



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

95, PARK STREET, 2ND FLOOR
KOLKATA - 700 016
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Ref.No. SSSMIL/102019/SE/07

Date: 25.10.2019

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

Scrip Code 523351

Dear Sir/Madam,

Sub: Minutes of the 43rd Annual General Meeting

Please find enclosed herewith the copy of the Minutes of the 43rd Annual General Meeting of the Company held on Monday, 30th September, 2019.

This is for your information and record.

Thanking you,

Yours faithfully

For Standard Shoe Sole and Mould (India) Limited

Nupur Mohata

**Nupur Mohata
Company Secretary**



(Encl: As Above)

BRANCHES : KOLKATA, CHENNAI, DELHI, KANPUR
FACTORY : CHENNAI, PONDICHERY

CIN-L24119WB1973PLC028902

MINUTES OF THE 43RD ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY M/S STANDARD SHOE SOLE AND MOULD (INDIA) LIMITED HELD AT 95, PARK STREET, 2ND FLOOR, KOLKATA , WEST BENGAL, INDIA -700016 ON MONDAY, 30TH SEPTEMBER, 2019 AT 11:30 A.M.

PRESENT:

DIRECTORS

Mr. Mukund Bhatte (Whole Time Director) Chairman of the Meeting
 Mr. Kausik Kundu
 Mrs. Renu Bhatte
 Mr. Bal Kishan Das

IN ATTENDANCE

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

MEMBERS

Members present in person/ Representatives- 95
 Proxies- 1

CHAIRMAN

Mr. Bulaki Das Bhaiya, shareholder of the Company proposed Mr. Mukund Bhatte, Whole Time Director of the Company as the Chairman of the meeting and Mr. Brij Mohan Sarda seconded the same. With the unanimous consent of the members present, Mr. Mukund Bhatte was elected as the Chairman of the meeting.

QUORUM

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

NOTICE

With the consent of the members, the notice dated 5th August, 2019 convening the Annual General Meeting of the Company together with the Directors' Report for the financial year ended 31st March, 2019 as previously circulated were taken as read.

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

CHAIRMAN'S MESSAGE

The Chairman welcomed the members to the 43rd Annual General Meeting and read out his speech.

Thereafter, the Chairman stated that the Company had provided facility to vote by electronic means to all the Members to enable them to cast their votes electronically in respect of all business transacted at the Annual General Meeting in accordance with section 108 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India. He stated that the company had appointed Central Depository Services (India) Limited as the agency for providing e-voting facility to the Shareholders to cast vote electronically. The facility to vote by electronic means was kept open from 11 A.M. on 27th September, 2019 to 5 P.M on 29th September, 2019.

He further stated that Ms. Shiksha Bhavik Sheth, Practicing Company Secretary (CP No. 15781) was appointed as scrutinizer to conduct the polling process and Mr. Amarendra Kumar Rai, Practicing Company Secretary was appointed to conduct the E-Voting process and report thereon and also provide a combined scrutinizer report of e-voting

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and polls based on the report submitted by Ms. Shiksha Bhavik Sheth for polls and the consolidated report thus submitted by Mr. Amarendra Kumar Rai shall be the final report. He further stated that in order to enable the Members present at the Meeting in person or proxy to cast their votes, poll will be taken in respect of all the business contained in the Notice dated 5th August, 2019.

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

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

ORDINARY BUSINESS

Item No. 1:- Adoption of Audited Financial Statement for the year ended 31st March, 2019

The Chairman took up the first item of agenda and with the consent of the members present, item no. 1 of the Notice pertaining to adoption of Audited Financial Statements of the Company for the year ended 31st March, 2019 including the Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss of the company for the year ended 31st March, 2019 together with the schedules and notes attached thereto, the Cash Flow Statement, the Annual Report containing the Directors' Report and the Auditors Report to be passed as Ordinary Resolution was taken as read.

The Resolution for item no. 1 read as follows:

"RESOLVED THAT the Audited Financial Statements of the Company comprising of the Balance Sheet as on 31st March, 2019, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended 31st March, 2019 along with the notes forming part of the said Financial Statements of the Company together with the Report of the Board of Directors and the Auditors thereon as circulated to the members of the Company be and are hereby received, considered, approved and adopted."

