return:**

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is Annexed as **Annexure 1**.

### **Management Discussion & Analysis Report:**

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Management Discussion & Analysis Report comprising an overview of the financial results, operations / performance and the future prospects of the Company is appended to this Report.

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

## **Material changes and commitments affecting the financial position of the Company:**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

## **Significant and material orders passed by the regulators:**

The relevant pending litigation with regulators or Courts has been disclosed as Contingent Liabilities in note no. 16 i of the notes to the financial statements for the year ended 31<sup>st</sup> March, 2017. There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

## **Particulars of loans, guarantees or investments under Section 186:**

The Company has not provided any loan to any person or body corporate or given any guarantee or provided security in connection with such loan or made any investment in the securities of any body corporate pursuant to Section 186 of the Companies Act, 2013.

## **Related party transactions**

There are no materially significant related party transactions entered into by the Company with its Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with the interest of the Company at large.

There are no details of transactions entered into with the Related Parties.

The Company does not have contracts or arrangements with its related parties under Section 188(1) of the Companies Act, 2013, which are not on arms' length basis or material in nature. Hence the details of such contracts or arrangements with its related parties are not disclosed in Form AOC-2 as prescribed under the Companies Act, 2013 and the rules framed thereunder. Your Directors draw attention of the shareholders to Note No. 19 of the financial statement which sets out related party disclosures.

## **Fixed Deposits**

Your Company has not invited, accepted or renewed any fixed deposits from the public as at 31<sup>st</sup> March, 2017 and accordingly there is no principal or interest outstanding in respect thereof.

## **Internal financial controls**

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company. Your Company has established adequate internal financial control systems to ensure reliable financial reporting and compliance with laws and regulations. All resources are put to optimal use and adequately protected against any loss. All transactions are authorized, recorded and reported correctly. Policies and guidelines of your Company are being adhered to and improvements in process efficiencies and effectiveness are being carried out on an ongoing basis. For more details, please refer to the Management Discussion & Analysis Report forming part of this Annual Report.

## **Corporate Governance**

# **Standard Shoe Sole and Mould (India) Limited**

**(Formerly Known as Chemcrown India Limited)**

Annual Report 2016-17

Your Company is committed to maintaining the highest standards of Corporate Governance. Your Company has complied with the applicable Corporate Governance requirements of the Listing Agreements with the Stock Exchanges.

It may be noted that Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 are not applicable to your company pursuant to provisions of Regulation 15 of the said Regulations as the Paid up Capital of the Company is below Rupees Ten Crores and Net worth below Rupees Twenty Five Crores as on the last day of the previous Financial Year as well as on date of the report.

As such the Company is not required to mandatorily append to this report the Corporate Governance Report or the Declaration stating that the management personnel have affirmed compliance with the code of conduct of Board of Directors and senior management or the compliance certificate from either the auditor or practicing company secretaries regarding compliance conditions of corporate governance.

## **Details of conservation of energy, technology absorption, foreign exchange earnings and outgo:**

### **(a) Conservation of energy:**

(i)	the steps taken or impact on conservation of energy	-
(ii)	the steps taken by the company for utilizing alternate sources of energy	-
(iii)	the capital investment on energy conservation equipments	Nil

### **(b) Technology absorption:**

(i)	the efforts made towards technology absorption	-
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	-
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported (b) the year of import; (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	- - - -
(iv)	the expenditure incurred on Research and Development	Nil

### **(c) Foreign exchange earnings and Outgo:**

During the year, the total foreign exchange used was Nil and the total foreign exchange earned was Nil.

## **Awards and Recognition:**

Your Company has not received any awards and accolades from the Government and non-governmental organizations/associations.

## **Holding and Subsidiaries:**

Your Company is not a Holding Company or Subsidiary to any other Company.

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

## **Statement containing salient features of financial statements of subsidiaries:**

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures is required to be given in format as specified.

Further, brief about the business of the each of the Subsidiaries and Associates is also required to be given.

However, it is mentioned here that the Company does not have any Subsidiary, Associate or Joint Venture and as such the details not provided.

## **Statutory Auditors, their Report and Notes to Financial Statements:**

In the last AGM held on 11.08.2016, M/s. Mukherjee Sanyal & Co., Chartered Accountants, Kolkata (Registration No. 307039E) have been appointed as Statutory Auditors of the Company for a period of 1 years i.e. till the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company to be held for FY 2017-18, subject to ratification by the members at every subsequent Annual General Meeting.

M/s Mukherjee Sanyal & Co., Chartered Accountants, Kolkata have confirmed to the Company that their appointment, if ratified by the members at the ensuing 41<sup>st</sup> Annual General Meeting, would be within the limits prescribed under Section 141 of the Companies Act, 2013 and that they are not disqualified from appointment within the meaning of the said Act.

Further, the report of the Statutory Auditors alongwith notes to Schedules for the FY 2016-17 is enclosed to this Report. The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

## **Cost Audit:**

As per the Cost Audit Orders, Cost Audit is not applicable to the Company's products/ business of the Company for the FY 2016-17.

## **Secretarial audit:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Amarendra Kumar Rai, Practicing Company Secretary of M/s Amarendra Rai & Associates, Practicing Company Secretaries has been appointed as Secretarial Auditors of the Company. The Report of the Secretarial Auditors is annexed to this Report. The Report is self-explanatory and do not call for any further comments.

## **Directors' Responsibility Statement:**

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 and sub-section 5 of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

# **Standard Shoe Sole and Mould (India) Limited**

**(Formerly Known as Chemcrown India Limited)**

Annual Report 2016-17

- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Risk Management Policy:**

In terms of the requirement of the Act, the Company has developed and implemented the Risk Management Policy and the Audit Committee of the Board reviews the same periodically.

The Company has in place a mechanism to inform the Board about the risk assessment and minimization procedures and periodical review to ensure that risk is controlled by means of a properly defined framework. In the Board's view, there are no material risks, which may threaten the existence of the Company.

### **Corporate Social Responsibility:**

As per section 135 of the Companies Act, 2013 every company having net worth of rupees five hundred crores or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crores or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which atleast one director shall be an independent Director and shall also spend atleast 2% of the average net profits of the company made during the three immediately preceding financial years in pursuance of its Corporate Social Responsibility Policy.

Since the Company does not fulfill the requirements of the criteria, the same is not applicable to us.

### **Company's policy on appointment and remuneration:**

#### **Policy on Directors' appointment and remuneration of key managerial personnel:**

The policy on Directors' appointment and remuneration including the criteria for determining the qualifications, positive attributes, independence of a Director and other matters provided under Section 178(3) of the Companies Act, 2013 form part of the Nomination & Remuneration Committee policy of the Company, which is appended as **Annexure 3** to this Report. The same has been adopted in line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 after the same were notified.

### **Performance Evaluation of the Board:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has devised a policy containing criteria for evaluating the performance of the Independent, Non-Executive and Executive Directors, Board and Committees. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning, such as adequacy of the

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The Company has set up a formal mechanism to evaluate the performance of all Board members. The Board works with the nomination and remuneration committee to lay down the evaluation criteria for the performance of all the Directors. For 2016-17, the evaluation was done through peer-evaluation. The findings from the evaluation were shared with the WTD, who in turn held discussions with individual Board members. Individual evaluation was in line with the full Board evaluation, with no Board member receiving negative feedback on any aspect.

### **Directors & Key Managerial Personnel:**

Mr. Kaushik Kundu, Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

Ms. Tanvi Panday had resigned from the post of the Company Secretary vide her email dated 20.04.2017 which will be effective from 01.06.2017.

Mr. Kaushik Kundu has appointed as Director of the Company w.e.f. 11.08.2017 after getting necessary approval from members in 40<sup>th</sup> Annual General Meeting.

### **Details of Board Meeting:**

During the year, 5 number of Board meetings were held, details of which are given below:

Date of the meeting	No. of Directors attended the meeting
18.05.2016	3
13.08.2016	4
10.11.2016	4
13.02.2017	4
31.03.2017	4

### **Committees of Board:**

The details of composition of the Committees of the Board of Directors are as under:-

#### **a. Audit Committee:**

Sl. No.	Name	Chairman/ Members
1	Mr. Kausik Mukherjee	Chairman (Non Executive Independent Director)
2	Mr. Bhupinder Kumar Mehta	Member (Non Executive Independent Director)
3	Mrs. Ananya Dey	Member(Executive Director)

During the year, the Committee had met on 17.05.2016, 12.08.2016, 09.11.2016, and 30.03.2017.

#### **• Vigil mechanism:**

Pursuant to the requirement of the Act, the Company has established vigil mechanism for Directors and employees to report their genuine concerns. The Whistle Blower Policy/Vigil Mechanism provides for adequate safeguards against victimization of director(s)/employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases as detailed in the Policy. The details of the Whistle Blower Policy are available

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

on the website of the Company. No person has been denied access to the Chairman of the Audit Committee.

**b. Nomination & Remuneration Committee:**

Sl. No.	Name	Chairman/ Members
1	Mr. Bhupinder Kumar Mehta	Chairman (Non-Executive Independent Director)
2	Mr. Bal Kishan Das	Member (Non Executive Director)
3	Mr. Kausik Mukherjee	Member (Non Executive Independent Director)

During the year, the Committee had met on 17.05.2016, 12.08.2016, 29.09.2016 and 30.03.2017.

**c. Corporate Social Responsibility Committee: Not Applicable**

**d. Stakeholders Relationship Committee:**

Sl. No.	Name	Chairman/ Members
1	Mr. Bal Kishan Das	Chairman (Non Executive Director)
2	Mr. Kausik Mukherjee	Member (Non Executive Independent Director)
3	Mrs. Ananya Dey	Member(Executive Director)

During the year, the Committee had met on 20.04.2016, 12.08.2016, 20.10.2016, 19.01.2017 and 30.03.2017.

**e. Risk Management Committee**

Sl. No.	Name	Chairman/ Members
1	Mrs. Ananya Dey	Executive Director
2	Mr. Bal Kishan Das	Non Executive Director
3	Mr. Kausik Mukherjee	Non Executive Independent Director

During the year, the Committee had met on 17.05.2016.

**Declaration of Independence:**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(7) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (referred to as 'Listing Agreement').

