



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

Date: 6.10.2018

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

Ref: Scrip Code 523351

Dear Sir/Madam,

Sub: Compliance with the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the company as approved and adopted at the Annual General Meeting of the Company held on 28th September, 2018.

Kindly acknowledge the receipt of the same and take the same on record and update the same on the portal.

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

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

ANNUAL REPORT
2017-18

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

BOARD OF DIRECTORS

Mr. Mukund Bhatter
(Whole Time Director w.e.f. 14.02.2018)

Mr. Bhupinder Kumar Mehta
(Independent Director)

Mr. Bal Kishan Das
(Non-Executive Director)

Mr. Kaushik Kundu
(Non-Executive Director)

Mr. Kausik Mukherjee
(Independent Director)

Mrs. Renu Bhatter
(Additional Director w.e.f. 14.02.2018)

KEY MANAGERIAL PERSONNEL

Mrs. Sutapa Bhattacharya
(Company Secretary)

Mr. Arun Kumar Rathi
(Chief Financial Officer)

STATUTORY AUDITOR:

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

INTERNAL AUDITOR:

M/s Srikumar Bandyopadhyay & Co.
Chartered Accountants
Kolkata

SECRETARIAL AUDITOR:

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

REGISTRAR & 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

REGISTERED OFFICE:

95, Park Street, 2nd Floor, Kolkata – 700016

CIN: L24119WB1973PLC028902

STOCK EXCHANGE WHERE THE SHARES ARE LISTED

The BSE Limited (Security Code: 523351)

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Regd. Office: 95, Park Street, 2nd Floor, Kolkata - 700016

CIN: L24119WB1973PLC028902

Phone: 2226-1175/5652 Email: kolkataoffice@cel.co.in

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the 42nd Annual General Meeting of the Members of M/s Standard Shoe Sole and Mould (India) Ltd. will be held at 95, Park Street, 2nd Floor, Kolkata - 700016 on Friday, 28th September, 2018 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 31st March, 2018 together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. B K Das (DIN: 06853342), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or enactment thereof, for the time being in force), M/s L. B. Jha & Co., Chartered Accountants (Firm Regn No.: 301088E) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of the 42nd Annual General Meeting until the conclusion of 47th Annual General Meeting of the Company on such remuneration as maybe mutually determined between the Board of Directors and the Statutory Auditors of the Company."

SPECIAL BUSINESS:

4. **Appointment of Mr. Mukund Bhatter (DIN: 03579744) as Whole Time Director**

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 Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule V to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and subject to such approvals as required, the consent of the member(s) of the Company be and is hereby accorded to the appointment of Mr. Mukund Bhatter (DIN: 03579744) as Whole Time Director of the Company for a period of 3 (three) years with effect from 14th February, 2018 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 Mr. Mukund Bhatter, Whole Time Director."

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"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."

5. Appointment of Mrs. Renu Bhatter (DIN: 07044595) as Non-Executive Director

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 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 re-enactments thereof for the time being in force), Articles of Association of the Company, Mrs. Renu Bhatter (DIN: 07044595) who was appointed as an Additional Director of the Company with effect from 14th February, 2018 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."

Place: Kolkata

Date: 28.05.2018

For & on behalf of the Board of Directors



Mukund Bhatter

Whole Time Director

DIN: 03579744

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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, should be duly stamped, completed and signed and 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 Businesses 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 (2017-18).
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 21st September, 2018 to 28th September, 2018 (both days inclusive).
8. The Board of Directors have not recommended any dividend for the financial year ended 31st March, 2018.
9. 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 their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding physical shares shall submit their PAN to the Company or to the Registrars and Share Transfer Agents.
10. The Company has appointed M/s. Purva Shareregistry (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, 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 Shareregistry (India) Pvt. Ltd, Unit: Standard Shoe Sole and Mould (India) Limited.
11. Members holding shares in physical form are requested to immediately notify to the company's Registrar and Share Transfer Agent, M/s. Purva Shareregistry (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

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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 notified/ submitted directly to their respective Depository Participant and not to Company/RTA.

12. Members are also requested to update their bank account 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 Shareregistry 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.
13. SEBI has issued a circular that securities of listed Companies can be transferred only in dematerialized form from a cut-off date. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
14. Members are requested to note that in terms of Section 124 of the 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.
15. As per Regulation 40(7) of the Listing regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as the transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for Securities Market transactions and/ or for off market/ private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as the transferor(s) to furnish copies of PAN Card to the Company/ RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of their legal heir(s)/ Nominee(s).
16. **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.** 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 members of the company are requested to kindly dematerialize their shareholdings so as to enable us to ensure compliance.
17. 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 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.
18. 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.
19. 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.

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20. 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 to India for permanent settlement.
 - b) Notify immediately any change in their address.
 - c) 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.
21. Any Member 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 and same should reach 10 (ten) days prior to the Annual General Meeting so as to enable the management to keep the information ready.
22. 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.
23. 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 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.
24. In support of the Green Initiative of the Ministry of Corporate Affairs (MCA), Government of India, 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 2017-18 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.
25. Members may also note that the Notice for the 42nd Annual General Meeting and the Annual Report for the Financial Year 2017-18 will also be available on the company's website:- www.sssmil.com for their download. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication or have any other queries may write to us at: kolkataoffice@cel.co.in / companysecretary@cel.co.in.
26. 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.
27. The route map of the venue of the AGM 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.
28. **VOTING THROUGH ELECTRONIC MEANS:**

In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Listing Regulations, 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. In this regard, the company has availed the e-voting services as provided by CDSL (Central Depository Services Limited). The Company has appointed Mr. Amarendra Kumar Rai, Proprietor of M/s. Amarendra Rai & Associates, Practicing Company Secretaries,

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Noida as scrutinizer for conducting the e-voting process in a fair and transparent manner. The instructions for e-voting are detailed hereunder:

- i. The voting period begins on 25th September, 2018 at 11 A.M and ends on 27th September, 2018 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) 20th September, 2018 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 AGM would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 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:

For Members holding shares in Demat Form and Physical Form	
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"> • 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. • 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.
Dividend Bank Details OR 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"> • 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).

- 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 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.

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- 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. 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 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.
 - 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 and on approval of the accounts they would be able to cast their vote.
 - 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
29. 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.

Place: Kolkata

Date: 28.05.2018

For & on behalf of the Board of Directors



Mukund Bhatter

Whole Time Director

DIN: 03579744

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Explanatory Statement (Pursuant To Section 102 of The Companies Act, 2013)

Item No. 3:

As per Section 139 of the Companies Act, 2013, a firm of auditors can remain statutory auditors of a Company for a consecutive two terms of five years each. The term of M/s. Mukherjee Sanyal & Co., Chartered Accountants, Kolkata (Registration No. 307039E) will expire in the forthcoming Annual General Meeting. It is proposed to appoint M/s. L. B. Jha & Co. (Firm Regn No.: 301088E), Chartered Accountants as Statutory Auditors of the Company for a period of 5(Five) years from the conclusion of the forthcoming AGM till the conclusion of the 47th AGM of the Company at a remuneration to be mutually agreed upon between the Board of Directors and the statutory auditors.

The Company has obtained written consent and necessary certificate from M/s. L. B. Jha & Co. stating that the appointment, if made, shall be in accordance with the provisions of Section 141 of the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution. The Board recommends the passing of the resolution as set out in item no. 3 as an Ordinary Resolution.

Item No.4:

The Board of Directors, at its meeting held on 14th February, 2018 had appointed Mr. Mukund Bhatter as an Additional Director of the Company w.e.f. 14th February, 2018, not liable to retire by rotation based on the recommendation of the Nomination and Remuneration Committee (NRC). He was also appointed as the Whole Time Director of the company for a period of 3 (Three) years commencing from 14th February, 2018 to 13th February, 2021 subject to the approval of members at the forthcoming AGM.

Mr. Bhatter has stated in writing that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013.

The salient terms and conditions of his appointment are set out as below:

1. Remuneration- Rs. 7000/- per month
2. Reimbursement- As per Rules of the Company
3. Tenure- 3 (Three years) w.e.f. 14th February, 2018 to 13th February, 2021

Mr. Mukund Bhatter, the Whole time Director of the Company has stated in his letter dated 29th March, 2018 that he would not charge any remuneration for his Whole Time Directorship with effect from 1st April, 2018 till the company revives. Hence, the management has decided to pay him the car maintenance charges and reimburse the expenses incurred by him for the Company.

