

REPORT OF SCRUTINIZER

E-VOTING AND POLL

STANDARD SHOE SOLE AND MOULD (INDIA) LIMITED

ANNUAL GENERAL MEETING

29TH SEPTEMBER, 2014

CS AMARENDRA KUMAR RAI

Amarendra Rai & Associates

Company Secretaries

B-182, Sector-50, Noida, 201301

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

E-mail: akrai-cs@hotmail.com



Amarendra Rai & Associates

Company Secretaries

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

To,
The Chairman
Standard Shoe Sole and Mould (India) Limited
4/1B Radhanath Choudhury Road,
Entally, Kolkata, West Bengal-700015

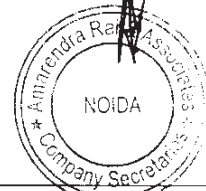
**Sub: Passing of Resolution through Electronic and Poll conducted at this Annual
General Meeting of Standard Shoe Sole and Mould (India) Limited (the Company)
held on 29th September, 2014.**

Dear Sir,

The Board of the Company had appointed me as Scrutinizer on 12th August, 2014, at their duly convened meeting for the E-Voting, commenced from 24th September, 2014 at 11.00 a.m to 26th September, 2014 at 6.00 pm and the Board had also appointed Ms. Priti Jain, Company Secretary in practice having CP No. 12209 of 19, Galiff Street, Shyambazar, Kolkata-700004 at their meeting held on 12th August, 2014, for the Poll held at this AGM of the Company on 29th September, 2014.

The Company had appointed **Central Depository Securities Limited (CDSL)** as service provider for extending the facility of electronic voting to the Shareholders of the Company from Wednesday, 24th September, 2014 at 11.00 am to Friday, 26th September, 2014 at 6.00 pm. **Purva Sharegistry India Pvt. Limited** as the Registrar and Share Transfer Agent of the Company. The e-voting results were unblocked by me on 27th September, 2014 in the presence of two witnesses viz Ms. Shivani Paliwal and Ms. Sakshi Mishra, who are not in the employment of the Company. For Further details kindly refer my Scrutinizer's Report dated 27th September, 2014 attached herewith.

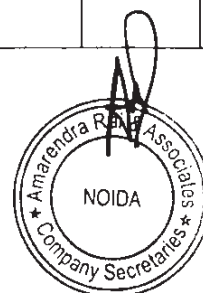
The Chairman of the meeting had suo motto called for poll to facilitate the members present in the meeting and the member who could not participate in e-voting process to



record their votes through the poll process. Ms. Priti Jain, Company Secretary in practice who has attended the proceedings of this Annual General Meeting of the Company held on 29th September, 2014 at 10.30 am as a scrutinizer and conducted the poll process. Ms. Priti Jain submitted her report in Form MGT-13 dated 29th September, 2014 to the Chairman of the Annual General Meeting and also given a copy of the same to me for the preparation of the combined report on e-voting and poll.

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

Item of Notice Particulars of Business	Type of Votes	Votings in Favour of Resolution		Votings against the Resolution		Invalid Votes	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
Item No. 1 of the Notice Ordinary resolution (Adoption of Audited Fiancial Statement)	E-Voting	25200	100	NIL	NIL	NIL	NIL
	Poll	1401340	99.9642	NIL	NIL	501	0.0358
	Total	1426540	99.9649	NIL	NIL	501	0.0351
Item No. 2 of the Notice Ordinary resolution (Appointment of Mrs. Ananya Dey as a Director)	E-Voting	25200	100	NIL	NIL	NIL	NIL
	Poll	1401340	99.9642	NIL	NIL	501	0.0358
	Total	1426540	99.9649	NIL	NIL	501	0.0351
Item No. 3 of the Notice Ordinary resolution (Appointment of Auditor)	E-Voting	25200	100	NIL	NIL	NIL	NIL
	Poll	1401340	99.9642	NIL	NIL	501	0.0358
	Total	1426540	99.9649	NIL	NIL	501	0.0351