**Particulars of Employees:**

The particulars of employees required to be furnished pursuant to Section 197(12) of the Companies Act, 2013 read with sub-rules 2 and 3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is Annexed as **Annexure 2**. However, as per the provisions of Section 136 of the Companies Act, 2013, read with sub-rules 2 and 3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Annual Report excluding the statement of particulars of employees, is being sent to all members of the Company.

# **Standard Shoe Sole and Mould (India) Limited**

**(Formerly Known as Chemcrown India Limited)**

**Annual Report 2016-17**

Any member interested in obtaining a copy of the said statement may write to the Compliance Officer at the Registered Office of the Company.

## **Human Resources:**

Your Company treats its “human resources” as one of its most important assets.

Your Company continuously invests and is working towards attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

## **Prevention of Sexual Harassment at Workplace:**

The Company has in place a Policy for Prevention of Sexual Harassment at Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.

The following is a summary of sexual harassment complaints received and disposed off during the financial year ended 31<sup>st</sup> March, 2017:

- (a) Number of complaints of sexual harassment received during the year – NIL
- (b) Number of complaints disposed off during the year – N.A.
- (c) Number of cases pending for more than 90 days – Nil

## **Acknowledgement**

Your Directors place on record their appreciation for employees at all levels, who have contributed to the growth and performance of your Company.

Your Directors also thank the clients, vendors, bankers, shareholders and advisers of the Company for their continued support.

Your Directors also thank the Central and State Governments, and other statutory authorities for their continued support.

**Your Board acknowledges the continued support and co-operation received from all regulatory authorities of the Central and State Governments.**

**Place: Kolkata**

**Date: 30/05/2017**

**For & on behalf of the Board of Director**

Sd/-	Sd/-
<b>Mrs. Ananya Dey</b>	<b>Mr. Kaushik Kundu</b>
<b>Director</b>	<b>Director</b>
<b>DIN: 01297763</b>	<b>DIN: 07565634</b>
<b>Marik Para, 17</b>	<b>P-166/1, C.I.T. Scheme-</b>
<b>Nowapara,</b>	<b>VIIM,</b>
<b>North 24 Paraganas</b>	<b>Kolkata-700054</b>
<b>Barrackpore-743144</b>	

# **Standard Shoe Sole and Mould (India) Limited**

(Formerly Known as Chemcrown India Limited)

Annual Report 2016-17

## Annexure 1

### **Form No. MGT-9**

### **EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31<sup>st</sup> March, 2017

of

STANDARD SHOE SOLE AND MOULD INDIA LIMITED

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### **I. REGISTRATION AND OTHER DETAILS:**

CIN	L24119WB1973PLC028902
Registration Date	19.07.1973
Name of the Company	Standard Shoe Sole and Mould (India) Limited
Category / Sub-Category of the Company	Company Limited by shares /Indian Non-Government Company
Address of the Registered Office and contact details	95, Park Street, 2 <sup>nd</sup> Floor, Kolkata:700016 Tel: 033-22261175/ 5652 E-mail: kolkataoffice@cel.co.in
Whether listed company	Yes (Listed on BSE Ltd. (BSE))
Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	Purva Sharegistry (India) Pvt. Ltd. 9, Shiv Shakti Ind., Estt. J R Boricha Marg, Lower Parel East, Mumbai-400 011. Tel : 91-22-2301 6761 / 8261 Fax : 91-22-2301 2517, Email : busicomp@gmail.com

#### **II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	-	-	-

#### **III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	Nil	Nil	Nil	Nil	Nil

#### **VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**Standard Shoe Sole and Mould (India) Limited**

(Formerly Known as Chemcrown India Limited)

Annual Report 2016-17

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year %				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(a) Individual/HUF	0	500800	504800	9.66	0	500800	500800	9.66	0
(b) Central Govt	0	0	0	0	0	0	0	0	0
(c) State Govt (s)	0	0	0	0	0	0	0	0	0
(d) Bodies Corp.	0	1334500	1334500	25.76	0	1334500	1334500	25.76	0
(e) Banks / FI	0	0	0	0	0	0	0	0	0
(f) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1):-</b>	0	1835300	1835300	35.42	0	1835300	1835300	35.42	0
<b>(2) Foreign</b>									
(a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
(b) Other – Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2):-</b>	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	0	1835300	1835300	35.42	0	1835300	1835300	35.42	0
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
(a) Mutual Funds	0	3600	3600	0.07	0	3600	3600	0.07	0
(b) Banks / FI	0	408794	408794	7.89	0	408794	408794	7.89	0
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govt(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	12500	12500	0.24	0	12500	12500	0.24	0

**Standard Shoe Sole and Mould (India) Limited**

(Formerly Known as Chemcrown India Limited)

Annual Report 2016-17

(g) FIIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>424894</b>	<b>424894</b>	<b>8.20</b>	<b>0</b>	<b>424894</b>	<b>424894</b>	<b>8.20</b>	<b>0</b>
<b>2. Non-Institutions</b>									
(a) Bodies Corp.	700	274280	274980	5.31	500	288180	288680	5.59	+4.98
(i) Indian									
(ii) Overseas									
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	36197	2506127	2542324	49.07	40497	2487527	2528024	48.79	-0.56
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	103100	103100	1.99	0	103100	103100	1.99	0
(c) Others (specify)									
(i) HUF	102	500	602	0.01	102	500	602	0.01	0
(ii) Clearing Members	300	0	300	0.01	900	0	900	0.01	+200
<b>Sub-total (B)(2):-</b>	<b>37299</b>	<b>2884007</b>	<b>2921306</b>	<b>56.38</b>	<b>41999</b>	<b>2879307</b>	<b>2921306</b>	<b>56.38</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>37299</b>	<b>3308901</b>	<b>3346200</b>	<b>64.58</b>	<b>41999</b>	<b>3304201</b>	<b>3346200</b>	<b>64.58</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>37299</b>	<b>5144201</b>	<b>5181500</b>	<b>100</b>	<b>41999</b>	<b>5139501</b>	<b>5181500</b>	<b>100</b>	<b>0</b>

**Standard Shoe Sole and Mould (India) Limited**

(Formerly Known as Chemcrown India Limited)

Annual Report 2016-17

**(ii) Shareholding of Promoters**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change In share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	B.G. CHEMICALS PVT LTD.	1330500	25.68	0	1330500	25.68	0	0
2	SAROJ DEVI BHAIYA	56000	1.08	0	56000	1.08	0	0
3	KRISHNA DEVI BHAIYA	52000	1.00	0	52000	1.00	0	0
4	RAJ KUMAR BHAIYA	50300	0.97	0	50300	0.97	0	0
5	JAMUNA DEVI BHAIYA	48000	0.92	0	48000	0.92	0	0
6	RAMESH KUMAR MAHESHWARI	48000	0.92	0	48000	0.92	0	0
7	KRISHNA KUMAR MAHESHWARI	36800	0.71	0	36800	0.71	0	0
8	MADHU BHAIYA	36000	0.69	0	36000	0.69	0	0
9	RAJ KUMAR BHAIYA	32000	0.61	0	32000	0.61	0	0
10	BHAIYA SHASHI	25600	0.49	0	25600	0.49	0	0
11	SASHI BHAIYA	24000	0.46	0	24000	0.46	0	0
12	BALDEO DAS BHAIYA	16000	0.30	0	16000	0.30	0	0
13	RAJ KUMAR BHAIYA	16000	0.30	0	16000	0.30	0	0
14	RAMESH KUMAR MAHESHWARI	11200	0.21	0	11200	0.21	0	0
15	KRISHNA KUMAR MAHESHWARI	8000	0.15	0	8000	0.15	0	0
16	RADHA DEVI BHAIYA	8000	0.15	0	8000	0.15	0	0
17	RAMESH KUMAR MAHESHWARI	8000	0.15	0	8000	0.15	0	0
18	CHEMCROWN EXPORTS LIMITED	4000	0.07	0	4000	0.07	0	0
19	KRISHNA KUMAR MAHESHWARI	4000	0.07	0	4000	0.07	0	0
20	RAMESH KUMAR MAHESHWARI	4000	0.07	0	4000	0.07	0	0
21	MANOJ KUMAR BHAIYA	3000	0.05	0	3000	0.05	0	0
22	DWARKA PRASAD MUNDHRA	900	0.01	0	900	0.01	0	0
23	P. NARAYAN	900	0.01	0	900	0.01	0	0

**Standard Shoe Sole and Mould (India) Limited**

(Formerly Known as Chemcrown India Limited)

Annual Report 2016-17

	MAHEHSWARI							
24	KEDAR NATH MAHEHSWARI	600	0.01	0	600	0.01	0	0
25	ANIL MAHEHSWARI	500	0.00	0	500	0.00	0	0
26	DWARKA PRASAD MUNDHRA	500	0.00	0	500	0.00	0	0
27	MUNDRA KISHAN RAMA	400	0.00	0	400	0.00	0	0
28	RAJ KUMAR MAHEHSWARI	400	0.00	0	400	0.00	0	0
29	BAMA PRASAD MAHEHSWARI	300	0.00	0	300	0.00	0	0
30	BINAY KUMAR MAHEHSWARI	300	0.00	0	300	0.00	0	0
31	DEEPAK MAHEHSWARI	300	0.00	0	300	0.00	0	0
32	RAJ KUMAR MAHEHSWARI	300	0.00	0	300	0.00	0	0
33	ANIL MAHEHSWARI	200	0.00	0	200	0.00	0	0
34	BHAIYA KANTA	200	0.00	0	200	0.00	0	0
35	MAHAN LAL MAHEHSWARI	200	0.00	0	200	0.00	0	0
36	MAHESHWARI DAS GOVIN	200	0.00	0	200	0.00	0	0
37	MUKUND KUMAR MAHEHSWARI	200	0.00	0	200	0.00	0	0
38	PRAKASH KUMAR MAHEHSWARI	200	0.00	0	200	0.00	0	0
39	RAJ KUMAR BHAIYA	200	0.00	0	200	0.00	0	0
40	SATYA KUMAR MAHEHSWARI	200	0.00	0	200	0.00	0	0
41	ADITYA MUNDHRA	100	0.00	0	100	0.00	0	0
42	ANITA MAHEHSWARI	100	0.00	0	100	0.00	0	0
43	ARUN KUMAR MUNDHRA	100	0.00	0	100	0.00	0	0
44	B. KUMAR MAHEHSWARI	100	0.00	0	100	0.00	0	0
45	BALDEV DAS BHAIYA	100	0.00	0	100	0.00	0	0
46	BALLA DAS MAHESHWARI	100	0.00	0	100	0.00	0	0
47	BAMA PRASAD MAHESHWARI	100	0.00	0	100	0.00	0	0
48	BHAIYA RAJKUMAR	100	0.00	0	100	0.00	0	0
49	C PRAKASH MAHEHSWARI	100	0.00	0	100	0.00	0	0
50	CHANDRA DEVI BHAIYA	100	0.00	0	100	0.00	0	0
51	DEEPAK MAHEHSWARI	100	0.00	0	100	0.00	0	0
52	DHAMENDRA	100	0.00	0	100	0.00	0	0