Save and except, Mrs. Renu Bhatter, none of the directors and Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested (financially or otherwise) in the proposed resolution(s) at item no. 4.

The Board of Directors recommend the Resolution, for the approval of members.

Item No.5:

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee had appointed Mrs. Renu Bhatter as an Additional Director w.e.f. 14th February, 2018. She will hold office till the conclusion of the forthcoming AGM. Her office of directorship is liable to retire by rotation.

Mrs. Bhatter has stated in writing that she is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013.

The Board of Directors recommend the Resolution, for the approval of members.

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Save and except Mr. Mukund Bhatter, none of the directors and Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested (financially or otherwise) in the proposed resolution(s) at item no. 5.

Place: Kolkata

Date: 28.05.2018

For & on behalf of the Board of Directors



Mukund Bhatter

Whole Time Director

DIN: 03579744

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ANNEXURE TO THE NOTICE

Notes on directors seeking appointment/re-appointment at the Annual General Meeting of the Company as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India:

Sr. No.	Name of Director	Mr. Mukund Bhatte	Mrs. Renu Bhatte	Mr. B. K. Das
1	Director Identification Number	03579744	07044595	06853342
2	Date Of Birth	28.03.1975	03.08.1977	31.12.1967
3	Age	43 years	41 years	50 years
4	Permanent Account Number	AEDPB7134F	ADUPB1310K	AHPPD0002R
5	Date of Appointment on the Board	14 th February, 2018	14 th February, 2018	28 th March, 2014
6	Experience in specific functional area	Finance	Finance	Marketing
7	Expertise in specific functional areas	Has over 17 years experience in the field of finance and business.	Has over 7 years experience in the field of finance	Has over 12 years experience in marketing in footwear
8	No. of Equity Shares held in the company (as on 31.03.2018)	Nil	Nil	Nil
9	Qualifications	MBA (Finance)	B.Com	M. Com
10.	List of Directorship held in other Companies	Alok Oil Industries Limited	1. Makrampur Rice Mill Private Limited 2. Indmark Marketing Limited	NIL
11.	Membership /Chairman of Committees of other Companies	Nil	Nil	NIL
12.	Relationship, if any, between Directors inter-se	Husband of Mrs. Renu Bhatte (Non-Executive Director)	Wife of Mr. Mukund Bhatte (Whole Time Director)	Not related to any Director

Place: Kolkata

Date: 28.05.2018

For & on behalf of the Board of Directors

Mukund Bhatte

Mukund Bhatte
Whole Time Director
DIN: 03579744

Standard Shoe Sole and Mould (India) Ltd.

(Formerly Known as Chemcrown India Limited)

Form No. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014 and Regulation 44(4) of the Listing regulations]

CIN: L24119WB1973PLC028902

Name of the Company: Standard Shoe Sole and Mould (India) Ltd.

Registered office : 95, Park Street, 2nd 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) ofshares 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 42nd Annual General Meeting/ Extra-Ordinary General Meeting of the company, to be held on Friday, 28th day of September, 2018 at 11:30 a.m./p.m. at the registered office of the company at 95, Park Street, 2nd Floor, Kolkata - 700016 (place) and at any adjournment(s) thereof in respect of such Resolutions as are indicated below:

RESOLUTION NO.	PARTICULARS OF RESOLUTION
Resolution 1 (Ordinary)	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2018 together with the Report of the Board of Directors and the Auditors thereon.
Resolution 2 (Ordinary)	To appoint a Director in place of Mr. B K Das (DIN: 06853342), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.
Resolution 3 (Ordinary)	To appoint M/s. L. B. Jha & Co. (Firm Regn No.: 301088E) as Statutory Auditors of the Company.
Resolution 4 (Ordinary)	To appoint Mr. Mukund Bhatter (DIN: 03579744) as the Whole Time Director of the Company.
Resolution 5 (Ordinary)	To appoint Mrs. Renu Bhatter (DIN: 07044595) as a Director of the Company, liable to retire by rotation.

Signed thisday of September, 2018

Signature of Shareholder:

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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) Ltd.

(Formerly Known as Chemcrown India Limited)

CIN: L24119WB1973PLC028902

Regd Office:- 95, Park Street, 2nd 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 42nd Annual General Meeting of the Members of Standard Shoe Sole and Mould (India) Limited held on Friday, 28th day of September, 2018, at 11:30 a.m. at 95, Park Street, 2nd Floor, Kolkata-700016.

Signature of Member/Proxy

NOTES:

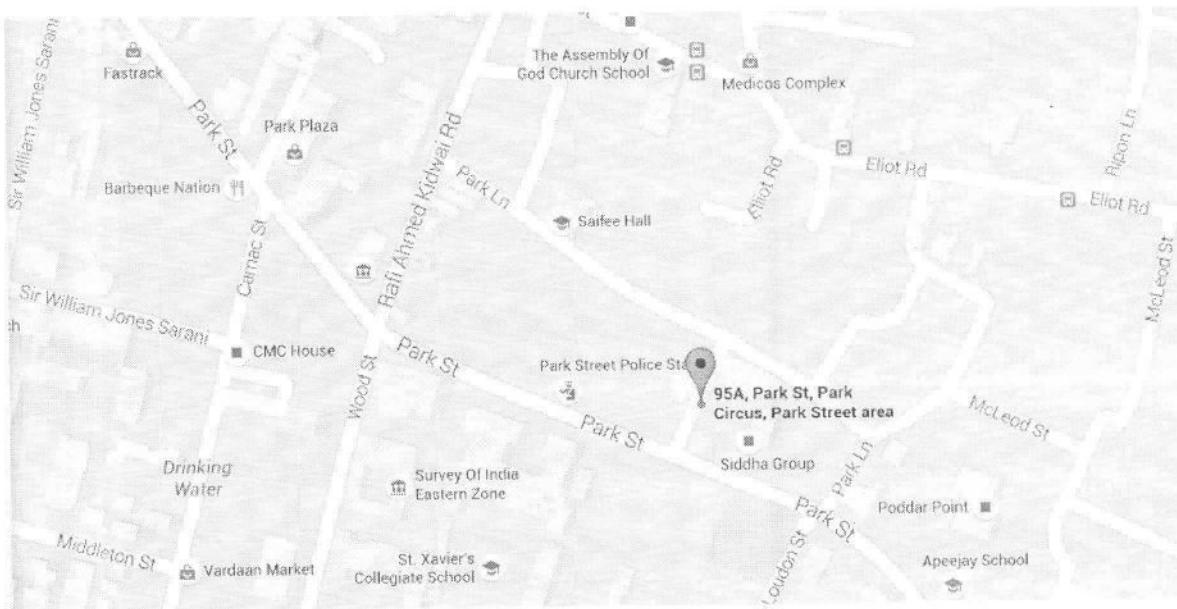
1. Members/ Proxy holders are requested to bring their copy of the Notice & Annual Report with them at the Meeting for reference.
2. Please carry with you this Attendance Slip and hand over the same duly completed, signed (at the space provided), at the entrance of the Meeting Hall.

Standard Shoe Sole and Mould (India) Ltd.

