



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

95, PARK STREET, 2ND FLOOR  
KOLKATA - 700 016  
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Ref.No. SSSMIL/092022/SE/02

Date: 06.09.2022

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 46<sup>th</sup> Annual General Meeting**

Please find enclosed herewith the copy of the Minutes of the 46<sup>th</sup> Annual General Meeting of the Company held on Thursday, 25<sup>th</sup> August, 2022.

This is for your information and record.

Thanking you,

Yours faithfully

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

*Swati Lodha*  
**Swati Lodha**  
(Company Secretary)

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

CIN-L24119WB1973PLC028902

**MINUTES OF THE 46<sup>TH</sup> ANNUAL GENERAL MEETING OF THE  
MEMBERS OF THE COMPANY M/S STANDARD SHOE SOLE AND  
MOULD (INDIA) LIMITED HELD AT 95, PARK STREET, 2<sup>ND</sup>  
FLOOR, KOLKATA , WEST BENGAL, INDIA -700016 ON  
THURSDAY, 25<sup>TH</sup> AUGUST, 2022 AT 11:30 A.M.**

**PRESENT:**

**DIRECTORS**

Ms. Sangita Das  
Mrs. Sudha Tenani  
Mr. Mithun Paul

Chairman of the Meeting  
(Whole Time Director)

**IN ATTENDANCE**

Mr. Renu Bhatter	- Chief Financial Officer
Ms. Swati Lodha	- Company Secretary

**MEMBERS**

Members present in person/ Representatives-	84
Proxies-	1

**CHAIRMAN**

Mr. Sujan Modak, shareholder of the Company proposed Ms. Sangita Das, Director of the Company as the Chairman of the meeting and Mr. Bimal Krishna Sarkar seconded the same. With the unanimous consent of the members present, Ms. Sangita Das 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 23<sup>rd</sup> July, 2022 convening the Annual General Meeting of the Company together with the Directors' Report for the financial year ended 31<sup>st</sup> March, 2022 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 46<sup>th</sup> Annual General Meeting and read out his speech. The Chairman then made his opening remarks with respect to the state of economy and the performance of the Company during the COVID -19 scenarios.

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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 11:00 A.M. on 22<sup>nd</sup> August, 2022 to 5:00 P.M on 24<sup>th</sup> August, 2022.

He further stated that Ms. Shiksha Bhavik Sheth, Practicing Company Secretary (CP No. 15781) was appointed as scrutineer to conduct the polling process at AGM and Mr. Amarendra Kumar Rai, Practicing Company Secretary was appointed to conduct the E-Voting process and report thereon and also provide a combined scrutineer report of e-voting and polls based on the report submitted by Ms. Shiksha Bhavik Sheth for polls and the consolidated report thus submitted by Mr. Amarendra Kumar Rai shall be the final report. He further stated that in order to enable the Members present at the Meeting in person or proxy to cast their votes, poll will be taken in respect of all the business contained in the Notice dated 23<sup>rd</sup> July, 2022.

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

Shareholders like Mr. Rajesh Kumar Shaw and Mr. Sushanta Kumar Bandhopadhyaya asked few questions on the performance of the Company, the future prospects and outlook of the Company and the reporting structure of the Company. The Chairman satisfactorily replied and clarified the queries of the members.

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

#### **ORDINARY BUSINESS**

##### **Item No. 1:- Adoption of Audited Financial Statement for the year ended 31<sup>st</sup> March, 2022**

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 31<sup>st</sup> March, 2022 including the Balance Sheet as at 31<sup>st</sup> March, 2022 and the Statement of Profit & Loss of the company for the year ended 31<sup>st</sup> March, 2022 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:

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**"RESOLVED THAT** the Balance sheet of the Company for the year ended 31st March, 2022, the Statement of Profit and Loss of the Company and the Cash Flow Statement for the year ended as on that date together with schedules thereto be and are hereby approved and authenticated under Section 134 of the Companies Act, 2013 and further that Mrs. Sudha Tenani, Whole Time Director and Ms Sangita Das, Director of the Company, be and are hereby authorized to sign the said Accounts for and on behalf of the Board."

**"RESOLVED THAT** Mrs. Sudha Tenani, Whole Time Director of the Company, be and is hereby authorized to forward the above Balance Sheet for the year ended 31st March, 2022, the Statement of Profit and Loss and cash flow statement for the year ended on that date together with the Schedules thereto duly, signed by the Directors, to the Auditor of the Company for their Report and Signature."

**"FURTHER RESOLVED THAT** the Directors of the Company be and is hereby authorized to comply with the relevant requirements of the Companies Act, 2013, to prepare, sign, verify and submit the necessary returns in the prescribed forms with the Registrar of Companies, and to do all such acts, deeds and things as may be deemed necessary to give effect to the above resolution."

The Chairman then put the resolution to vote. Mr. Sunil Kumar Modak proposed and Mrs. Lily Pradhan seconded the resolution.

**Item No. 2:- Appointment of Ms. Sangita Das (DIN: 09037517), Director who retires by rotation at the Annual General Meeting and being eligible, offers herself 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 Ms. Sangita Das (DIN: 09037517), Director who retires by rotation and being eligible, offers herself for re-appointment to be passed as Ordinary Resolution was taken as read.