**Standard Shoe Sole and Mould (India) Limited**

(Formerly Known as Chemcrown India Limited)

Annual Report 2016-17

	MAHEHSWARI							
53	DWARKA PRASAD BHAIYA	100	0.00	0	100	0.00	0	0
54	HARPYARI MAHESHWARI	100	0.00	0	100	0.00	0	0
55	JAGDISH LAL KESARI	100	0.00	0	100	0.00	0	0
56	KANTA BHAIYA	100	0.00	0	100	0.00	0	0
57	KIRAN DAVI MAHEHSWARI	100	0.00	0	100	0.00	0	0
58	KISHORA MAHEHSWARI	100	0.00	0	100	0.00	0	0
59	KRISHNA DAS MAHEHSWARI	100	0.00	0	100	0.00	0	0
60	KRISHNA KUMAR BHAIYA	100	0.00	0	100	0.00	0	0
61	KRISHNA MAHEHSWARI	100	0.00	0	100	0.00	0	0
62	KRISHNA MURARI MAHEHSWARI	100	0.00	0	100	0.00	0	0
63	LILA DHA MAHEHSWARI	100	0.00	0	100	0.00	0	0
64	LILA MAHEHSWARI	100	0.00	0	100	0.00	0	0
65	MADHU MAHEHSWARI	100	0.00	0	100	0.00	0	0
66	MAHEHSWARI KALA SHAS	100	0.00	0	100	0.00	0	0
67	MAHEHSWARI KUMAR HAR	100	0.00	0	100	0.00	0	0
68	MANMOHAN KUMAR MAHEHSWARI	100	0.00	0	100	0.00	0	0
69	MOHAN LAL MAHEHSWARI	100	0.00	0	100	0.00	0	0
70	MOHINI DEVI BHAIYA	100	0.00	0	100	0.00	0	0
71	MUNDHRA PRASAD DWARK	100	0.00	0	100	0.00	0	0
72	NARAYAN MAHEHSWARI	100	0.00	0	100	0.00	0	0
73	NARENDRA MAHEHSWARI	100	0.00	0	100	0.00	0	0
74	NAYAN MAHEHSWARI	100	0.00	0	100	0.00	0	0
75	NEETU MAHEHSWARI	100	0.00	0	100	0.00	0	0
76	NUTAN MAHEHSWARI	100	0.00	0	100	0.00	0	0
77	PARINDA MAHEHSWARI	100	0.00	0	100	0.00	0	0
78	PAWAN KUMAR MUNDHRA	100	0.00	0	100	0.00	0	0

**Standard Shoe Sole and Mould (India) Limited**

(Formerly Known as Chemcrown India Limited)

Annual Report 2016-17

79	PRAKASH MAHEHSWARI	100	0.00	0	100	0.00	0	0
80	PRALAL KUMAR MAHEHSWARI	100	0.00	0	100	0.00	0	0
81	RAJ KUMAR MAHEHSWARI	100	0.00	0	100	0.00	0	0
82	RAJ KUMAR MAHEHSWARI	100	0.00	0	100	0.00	0	0
83	RAKESH MUNDHRA	100	0.00	0	100	0.00	0	0
84	RAM KISHORE MAHEHSWARI	100	0.00	0	100	0.00	0	0
85	RAM KUMAR MUNDHRA	100	0.00	0	100	0.00	0	0
86	RAMESH MAHEHSWARI	100	0.00	0	100	0.00	0	0
87	RATAN MUNDHRA	100	0.00	0	100	0.00	0	0
88	RITA MAHEHSWARI	100	0.00	0	100	0.00	0	0
89	SAKUNTALA MAHEHSWARI	100	0.00	0	100	0.00	0	0
90	SAN KUMAR MAHESHWARI	100	0.00	0	100	0.00	0	0
91	SARASWATI DEVI BHAIYA	100	0.00	0	100	0.00	0	0
92	SARLA DEVI MAHEHSWARI	100	0.00	0	100	0.00	0	0
93	SAROJ MAHESHWARI	100	0.00	0	100	0.00	0	0
94	SASHI KALA MAHEHSWARI	100	0.00	0	100	0.00	0	0
95	SATYA MAHESHWARI	100	0.00	0	100	0.00	0	0
96	SAVITA MAHEHSWARI	100	0.00	0	100	0.00	0	0
97	SHANKAR MAHEHSWARI	100	0.00	0	100	0.00	0	0
98	SHEELA MUNDHRA	100	0.00	0	100	0.00	0	0
99	SHIV DAS MUNDHRA	100	0.00	0	100	0.00	0	0
100	SHRIVALLA MAHEHSWARI	100	0.00	0	100	0.00	0	0
101	SUNIL MAHEHSWARI	100	0.00	0	100	0.00	0	0
102	SURESH MAHEHSWARI	100	0.00	0	100	0.00	0	0
103	SUSHILA MAHESHWARI	100	0.00	0	100	0.00	0	0
104	SUSHMA MAHEHSWARI	100	0.00	0	100	0.00	0	0
105	SWATI BHAIYA	100	0.00	0	100	0.00	0	0
106	UMA MAHEHSWARI	100	0.00	0	100	0.00	0	0
107	VIJAYA DEVI BHAIYA	100	0.00	0	100	0.00	0	0
108	VIMLA	100	0.00	0	100	0.00	0	0

**Standard Shoe Sole and Mould (India) Limited**

(Formerly Known as Chemcrown India Limited)

Annual Report 2016-17

	MAHEHSWARI							
109	VIRENDRA MAHEHSWARI	100	0.00	0	100	0.00	0	0

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1835300	35.42	1835300	35.42
	Date wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year	1835300	35.42	1835300	35.42

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	539942	10.42	539942	10.42
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if Separated during the year)	539942	10.42	539942	10.42

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

## **(v). Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year	0	0	0	0

## **V. INDEBTEDNESS**

### **Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b> i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	0	0	0
<b>Change in Indebtedness during the financial year</b> • Addition • Reduction	0	0	0	0
<b>Net Change</b>	0	0	0	0
<b>Indebtedness at the end of the financial year</b> i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	0	0	0

**Standard Shoe Sole and Mould (India) Limited**

(Formerly Known as Chemcrown India Limited)

Annual Report 2016-17

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Mrs. Ananya Dey, WTD	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under	0	0
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	. Commission - as % of profit - others, specify...	0	0
5.	Others, please specify	0	0
	Total (A)	0	0
	Ceiling as per the Act	42 LAKHS	

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
1.	Independent Directors	Mr. Kausik Mukherjee	Mr. Bhupinder Mehta	
	• Fee for attending board / committee meetings • Commission • Others, please specify	0	0	0
	Total (1)	0	0	0
2.	Other Non-Executive Directors	Mr. Bal Kishan Das	Mr. Kaushik Kundu	0
	• Fee for attending board / committee meetings • Commission • Others, please specify	0		0
	Total (2)	0		0
	Total (B)=(1+2)	0		0
	Total Managerial Remuneration	0		0
	Overall Ceiling as per the Act			

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company	CFO	Total

**Standard Shoe Sole and Mould (India) Limited**

(Formerly Known as Chemcrown India Limited)

Annual Report 2016-17

			Secretary (Tanvi Panday)	(Arun Kumar Rathi)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0 0 0	365725 0 0	540000 0 0	905725 0 0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	365725	540000	905725

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Compan ies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT /COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Place: Kolkata  
Date: 30/05/2017

For & on behalf of the Board of Director

Sd/-	Sd/-
Mrs. Ananya Dey Director DIN: 01297763 Marik Para, 17 Nowapara, North 24 Paraganas Barrackpore-743144	Mr. Kaushik Kundu Director DIN: 07565634 P-166/1, C.I.T. Scheme- VIIM, Kolkata-700054

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

## Annexure 2

### **REMUNERATION DETAILS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

1. The ratio of remuneration of each director to the median remuneration of the employees (CS&CFO) of the Company for the Financial Year 2016-17:

Sr. No.	Name of Director	Remuneration	Median Remuneration of Employees	Ratio
1	Mrs. Ananya Dey	0	365725	
2	Mr. Kausik Mukherjee	0	365725	
3	Mr. Bhupinder Kumar Mehta	0	365725	
4	Mr. Bal Kishan Das	0	365725	
5	Mr. Kaushik Kundu	0	365725	

2. Percentage increase in remuneration of each director, Chief Financial Officer (CFO), Company Secretary (CS) in the Financial Year 2016-17:

Sr. No.	Name	Designation	Current Remuneration	Percentage increase in remuneration
1	Mr. Arun Kumar Rathi	CFO	540000	-
2	Ms. Tanvi Panday	CS	365725	7.57

3. Percentage increase in the median remuneration of employees (i.e. CS+CFO) in the financial year 2016-2017 is 7.57%.
4. The number of permanent employees on the rolls of the Company, as on 31st March, 2017 is 2 (i.e. CS & CFO).
5. Relationship between average increase in remuneration and Company performance: The compensation philosophy of the Company is to provide market competitive compensation that has a strong linkage to performance of the employee as well as other factors such as operations and financial position of the Company.
6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company: In line with the Company's compensation philosophy, merit increases and annual bonus pay-out to its employees, including Key Managerial Personnel are directly linked to individual performance as well as that of Company's Performance & operations. Looking at the performance rating of the Key Managerial Personnel and keeping in view the financial position of the Company, no increases except annual increment have been made in the FY 2016-17.
7. Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company:

Particulars	As on 28.12.2016	As on 31.03.2016	% Variation
Market Capitalization	5,37,83,970	5,23,33,150	2.70
Price Earning Ratio	-32.44	-35.62	111.06
Equity Share Price	10.38	10.10	2.77

8. Average percentile increase already made in the salaries of employees other than the managerial personnel in the FY 16-17 and its comparison with the percentile increase in the Managerial Remuneration is Nil.
9. Comparison of remuneration of KMP against the performance of the Company

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

Sr. No.	Name of KMP	Designation	Remuneration	Loss in Company
1	Mrs. Ananya Dey	WTD	0	(1637289)
2	Mr. Kausik Mukherjee	Director	0	
3	Mr. Bhupinder Kumar Mehta	Director	0	
4	Mr. Bal Kishan Das	Director	0	
5	Mr. Kaushik Kundu	Director	0	
6	Mr. Arun Kuamar Rathi	CFO	540000	
7	Ms. Tanvi Panday	CS	365725	

10. Key parameters for any variable component of remuneration of the Executive Directors: The key parameters for the variable component of remuneration for the Directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees. However, it may be noted no remuneration is paid to Directors.
11. There are no employees of the Company who received remuneration in excess of the highest paid Director during the financial year 2016-2017 (since none of the directors received remuneration) except the Company Secretary and the CFO.
12. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.
13. None of the employees of the Company
  - (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore two lakh rupees;
  - (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh fifty thousand rupees per month;
14. The following employees employed throughout the financial year were in receipt of remuneration in that year which, in aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the whole time director (since she does not receive any remuneration) but do not hold by himself/herself or along with his/her spouse and dependent children, not less than two percent of the equity shares of the company.