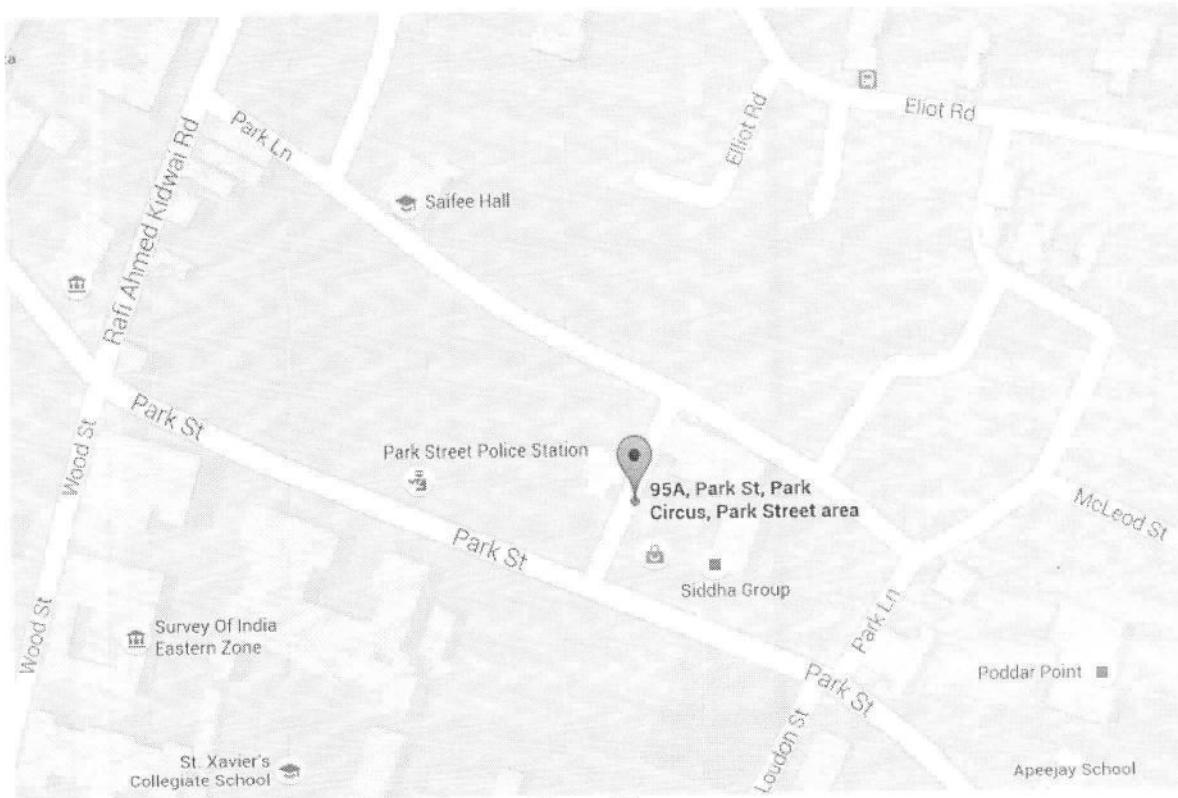
(Formerly Known as Chemcrown India Limited)

Venue of the 42nd Annual General Meeting of M/s STANDARD SHOE SOLE AND MOULD (INDIA) LTD. to be held on Friday, 28th day of September, 2018 at 11:30 A.M.

Venue: 95, Park Street, 2nd Floor, Kolkata – 700016



Location Map of the Venue



Closer View

Standard Shoe Sole and Mould (India) Ltd.

(Formerly Known as Chemcrown India Limited)

DIRECTORS' REPORT

Dear Shareholders,

On behalf of the Board of Directors, it is our pleasure to present the 42nd Annual Report together with the Audited Annual Statement of Accounts of M/s Standard Shoe Sole and Mould (India) Ltd. ("the Company") for the year ended March 31, 2018.

FINANCIAL PERFORMANCE

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

(Amount in Rs.)

Particulars	Financial Year ended	
	Standalone	
	31.03.2018	31.03.2017
Revenue from Operations	26,05,000	-
Other Income	2,82,609	125
Profit before depreciation, finance cost and tax	(15,18,924)	(16,37,278)
Less: Finance Cost	2,065	11
Less: Depreciation	-	-
Profit before Tax	(15,20,989)	(16,37,289)
Less: Tax Expense	-	-
Profit after Tax	(15,20,989)	(16,37,289)
Other Comprehensive Income	-	(3,71,354)
Profit/(Loss) carried to Balance Sheet	(15,20,989)	(20,08,643)

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

SHARE CAPITAL

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 31st March, 2018, the issued, subscribed and paid up share capital of your Company stood at Rs.5,18,15,000/-, comprising 51,81,500 Equity shares of Rs.10/- each.

RESERVES

Your Company does not propose to transfer any amount to Reserves.

Standard Shoe Sole and Mould (India) Ltd.

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DIVIDEND

Your Directors have not recommended any dividend for the Financial Year 2017-18.

SUMMARY OF OPERATIONS

The Ministry of Corporate Affairs vide Notification dated 16th February, 2015, had notified the Indian Accounting Standards (“Ind AS”) to be applicable to certain class of Companies including Listed Companies beginning on or after 1st April, 2016 with comparatives to be provided for the period ending on 31st March, 2016. Ind AS has replaced the existing Indian GAAP prescribed under section 133 of the Companies Act, 2013. Ind AS was applicable to your company from 1st April, 2017. Hence, the Financial Statements for year ending 31st March, 2018, forming part of this Annual Report have been prepared in accordance with the provisions of the Act, read with the Companies (Accounts) Rules, 2014, applicable Ind AS and SEBI(Listing obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”).

Your Company’s Revenue from operations in the Financial Year 2017-18 was Rs. 26,05,000 as compared to Nil revenue in the previous Financial Year 2016-17. The Company had incurred Loss of Rs. 15,20,989 in the Financial Year 2017-18 as compared to Loss of Rs. 20,08,643 in the previous Financial Year 2016-2017.

LISTING WITH STOCK EXCHANGE

The Company confirms that it has paid the Annual Listing Fees for the Financial Year 2018-19 to BSE Limited where the Company’s shares are listed.

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).

MANAGEMENT DISCUSSION & ANALYSIS REPORT

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, a detailed “**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 and marked as **Annexure- 1**

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 appended to this Report and marked as **Annexure- 2**.

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

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.

Standard Shoe Sole and Mould (India) Ltd.

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PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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 were 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.

FIXED DEPOSITS

Your Company has not invited, accepted or renewed any fixed deposits from the public as at 31st March, 2018 and accordingly there is no principal or interest outstanding in respect thereof.

ADEQUACY OF 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

The matter related to Corporate Governance is not applicable to your Company as the Paid Up Share Capital of the Company is below Rs. 10 Crore and the Networth of the Company is below Rs. 25 Crores as on the last day of the previous Financial Year as well as on date of the report.

This provision is contained in Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

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

Standard Shoe Sole and Mould (India) Ltd.
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(c) Foreign exchange earnings and Outgo:

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

HOLDING AND SUBSIDIARY

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

AUDITORS AND AUDITORS' REPORT

Statutory Audit:

As per Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the term of M/s. Mukherjee Sanyal & Co., Chartered Accountants, (Firm Regn No. 307039E), Kolkata, as the Statutory Auditors of the Company expires at the conclusion of the ensuing AGM of the Company.

On the recommendation of the Audit Committee, the Board recommended the appointment of M/s. L. B. Jha & Co., Chartered Accountants (Firm Regn No.: 301088E), Kolkata, as the Statutory Auditors of the Company for an initial term of 5(five) years. Accordingly, a resolution proposing appointment of M/s. L. B. Jha & Co. as the Statutory Auditors of the Company from the conclusion of 42nd AGM till the conclusion of 47th AGM of the Company forms part of the Notice of 42nd AGM of the Company.

The Company has received the consent and eligibility certificate from M/s. L. B. Jha & Co., Chartered Accountants under section 139(1) of the Companies Act, 2013 and further that the appointment if made shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

The report of the Statutory Auditors alongwith notes to Schedules for the Financial Year 2017-18 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 Financial Year 2017-18.

Secretarial audit:

In terms of the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of 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 was appointed as Secretarial Auditor of the Company, to conduct Secretarial Audit for the Financial Year ended March 31, 2018. The Report of the Secretarial Auditor issued by Mr. Amarendra Kumar Rai in Form MR-3 is appended to this Report. There is no reservation, qualification or adverse remark contained in the Secretarial Audit Report. The Report is self-explanatory and do not call for any further comments.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 of the Companies Act, 2013, your Directors to the best of their knowledge and belief, hereby 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) they 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 loss of the company for that period;

Standard Shoe Sole and Mould (India) Ltd.

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- (c) they 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) they had prepared the annual accounts on a going concern basis;
- (e) they had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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 before tax made during the three immediately preceding financial years in pursuance of its Corporate Social Responsibility Policy.

Since the criterions set out in Section 135 of the Companies Act, 2013 is not applicable to your Company, no sum was spent on CSR during the Financial Year 2017-18.

DIRECTORS & KEY MANAGERIAL PERSONNEL

Your Company's Board is duly constituted and is in compliance with the requirements of the Companies Act, 2013, the Listing Regulations and provisions of the Articles of association of the Company.

The year under review saw the following changes to the Board of Directors:

Induction to the Board

Based on the recommendations of the Nomination and Remuneration Committee, the Board's approval and subject to members' approval in the ensuing AGM:

- Mr. Mukund Bhatter was appointed as Whole Time Director of the Company w.e.f. 14th February, 2018.
- Mrs. Renu Bhatter was appointed as an Additional (Non- Executive) Director of the Company with effect from 14th February, 2018.

