



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

95, PARK STREET, KOLKATA - 700 016
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2226-1393 / 0769
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E-mail : kolkataoffice@cel.co.in

13th August, 2016

To
The Department of Corporate Service
Bombay Stock Exchange Limited
Ground Floor, P.J. Tower
Dalal Street
Mumbai- 400001

Ref: Scrip Code 523351

Dear Sir/ Madam,

Sub: Compliance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

With reference to above, please find enclosed the consolidated voting results (E-Voting + Postal Voting) of the Annual General Meeting

Please take the same on your record and oblige.

Yours faithfully,

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

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

Encl: As above

REPORT OF SCRUTINIZER

REMOTE E-VOTING AND POLL

STANDARD SHOE SOLE AND MOULD (INDIA) LIMITED

40th ANNUAL GENERAL MEETING

11TH AUGUST, 2016

CS AMARENDRA KUMAR RAI

Amarendra Rai & Associates

Company Secretaries

B-200, Sector-50, Basement Noida, 201301

Tel. No.: 0120-4208078, Mob. No. +919654157016

E-mail: akrai-cs@hotmail.com





**CONSOLIDATED SCRUTINIZER REPORT FOR E-VOTING AND POLL FOR
STANDARD SHOE SOLE AND MOULD (INDIA) LIMITED**

To,
The Chairman
Standard Shoe Sole and Mould (India) Limited
95, Park Street, 2nd Floor
Kolkata, -700016

Sub: Passing of Resolution through Remote E-Voting and Poll conducted at the 40th Annual General Meeting of Standard Shoe Sole and Mould (India) Limited (the Company) held on 11th August, 2016.

Dear Sir,

The Board of the Company had appointed me as Scrutinizer on 18th May, 2016, at their duly convened meeting for the Remote E-Voting, commenced from 8th August, 2016 at 11.00 am to 10th August, 2016 at 5.00 pm and the Board had also appointed Ms. Shiksha Bhavik Sheth, Company Secretary in practice having CP No. 15781 of 3A, Mangoe Lane, 4th Floor, Kolkata-700001 at their meeting held on 18th May, 2016, for the Poll held at the 40th AGM of the Company on 11th August, 2016.

The Company had appointed **Central Depository Securities Limited (CDSL)** as service provider for extending the facility of remote e-voting to the Shareholders of the Company from Monday, 8th August, 2016 at 11.00 am to Wednesday, 10th August, 2016 at 5.00 pm. **M/s Purva Shareregistry (India) Pvt. Limited** as the Registrar and Share Transfer Agent of the Company. The e-voting results were unblocked by me in compliance of the provisions of rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, on 12th August, 2016 in the presence of two witnesses viz Mr. Divyansh Paliwal and Ms. Shruti Srivastava, who are not in the employment of the Company. For Further details kindly refer my Scrutinizer's Report dated 12th August, 2016 attached herewith.



At the 40th AGM of the Company held on 11th August, 2016 at 11.30 am the Company has also provided facility for voting by Ballot or polling paper to the members attending the meeting, who have not already cast their vote by remote e-voting. Ms. Shiksha Bhavik Sheth, Company Secretary in practice, was appointed as scrutinizer by the Board of Directors of the company to conduct the poll process and submit her report in Form MGT-13. Ms. Shiksha Bhavik Sheth has attended the proceedings of the 40th Annual General Meeting of the Company held on 11th August, 2016 at 11.30 am as a scrutinizer and conducted the poll process. Ms. Shiksha Bhavik Sheth submitted her report in Form MGT-13 dated 11th August, 2016 to the Chairman of the Annual General Meeting and also given a copy of the same to me for the preparation of the consolidated report on e-voting and poll.