Particulars	Employee 1 Company Secretary	Employee 2 CFO
Designation of the Employee	Company Secretary	Chief Financial Officer (CFO)
Remuneration received (CTC per annum in Rs.)	365725	540000
Nature of employment	Non-contractual	Non-contractual
Qualification and experience	Member of Institute of Company Secretaries + B. Com (Hons) 4+ years of post qualification experience	Graduate in Commerce
Date of Commencement of Employment	31.03.2014 - 01.10.2015 01.02.2016 - till date	31.03.2015
Age of the Employee	30 years	39 years
Last employment held by such employee before joining the company	CS in a private company	Business
Percentage of equity shares held by such employee in the	Nil	Nil

**Standard Shoe Sole and Mould (India) Limited**

(Formerly Known as Chemcrown India Limited)

Annual Report 2016-17

company within the meaning of clause (iii) of sub rule 2 of rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2015		
Whether relative of any director or manager of the company and if so, name of such director or manager	Nil	Nil

**Place: Kolkata**

**Date: 30/05/2017**

**For & on behalf of the Board of Director**

Sd/-

**Mrs. Ananya Dey**  
Director  
**DIN: 01297763**  
**Marik Para, 17**  
**Nowapara,**  
**North 24 Paraganas**  
**Barrackpore-743144**

Sd/-

**Mr. Kaushik Kundu**  
Director  
**DIN: 07565634**  
**P-166/1, C.I.T. Scheme-**  
**VIIM,**  
**Kolkata-700054**

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

## Annexure 3 Nomination & Remuneration Policy

### **INTRODUCTION**

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, key managerial personnel and employees of the company, to harmonize the aspirations of human resources consistent with the goals of the company and in terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the stock exchanges (as amended from time to time), this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration/Compensation Committee ("NRC") and approved by the Board of Directors of the Company.

### **DEFINITIONS**

1. ‘**Act**’ shall mean The Companies Act, 2013;
2. ‘**Company**’ or “**SSSMIL**” shall mean Standard Shoe Sole and Mould (India) Limited
3. ‘**Director**’ or “**Board**” in relation to the Company, shall mean and deemed to include the collective body of the Board of Directors of the Company including the Chairman of the Company.
4. ‘**Independent Director**’ shall mean an Independent Director as defined under section 2 (47) to be read with section 149 (6) of the Act and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Agreement') with Stock Exchange.
5. ‘**Policy**’ shall mean the Nomination & Remuneration Policy of the Company.
6. ‘**Committee**’ shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of Companies Act, 2013.
7. ‘**Other employees**’ means, all the employees other than the Directors, KMPs and the Senior Management Personnel.’
8. ‘**Key Managerial Personnel**’ or KMP means key managerial personnel as defined under the Companies Act, 2013 & includes:- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-Time Director; ii. Company Secretary; and iii. Chief Financial Officer iv. Such other officer as may be prescribed.
9. ‘**Senior Management Personnel**’ means personnel of the company who are members of its core management team excluding Board of Directors, and comprises of all members of management who are in the grade that is one level below the WTD.

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

- 10. “Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

## **OBJECTIVE**

The objective of this policy is to make a plan for orderly succession for appointment to the Board and to the Senior Management.

1. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
2. To guide the Board in relation to appointment and removal of Directors, Key Managerial and Senior Management Personnel.
3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
4. To determine remuneration based on the Company’s size and financial position and trends and practices on remuneration prevailing in peer companies in similar industry.
5. To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
6. To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
7. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial personnel and create competitive advantage.

## **ROLES OF COMMITTEE**

The duty of the Committee covers the matters relating to nomination and remuneration of the Directors, Key Managerial and Senior Management Personnel of the Company.

### **(A) Nomination matters includes:**

- (i) Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- (ii) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment as per the provisions of Companies Act 2013;
- (iii) Identifying and recommending Directors who are to be put forward for retirement by rotation.
- (iv) Determining the appropriate size, diversity and composition of the Board as per the provisions of Companies Act 2013;
- (v) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

- (vi) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- (vii) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- (viii) Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- (ix) Recommend any necessary changes to the Board;
- (x) Considering any other matters as may be requested by the Board.

## **(B) Remuneration matters includes:**

- (i) To consider and determine the Remuneration, based on the principles of (i) pay for responsibilities, (ii) pay for performance and potential and (iii) pay for growth and ensure that the remuneration fixed is reasonable and sufficient to attract, retain and motivate the members;
- (ii) To take into account, financial position of the Company, trend in the Industry, appointee's qualification, experience, past performance, past remuneration, etc;
- (iii) To bring about objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders;
- (iv) To consider other factors as the Committee shall deem appropriate for elements of the remuneration of the members of the Board and ensure compliance of provisions of Companies Act 2013 and other applicable laws;
- (v) To ensure that a balance is maintained between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company in the remuneration of Senior Management and Key Managerial Personnel;
- (vi) To consider any other matters as may be requested by the Board;
- (vii) Professional indemnity and liability insurance for Directors and senior management.

## **POLICY FOR APPOINTMENT & REMOVAL OF DIRECTOR, KMP OR SENIOR MANAGEMENT**

### **Appointment Criteria & Qualifications:**

1. The Committee shall identify and ascertain the criteria like integrity, expertise and experience and qualifications for appointment to the positions of Director, KMP and Senior Management.
2. A potential candidate being considered for appointment to a position should possess adequate qualification, expertise and experience for the position. The Committee shall review qualifications, expertise and experience commensurate to the requirement for the

# **Standard Shoe Sole and Mould (India) Limited**

**(Formerly Known as Chemcrown India Limited)**

Annual Report 2016-17

positions. The Committee will insist on the highest standards of ethical and moral qualities to be possessed by such persons as are considered eligible for the positions.

3. The Committee shall determine the suitability of appointment of a person to the Board of Directors of the Company by ascertaining whether the fit and proper criterion is met by the candidate in the opinion of the Committee.
4. The Committee may recommend appropriate induction & training programme for any or all of the appointees.
5. The Company shall normally not appoint or continue the employment of any person as Whole Time Director, KMP or Senior Management Personnel who has attained the superannuation age as per the policy of the Company.
6. The Committee shall make recommendations to the Board concerning any matters relating to the continuation in office of any director at any time including the suspension or termination of service of a director subject to the provisions of law and the respective service contract.
7. The Committee shall recommend any necessary changes in the Policy to the Board, from time to time.
8. The Company should ensure that the person so appointed as Director/ Independent Director, KMP, Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made there under, Listing Agreement or any other enactment for the time being in force.
9. The Director/ Independent Director/Senior Management Personnel/KMP shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made there under, Listing Agreement or any other enactment for the time being in force.
10. The company shall familiarize the independent directors with the company, including their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

## **Tenure & Terms:**

- a) Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) Independent Director:
  - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
  - At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act
- c) Senior Management Personnel/KMP:
- The Term/Tenure of the Senior Management Personnel/KMP shall be as per the Company's prevailing policy.

### **Familiarization Programme for Independent Directors:**

As required by the provisions of Schedule IV to the Act and the provisions of Listing Agreement, if any applicable, the Company is required to develop a Familiarisation Programme for the Independent Directors of the Company.

The Company will impart Familiarisation Programmes for new Independent Directors inducted on the Board of the Company.

The Familiarisation Programme of the Company will provide information relating to the Company, business model of the Company, geographies in which Company operates, etc. The programme also intends to improve awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarisation Programme should also provide information relating to the financial performance of the Company and budget and control process of the Company. The Whole Time Director or such other authorised officer(s) of the Company shall lead the Familiarisation Programme on aspects relating to business / industry. The Chief Financial Officer or such other authorised officer(s) of the Company may participate in the programme for providing inputs on financial performance of the Company and budget, control process, etc.

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

## **Separate Meeting of Independent Directors:**

As required by the provisions of Schedule IV to the Act and the provisions of Listing Agreement, if any applicable, the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-independent Directors and members of the management.

The meeting shall:

- (a) review the performance of Non-independent Directors and the Board as a whole;
- (b) review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- (c) assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

This meeting could be held prior or after the Board Meeting. The Independent Directors are free to call such meeting at any point of time, as desired.

## **Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval as per Company's Policy.

## **Removal:**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

## **Retirement:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **Remuneration:**

- a) Remuneration to Managing/Whole-time / Executive / Managing Director, KMP and Senior Management Personnel: The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

# **Standard Shoe Sole and Mould (India) Limited**

**(Formerly Known as Chemcrown India Limited)**

Annual Report 2016-17

- b) Remuneration to Non- Executive / Independent Director: The Non-Executive Independent Director may receive remuneration / compensation / commission as per the provisions of Companies Act, 2013. The amount of sitting fees, if any, shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- c) Senior Management Personnel / KMPs: The Remuneration to be paid to Senior Management Personnel / KMPs shall be based on the remuneration policy of the Company and the experience, qualification and expertise of the related personnel and shall be decided by the Board of the Company as per the internal process in consonance with the limits, if any, prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.
- d) Other Employees The power to decide structure of remuneration for other employees has been designed in the Remuneration policy and implementation of the same is to be ensured by Board of the Company or any other personnel that the Board may deem fit to delegate.