A brief profile and other details as required under the Act, Secretarial Standard-2 and Listing Regulations, of Directors proposed to be appointed/ re-appointed are annexed to the Notice convening AGM.

Cessation

Mrs. Ananya Dey resigned as a member of the Board with effect from 1st day of February, 2018.

Ms. Tanvi Panday, Company Secretary resigned from the Company with effect from 1st June, 2017 and Ms Sutapa Bhattacharya has been appointed in her place as the Company Secretary with effect from 23rd October, 2017.

Mr. Mukund Bhatter, Whole Time Director of the Company, was appointed as the Whole Time Director w.e.f. 14th February, 2018 for a period of 3 (Three) years at a remuneration of Rs. 7,000/- (Rupees Seven thousand only) per month. However, Mr. Bhatter has stated in his letter dated 29th March, 2018 that he would not charge any remuneration for his Whole Time Directorship w.e.f. 1st April, 2018 till the end of his tenure.

Standard Shoe Sole and Mould (India) Ltd.

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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
30.05.2017	4
24.07.2017	4
11.11.2017	4
14.02.2018	3
31.03.2018	5

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. B. K. Mehta	Member (Non-Executive Independent Director)
3	Mrs. Renu Bhatter	Member (Non-Executive Director)

The Audit Committee met four times during the financial year ended 31st March, 2018, i.e., on 29.05.2017, 22.07.2017, 10.11.2017 and 13.02.2018.

b. Nomination & Remuneration Committee:

Sl. No.	Name	Chairman/ Members
1	Mr. Kausik Mukherjee	Chairman (Non-Executive Independent Director)
2	Mr. B K Mehta	Member (Non-Executive Independent Director)
3	Mrs. Renu Bhatter	Member (Non-Executive Director)

The Nomination & Remuneration Committee met five times during the financial year ended 31st March, 2018, i.e., on 29.05.2017, 22.07.2017, 20.10.2017, 13.02.2018 and 31.03.2018.

c. Corporate Social Responsibility Committee: Not Applicable

d. Stakeholders Relationship Committee:

Sl. No.	Name	Chairman/ Members
1	Mrs. Renu Bhatter	Chairman (Non Executive Director)
2	Mr. B. K. Das	Member (Non Executive Director)
3	Mr. Mukund Bhatter	Member (Executive Director)

The Stakeholders Relationship Committee met four times during the financial year ended 31st March, 2018, i.e., on 14.04.2017, 22.07.2017, 10.11.2017 and 13.02.2018.

Standard Shoe Sole and Mould (India) Ltd.

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e. Risk Management Committee:

Sl. No.	Name	Chairman/ Members
1	Mrs. Renu Bhatter	Chairman (Non Executive Director)
2	Mr. Kausik Mukherjee	Member (Non Executive Independent Director)
3	Mr. Mukund Bhatter	Member (Executive Director)

The Risk Management Committee met twice during the financial year ended 31st March, 2018, i.e., on 29.05.2017 and 12.02.2018.

MEETINGS OF INDEPENDENT DIRECTORS

As per Schedule IV to the Companies Act, 2013, Secretarial Standards- 1 (SS-1) read with the Guidance Note on SS-1 and the Listing Regulations, the meeting of the Independent Directors was held on 30.03.2018.

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(6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

PERFORMANCE EVALUATION OF THE BOARD

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with Rules framed thereunder and provisions of Schedule IV to the Act as well as the Listing Regulations, your Company has carried out performance evaluation of the Board of Directors, Committees of the Board and individual Directors on the basis of participation of Directors, quality of information available, quality of discussions, contributions and decision making, etc.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has Familiarization Programme for Independent directors to familiarize them with regard to their roles, rights, responsibilities, in the Company along with nature of industry in which the Company operates, business model, code of conduct and policies of the Company etc. The Familiarization Programme for Independent Directors is annexed as Annexure 3 to this Report and is also available on the website of the Company under the weblink:

<http://www.sssmil.com/Policy%20for%20Independent%20Directors/Familiarisation%20Programme%20of%20Independent%20Directors.pdf>

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

CODE OF CONDUCT

The board of your Company has laid down Code of Conduct for Directors and Senior Management Personnel of the Company. All the Directors and Senior Management Personnel have affirmed compliance with these codes.

Standard Shoe Sole and Mould (India) Ltd.

(Formerly Known as Chemcrown India Limited)

CEO/CFO CERTIFICATION

As required under Regulation 17(8) of the Listing Regulations, the Chairman cum Whole Time Director and the Chief Financial Officer of the Company have jointly certified the financial statements for the financial year ended 31st March, 2018.

PARTICULARS OF EMPLOYEES

There was no employee in receipt of remuneration of Rs. 8.5 Lakhs per month or Rs 102 Lakhs per annum. The details of Particulars of Employees as required under section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are appended to this Report and marked as **Annexure- 3**.

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.

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 to this Report and marked as **Annexure-4**. The same has been adopted in line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 after the same were notified.

POLICY ON 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. An 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 31st March, 2018:

- (a) Number of complaints 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

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

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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.

Place: Kolkata

Date: 28.05.2018

For & on behalf of the Board of Director

mukund Bhatter

**Mukund Bhatter
Whole Time Director
DIN: 03579744**

Renu Bhatter

**Renu Bhatter
Director
DIN: 07044595**

Standard Shoe Sole and Mould (India) Ltd.
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Annexure-1

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. It is one of the oldest manufacturing industries in India. It provides employment to about 2.5 million people in the country and has an annual turnover of USD 5,000,000 approximately. *The Government of India in its Foreign Trade Policy for 2000–2009 has identified the leather industry as a focus sector in view of its immense potential for export growth and triggering employment generation prospects.*

Over the years, the leather industry in India has undergone drastic change from being a mere exporter of raw materials in the early 60's and 70's to now becoming an exporter of finished, value-added leather products. Apart from being the 9th largest exporter of leather and leather products it is the 2nd largest producer of footwear accounting for almost 18% share of total exports of leather exports. It is one of the top foreign currency earners in India. 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. The footwear industry in particular holds greater potential for investments in India. India produces approximately 700 million pairs of leather footwear every year and accounts for an 18% share of the total Indian leather export.

The Financial Year 2017-18 was an eventful year with the adoption of GST. While there were some initial hiccups that were expected, the implementation of GST will act as a boon in the long run for the manufacturing industry across the country.

Total leather goods exports from India stood at US\$ 1.36 billion during 2017-18. During 2017-18, the major markets for Indian leather products were US (24.48 per cent), Germany (14.76 per cent), UK (10.94 per cent), Italy (5.82 per cent), Spain (5.87 per cent), France (5.07 per cent), Netherlands (4.86 per cent), Australia (3.41 per cent), UAE (3.10 per cent) and Denmark (2.59 per cent). In 2017-18, leather footwear component, leather garments and finished leather exports stood at US\$ 340 million, US\$ 519 million and US\$ 874 million respectively.

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.

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.

Opportunities and Threats

Considering that Leather is a focus product in the "*Make in India*" campaign and also that India is being considered 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 and 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

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costs in the country. Leather Industry is also eyeing an opportunity to increase exports to the US and other countries, at a time when Chinese shipments to these markets are becoming more expensive. While so far the Indian Exports were focusing in European countries there is now opportunity in the US and other countries that are opening up to Indian exports.

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 shown a strong improvement in the last couple of years and in Financial Year 2017-18, India was seen as 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. Your Company 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.

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.

However the Domestic market might have to face some trouble with the stringent legislative policies which are not much industry friendly. Historically, the slaughter of cattle in India is banned in respect of the government legislation due to the animal's sacred status. Organized retailers in India are also facing a threat from 'non-specialist' retailers like apparel retailers diversifying into footwear and discount hypermarkets and retailers introducing and promoting their own brands at competitive prices. These non-specialist retailers are likely to grow their market shares by increasing the range of products offered, and shopping merchandizing space allocated to their own footwear.

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 Product wise Performance

Your Company operates in only one segment. During the year 2017-18, the company had recovered its earlier dues which were used to meet the expenses and obligations.

Outlook

Your 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 and 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.

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Risk Related to Changes in Laws and Regulations

Any changes 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

The Revenue from operations in the Financial Year 2017-18 was Rs. 26,05,000 as compared to Nil revenue in the previous Financial Year 2016-17. The Company had incurred Loss of Rs. 15,20,989 in the Financial Year 2017-18 as compared to Loss of Rs. 20,08,643 in the previous Financial Year 2016-2017. There was no capital expenditure during the year under review.