The Resolution for item no. 2 read as follows:

**"RESOLVED THAT** Ms. Sangita Das (DIN: 09037517) Director of the Company who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

The Chairman then put the resolution to vote. Mr. Dilip Kumar Das proposed and Mr. Suprakash Talukdar seconded the resolution.

**Item No. 3:- Appointment of Mr. Mithun Paul (DIN: 09552435) as Non-Executive Director**

The Chairman took up the third item of agenda and with the consent of the members present, item no. 3 of the Notice pertaining to appointment of Mr. Mithun Paul (DIN: 09552435) as Non-Executive Director to be passed as Ordinary Resolution was taken as read.

The Resolution for item no. 3 read as follows:

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**"RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactments thereof for the time being in force), Articles of Association of the Company, Mr. Mithun Paul (DIN: 09552435) who was appointed as an Additional Director of the Company with effect from 1st April, 2022 and who holds office as such upto the date of this Annual General Meeting, be and is hereby appointed as the Director of the Company, liable to retire by rotation."

**"FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as maybe required in its absolute discretion as it may think necessary, expedient or desirable, to give effect to the aforesaid resolution."

The Chairman put the resolution to vote. Mr. Tapas Kumar Roy proposed the resolution, seconded by Mrs. Ujjala Debnath.

**Item No. 4:- Appointment of Mr. Sudarshan Kumar Mishra (DIN: 06444037) as Non-Executive Director**

The Chairman took up the fourth item of agenda and with the consent of the members present, item no. 4 of the Notice pertaining to appointment of Mr. Sudarshan Kumar Mishra (DIN: 06444037) as Non-Executive Director to be passed as Ordinary Resolution was taken as read.

The Resolution for item no. 4 read as follows:

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactments thereof for the time being in force), Articles of Association of the Company, Mr. Sudarshan Kumar Mishra (DIN: 06444037) who was appointed as an Additional Director of the Company with effect from 1st April, 2022 and who holds office as such upto the date of this Annual General Meeting, be and is hereby appointed as the Director of the Company, liable to retire by rotation."

**"FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as maybe required in its absolute discretion as it may think necessary, expedient or desirable, to give effect to the aforesaid resolution."

The Chairman put the resolution to vote. Mr. Asim Roy proposed the resolution, seconded by Mr. Manas Kumar Roy.

**Item No. 5:- Regularisation of appointment of Mrs. Sudha Tenani (DIN: 09552406) as Whole Time Director**

The Chairman took up the fifth item of agenda and with the consent of the members present, item no. 5 of the Notice pertaining to

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regularisation of appointment of Mrs. Sudha Tenani (DIN: 09552406) as Whole Time Director to be passed as Ordinary Resolution was taken as read.

The Resolution for item no. 5 read as follows:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the approval of the Members be and is hereby accorded for the appointment of Mrs. Sudha Tenani (DIN: 09552406), as Whole-Time Director of the Company for a period of 3 (three) years with effect from 1st April, 2022 on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto."

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

**"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. Sudha Tenani, Whole Time Director."

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

The Chairman put the resolution to vote. Mr. Dilip Kumar Das proposed the resolution, seconded by Mr. Pijush Kumar Dutta.

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 23<sup>rd</sup> July, 2022. 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.

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

The meeting concluded at 11:45 AM.

The results of the voting (Remote Voting and Ballot Voting), annexed herewith, was declared on 25<sup>th</sup> August, 2022 based on the Scrutinizer's Report dated 26<sup>th</sup> August, 2022.

**Date: 26.08.2022**

**Place: Kolkata**

*Sangita Dew*  
**CHAIRMAN**

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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 Thursday, 25<sup>th</sup> August, 2022 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 25<sup>th</sup> August, 2022, the summary of which is mentioned hereunder, the Directors announced on 25<sup>th</sup> August, 2022 that all the resolutions for the Ordinary and Special Business as set out in Item Nos. 1 to 5 in the notice of the Annual General Meeting of the Company have been duly passed with such majority as enumerated below:

Resolution No. as given in the Notice	Particulars			
	Total No. of Votes Casted	Total No. of votes Cast in favour	Total No. of Votes Cast Against	Result
<b><u>Item 1</u></b> <b><u>(Ordinary Resolution)</u></b>  Adoption of Audited Financial Statements for the financial year ended 31.03.2022.	1416186	1416186	NIL	Passed by majority
<b><u>Item 2</u></b> <b><u>(Ordinary Resolution)</u></b>  To appoint a Director in place of Ms. Sangita Das (DIN: 09037517), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re- appointment.	1416186	1416186	NIL	Passed by majority
<b><u>Item 3</u></b> <b><u>(Ordinary Resolution)</u></b>  Appointment of Mr. Mithun Paul (DIN: 09552435) as Non-Executive Director.	1416186	1416186	NIL	Passed by majority

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## MINUTE BOOK



<b><u>Item 4 (Ordinary Resolution)</u></b>	1416186	1416186	NIL	Passed by majority
<b><u>Item 5 (Ordinary Resolution)</u></b>	1416186	1416186	NIL.	Passed by majority

**Date: 26.08.2022****Place: Kolkata**

*Sangit Dey*  
**CHAIRMAN**

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