## **Duties in Relation to Nomination and Appointment matters:**

The duties of the Committee in relation to nomination matters include:

1. Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
2. Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
3. Identifying and recommending Directors who are to be put forward for retirement by rotation;
4. Determining the appropriate size, diversity and composition of the Board;
5. Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
6. Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
7. Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
8. Delegating any of its powers to one or more of its members or the Secretary of the Committee;
9. Recommend any necessary changes to the Board; and

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

10. Considering any other matters, as may be requested by the Board.

## **Duties in relation to Remuneration Matters:**

The duties of the Committee in relation to remuneration matters include:

1. Considering and determining the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
2. Approving the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay, if any, reflecting short and long term performance objectives appropriate to the working of the Company.
3. Delegating any of its powers to one or more of its members or the Secretary of the Committee. Considering any other matters as may be requested by the Board.

## **DISCLOSURE**

This Nomination & Remuneration policy shall be disclosed in the Board's report as required under the Companies Act, 2013 and in the Listing Agreement.

## **REVIEWS AND AMENDMENTS**

The Committee subject to the approval of the Board or the Board shall review the policy and may amend this policy from time to time. Any or all provisions of this policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

**Place: Kolkata**

**Date: 30/05/2017**

**For & on behalf of the Board of Director**

**Mrs. Ananya Dey**  
Director  
**DIN: 01297763**  
**Marik Para, 17**  
**Nowapara,**  
**North 24 Paraganas**  
**Barrackpore-743144**

**Mr. Kaushik Kundu**  
Director  
**DIN: 07565634**  
**P-166/1, C.I.T. Scheme-**  
**VIIM,**  
**Kolkata-700054**

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **INDUSTRY STRUCTURE AND DEVELOPMENT**

The Indian Leather Industry today has established itself as a prominent industry both in international and domestic market. Apart from being the 9<sup>th</sup> largest exporter of leather and leather products it is the 2<sup>nd</sup> largest producer of footwear and leather garments accounting for almost 13% of global footwear production. It is one of the top foreign currency earners in India and employs more than 2.5 million people. The footwear sector is a very significant segment of the leather industry in India; rather it is the engine of growth for the entire Indian leather industry.

In F.Y.2016-17, total exports from Leather & Leather Manufactures recorded export value worth US\$ 5325.85 million comprising of Raw Hides and Skins, Finished Leather, Leather Goods, Leather Garments, Footwear of Leather, Leather Footwear Component and Saddlery and Harness.

The major markets for Indian leather products were US (15.69 per cent), Germany (11.82 per cent), UK (10.85 per cent), Italy (6.61 per cent), Spain (5.27 per cent), France (5.02 per cent), Hong Kong (4.71 per cent), UAE (3.69 per cent), China (3.16 per cent), Netherlands (3.01 per cent), Belgium (1.78 per cent) and Australia (1.44 per cent).

The major production centers in India are Chennai, Ranipet, Ambur in Tamil Nadu, Mumbai in Maharashtra, Kanpur in U.P., Jalandhar in Punjab, Agra, Delhi, Karnal, Ludhiana, Sonepat, Faridabad, Pune, Kolkata, Calicut and Ernakulam. About 1.10 million are engaged in the footwear manufacturing industry.

While Tamil Nadu accounts for 40 per cent of the country's leather production, Maharashtra is at 15 per cent, much of it in small and medium units. Kolkata, Kanpur, Jalandhar, Bengaluru, Delhi and Hyderabad are the other important places involved in leather manufacturing and exports. These clusters account for around 90 per cent of the country's leather products.

Due to the age of the Leather Footwear Industry and its links with the social structure, the organizational structure that has emerged is a very complex one containing within it elements of continuity with traditional structures of small scale industries, as well as those that represent a break with them evolving as a much more organized and large scale industry.

Small scale reservation has been in existence for the leather and leather products industry since 1967 when reservation was extended from the handloom and small power loom sector to a large number of industries where small scale is important. Post nineties there has been a gradual de-reservation and the entire leather sector is now 'de-licensed and 'de-reserved', paving the way for expansion on modern lines with state-of-the-art machinery and equipment. De-reservation thus constituted a major aspect of the changed conceptualization of small scale thereby increasing the export potential of the industry as a whole.

India as it stands today is endowed with 10% of the world raw material and export constitutes about 2% of the world trade in the footwear segment. With the de-reservation of the footwear industry and incorporating state-of-the-art CAD systems, these industries will move towards attaining world class qualities and standards. The changing lifestyles coupled with the increasing affluence of consumers is likely to lead to enhanced demand in the domestic market and export demand is expected to grow in days to come due to improved quality and cost competitiveness. Standard shoe sole and Mould (India) limited being an established player having object to carry on the business in footwear, synthetic shoe sole, ladies heels and moulds and also to deal in dyes, acids, alkalies etc. will definitely gain from the emerging opportunities.

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

## **OPPORTUNITIES AND THREATS**

Considering that Leather is a focus product in the “Make in India” campaign and also India has been considering as one of the best destinations in the world for investing in the leather industry because India is endowed with abundant raw materials required for the industry to grow. This is expected to drive positive sentiments as foreign (leather) companies will have to come and invest here in India there will be flow of currency into India also as per the present scenario

India has immense opportunity to push exports as the rise in wage levels in China has resulted in the stabilisation or the losing of market shares in the products, which implies that India remains well in position to take proper advantage of the decrease in competition from China owing to the lower wage costs in the country.

In order to attract Foreign Direct Investment, the Industry is investing in new concepts, technologies, designs that are required to showcase India’s potential to the outside world.

The Indian economy continues to stride forward and the last couple of years have witnessed impressive economic growth with the GDP growing. Combined with the large opportunity from the huge domestic market and a burgeoning middle class Indian macro indicators have showed a strong improvement in the last couple of years and in FY16-17 India was seen as one of the fastest growing economy in the world.

With the rise in disposable and exposure in fashion trends, consumers today are on the lookout for footwear and accessories that are high on the fashion aspect, without compromising on quality. Upwardly mobile youth are spending more on shoes and thrust is on variety and international trends. Professional women are increasingly spending more on footwear and this creates a new opportunity in the market to expand. Standard Shoe enjoys a very strong brand positioning with consumers in the Indian market and is quick to evolve its products to meet the changing needs of today's customers. Today, the Industry is all set to emerge as a vibrant lifestyle brand offering fashionable footwear to consumers at an affordable price.

The leather industry has a place of prominence in the Indian economy due to substantial export earnings and growth. It ranks eighth among India's top export earners. The domestic industry has made its mark by being counted in the top 5 leather industries' globally

Furthermore, the Finance Minister himself announced plans to launch schemes for the industry. From this, it is clear that the growth of the leather industry remains a key focus area under the ‘Make in India’ initiative of the government. However, this growth might be difficult to materialise if the environment ministry's policy on the slaughter of cattle continues for long.

About US\$ 6.3 billion worth of raw material comes from slaughtering cattle. If the ministry's policy is implemented, there will be a shortage of raw materials. This shall prompt the manufacturers of leather goods to import these materials. What will follow is an increase in the prices of leather goods. As of now, the government has allowed the import of cow/bull hide with zero per cent duty to help the leather exporters. However, the traders are expecting the rates of buffalo hide to jump by at least 30 percent. This will consequently reduce the global competitiveness of the Indian leather industry and a fall in profitability will follow.

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

The challenge of real estate management for any retailer in India today is very large as the continuous evolution of modern retail spaces, combined with steep increase in rentals, presents real challenges.

## **SEGMENT WISE OR PRODUCTWISE PERFORMANCE**

The Company operates in only one segment. In the Financial Year 2016-17 the company has not undertaken any operation. During the year company had recovered its earlier dues which were used to meet the expenses and obligations.

## **OUTLOOK**

The Company is restructuring its finance to mitigate the liabilities of the Company. We are also considering the prospects of commencing operations keeping in view the present business, economic and market scenario and the company's feasibility.

Going forward, the Company remains committed to its shareholders and shall continue to deliver the best possible results, improvement in stakeholder service, ensure corporate governance and compliance with statutory laws, rules and regulations while also look forward to improve its financial performance.

## **RISKS AND CONCERNS:**

### **CONTINGENT LIABILITY**

There are some claims against the Company which have not been acknowledged as debts which are mentioned in notes on accounts. On the basis of current status of these cases and legal advice obtained, the Company is confident that no provision is required in respect of these cases at this point in time.

### **THE COMPANY OPERATES IN GLOBALLY COMPETITIVE BUSINESS ENVIRONMENT.**

The Company operates in a globally competitive business environment. With the opening of the Indian economy and greater competition, maintaining and growing Company's market shares is a major challenge keeping in view its current financial and market scenario.

### **RISK RELATED TO CHANGES IN LAWS AND REGULATIONS**

Any change in the laws and regulations governing the leather and footwear industry could affect the business and financial condition of the Company.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an adequate system of internal controls in place to ensure that all assets, if any, are safeguarded and protected and that all transactions are authorized, recorded and reported correctly.

### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

The Company has not maintained profitable growth in the year and the Management believes that efforts shall be made to ensure profitability and ensure it is sustainable, barring unforeseen circumstances.

The Company is deploying its internal accruals for aggressive expansion program.

## **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATION FRONT**

The Company's Human resources including key financial managers remain deeply committed to Company's growth and co-ordinate and co-operate at all levels to mitigate day to day challenges. Executives and staffs are regarded with bonuses and increments as a token of appreciation to their commitment, whenever and wherever necessary.

No new staff or employees have been hired by the Company and presently the Company has only 2 permanent employees i.e. the Chief Financial Officer and the Company Secretary, which also form part of the Key Managerial Personnel as per the provisions of the Act.

Since the Company has not taken any operations there has been no development in the Industrial Relation of the Company.

## **DISCLOSURE OF ACCOUNTING TREATMENT**

In the preparation of financial statements, no treatment different from that prescribed in an Accounting Standard has been followed and the management is of the opinion that the reports present the true and fair view of the underlying business transaction.