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.

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.

CAUTIONARY STATEMENT

Statements in the Management's discussion and analysis report describing the Company's estimates, expectations or predictions may be read as '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.

Place: Kolkata
Date: 28.05.2018

For & on behalf of the Board of Director

Mukund Bhatte *Renu Bhatte*

Mukund Bhatte
Whole Time Director
DIN: 03579744

Renu Bhatte
Director
DIN: 07044595

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Annexure-2

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2018

of

STANDARD SHOE SOLE AND MOULD INDIA LTD.

[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) Ltd.
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 nd 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. N0	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	Nil	Nil	Nil	Nil	Nil

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(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 Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual/HUF	0	500800	500800	9.66	600	500200	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 Corporate	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
Sub-total (A) (1):-	0	1835300	1835300	35.42	600	1834700	1835300	35.42	0
(2) Foreign									
(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 Corporate	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
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	1835300	1835300	35.42	600	1834700	1835300	35.42	0
B. Public Shareholding									
1. Institutions									
(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
(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
Sub-total (B)(1):-	0	424894	424894	8.20	0	424894	424894	8.20	0
2. Non-Institutions									
(a) Bodies Corp.									
(i) Indian	500	271280	271780	5.25	500	271280	271780	5.25	0
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	40497	2487527	2528024	48.79	42697	2484327	2527024	48.77	-0.02
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	0	103100	103100	1.99	0	103100	103100	1.99	0
(c) Others (specify)									
(i) HUF	102	500	602	0.01	502	1000	1502	0.03	0.02
(ii) Clearing Members	900	0	900	0.02	1000	0	1000	0.02	0
(iii) Trust	0	16900	16900	0.33	0	16900	16900	0.33	0
Sub-total (B)(2):-	41999	2879307	2921306	56.38	44699	2876607	2921306	56.38	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	41999	3304201	3346200	64.58	44699	3301501	3346200	64.58	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	41999	5139501	5181500	100	45299	5136201	5181500	100	0

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(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 MUNDHIRA	900	0.01	0	900	0.01	0	0
23	P. NARAYAN MAHEHSWARI	900	0.01	0	900	0.01	0	0
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 MUNDHIRA	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

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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 MAHEHSWARI	100	0.00	0	100	0.00	0	0
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 MAHESHWARI	100	0.00	0	100	0.00	0	0
64	LILA MAHEHSWARI	100	0.00	0	100	0.00	0	0
65	MADHU MAHESHWARI	100	0.00	0	100	0.00	0	0
66	MAHESHWARI KALA SHAS	100	0.00	0	100	0.00	0	0
67	MAHESHWARI 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	MUNDHIRA 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 MAHESHWARI	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
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

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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 MAHEHSWARI	100	0.00	0	100	0.00	0	0
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		Shareholding at the end of 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):	No Change in Shareholding during the Year			
	At the end of the year	1835300	35.42	1835300	35.42

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(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):			No Change in Shareholding during the Year	
	At the end of the year	539942	10.42	539942	10.42

(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):			No Change in Shareholding during the Year	
	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

(Amount in Rs.)

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

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Director(s) and/ or Manager:

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of the MD/ WTD/ Manager	Total Amount
		Mr. Mukund Bhatter, 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	10,750	10,750
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)		10,750	10,750
Ceiling as per the Act			

* Appointed w.e.f. 14th February, 2018

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
1.	Independent Directors	Mr. Kausik Mukherjee	Mr. Bhupinder Kumar 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
		Mrs. Renu Bhatter		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			

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

C. Remuneration to Key Managerial Personnel Other Than MD / Manager/ WTD:
 (Amount in Rs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Tanvi Panday (Company Secretary)*	Sutapa Bhattacharya (Company Secretary)**	Arun Kumar Rathi (CFO)	Total
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	14,569	1,95,328	5,40,000	7,49,897
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		14,569	1,95,328	5,40,000	7,49,897

* Ceased w.e.f. 1st June, 2017

** Appointed w.e.f. 23rd October, 2017

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

Place: Kolkata

Date: 28.05.2018

For & on behalf of the Board of Directors

Mukund Bhatter *Renu Bhatter*
 Mukund Bhatter
 Whole Time Director
 DIN: 03579744 Renu Bhatter
 Director
 DIN: 07044595

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

Annexure-3

PARTICULARS OF EMPLOYEES

Remuneration details required pursuant to Section 197 of The Companies Act, 2013 read with Rule 5 of The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are given hereunder.

1. The ratio of remuneration of each executive director to the median remuneration of the employees (CS&CFO) of the Company for the Financial Year 2017-18:

Sl. No.	Name of Director	Remuneration	Median Remuneration of Employees	Ratio
1	Mr. Mukund Bhatter	10750	195328	10750:195328

2. Percentage increase in remuneration of each director, Chief Financial Officer (CFO), Company Secretary (CS) in the Financial Year 2017-18:

Sl. No.	Name	Designation	Current Remuneration	Percentage increase in remuneration
1	Mr. Arun Kumar Rathi	CFO	540000	-
2	Ms. Sutapa Bhattacharya	CS	195328	-

3. Percentage increase in the median remuneration of employees (i.e. CS+CFO) in the financial year 2017-2018 is NIL.
4. The number of permanent employees on the rolls of the Company, as on 31st March, 2018 is 2 (i.e. CS & CFO).
5. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.
6. 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 and 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 and fifty thousand rupees per month;

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

7. 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 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 Chief Financial Officer
Designation of the Employee	Company Secretary	Chief Financial Officer (CFO)
Remuneration received (Rs.)	1,95,328	5,40,000
Nature of employment	Non-contractual	Non-contractual
Qualification and experience	Member of Institute of Company Secretaries of India + B. Com (Hons.) 4+ years of post qualification experience	Graduate in Commerce
Date of Commencement of Employment	23.10.2017	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 company within the meaning of clause (iii) of sub rule 2 of rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2015	Nil	Nil
Whether relative of any director or manager of the company and if so, name of such director or manager	Nil	Nil

Place: Kolkata
Date: 28.05.2018

For & on behalf of the Board of Directors

Mukund Bhatter Renu Bhatter

Mukund Bhatter
Whole Time Director
DIN: 03579744

Renu Bhatter
Director
DIN: 07044595

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

Annexure-4
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.
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.

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

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;
- (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;

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(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 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.

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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.
 - 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.

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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.

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

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(Formerly Known as Chemcrown India Limited)

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.
- 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;

Standard Shoe Sole and Mould (India) Ltd.

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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
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: 28.05.2018

For & on behalf of the Board of Directors

Mukund Bhatte

Mukund Bhatte
Whole Time Director
DIN: 03579744

Renu Bhatte

Renu Bhatte
Director
DIN: 07044595



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

CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

A. We have reviewed the financial statements and the cash flow statement of **Standard Shoe Sole and Mould (India) Limited** ("the Company") for the year ended 31st March, 2018 and to the best of our knowledge and belief:

- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. These statements together present a true and fair view of the listed entity affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best our knowledge and belief no transactions entered into by the listed entity, during the year ended 31st March, 2018 which are fraudulent, illegal or violative of Company's Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to Financial Reporting and they have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposes to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee:

- i. that there are no significant changes in internal control over financial reporting during the year;
- ii. that there are no significant changes in accounting policies during the year; subject to changes in the same and that the same have been disclosed in the Notes to the Financial Statement and
- iii. that there are no instances of significant fraud of which we become aware and the involvement there in, if any, of the Management or an employee having a significant role in the company's internal control system over Financial Reporting.

Place: Kolkata
Date: 28.05.2018

Arun Kumar Rathi
Chief Financial Officer
PAN: ACOPR7601J

Mukund Bhatte
Whole Time Director
DIN: 03579744



SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST March, 2018

*[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 31st March, 2018 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 Standard Shoe Sole And Mould (India) Limited("the Company") for the financial year ended on 31st March, 2018, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;

Page 1 of 4

- 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 Income Tax Act, 1961;
 - c. The Central Goods and Services Tax Act, 2017;
 - d. The State Goods and Services Tax Act, 2017;
 - e. The Integrated Goods and Services Tax Act, 2017;
 - f. The Indian Contract Act, 1872;
 - g. Company Secretaries Act, 1980;
 - h. Arbitration & Conciliation Act, 1996;

i. Sick Industrial Companies (Special Provision) Act, 1967.