The Result of the E-voting together with that of the Poll is under:

Item of Notice Particulars of Business	Type of Votes	Votings in Favour of Resolution		Votings against the Resolution		Invalid Votes	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
Item No. 1 of the Notice Ordinary resolution (Adoption of Audited Financial Statement 31.03.2016)	E-Voting	18300	1.2859	NIL	NIL	NIL	NIL
	Poll	1404882	98.7140	NIL	NIL	1	0.0001
	Total	1423183	99.9999	NIL	NIL	1	0.0001
Item No. 2 of the Notice Ordinary resolution (Appointment of Mr. Bal Kishan Das as a Director)	E-Voting	18300	1.2859	NIL	NIL	NIL	NIL
	Poll	1404882	98.7140	NIL	NIL	1	0.0001
	Total	1423183	99.9999	NIL	NIL	1	0.0001
Item No. 3 of the Notice Ordinary resolution (To ratify the re- appointment of Statutory Auditors)	E-Voting	18300	1.2859	NIL	NIL	NIL	NIL
	Poll	1404882	98.7140	NIL	NIL	1	0.0001
	Total	1423183	99.9999	NIL	NIL	1	0.0001



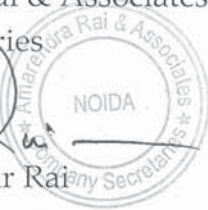
Item No. 4 of the Notice Ordinary resolution (To appoint Mr. Kaushik Kundu as Director of the Company).	E-Voting	18300	1.2859	NIL	NIL	NIL	NIL
	Poll	1404782	98.7071	NIL	NIL	101	0.007
	Total	1423183	99.993	NIL	NIL	101	0.007
Item No. 5 of the Notice Special resolution (Adoption of New Set of Memorandum of Association & Articles of Association pursuant to Companies Act 2013.)	E-Voting	18300	1.2859	NIL	NIL	NIL	NIL
	Poll	1404782	98.7071	NIL	NIL	101	0.007
	Total	1423183	99.993	NIL	NIL	101	0.007

All the Resolutions stand passed under e-voting and poll with the requisite majority.

Thanking You,

For Amarendra Rai & Associates
Company Secretaries


Amarendra Kumar Rai
CP: 9373



Issued at Noida dated 12th August, 2016.

Encl: Report of Ms. Shiksha Bhavik Sheth, Company Secretary in practice (CP.No.15781), in Form MGT-13.



Amarendra Rai & Associates
Company Secretaries

To,
The Chairman
Standard Shoe Sole and Mould (India) Limited
95, Park Street, 2nd Floor
Kolkata, -700016

Sub: Passing of Resolution through E-Voting (Remote e-Voting) at 40th Annual General Meeting of Standard Shoe Sole and Mould (India) Limited (the Company) held on 11th August, 2016.

Dear Sir,

I refer to my appointment as scrutinizer made on 18th May, 2016, pursuant to the authority granted by the Board of Directors of **Standard Shoe Sole and Mould (India) Limited** (CIN: L24119WB1973PLC028902) to Scrutinize the e-voting process in a fair and transparent manner as per the provision of Companies Act, 2013 and rules made there under including amended rules for 40th Annual General Meeting (AGM) of the Company to be held on 11th August, 2016.

I have carried out the work as Scrutinizer from the close of Working hours on 10th August, 2016. I had scrutinized and reviewed the voting through electronic means (remote e-Voting) and votes tendered therein.

My responsibility as a scrutinizer for the e-voting process i.e. remote e-voting is restricted to make a scrutinizer's report of the votes cast in favour or against the resolution stated in the Notice of the AGM, based on the reports generated in the e-voting system provided by Central Depository Securities Limited (CDSL), the authorized agency to provide e-voting facility and engaged by the company.

I herewith submit the Scrutinizer's Report on the results of the remote e-voting along with the relevant details.