Item No. 4 of the Notice Ordinary resolution (Appointment of Shri Bal Kishan Das as director)	E-Voting	25100	99.6031	100	0.3969	NIL	NIL
	Poll	1401340	99.9642	NIL	NIL	501	0.0358
	Total	1426440	99.9579	100	0.0070	501	0.0351
Item No. 5 of the Notice Special resolution (To re-appoint Mrs. Ananya Dey as a hole Time Director)	E-Voting	24900	98.8095	300	1.1905	NIL	NIL
	Poll	1401340	99.9642	NIL	NIL	501	0.0358
	Total	1426240	99.9439	300	0.0210	501	0.0351

All the Resolution stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the records of votes cast through e-voting by the Shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

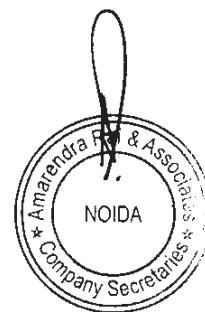
Thanking You

Issued at Noida dated 30th September, 2014

For Amarendra Rai & Associates
Company Secretaries



Amarendra Kumar Rai
CP: 9373





Amarendra Rai & Associates

Company Secretaries

To,
The Chairman
Standard Shoe Sole and Mould (India) Limited
4/1B Radhanath Choudhury Road,
Entally, Kolkata, West Bengal-700015

Sub: Passing of Resolution through E-Voting at this Annual General Meeting of Standard Shoe Sole and Mould (India) Limited (the Company) held on 29th September, 2014.

Dear Sir,

I refer to my appointment as scrutinizer made on 12th August, 2014, pursuant to the authority granted by the Board of Directors of **Standard Shoe Sole and Mould (India) Limited** (CIN: L24119WB1973PLC028902) to Scrutinize the e-voting process in a fair and transparent manner as per the provision of Companies Act, 2013 and rules made there under for this Annual General Meeting (AGM) of the Company to be held on 29th September, 2014.

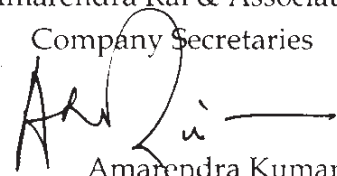
I have carried out the work as Scrutinizer from the close of Working hours on 26th September, 2014. I had scrutinized and reviewed the voting through electronic means and votes tendered therein.

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

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

For Amarendra Rai & Associates
Company Secretaries




Amarendra Kumar Rai

CP: 9373

REPORT OF SCRUTINIZER

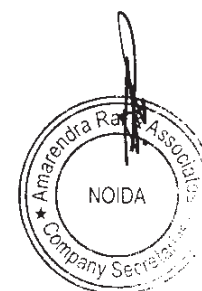
[Pursuant to Section 108 of the Companies Act, 2013]
[Rule 20 (xi) of the Companies (Management and Administration) Rules 2014]

To,
The Chairman
Standard Shoe Sole and Mould (India) Limited
4/1B Radhanath Choudhury Road,
Entally, Kolkata , West Bengal-700015

Dear Sir,

I, Amarendra Kumar Rai, Proprietor of M/s. Amarendra Rai & Associates, Company Secretaries, appointed as scrutinizer for the purpose of scrutinizing the E-voting process of **Standard Shoe Sole and Mould (India) Limited** (CIN: L24119WB1973PLC028902) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of this Annual General Meeting (AGM) of the Company to be held on 29th September, 2014. I submit the report as under:

- 1) The e-voting services were provided by Central Securities Depository Limited (CDSL).
- 2) The E-voting period commenced from 24th September, 2014 at 11.00 am and concludes on 26th September, 2014 at 6.00 pm.
- 3) The Shareholder holding shares on the "Cut-off date" (record date) i.e. Thursday, 28th August, 2014 was entitled to vote on the proposed resolutions stated in the Notice of the Company.
- 4) The votes were unblocked on 27th September, 2014 after 12.30 pm in the presence of two witnesses Ms. Shivani Paliwal and Ms. Sakshi Mishra, who are not in the employment of the Company.
- 5) The Results of e-voting along with the List of Shareholders who voted *FOR* and *AGAINST* the below resolutions were downloaded from the e-voting website of CDSL.