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 during the audit period under review and as per representations and clarifications provided by the management, 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

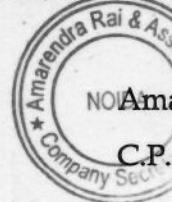
The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions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

Date: 28.05.2018

[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]



Amarendra Rai & Associates

Company Secretaries

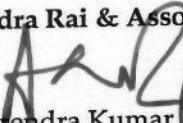
'Annexure A'

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.

Place: Noida
Date: 28.05.2018

For Amarendra Rai & Associates

Amarendra Kumar Rai
C.P. No.: 9373


Page 4 of 4



INDEPENDENT AUDITOR'S REPORT

To the Members of

STANDARD SHOE SOLE & MOULD (INDIA) LIMITED

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS Financial Statements of **Standard Shoe Sole & Mould (India) Limited** ('the Company'), comprising the Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss Account (including Other Comprehensive Income), the Statements of Changes in Equity and 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 Ind AS 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 Ind AS financial statement that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and change in equity of the company in accordance with the Indian Accounting Standards (Ind ASs) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards Rules, 2015, as amended, and other accounting principles generally accepted in India. 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 Ind AS 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 Ind AS 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 and the Order issued under section 143(11) of the Act. 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 Ind AS financial statements are free from material misstatement.

An audit involves, performing procedures to obtain audit evidence about the amounts and disclosure in the Ind AS financial statements. The procedures selected depend on the auditor's judgment including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS 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 Ind AS financial statement.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS 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 Ind AS and other accounting principles generally accepted in India,

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2018;
- (b) in the case of Statement of Profit & Loss, of the Profit, total Comprehensive income, change in equity 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 including other Comprehensive Income, Statements of Change in Equity and Statement of Cash Flows dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
 - e) On the basis of written representation received from the directors as on 31st March, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) the Company has maintained 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 disclosed the impact of pending litigations on its financial position in its Ind AS financial statements.
 - ii) the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.

Date: 28/05/2018
Place: Kolkata



For Mukherjee Sanyal & Co.
(Chartered Accountants)
FRN: 307039E
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 31.03.2018. We report that:

S. No.	Particulars	Auditors Remark
(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;	Not Applicable.
	(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;	As the Company has no inventory, hence this clause not applicable to the company
(iii)	Whether the company has 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.	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;	Not Applicable
	(b) Whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;	Not Applicable
	(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;	Not Applicable.
(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)	<p>(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;</p>	<p>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.</p>
	<p>(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>	<p>A) Income Tax Dispute: a) Amount: Rs. 10.52 lacs b) Forum: CIT (A)/Kol/IV</p> <p>B) Custom Duty Dispute: a) Amount: Rs. 36.35 lacs b) Forum: Custom</p>
(viii)	<p>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).</p>	<p>The Company has not made any default in repayment of dues to any financial institution or bank, Government or dues to debenture holders.</p>
(ix)	<p>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;</p>	<p>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.</p>
(x)	<p>Whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported</p>	<p>According to the information and explanations given by the management and during our audit procedure, there is no such fraud noticed by us.</p>



	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 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.

For Mukherjee Sanyal & Co.
Chartered Accountants
FRN: 307039E



CA Kamal Kumar Mukherjee

Partner

Membership number: 011435

Place: Kolkata

Date: 28/05/2018

STANDARD SHOE SOLE AND MOULD (INDIA) LIMITED

Balance Sheet as at 31st March, 2018

(Rs. In '00)

Particulars	Note No.	Figures as at 31st March, 2018	Figures as at 31st March, 2017	Figures as at 1st April, 2016
ASSETS				
(1) Non-current assets				
(i) Financial Assets				
(a) Investments	1	2,286.72	26,053.72	29,767.26
(b) Loans and advances	2	5,756.67	5,756.67	5,756.67
(ii) Income Tax Assets	3	587.54	587.54	587.54
(2) Current assets				
(i) Financial Assets				
(a) Trade receivables	4	1,57,802.56	1,27,063.56	1,53,401.14
(b) Cash and cash equivalents	5	634.44	613.77	1,409.63
(ii) Other Current Assets	6	69.19	-	-
TOTAL ASSETS		1,67,137.12	1,60,075.26	1,90,922.24
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	7	5,18,150.00	5,18,150.00	5,18,150.00
(b) Other Equity	8	(4,10,979.24)	(3,95,769.35)	(3,75,682.91)
Liabilities				
Current liabilities				
(i) Financial Liabilities				
(a) Trade payables	9	35,155.91	6,633.27	30,173.00
(ii) Other current liabilities	10	14,285.75	20,536.64	7,757.45
(iii) Income Tax Liabilities	11	10,524.70	10,524.70	10,524.70
TOTAL EQUITY AND LIABILITIES		1,67,137.12	1,60,075.26	1,90,922.24

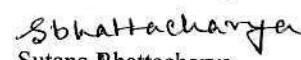
For Mukherjee Sanyal & Co.
Chartered Accountants
(FRN: 307039E)


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



Date: 28TH May, 2018
Place: Kolkata


Mukund Bhatter
(Whole Time Director)
DIN: 03579744


Sutapa Bhattacharya
(Company Secretary)
M No.: 30344


Renu Bhatter
(Director)
DIN: 07044595


Arun Kumar Rathi
(CFO)
PAN: ACOPR7607J

STANDARD SHOE SOLE AND MOULD (INDIA) LIMITED
Statement of Profit and Loss for the year ended 31st March, 2018

(Rs. In '00)

Particulars	Note No.	Figures for the period ended 31st March 2018	Figures for the period ended 31st March 2017
1	2	3	4
I. Revenue from operations	12	26,050.00	-
II. Other income	13	2,826.09	1.25
III. Total Revenue (I + II)		28,876.09	1.25
IV. Expenses:			
Purchase of Stock-in-Trade	14	23,340.00	-
Employee Benefits Expenses	15	7,606.47	9,057.25
Finance costs	16	20.65	0.11
Other expenses	17	13,118.86	7,316.78
Total expenses		44,085.98	16,374.14
V. Profit before tax (III- IV)		(15,209.89)	(16,372.89)
VI. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax			
VII. Profit or (Loss) for the period (V - VI)		(15,209.89)	(16,372.89)
VIII. Other Comprehensive Income			
A. (i) Items that will not to be reclassified to Statement of Profit Loss		-	(3,713.54)
(ii) Income Tax Relating to these Items		-	-
B. (i) Items that will to be reclassified to Statement of Profit Loss		-	-
(ii) Income Tax Relating to these Items		-	-
Total Other Comprehensive Income (net of Tax)		-	(3,713.54)
IX. Total Comprehensive Income for the Year (VII+VIII)		(15,209.89)	(20,086.43)
X. Earnings per equity share (Face Value of Rs.10 Each)	18		
(1) Basic (00)		(0.0029)	(0.0032)
(2) Diluted (00)		(0.0029)	(0.0032)

Significant accounting policies and notes on accounts.

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First time adoption

24

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

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



Date: 28TH May, 2018
Place: Kolkata

Mukund Bhatter
(Whole Time Director)
DIN: 03579744

Sutapa Bhattacharya
(Company Secretary)
M No.: 30344

Renu Bhatter
(Director)
DIN: 07044595

Arun Kumar Rathi
(CFO)
PAN: ACOPR7601J

Mukund Bhatter

Renu Bhatter

Sutapa Bhattacharya

Arun Kumar Rathi

STANDARD SHOE SOLE AND MOULD (INDIA) LIMITED
Cash Flow Statement for the year ended 31 March 2018

(Rs. In '00)