For Amarendra Rai & Associates
Company Secretaries

Amarendra Kumar Rai
CP: 9373



REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013]
[Rule 20 of the Companies (Management and Administration) Amendment Rules 2015]

To,
The Chairman
Standard Shoe Sole and Mould (India) Limited
95, Park Street, 2nd Floor
Kolkata, -700016

Dear Sir,

I, Amarendra Kumar Rai, Proprietor of M/s. Amarendra Rai & Associates, Company Secretaries, appointed as scrutinizer for the purpose of scrutinizing the remote e-voting of **Standard Shoe Sole and Mould (India) Limited** (CIN: L24119WB1973PLC028902) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of this Annual General Meeting (AGM) of the Company to be held on 11th August, 2016 at 11.30 am. I submit the report as under:

- 1) The e-voting services were provided by Central Depository Securities Limited (CDSL).
- 2) The E-voting period commenced from 8th August, 2016 at 11.00 am and concluded on 10th August, 2016 at 5.00 pm.
- 3) The Shareholder holding shares on the "Cut-off date" (record date) i.e. Thursday, 4th August, 2016 was entitled to vote on the proposed resolutions stated in the Notice of the Company.
- 4) The votes were unblocked on 12th August, 2016 in the presence of two witnesses Mr. Divyansh Paliwal and Ms. Shruti Srivastava, who are not in the employment of the Company.
- 5) The Results of e-voting along with the List of Shareholders who voted *FOR* and *AGAINST* the below resolutions were downloaded from the e-voting website of CDSL.



RESULT OF E-VOTING

Resolution: 1 (Ordinary Resolution)

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 including the Audited Balance sheet as at 31st March, 2016, the Statement of Profit and Loss Account of the company for the year ended as on that date together with the Reports of the Directors' and Auditors' thereon:

1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
16	18300	100

2) Voted Against the Resolution:

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
NIL	NIL	NIL

3) Invalid Votes:

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL

Resolution: 2 (Ordinary Resolution)

To appoint a Director in place of Mr. Bal Kishan Das (DIN 06853342), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

1) Voted in Favour of Resolution:



Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
16	18300	100

2) Voted Against the Resolution:

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
NIL	NIL	NIL

3) Invalid Votes:

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL

Resolution: 3 (Ordinary Resolution)

To ratify the appointment of the Auditor & fix their remuneration.

"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 2016-17 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 2016-17 be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for Financial Year ending 31st March, 2017 as may be agreed to between the Board of Directors and the Auditors of the Company."

1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
16	18300	100

2) Voted Against the Resolution:



Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
NIL	NIL	NIL

3) Invalid Votes:

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL

Resolution: 4 (Ordinary Resolution)

To consider appointing Mr. Kaushik Kundu as Director of the Company.

“RESOLVED THAT pursuant to the provisions of Section 161 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 Articles of Association of the Company, Mr. Kaushik Kundu (DIN: 07565634) who was appointed as an additional director of the Company by the Board of Directors at its meeting held on 18.05.2016 and who vacates his office at this Annual General Meeting and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner , be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
16	18300	100

2) Voted Against the Resolution:

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
NIL	NIL	NIL

3) Invalid Votes:

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL



Resolution: 5 (Special Resolution)

To consider and approve the adoption of New set of Memorandum of Association and Articles of Association pursuant to Companies Act, 2013.

"RESOLVED THAT pursuant to the provisions of section 4, 5, 13 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to approve and adopt the new set of Memorandum of Association and Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, in the place of existing Memorandum of Association and Articles of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
16	18300	100

2) Voted Against the Resolution:

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
NIL	NIL	NIL

3) Invalid Votes:

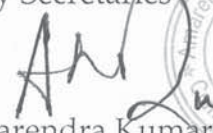
Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL

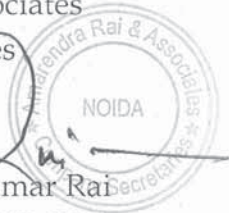


The relevant records relating to remote e-voting shall remain in our safe custody until the chairman considers, approve and signs the minutes of the Annual General Meeting (AGM) and shall thereafter be handed over to the Company Secretary for safe keeping.

Issued at Noida dated 12th August, 2016

For Amarendra Rai & Associates
Company Secretaries


Amarendra Kumar Rai
CP: 9373



We, the undersigned Witness that the votes were unblocked from e-voting website of Central Depository Securities Limited (CDSL) in our presence on 12th August, 2016.