## **CAUTIONARY STATEMENT**

Statements in the Management's discussion and analysis report describing the Company's estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include demand-supply conditions, raw material prices, changes in Government regulations, tax regimes, economic developments within the country and outside the country and other factors such as litigation and labor negotiations.

## **CONCLUSION**

The Directors place on record their sincere appreciation for the cooperation and support received from investors, our dear shareholders, customers, business associates, bankers, vendors as well as regulatory and governmental authorities.

The Directors appreciate the invaluable contribution of the management team in instilling their best efforts in their area of work and also thank the employees for the significant contribution made by them towards Company's goal achievement and compliance fulfillment.

# **Standard Shoe Sole and Mould (India) Limited**

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

We would like to specifically thank Directors for the untiring work in the reorganization of our company; we also thank the employees for their complete support in our endeavors for re-engineering. We are very grateful to our wise and experienced Independent Directors for their most valuable contribution in every aspect of the company operation, and for always targeting profitable growth and improve customer service.

**Place: Kolkata**

**Date: 30/05/2017**

**For & on behalf of the Board of Director**

Sd/-

**Mrs. Ananya Dey**  
Director  
**DIN: 01297763**  
**Marik Para, 17**  
**North 24 Paraganas**  
**Barrackpore-743144**

Sd/-

**Mr. Kausik Kundu**  
Director  
**DIN: 07565634**  
**P-166/1, C.I.T.**  
**Scheme-VIIM**  
**Kolkata 700054**

***Standard Shoe Sole and Mould (India) Limited****(Formerly Known as Chemcrown India Limited)*

Annual Report 2016-17

**Appendix****Statement of Particulars of employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sl. N o.	N a m e	Designatio n/ Nature of Duties	Remunera tion Received [Rs.]	Qualificati on	Experie nce in years	Age in years	Date of commencem ent of employment	Last employ ment held
1	2	3	4	5	6	7	8	9
1	Tanvi Panday	Company Secretary	365725	CS+B.Com (Hons)	4+ (post qualification)	30	31.03.2014-01.10.2015 01.02.2016-till date	CS in Private Company
2	Arun Kumar Rathi	Chief Financial Officer	540000	Graduate in Commerce	6	39	31.03.2015	Business

## Notes:

1. All appointments are/were non contractual.
2. Remuneration as shown above is the Cost to Company comprising of Salary, Gratuity, Bonus, Leave Salary, Leave Travel Allowance, Medical Benefit, House Rent Allowance, Perquisites and Company's Contribution to Provident Fund and Superannuation Fund etc.
3. None of the above employees are related to any Director of the Company.
4. Employment is for part/full Financial Year 2016-17.

**Place: Kolkata****Date: 30/05/2017****For & on behalf of the Board of Director**

Sd/-

**Mrs. Ananya Dey**  
**Director**  
**DIN: 01297763**  
**Marik Para, 17**  
**Nowapara,**  
**North 24 Paraganas**  
**Barrackpore-743144**

Sd/-

**Mr. Kaushik Kundu**  
**Director**  
**DIN: 07565634**  
**P-166/1, C.I.T. Scheme-**  
**VIIM,**  
**Kolkata-700054**



## INDEPENDENT AUDITOR'S REPORT

To the Members of

### STANDARD SHOE SOLE & MOULD (INDIA) LIMITED

#### Report on the Financial Statements

We have audited the accompanying Financial Statements of **Standard Shoe Sole & Mould (India) Limited** ('the Company'), comprising the Balance Sheet as at 31<sup>st</sup> March, 2017 and the Statement of Profit and Loss Account, the Statement of Cash flows for the year ended and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

The Company's board of directors is responsible for the matters stated in section 134(5) of the companies act 2013, ('the act') with respect to the preparation of these financial statement that give a true and fair view of the financial position, financial performance of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standard specified under Section 133 of the Act, read with Rule 7of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenances of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities: selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent: and design, implementation and maintenances of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant for ensuring and preparation of the financial statements that give true and fair view and are free from material misstatement, wheter due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provision of the Act and Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves, performing procedures to obtain audit evidence about the amounts and disclosure in the financial statements. The procedures selected depend on the auditor's judgment including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design the audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on wheter the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion



## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017;
- (b) in the case of Statement of Profit & Loss, of the Loss for the year ended on that date and
- (c) in the case of Statement of Cash Flow for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
  - c) The Balance Sheet and Statement of Profit and Loss Account and Statement of Cash Flows dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the accounting standards specified under Section 133 of the Act, read with rule 7 of the Companies (accounts) rules,2014;
  - e) On the basis of written representation received from the directors as on 31<sup>st</sup> March, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) the Company has maintain adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls.
  - g) with the respect to the others matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditor's) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company has provided requisite disclosures in the Financial Statements as to holding as well as dealing in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note to the Financial Statement.

Date: 30/05/2017  
Place: Kolkata

For Mukherjee Sanyal & Co.  
(Chartered Accountants)

FRN: 307039E

(C A Kamal Kumar Mukherjee)  
Partner  
Membership No: 011435



## **Standard Shoe Sole And Mould (India) Limited**

### **Annexure to the Auditors' Report**

The Annexure referred to in our report to the members Standard Shoe Sole And Mould (India) Ltd. for the year Ended on 31.03.2017. We report that:

<b>S. No.</b>	<b>Particulars</b>	<b>Auditors Remark</b>
(i)	(a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	As the company has no Fixed Assets, hence the section is not applicable.
	b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	In View of the above the comments with regards to reasonable of terms and conditions of the verification of the Fixed Assets does not arise.
	(c) whether the title deeds of immovable properties are held in the name of the company. If not, provide the details thereof;	In View of the above the comments this clause not applicable to the company.
(ii)	whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, whether they have been properly dealt with in the books of account;	The Company has carried physical verification of inventory at reasonable intervals during the year  There is no such material discrepancies were noticed.
(iii)	whether the company has granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained	The Company, has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Company's Act, 2013.



	under section 189 of the Companies Act, 2013. If so,	
	(a) whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;	In view of the above the comments with regards to reasonableness of terms and conditions of the grant of such loans are no prejudicial to the company's interest.
	(b) whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;	In view of the above the comments there were no irregularities in Receipt of the Principal amount and interest on loans schedule arise.
	(c) if the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;	In view of the above the comments with regards to reasonableness there is no overdue amount with company.
(iv)	in respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.	The Company, has compiled with the provisions of Section 185 & 186 of the Company's Act, 2013 in respect of loans, investments, guarantees and security.
(v)	in case, the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	The Company has not accepted such type of deposits.
(vi)	whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained.	This clause is not applicable to the Company.



(vii)	(a) whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated;	During the year under review there was no outstanding dues in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other material statutory dues as applicable, with the appropriate authorities.
	(b) where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute).	<p><u>A) Income Tax Dispute:</u></p> <p>a) Amount: Rs. 10.52 lacs  b) Forum: CIT (A)/Kol/IV</p>
(viii)	whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and Government, lender wise details to be provided).	The Company has not made any default in repayment of dues to any financial institution or bank, Government or dues to debenture holders.
(ix)	whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification, if any, as may be applicable, be reported;	The Company has not applied the moneys raised by way of Initial Public Offer and term loans for the purpose other than for which it obtained.
(x)	whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported	According to the information and explanations given by the management and during our audit procedure, there is no such fraud noticed by us.



	during the year; If yes, the nature and the amount involved is to be indicated;	
(xi)	whether managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same;	According to the information and explanations given by the management and during our audit procedure, there is no such cases noticed by us.
(xii)	whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;	This clause is not applicable to this company.
(xiii)	whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;	According to the information and explanations given by the management and during our audit procedure, the company is in compliance with section 177 and 188 of Companies Act, 2013 in respect of all transaction with related parties.
(xiv)	whether the company has made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised. If not, provide the details in respect of the amount involved and nature of non-compliance;	This clause is not applicable to this company.
(xv)	whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with	This clause is not applicable to this company.



(xvi)	whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.	This clause is not applicable to this company.
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For Mukherjee Sanyal & Co.  
Chartered Accountants  
FRN: 307039E

Place: Kolkata

Date: 30/05/2017



CA Kamal Kumar Mukherjee  
Partner  
Membership number: 011435

A handwritten signature in black ink, appearing to read "Kamal Kumar Mukherjee".

**PART I –BALANCE SHEET**

STANDARD SHOE SOLE & MOULD (INDIA) LIMITED

Statement of Balance Sheet as at 31st March, 2017

Particulars	Note No.	Figures as at 31st March, 2017	Figures as at 31st March, 2016
1	2	3	4
<b>I. EQUITY AND LIABILITIES</b>			
(1) Shareholders' funds			
(a) Share capital	1	51,815,000	51,815,000
(b) Reserves and surplus	2	(41,828,007)	(40,190,717)
		9,986,993	11,624,284
(2) Current Liabilities			
Trade Payables	3	2,053,664	775,745
(3) Non Current Liabilities			
(a) Other Long Term Liabilities	4	663,327	3,017,300
(b) Other Long Term Provisions	5	1,052,470	1,052,470
		<b><u>13,756,454</u></b>	<b><u>16,469,799</u></b>
<b>II. ASSETS</b>			
(1) Non-current assets			
(b) Non current Investments	6	354,300	354,300
(c) Long-term loans and advances	7	634,421	634,421
(2) Current assets			
(b) Trade receivables	8	12,706,356	15,340,114
(c) Cash and cash equivalents	9	61,377	140,963
		<b><u>13,756,454</u></b>	<b><u>16,469,799</u></b>

Summary of Significant Accounting Policies 16

For Mukherjee Sanyal & Co  
Chartered Accountants  
(FRN:307039E)

(K.K.Mukherjee)  
Partner  
Membership No: 011435



Ananya Dey  
(Whole Time Director)  
(DIN: 01297763)

Date: 30<sup>TH</sup> May, 2017  
Place: Kolkata

Tanvi Panday  
(Company Secretary)

Kaushik Kundu  
(Director)  
(PIN: 07565634)

Arun Kumar Rathi  
(CFO)