Particulars	March 31 2018 Amount	March 31 2017 Amount
Cash flow from Operating Activities		
Profit before tax	(15,209.89)	(16,372.89)
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation / amortization on continuing operation		
Profit on sale of Fixed Assets		
Debts Written Off		
Liability Written Back	(1,000.00)	
Dividend Income		
Prior Period expenses		
Net Gain or Loss on account of foreign exchange fluctuation		
Net Gain on Sale of Shares & Units of Mutual Fund	(1,826.09) 20.65	0.11
Finance Costs		
Interest Income		
Operating profit before working capital changes	(18,015.33)	(16,372.78)
Movements in working capital:		
Increase / (Decrease) in short term borrowing	(6,250.89)	
Increase / (Decrease) in trade payables	29,522.64	12,779.18
Increase / (Decrease) in long term provisions		
Increase / (Decrease) in short term provisions		
Increase / (Decrease) in other Non-current liabilities		(23,539.73)
Decrease / (Increase) in trade receivables	(30,739.00)	26,337.58
Decrease / (Increase) in inventories		
Decrease / (Increase) in long term loans and advances		(69.19)
Decrease / (Increase) in short term loans and advances		
Decrease / (Increase) in other current assets		
Decrease / (Increase) in other non-current assets		
Cash generated from / (used in) operations	(7,536.44)	15,577.03
Direct Taxes paid (net of refunds)		
Dividend Tax paid		
Net cash flow from/(used in) operating activities (A)	(25,551.77)	(795.75)
Cash flow from Investing Activities		
Purchase of fixed assets,CWIP and capital advances		
Proceeds from sales of fixed assets		
Proceeds from non-current investments		23,767.00
Purchase of non-current investments		
Investment in Immovable property		
Purchase of Mutual Fund		
Sale of Mutual Fund		
Proceeds from sale/maturity of current investments		1,826.09
Investments in bank deposits (maturity of more than 3 months)		
Redemption / maturity of bank deposits (maturity of more than 3 months)		
Dividend Received		
Interest Received		
Net cash flow from/(used in)investing activities (B)	25,593.09	
Cash flow from Financing Activities		
Proceeds from issuance of share capital		
Repayment of long term-term borrowings		
Dividend Paid		
Repayment of short term-term borrowings		
Finance Cost	(20.65)	(0.11)
Dividends paid		
Tax on dividend paid		
Net cash flow from/(used in)financing activities (C)	(20.65)	(0.11)
Net Increase / (decrease) in cash and cash equivalents (A+B+C)	20.67	(795.86)
Cash and cash equivalents at the beginning of the year	613.77	1,409.63
Cash and cash equivalents at the end of the year	634.44	613.77
Components of Cash and Cash Equivalents		
Cash on Hand	265.71	325.82
Cheques/drafts on hand		
With Banks on Current Account	368.73	287.95
With Banks on Deposit Accounts		
Total Cash and Cash Equivalents (note 1 (r))	634.44	613.77

Explanatory notes to Cash Flow Statement

- (1) The above Cash Flow Statement has been compiled from and is based on the Balance Sheet as at 31st March 2018 and the related
(2) The above Cash Flow Statement has been prepared under 'Indirect Method' as set out in Accounting Standard (AS-3) on " Cash Flow
(3) Figures in Parenthesis represents outflows.

This is the Cash Flow referred to in our report of even date.

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

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



Date: 28TH, May, 2018
Place: Kolkata

Mukund Bhatter
(Whole Time Director)
DIN: 03579744

Renu Bhatter
(Director)
DIN: 07044595

Sutapa Bhattacharya
(Company Secretary)
M No.: 30344

Arun Kumar Rathi
(CFO)
PAN: ACOPR7607J

Mukund Bhatter *Renu Bhatter*

Sutapa Bhattacharya

Arun Kumar Rathi

STANDARD SHOE SOLE AND MOULD (INDIA) LIMITED
Notes to Balance Sheet as at 31st March, 2018

(Rs. In '00)

Particulars	Figures as at 31st March, 2018		Figures as at 31st March, 2017		Figures as at 1st April, 2016	
	Nos	Current	Nos	Current	Nos	Current
1. Non Current Investments						
(a) At Fair Value through Statement of Profit & Loss						
Apollo Hospital Enterprises Ltd.	-	-	2,000	23,303.00	2,000	26,979.00
Texmaco Rail & Eng. Ltd.	-	-	500	464.00	500	519.25
				23,767.00		27,498.25
(b) Unquoted at Fair Value:						
National Savings Certificate		15.00		15.00		15.00
Indmark Marketing Ltd.	3,000	2,271.72	3,000	2,271.72	3,000	2,254.01
	2,286.72			2,286.72		2,269.01
	2,286.72			26,053.72		29,767.26
2. Loans & Advances						
Unsecured, considered good unless otherwise stated						
(a) Other Advances			5,756.67		5,756.67	
			5,756.67		5,756.67	
3. Income Tax Assets (Net)						
(a) Advance Income Tax and FBT			587.54		587.54	
4. Trade Receivables						
Unsecured, Considered good						
Receivables from Others			1,57,802.56		1,27,063.56	
			1,57,802.56		1,27,063.56	
						1,53,401.14
5. Cash and cash equivalent						
Balances with banks						
Current Account			368.73		287.95	
Cash on hand			265.71		325.82	
			634.44		613.77	
						424.49
						985.14
						1,409.63
6. Other Current Assets						
GST Input			69.19		-	
			69.19		-	
						-

STANDARD SHOE SOLE AND MOULD (INDIA) LIMITED
Notes to Balance Sheet as at 31st March, 2018

(Rs. In '00)

Particulars	Figures as at 31st March, 2018			Figures as at 31st March, 2017		Figures as at 1st April, 2016	
	No. of Shares	Rs.	No. of Shares	Rs.	No. of Shares	Rs.	
7. Equity Share Capital							
(a) Authorised Share Capital							
Equity shares of Rs. 10/- each							
	1,00,00,000	10,00,000.00	1,00,00,000	10,00,000.00	1,00,00,000	10,00,000.00	
	1,00,00,000	10,00,000.00	1,00,00,000	10,00,000.00	1,00,00,000	10,00,000.00	
(b) Issued, Subscribed and Paid up							
Equity shares of Rs. 10/- each							
	51,81,500	5,18,150.00	51,81,500	5,18,150.00	51,81,500	5,18,150.00	
	51,81,500	5,18,150.00	51,81,500	5,18,150.00	51,81,500	5,18,150.00	
There has been no change in Equity Share Capital during the Year							
(c) Shareholders holding more than 5 percent shares							
B G Chemicals Private Limited	13,305.00	25.68	13,305.00	25.68	13,305.00	25.68	
8. Other Equity							
(a) Retained Earnings			(3,95,769.35)		(3,75,682.91)		
Add: Profit/(Loss) for the Year			(15,209.89)		(16,372.90)		
Add: Other Comprehensive Income (net of Tax)					(3,713.54)		
Total Comprehensive Income for the Year			(15,209.89)		(20,086.44)		
			(4,10,979.24)		(3,95,769.35)		
						(3,75,682.91)	
9. Trade Payables							
Trade Payable			35,155.91		6,633.27		
			35,155.91		6,633.27		
10. Other Current Liabilities							
(a) Other payables							
Payable for Expenses	565.71		310.71		316.43		
Statutory Liabilities	500.02		97.88		132.49		
Other Payable	3,752.60		2,515.78		4,426.26		
(b) Advance Received from Others							
	4,908.33		2,924.37		4,875.18		
	9,377.42		17,612.27		2,882.27		
	14,285.75		20,536.64		7,757.45		
11. Income Tax Liabilities							
Income tax	10,524.70		10,524.70		10,524.70		
	10,524.70		10,524.70		10,524.70		



STANDARD SHOE SOLE AND MOULD (INDIA) LIMITED

Notes to Statement of Profit and Loss for the year ended 31st March, 2018

(Rs. In '00)

Particulars	Figures for the period ended 31st March 2018	Figures for the period ended 31st March 2017
12 Revenue from Operations		
Revenue from sale of Chemicals	26,050.00	-
	26,050.00	-
13 Other income		
(a) Dividend from Investments in Shares	-	1.25
(b) Write back of Liabilities no longer required	1,000.00	-
(c) Net gain on Disposal of Financial Instruments measured at FVTPL Net Gain from Listed Shares	1,826.09	-
	2,826.09	1.25
14 Purchase of Stock in Trade		
Purchases of Chemicals	23,340.00	-
	23,340.00	-
15 Employee Benefits Expenses		
Salaries and wages	7,606.47	9,057.25
	7,606.47	9,057.25
16 Finance Cost		
Other Charges	20.65	0.11
	20.65	0.11
17 Other Expenses		
(a) Payment to Auditors		
- As Statutory Audit Fees	300.00	337.08
- As Internal Audit Fees	75.00	75.00
- As Secretarial Audit Fees	150.00	150.00
(b) Advertisement	408.79	357.78
(c) Listing Fees	2,875.00	2,290.00
(d) RTA Fees	1,207.14	1,382.62
(e) Consultancy & Professional Fees	1,723.03	917.63
(f) E-Voting Charges	234.06	236.58
(g) Legal Charges	5,826.90	1,260.71
(h) Coveyance	-	1.02
(I) Other Expenses	272.44	173.26
(j) Professional Tax on Companies	25.00	25.00
(k) Rent Paid	-	91.60
(l) Trade License	21.50	18.50
	13,118.86	7,316.78
18 Earning Per Share		
(a) Profit after taxes available to equity shareholders	(15,209.89)	(16,372.89)
(b) Weighted average number of equity shares outstanding	51,81,500	51,81,500
(c) Basic and diluted earnings per equity share of face value	(0.0029)	(0.0032)



STANDARD SHOE SOLE & MOULD (INDIA) LIMITED

NOTE No – 19

1) SIGNIFICANT ACCOUNTING POLICIES:-

a. Background

Standard Shoe Sole & Mould (India) Limited is a Listed Public Limited Company having registered office in Kolkata. The Company is engage in the business of Trading of Chemicals.

b. Statement of Compliance

The financial statements have been prepared in accordance with Indian Accounting Standard (Ind ASs) notified under section 133 of the Companies Act, 2013. These Financial Statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013. The Company adopted Ind AS from 01st April, 2017.