The Chairman then put the resolution to vote. Mr. Goutam Nandy proposed and Mrs. Ananya Dey representing B G Chemicals Pvt Ltd. seconded the resolution.

Item No. 2:- Appointment of Mr. Kaushik Kundu (DIN: 07565634), Director who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment

The Chairman took up the second item of agenda and with the consent of the members present, item no. 2 of the Notice pertaining to appointment of Mr. Kaushik Kundu (DIN: 07565634), Director who retires by rotation and being eligible, offers himself for re-appointment to be passed as Ordinary Resolution was taken as read.

The Resolution for item no. 2 read as follows:

"RESOLVED THAT Mr. Kaushik Kundu (DIN: 07565634), a Director who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

The Chairman then put the resolution to vote. Mr. Debashis Das proposed and Mr. Bulaki Das Bhaiya seconded the resolution.

SPECIAL BUSINESS:

Item No. 3:- Change in Designation of Mr. Bal Kishan Das (DIN: 06853342) from Non Executive Director to Independent Director of the Company

The Chairman took up the third item of agenda and with the consent of the members present, item no. 3 of the Notice pertaining to Change in Designation of Mr. Bal Kishan Das (DIN: 06853342) from Non Executive Director to Independent Director of the Company was taken as read.

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Mr. Krishnendu Bose proposed the following resolution, seconded by Mr. Goutam Nandy.

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and on the recommendation of the Nomination and Remuneration Committee, Mr. Bal Kishan Das (DIN: 06853342) who was appointed as the Non Executive Director of the Company, being eligible, be and is hereby appointed as an Independent Director of the Company, w.e.f. 6th August, 2019, not liable to retire by rotation, and to hold office for a period of 5 (five) consecutive years, i.e upto 5th August, 2024 and who has given a declaration in writing that he meets the criteria as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and all such steps as may be necessary, proper or expedient to give effect to this resolution."

The Chairman then ordered the Poll in respect of all Resolutions contained in the Notice to the Annual General Meeting. At the request of the Chairman, Ms. Shiksha Bhavik Sheth, Scrutinizer appointed for the poll locked and sealed the empty polling box in the presence of the Members. Ms. Shiksha Bhavik Sheth thereafter conducted the poll for all the resolutions as set out in the Notice dated 5th August, 2019. After ensuring that all the Members and proxies participating in the Poll had casted their votes, the Scrutinizer closed the Poll and took custody of the Polling Box.

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

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

The meeting concluded at 12:05 PM.

The results of the voting (Remote Voting and Ballot Voting), annexed herewith, was declared on 1st October, 2019 based on the Scrutinizer's Report dated 1st October, 2019.

Date: 11.10.2019

Place: Kolkata

Mukund Bhatter

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Declaration of Results of Remote E-voting and Ballot Voting on the Ordinary and Special Business at the Annual General Meeting of the Company held on Monday, 30th September, 2019 at 11:30 A.M

On the basis of the Scrutinizers' Report for the e-voting and report for ballot voting at the Annual General Meeting dated 30th September, 2019, the summary of which is mentioned hereunder, the Directors announced on 1st October, 2019 that all the resolutions for the Ordinary and Special Business as set out in Item Nos. 1 to 3 in the notice of the Annual General Meeting of the Company have been duly passed with such majority as enumerated below:

Resolution No. as given in the Notice	Particulars			Result
	Total No. of Votes Casted	Total No. of votes Cast in Favour	Total No. of Votes Cast Against	
<u>Item 1 (Ordinary Resolution)</u> Adoption of Audited Financial Statements for the financial year ended 31.03.2019.	1421647	1421647	NIL	Passed by majority
<u>Item 2 (Ordinary Resolution)</u> To appoint Mr. Kaushik Kundu (DIN: 07565634) as Director who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment.	1421647	1421647	NIL	Passed by majority
<u>Item 3 (Special Resolution)</u> Change in designation of Mr. Bal Kishan Das (DIN: 06853342) from Non Executive Director to Independent Director of the Company	1421647	1421647	NIL	Passed by majority

Date: 11.10.2019
Place: Kolkata

Mukund Bhatter

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