.....
Mr. Divyansh Paliwal
S/o Shri Aditya Paliwal
R/o E-68, Sector-41
Noida-201301, U.P.



.....
Ms. Shruti Srivastava
D/o Sh. R.K. Srivastava
R/o Q-18, Sector-12,
Noida-201301, U.P.



SHIKSHA BHAVIK SHETH, B.Com, M. Com, ACS, LLB
Practicing Company Secretary

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Standard Shoe Sole And Mould (India) Limited
95, Park Street 2nd Floor
Kolkata-700016

40th Annual General Meeting of the Equity Shareholders of Standard Shoe Sole And Mould (India) Limited held on Thursday, 11th day of August at 11.30 A.M. at the registered office of the Company at 95, Park Street 2nd Floor Kolkata-700016

Dear Sir,

I, Shiksha Bhavik Sheth, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 40th Annual General Meeting of the Equity Shareholders of M/s. Standard Shoe Sole And Mould (India) Limited, held on Thursday, 11th day of August, 2016 at 11.30 A.M. at the registered office of the Company at 95, Park Street 2nd Floor Kolkata-700016, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(a) To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 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.

Address: 3A, Mangoe Lane, 4th Floor, Kolkata- 700001
(M) +91 9330034122 / +91 9903531222
Email Id - csshikshasheth@gmail.com / csshikshasheth@yahoo.com



1. Adoption of Accounts for the Financial Year ended 31.03.2016

(i) Voted **in favor** of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
72	14,04,882	100%

(ii) Voted **against** the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
Nil	Nil	Nil

(iii) **Invalid** votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
1	1

(b) To appoint Director in place of Mr Bal Kishan Das (DIN 06853342) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

2. Re-Appointment of Mr Bal Kishan Das (DIN 06853342)

(i) Voted **in favour** of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
72	14,04,882	100%



(ii) Voted **against** the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
Nil	Nil	Nil

(iii) **Invalid** votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
1	1

(c) 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 2016-17 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 2016-17 be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for Financial Year ending 31st March, 2017 as may be agreed to between the Board of Directors and the Auditors of the Company."

3. Ratification in the appointment of the Statutory Auditor.

(i) Voted **in favour** of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
72	14,04,882	100%



(ii) Voted **against** the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
Nil	Nil	Nil

(iii) **Invalid** votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
1	1

(d) To consider appointing Mr. Kaushik Kundu as 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 the provisions of Section 161 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 Articles of Association of the Company, Mr. Kaushik Kundu (DIN: 07565634) who was appointed as an additional director of the Company by the Board of Directors at its meeting held on 18.05.2016 and who vacates his office at this Annual General Meeting and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner , be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

4. Appointment of Mr. Kaushik Kundu as Director of the Company.

(i) Voted **in favour** of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
71	14,04,782	100%



(ii) Voted **against** the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
Nil	Nil	Nil

(iii) **Invalid** votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
2	101

(e) To consider and approve the adoption of New set of Memorandum of Association and Articles of Association pursuant to Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of section 4, 5, 13 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to approve and adopt the new set of Memorandum of Association and Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, in the place of existing Memorandum of Association and Articles of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."



5. Adoption of New set of Memorandum of Association and Articles of Association pursuant to Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
71	14,04,782	100%

(ii) Voted **against** the resolution:

Number of Members Present & Voting (In person or by Proxy)	Number of Votes Cast by them	% of total Numbers of Valid Votes Cast
Nil	Nil	Nil

(iii) **Invalid** votes :

Total Number of Members (in person or by proxy) Whose votes were declared Invalid	Total Number of votes cast by them
2	101

6. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**", "**AGAINST**" and those whose votes were declared invalid for each resolution is enclosed.

7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Place: Kolkata

Dated: 11.08.2016



Thanking you,
Yours faithfully,

A handwritten signature in black ink, appearing to read "S. Sheth".

Shiksha Bhavik Sheth
C.P. – 15781