Up to the year ended 31st March, 2017, the Company prepared its financial statements in accordance with the requirements of previous Generally Accepted Accounting Policies (GAAP), which includes Standards notified under the Companies (Accounting Standard) Rules, 2006. These are the Company's first Ind AS financial statements. The date of transition to Ind AS is 01st April, 2016. Details of the exceptions and optional exemptions availed by Company and principal adjustments along with related reconciliations are detailed in Note-20 First-time Adoption of Ind AS.

c. Basis of Preparation

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values at the end of each reporting period, as explained in accounting policies.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an assets or a liability, the company takes into account the characteristic of the asset or liability if market participants would take those characteristic into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purpose in these financial statements is determined on such a basis.

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period; they are recognized in the period of the revision and future periods if the revision affects both current and future periods.

All assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in schedule III to the Companies Act 2013 and AS 1-Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents.



d. Revenue recognition

Revenue from sales of goods is recognised when significant risks and rewards of ownership have been transferred to the customers which generally coincides with their delivery to customers, the amount of revenue can be measured reliably and recovery of the consideration is probable. Revenue from the sale of goods includes excise and other duties which the company pays as a principal but excludes amounts collected on behalf of third parties, such as sales and value added tax and goods and service tax. It is measured at the fair value of the consideration received or receivable for goods supplied net of returns and discounts to customers.

Revenue from services is recognised at the fair value of the consideration received or receivable for services rendered in the periods in which the services are rendered on prorated basis over the period or per the terms of the contract.

Dividend income from investment is recognized when the shareholder's right to receive dividend has been established.

e. Taxation

Tax expenses comprises current and deferred tax.

f. Current tax

Current tax is measured at the amount expected to be paid to tax authorities in accordance with the Income Tax Act ,1961. The company current tax is calculated using tax rates and tax laws that have been enacted during the period, together with any adjustment to tax payable in respect to previous years. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realise the asset and settle the liability simultaneously.

g. Provisions and contingent liabilities

The company recognises a provision when there is a present obligation as a result of an obligating event that probably requires outflow of resources and a reliable estimate can be made of the amount of obligation. When some or all the economic benefits to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will received and the amount of receivable can be measured reliably. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

A disclosure of a contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure of contingent liability is made,

h. Financial assets

All regular way purchases or sales of financial assets are recognised and de-recognised on a trade date basis . Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.



All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of financial assets.

Recognition

Financial assets include investments, trade receivables, derivative instruments ,cash and cash equivalents , other bank balances, loans and other financial assets. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the standalone statement of profit and loss.

Classification

Management determines the classification of an initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depend upon such classification.

Financial assets are classified as those measured at:

- a) Amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest.
- b) Fair value through other comprehensive income, where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gain and losses arising from changes in the fair value being recognised in other comprehensive income.
- c) Fair value through other comprehensive income, where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets, Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.

Trade receivables, cash and cash equivalents, other bank balances, loans and other financial assets are classified for measurement at amortised cost. Derivative instruments are measured at fair value through statement of profit and loss while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit and loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

i. Financial liabilities and equity instruments

Classification:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Earning per share:

Basic earnings per share are calculated by dividing the profit and loss for the year attributed to shareholders by the weighted average number of shares outstanding during the year. For the purpose of calculating diluted earnings per share, the profit and loss for the year attributable to shareholders and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential shares.



2) USE OF ESTIMATES AND JUDGEMENTS:-

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 results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

Fair value measurements and valuation processes

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market- observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party qualified valuers to perform the valuation, if required.

- 3) The company filed a reference on 2nd 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 AAIFR 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 AAIFR.
- 4) 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.

5) Contingent Liabilities s at 31.3.2018 were as follows:

		Year Ended 31-03-2018 (Rs.in lac)	Year Ended 31-03-2017 (Rs.in lac)
i)	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
iii)	In respect of Custom	36.35	36.35



NOTE NO. 20**Particulars of Auditors Remuneration:**

Particulars	2017-2018 (Rs.)	2016-2017 (Rs.)
a) As auditors (including branch audit fee)	30000	33708
b) Taxation matters		
c) Other matters	-	-
d) Out of pocket expenses		
TOTAL	30000	33708

NOTE NO 21

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 22**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) MUKUND BHATTER		WHOLE TIME DIRECTOR
2) SUTAPA BHATTACHARYA		COMPANY SECRETARY
3) ARUN KUMAR RATHI		CHIEF FINANCIAL OFFICER
b) Relatives of Key management Personnel :	RENU BHATTER	Non-Executive Director (Wife of Mukund Bhatter, Whole Time Director)

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

Particulars	Nature of transactions	2017-18 Amt. (Rs.)	2016-17 Amt. (Rs.)
Key Management Person	Remuneration (CTC)	7,60,647	9,05,725
Relatives of Key Management Person	Remuneration, Rent, Insurance	NA	NA
Subsidiaries	Equity Capital Sale of Goods	NA	NA

Outstanding Balance as on March 31, 2018:

Particulars	2017-18 (Amount in Rs.)	2016-17 (Amount in Rs.)
Key management Person (Credit)	53,050	42,300
Relatives of Key Management Person (Credit)		
Subsidiaries (Debit)		
Total	53,050	42,300



NOTE NO 23

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

NOTE NO 24

First-time adoption of Ind AS

i) Ind AS 101- First-time adoption of Indian Accounting Standards provides a suitable point for accounting in accordance with Ind AS and is required to be mandatorily followed by first-time adopters. The Group has prepared the opening Balance Sheet as per Ind AS as of 01 April 2016(the transition date) by:

- a) Recognising all assets and liabilities whose recognition is required by Ind AS,
- b) Not recognizing items of assets or liabilities which are not permitted by Ind AS,
- c) Reclassifying items from previous GAAP to Ind AS as required under Ind AS, and
- d) Applying Ind AS in measurement of recognized assets and liabilities.

Particulars	For the year ended 31-Mar-17 (Rs. In '00)
Profit after tax as reported under previous GAAP	-16372.89
impact of the measuring current investments at FVTPL	-3713.54
Total comprehensive income as reported under Ind AS	-20086.43

For, MUKHERJEE SANYAL & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO: 307039E

(CA KAMAL KUMAR MUKHERJEE)
PARTNER
M. No. 011435
PLACE: Kolkata
DATED: 28TH May, 2018

For, Standard Shoe Sole & Mould (India) Limited

Mukund Bhatte

Mukund Bhatte
(Whole Time Director)
(DIN: 03579744)

Renu Bhatte

Renu Bhatte
(Director)
(DIN: 07044595)

For, Standard Shoe Sole & Mould (India) Limited

S. Bhattacharya
SUTAPA BHATTACHARYA
(Company Secretary)

ARUN KUMAR RATHI
(Chief Financial Officer)



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 reference to SEBI Circular: SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 and SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated 16th July, 2018 it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone 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 :

Telephone No. :

Name and Signatures : i.

ii.

iii.

Also, with reference to SEBI Circular dated 8th June, 2018, that the securities of listed company can be transferred only in dematerialized form from a cut-off date, the members are advised to dematerialize the shares held by them in physical form.

Thanking you,

For, Standard Shoe Sole and Mould (India) Limited

Mr. Mukund Bhatter
Whole Time Director
DIN: 03579744

BRANCHES : KOLKATA, CHENNAI, DELHI, KANPUR

FACTORY : CHENNAI, PONDICHERY

CIN-L24119WB1973PLC028902