**PART II –STATEMENT OF PROFIT AND LOSS**

STANDARD SHOE SOLE & MOULD (INDIA) LIMITED

Statement of Profit and loss statement for the year ended 31st March, 2017

Particulars	Note No.	Figures for the period ended 31st March 2017	Figures for the period ended 31st March 2016
1	2	3	4
I. Revenue from operations	10	-	2,633,758
II. Other income	11	125	46,845
III. Total Revenue (I + II)		125	2,680,603
IV. Expenses:			
Cost of Purchase	12	-	2,289,870
Employee benefits expense	13	905,725	869,750
Finance costs	14	11	399
Other expenses	15	731,678	989,978
Total expenses		1,637,414	4,149,997
V. Profit before tax (III- IV)		(1,637,289)	(1,469,394)
VI. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
VII. Profit (Loss) for the period (V - VI)		(1,637,289)	(1,469,394)
VIII. Earnings per equity share:			
(1) Basic		(0.32)	(0.28)
(2) Diluted		(0.32)	(0.28)

Summary of Significant Accounting Policies

16

For Mukherjee Sanyal & Co

Chartered Accountants

(FRN:307039E)

(K.K.Mukherjee)

Partner

Membership No: 011435



Date: 30<sup>TH</sup> May, 2017

Place: Kolkata

*Ananya Dey*

Ananya Dey  
(Whole Time Director)  
(DIN: 01297763)

*Tanvi Panday*

Tanvi Panday  
(Company Secretary)

*Kaushik Kundu*

Kaushik Kundu  
(Director)  
(DIN: 07565634)

*Arun Kumar Rathi*

Arun Kumar Rathi  
(CFO)

ANDARD SHOE SOLE & MOULD (INDIA) LIMITED  
Cash Flow Statement for the Year ended 31st March, 2017

Particulars	Amounts (In Rs.) 31.03.2017	Amounts (In Rs.) 31.03.2016
<b>A Cash Flow arising from Operating Activities</b>		
Net Profit/(Loss) before Taxes	-1637289	(1,469,394)
Adjustments for:-		
Sundry Balance W/ off	0	300,000
Interest Income	0	-
Finance Costs	11	399
Operating Profit before Working Capital Changes	(1,637,278)	(1,168,995)
Changes in Working Capital:-		
Trade Receivables	2,633,758	(374,068)
Long Term Loans & Advances	-	1,367,823
Trade & Other Payables	1,277,918	38,145
Other Non Current Liabilities	(2,353,973)	422,859
<b>Net Cash from Working Capital Changes</b>	1,557,703	1,454,759
<b>Cash Flow from Operating Activities</b>	<b>(79,575)</b>	<b>285,764</b>
<b>B Cash Flow from Investing Activities</b>		
Interest Income	-	-
Purchase on non current investments/Term Deposit	-	(300,000)
Net Cash from/(Used in ) Investing Activities	-	(300,000)
<b>C Net Cash Flow on Financing Activities</b>		
Issue of Equity Share	(11)	(399)
Finance Costs	(11)	(399)
Net Flow from/(used in ) Financing Activities	(11)	(399)
Net Increase/(decrease) in cash or cash equivalents (A+B+C)	(79,586)	(14,635)
Opening cash and cash equivalents	140,963	155,598
Closing cash and cash equivalents	61,377	140,963
Notes:		
1 Components of Cash & Cash Equivalents		
Cash on Hand	32,582	98,514
Balances with Banks( in current Accounts)	28,795	42,449
	61,377	140,963

As per report of our even date attached

For Mukherjee Sanyal & Co  
Chartered Accountants  
(FRN:301088E)



(K.K.Mukherjee)  
Partner  
Membership No: 011435

Date: 30<sup>TH</sup> May, 2017  
Place: Kolkata

Ananya Dey  
(Whole Time Director)  
(DIN: 01297763)

Tanvi Panday  
(Company Secretary)

Kaushik Kundu  
(Director)  
(DIN: 07565634)

Arun Kumar Rathai  
(CFO)

## STANDARD SHOE SOLE &amp; MOULD (INDIA) LIMITED

## Notes to Balance Sheet as at 31st March, 2017

Particulars	Figures as at 31st March, 2017	Figures as at 31st March, 2016
<b>1. Share Capital</b>		
(a) <b>Authorised</b>		
1,00,00,000 Equity Shares of Rs.10/- each (Previous year 1,00,00,000 Equity Shares of Rs.10/- each)	100,000,000	100,000,000
	100,000,000	100,000,000
(b) <b>Issued, Subscribed &amp; Paid Up</b>		
51,81,500 Equity Shares of Rs.10/- each (Previous year 51,81,500 Equity Shares of Rs.10/- each)	51,815,000	51,815,000
	51,815,000	51,815,000
(c) <b>The details of Shareholders holding more than 5% Shares</b>		
<b>Name of the Shareholder</b>	<b>No. of shares</b>	%
(i) B G Chemicals Private Limited	1330500 shares	25.68
1.1 The Company has only one class of shares referred to as equity shares having a par value of Rs 10/- each. Each holder is entitled to one vote per share.		
The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board, if any, is subject to the approval of the shareholders in ensuing Annual General meeting.		-
<b>2. Reserves and Surplus</b>		
<b>Reserves</b>		
(a) General Reserves	57,134,698	57,134,698
	57,134,698	57,134,698
<b>Surplus</b>		
Profit and Loss Account - balance at credit/ (debit) brought forward from last account	(97,325,416)	(96,156,022)
Add: Profit (Loss) for the period	(1,637,289)	(1,469,394)
Add: Liabilities & Provisions written Back		300,000
Add: Earlier Year Taxes	-	-
Less : Liabilities & Provisions written Back	-	-
Profit and Loss Account - balance at credit/ (debit) carried over	(98,962,705)	(97,325,416)
	(41,828,007)	(40,190,717)



<b>3. Short Term Liabilities</b>		
(a) Trade Payables - Expenses	31,071	31,643
(b) Advances Received	1,761,227	288,227
(c) Other Payable	261,366	455,875
	2,053,664	775,745
<b>4. Other Long Term Liabilities</b>		
Trade and other payables	663,327	3,017,300
	663,327	3,017,300
<b>5. Other Long Term Provisions</b>		
Income tax	1,052,470	1,052,470
	1,052,470	1,052,470
<b>6. Non Current Investments</b>		
(a) Unquoted National Savings Certificate (Deposited with Sales Tax Authorities) Indmark Marketing Ltd 3000 @ Rs. 100/- each	1,500 300,000	1,500 300,000
(b) Quoted at Cost 1,000 shares @ Rs 10/- each of APOLLO HOSPITAL ENTERPRISES LIMITED 500 shares @ Rs. 85.60/- each of TEXMACO RAIL & ENG. LTD.	10,000 42,800 354,300	10,000 42,800 354,300
<b>7. Long Term Loans &amp; Advances</b>		
Unsecured, considered good unless otherwise stated		
(a) Advance Income Tax and FBT	58,754	58,754
(b) Other Advances	575,667	575,667
	634,421	634,421
<b>8. Trade Receivables</b>		
<u>Debts over six months:</u>		
Unsecured Considered good	-	2,633,758
Considered doubtful	12,706,356	12,706,356
<i>Less: Allowance for doubtful debts</i>	-	-
	12,706,356	15,340,114
<u>Other debts:</u>		
Unsecured, considered good	12,706,356	15,340,114
<b>9. Cash and cash equivalent</b>		
Balances with banks	28,795	42,449
Cash on hand	32,582	98,514
	61,377	140,963



## STANDARD SHOE SOLE &amp; MOULD (INDIA) LIMITED

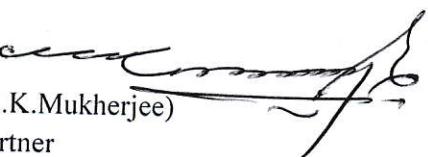
## Notes to Statement of Profit and Loss for the year ended 31st March, 2017

<b>10. Revenue from operations</b>	Figures for the period ended 31st March 2017	Figures for the period ended 31st March 2016
(a) Operating Revenues	-	2,633,758
	-	2,633,758
<b>11. Other income</b>		
(a) Interest Income	-	23,220
(b) Dividend Income	125	23,625
	125	46,845
<b>12. Cost of Purchase</b>		
Purchase of Trading Item	-	2,289,870
		2,289,870
<b>13. Employee Benefit Expenses</b>		
(a) Salaries and wages	905,725	867,256
(b) Staff Welfare	-	2,494
	905,725	869,750
<b>14. Finance Cost</b>		
(a) Bank Guarantee Expenses	-	-
(b) Other Charges	11	399
	11	399
<b>15. Other expenses</b>		
Payment to Auditors		
- As Audit Fees	33,708	33,708
Internal Audit Fees	7,500	22,500
Secretarial Audit Fees	15,000	15,000
Advertisement	35,778	46,395
Listing Fees	229,000	224,720
RTA Fees	138,262	143,932
Consultancy & Professional Fees	91,763	101,713
E-Voting Charges	23,658	17,766
Legal Charges	126,071	218,800
Coveyance	102	-
Other Expenses	17,326	106,404
Professional Tax on Companies	2,500	2,500
Rent Paid	9,160	54,690
Trade License	1,850	1,850
	731,678	989,978



STANDARD SHOE SOLE & MOULD (INDIA) LTD  
Statements of Discloser of Specified Bank Notes

Particulars	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	Nil	457 Pcs @100/-, 98 Pcs @50/-, 130 Pcs @20/- & 94 Pcs @10/-, 9 Coins @5/-, 12 Coins @2/- & 4 Coins @1/-	54213.00
(+) Permitted receipts	Nil	Nil	0.00
(-) Permitted payments		110 Pcs @100/- & 6 Pcs @20/-, 2 Coins @5/-, 2 Coins @2/- & 2 Coins @1/-,	11136.00
(-) Amount deposited in Banks	Nil	Nil	0.00
Closing cash in hand as on 30.12.2016	Nil	347 Pcs @100/-, 98 Pcs @50/-, 124 Pcs @20/- & 94 Pcs @10/-, 7 Coins @5/-, 10 Coins @2/- & 2 Coins @1/-,	43077.00

  
(K.K. Mukherjee)  
Partner  
Membership No: 011435



  
Ananya Dey  
(Whole Time Director)  
(DIN: 01297763)

Date: 30<sup>TH</sup> May, 2017  
Place: Kolkata

  
Tanvi Panday  
(Company Secretary)

  
Kaushik Kundu  
(Director)  
(DIN: 07565634)

  
Arun Kumar Rathi  
(CFO)

## STANDARD SHOE SOLE & MOULD (INDIA) LIMITED

### NOTE No - 16

#### **Significant Accounting Policies:-**

##### **a. Basis of Accounting**

The financial statements have been prepared under the historical cost convention, on accrual basis, except where otherwise stated and with all material aspects of Generally Accepted Accounting Principles (GAAP) in India. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified and applicable). The accounting policies have been consistently applied by the Company and are consistent with those of previous year.