RESULT OF E-VOTING

Resolution: 1 (Ordinary Resolution)

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2014 including the Audited Balance sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and reports of the Board of the Directors' and Auditors' thereon:

1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
12	25200	100

2) Voted in Against the Resolution:

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

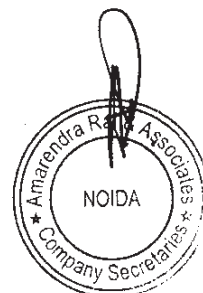
3) Invalid Votes:

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

Resolution: 2 (Ordinary Resolution)

To appoint a Director in place of Mrs. Ananya Dey, who retires by rotation and being eligible, offer herself for re-appointment.

1) Voted in Favour of Resolution:



Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
12	25200	100

2) Voted in Against the Resolution:

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

3) Invalid Votes:

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

Resolution: 3 (Ordinary Resolution)

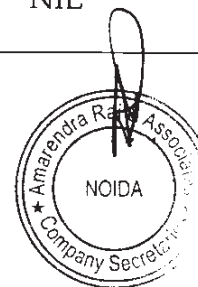
To appoint and fix their remuneration of M/s. Mukherjee Sanyal & Co., Chartered Accountants, Kolkata (Registration No. 307039E), be and are hereby re-appointed as the Statutory Auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as may be agreed to between the Board of Directors and the Auditors of the Company.

1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
12	25200	100

2) Voted in Against the Resolution:

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



3) Invalid Votes:

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

Resolution: 4 (Ordinary Resolution)

Appointment of Shri Bal Kishan Das as Director of the Company.

1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
11	25100	99.6031

2) Voted in Against the Resolution:

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
1	100	0.3969

3) Invalid Votes:

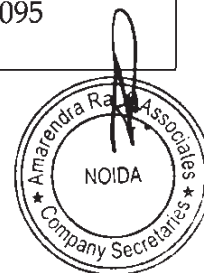
Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL

Resolution: 5 (Special Resolution)

To appoint Mrs. Ananya Dey as a Whole Time Director of the Company.

1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
10	24900	98.8095



2) Voted in Against the Resolution:

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
2	300	1.1905

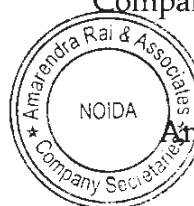
3) Invalid Votes:

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

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

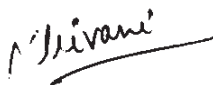
Issued at Noida dated 27th September, 2014


For Amarendra Rai & Associates
Company Secretaries



Amarendra Kumar Rai
CP: 9373

We, the undersigned Witness that the votes were unblocked from e-voting website of Central Depository Securities Limited (CDSL) in our presence at around 11.00 am on 24th September, 2014.


.....
Ms. Shivani Paliwal
D/o Mridul Paliwal
R/o C-155, Sector-22
Noida-201301, U.P.


.....
Ms. Sakshi Mishra
D/o Sh. Ashok Mishra
R/o Flat No. 3, MCD
Patparganj,
New Delhi-110091.



ACS PRITI JAIN
Membership No. 30944
CP No. 12209

19, Galiff Street
Shyambazar
Kolkata-700004
Mobile: 9883256924
Email: prtjain742@gmail.com

FORM: MGT-13

Report of the Scrutinizer

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

To,
The Chairman
Standard Shoe Sole and Mould India Limited
Annual General Meeting
4/1B Radhanath Choudhury Road,
Entally, Kolkata , West Bengal-700015

**Annual General Meeting of Equity Shareholders of Standard Shoe Sole and Mould India
Limited held on Monday, 29th September, 2014 at 10.30 am at 4/1B, Radhanath
Choudhury Road, Entally, Kolkata , West Bengal-700015**

Dear Sir,

I, Priti Jain, Practicing Company Secretary, appointed as scrutinizer for the purpose of poll taken on the below mentioned resolution(s), at this Annual General Meeting of Equity Shareholders of **Standard Shoe Sole and Mould India Limited** (CIN: L24119WB1973PLC028902) held on Monday, 29th September, 2014 at 10.30 am at **4/1B, Radhanath Choudhury Road, Entally, Kolkata, West Bengal-700015** submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were



reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

3. I did not find any poll papers invalid.

4. The result of the Poll is as under:

Item No.: 1 (Ordinary Resolution)

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2014 including the Audited Balance sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and reports of the Board of the Directors' and Auditors' thereon:

i) Voted in Favour of Resolution:

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
32	1401340	99.9642%

ii) Voted in Against the Resolution:

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

iii) Invalid Votes:

Total Number of members(In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	% of total number of Valid Votes Cast
4	501	0.0358%

Item No.: 2 (Ordinary Resolution)

To appoint a Director in place of Mrs. Ananya Dey, who retires by rotation and being eligible, offer herself for re-appointment.



i) Voted in Favour of Resolution:

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
32	1401340	99.9642%

ii) Voted in Against the Resolution:

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

iii) Invalid Votes:

Total Number of members(In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	% of total number of Valid Votes Cast
4	501	0.0358%

Item No.: 3 (Ordinary Resolution)

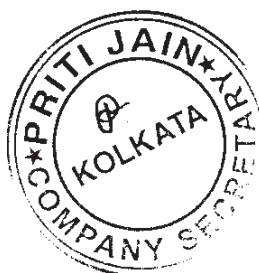
To appoint M/s Mukherjee Sanyal & Co, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting subject to ratification of shareholders at every Annual General Meeting, at a remuneration to be fixed by the Board of Directors of the Company.

i) Voted in Favour of Resolution:

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
32	1401340	99.9642%

ii) Voted in Against the Resolution:

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL



iii) Invalid Votes:

Total Number of members(In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	% of total number of Valid Votes Cast
4	501	0.0358%

Item No.: 4 (Ordinary Resolution)

Appointment of Shri Bal Kishan Das as Director of the Company.

i) Voted in Favour of Resolution:

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
32	1401340	99.9642%

ii) Voted in Against the Resolution:

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

iii) Invalid Votes:

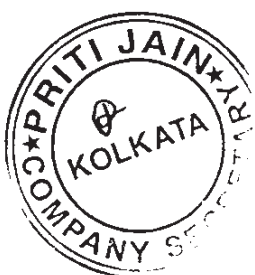
Total Number of members(In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	% of total number of Valid Votes Cast
4	501	0.0358%

Item No.: 5 (Special Resolution)

Re-Appointment of Mrs. Ananya Dey as Whole Time Director of the Company.

i) Voted in Favour of Resolution:

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
32	1401340	99.9642%



ii) Voted in Against the Resolution:

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

iii) Invalid Votes:

Total Number of members(In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	% of total number of Valid Votes Cast
4	501	0.0358%

5. A Compact Disk (CD) containing a List of Equity Shareholder who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll Papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking You,

Place: Kolkata

Date: 29th September, 2014



Priti Jain

Priti Jain
Company Secretary in Practice
CP: 12209

We undersigned Witness that the polling boxes were opened in our presence on 29th September, 2014 at this Annual General Meeting of the Company.

Mr. Mithun Paul

Mr. Mithun Paul
S/o: Mr. Binoy Paul
R/o: Sahid Bandhu Nagar, Kolkata: 700131

Mr. Jai Kumar Singh

Mr. Jai Kumar Singh
S/o: Late M.C. Singh
R/o: R.M Street, Kolkata-700007

CC To:

Amarendra Rai & Associates
Company Secretaries
B-182, Sec-50, Ground Floor, Noida,
GB Nagar, U.P, 201301
Cell: +91-9654157016