##### **b. Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operations during the reporting period. Although these estimates are based upon past experience, present realization and future presumptions, actual results may differ from these estimates. Any revision to these accounting estimates is recognized prospectively in future periods.

##### **c. Revenue Recognition**

- i) Other Income is accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.
- ii) Dividend Income is recognized when the company's right to receive the dividend is established.
- iii) Interest income is recognized on the time proportion method basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

##### **d. Fixed Assets (Tangible)**

- i) During the year there were no Fixed Assets.

##### **e. Investments**

- i) Non - current investments are carried at cost, after providing for diminution in value, if it is of permanent nature.
- ii) Current investments are carried at lower of cost and fair value. The comparison of cost and fair value is carried out separately in respect of each investment. The Company was unable to produce the NSC certificate as shown under the Balance sheet.

##### **f. Inventories**

There were no closing Stock of Raw materials, packing materials, Consumable stores, work in progress etc.



**g. Foreign Currency Transactions**

- i) There were no foreign currency transactions during the year.

**h. Employees/Retirement Benefits**

- i) There is no Gratuity and leave encashment defined benefit scheme for the Company.

**i. Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognized in respect of obligations based on the evidence available, their existence at the Balance Sheet date, is considered probable. Estimated liabilities in respect of business performance are provided for based on past experience and historical data.

Liabilities are provided if there are reasonable prospects of such liabilities maturing. Other contingent liabilities barring frivolous claims not acknowledged as debt are disclosed by way of note, if any, Contingent assets are not recognized or disclosed in the financial statements.

a. The company has not been able to ascertain dues of Micro, Small and Medium enterprises as required under the MSE Act, 2006 since relevant information is not available.

b. The company filed a reference on 2<sup>nd</sup> August, 1996 with the Board for Industrial and Financial Reconstruction (BIFR) in terms of section 15 of 'Sick Industrial Company' within the meaning of section 3(1)(0) of the 'Sick Industrial Companies Special Provision Act, 1985. Subsequently AAIIFR Ordered for winding up of the Company. The Company referred the matter to the Hon'ble High Court at Calcutta and obtained stay order against the order of AAIIFR.

c. Balance confirmations have not been received for the dues on account of debtors lying overdue, Suits have been filed by the company for recovery of long outstanding debtors of Rs. 127 lacs.

d. Contingent Liabilities s at 31.3.2017 were as follows:

	Year ended 31.03.2017 (Rs.in lac)	Year ended 31.03.2016 (Rs.in lac)
Claims against the Company not acknowledged as debts	440.90	440.90
ii) In respect of Sales Tax Matter disputed in appeals	87.47	87.47
Total:	<u>528.37</u>	<u>528.37</u>

f. In view of past losses and uncertainty of future profits the company has not accounted for deferred assets.

g. Balance confirmation with regard to unsecured loans and creditors and loans and advances, debtors have not been received.

h. i) Since there are no leave to the credit of employees as at the end of the financial year, no provision is required for leave.



ii) No provision has been made on account of gratuity as none of the employees have put in the required no. of years services making them eligible for gratuity.

i. Intangibles Fixed Assets

There were no intangible assets during the reporting period.

j. Segment Reporting

Company doesn't require to report segment wise activities.

k. Earnings Per Share

Basic earnings per equity share are computed by dividing the net profit after tax for the period by the weighted average number of equity shares outstanding during the year.

Diluted earnings per equity share is computed by dividing adjusted net profit after tax by the aggregate of weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

**NOTE NO. 17**

**Particulars of Auditors Remuneration:**

Particulars	2016-2017 (Rs)	2015-2016 (Rs.)
a) As auditors (including branch audit fee)	33708	33708
b) Taxation matters		
c) Other matters	-	-
d) Out of pocket expenses		
<b>TOTAL</b>	<b>33708</b>	<b>33708</b>

**NOTE NO 18**

Income Tax liability has been paid as per the demand letter dated 17-09-2014 towards old liability of Assessment Years 1984-85 & 1991-92 to 1993-94.



## NOTE NO 19

### **Disclosure of Related Parties:**

Related Party Disclosures, as required by Accounting Standard 18, "Related Party Disclosures", are given below:

a) Key Management Personnel	:	NAME	DESIGNATION
1)	ANANYA DEY		WHOLE TIME DIRECTOR
2)	BHUPINDER KUMAR MEHTA		DIRECTOR
3)	KAUSIK MUKHERJEE		DIRECTOR
4)	BAL KISHAN DAS		DIRECTOR
5)	KAUSHIK KUNDU		DIRECTOR
6)	TANVI PANDAY		COMPANY SECRETARY
7)	ARUN KUMAR RATHI		CFO

b) Relatives of Key management Personnel : NA

During the year following transactions were carried out with the related parties in the ordinary course of business.

Particulars	Nature of transactions	2016-17 Amt. (Rs.)	2015-16 Amt. (Rs.)
Key Management Person	Remuneration (CTC)	8,80,000	8,80,000
Relatives of Key Management Person	Remuneration Rent Insurance	NA	NA
Subsidiaries	Equity Capital Sale of Goods	NA	NA

Outstanding Balance as on March 31, 2017:

Particulars	2016-17 (Amount in Rs. )	2015-16 (Amount in Rs)
Key management Person ( Credit)	42,300	68,010
Relatives of Key Management Person ( Credit)		
Subsidiaries (Debit)		
<b>Total</b>	<b>42,300</b>	<b>68,010</b>



**NOTE NO 20**

**Earnings per Share**

Particulars	2016-2017	2015-2016
Net Profit after Tax (Rs. In)	(16,37,289)	(14,69,394)
Basic /weighted average number of equity shares outstanding during the year	51,81,500	51,81,500
Nominal Value of Shares(Rs.)	10	10
Basic & diluted EPS( Rs.) (before Extraordinary items)	(0.32)	(0.28)
Basic & diluted EPS( Rs.) (after Extraordinary items)	(0.32)	(0.28)

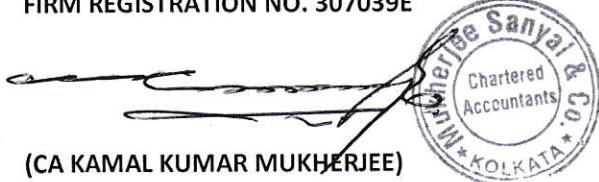
**NOTE NO 21**

Previous year figures has been regrouped/ reclassified wherever necessary to correspond with the current year's classification/disclosure.

**For, MUKHERJEE SANYAL & CO.**

**CHARTERED ACCOUNTANTS**

**FIRM REGISTRATION NO. 307039E**



(CA KAMAL KUMAR MUKHERJEE)  
PARTNER  
M. No. 011435  
PLACE: KOLKATA  
DATED: 30TH May, 2017

**For, Standard Shoe Sole & Mould (India) Limited**

Ananya Dey *Ananya Dey* Kaushik Kundu  
ANANYA DEY KAUSHIK KUNDU  
(DIRECTOR) (DIRECTOR)  
(DIN: 01297763) (DIN: 07565634)

**For, Standard Shoe Sole & Mould (India) Limited**

Tanvi Panday  
TANVI PANDAY  
(COMPANY SECRETARY)

*Arun Kumar Rathi*  
ARUN KUMAR RATHI  
(CFO)

## **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> March, 2017**

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the  
Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,

The Members,

**STANDARD SHOE SOLE AND MOULD (INDIA) LIMITED**

95, Park Street 2nd Floor

Kolkata -700016 W.B.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Standard Shoe Sole And Mould (India) Limited (CIN: L24119WB1973PLC028902)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company's Management, during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - iv. Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable)**
  - v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
    - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act') were **not applicable** to the Company under the audit period under report:-
- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- vi) Laws specifically applicable to the industry to which the company belongs, as identified by the management, that is to say:
- a) The Indian Stamp Act 1899
  - b) The West Bengal Shops and Establishment Act, 1963
  - c) The Contract Labour Regulation and Abolition Act, 1970
  - d) The Indian Contract Act, 1872
  - e) The Competition Act, 2002

- f) The Registration Act, 1908
- g) Income Tax Act, 1961
- h) Listing Agreement as and when amended
- i) Minimum Wages Act, 1948
- j) Payment of Bonus Act, 1965
- k) Payment of Gratuity Act, 1972
- l) Securities Contract (Regulation) Rules, 1957
- m) Sick Industrial Companies (Special Provisions) Act, 1985

I have also examined compliance with the applicable clauses of Secretarial Standards-1 & 2 issued by The Institute of Company Secretaries of India under the provisions of the Companies Act, 2013 and The Listing Agreements entered into by the Company with Stock Exchange.

During the audit period under review and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned hereinabove and observed that the management needs to develop more specific compliance mechanism/system in the company.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines

For **Amarendra Rai & Associates**

Place: Noida

Sd/-

Date: 30/05/2017

Amarendra Kumar Rai

C.P. No.: 9373

[This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report]

To,  
The Members,  
**STANDARD SHOE SOLE AND MOULD (INDIA) LIMITED**  
95, Park Street 2nd Floor  
Kolkata -700016 W.B.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For Amarendra Rai & Associates**

Place: Noida  
Date: 30/05/2017

Sd/-  
Amarendra Kumar Rai  
C.P. No.: 9373



**Standard Shoe Sole  
And Mould (India) Ltd.**

95, PARK STREET, KOLKATA - 700 016  
PHONE OFF. : 2226-1175 / 5652  
2226-1393 / 0769  
FAX NO. : 91 33 2249 2218  
E-mail : kolkataoffice@cel.co.in

Dear Shareholder(s),

This is to inform you that the Company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No, Contact No, and e-mail id in our records.

We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following:

Folio No :

PAN No. :

E-mail ID :

Contact No :

Name and Signatures : (i)

(ii)

(iii)

Thanking you,

**For Standard Shoe Sole and Mould (India) Limited**

Sd/-  
Mrs. Ananya Dey  
Director  
DIN: 01297763  
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