

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

(Formerly Known as Chemcrown India Limited)

Annual Report 2013-14

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Annual Report 2013-14

## BOARD OF DIRECTORS :

Director

Mrs. Ananya Dey

Whole Time

Mr. Bhupinder Kumar Mehta

Director\_

Mr. Kausik Mukherjee

Director

Mr. Bal Kishan Das

Director\_

## AUDITORS:

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

## REGISTERED OFFICE :

4/1B, Radhanath Choudhary Road,  
Entally, Kolkata,  
West Bengal - 700015

## REGISTERED SHARE TRANSFER AGENTS :

**Purva Shareregistry 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@vsnl.com

## ANNUAL GENERAL MEETING – PROGRAMME

**DATE :** 29<sup>th</sup> September, 2014

**TIME :** 10-30 a.m.

**VENUE :** 4/1B, Radhanath Choudhary Road,  
Entally, Kolkata,  
West Bengal - 700015

### Contents

Notice  
Directors Report  
Management Discussion &  
Analysis Report  
Report on Corporate  
Governance  
CEO/CFO Certification  
Code of Conduct  
Auditors Report  
Balance Sheet  
Profit & Loss Account  
Cash Flow Statement  
Schedules & Notes to Accounts

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

(Formerly Known as Chemcrown India Limited)

Annual Report 2013-14

Proxy Form

Attendance Slip

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**(Formerly Known as Chemcrown India Limited)**

Annual Report 2013-14

## **NOTICE FOR THE ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Annual General Meeting of the Members of the Company M/s Standard Shoe Sole and Mould India Limited will be held at 4/1B, Radhanath Choudhary Road, Entally, Kolkata, West Bengal, India – 700015 on Monday 29<sup>th</sup> September, 2014 at 10:30 a.m. to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31<sup>st</sup> March, 2014 and Statement of Profit & Loss Account of the company for the year ended as on that date together with the Report of the Directors' and Auditors thereon.
2. To appoint Director in place of Mrs. Ananya Dey (DIN 01297763) who retires by rotation and being eligible offers herself for reappointment.
3. To re-appoint the Auditor & fix their remuneration and in this regard to consider, and if thought fit, to pass the, with or without modification(s) the following resolution as an Ordinary Resolution pursuant to Section 139 of the Companies Act, 2013:

“RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, 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.”

### **SPECIAL BUSINESS:**

4. To consider appointing Mr. Bal Kishan Das as Director of the Company.  
To consider, and if thought fit, to pass with or without modifications(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161 and any other applicable provisions of Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and Articles of Association of the Company, Mr. Bal Kishan Das (DIN: 06853342) who was appointed as an additional director of the Company by the Board of Directors at its meeting held on 28.03.2014 and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

5. To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or any other Government authority/ agency/ board, if any, the consent of shareholders of the company be and is hereby accorded to re-appoint Mrs. Ananya Dey as Whole Time Director of the Company for a period of 3 (three) years with effect from 25<sup>th</sup>

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

**(Formerly Known as Chemcrown India Limited)**

Annual Report 2013-14

August, 2014.

FURTHER RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or any other Government authority/ agency/ board, if any, the consent of shareholders of the company be and is hereby accorded to the Board of Directors to fix the remuneration of Mrs. Ananya Dey, Whole Time Director subject to the provisions of section 197 of the Companies Act, 2013.

FURTHER RESOLVED THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the company has no profits or inadequate profits then the remuneration as decided above be paid with prior approval of Central Government.

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.

FURTHER RESOLVED THAT the Board of Directors or any committee thereof be and is hereby authorised to amend, alter, modify or otherwise vary the terms of appointment of Mrs. Ananya Dey , Whole Time Director.

**Place: Kolkata**  
**Date: 29/05/2014**

**For & on behalf of the Board of Director**

**Director**

**Director**

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

## **(Formerly Known as Chemcrown India Limited)**

Annual Report 2013-14

### 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, 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 Business to be transacted at the meeting is annexed hereto.
5. Pursuant to section 91 of the Companies Act, 2013, Register of Members and Shares Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2014 to 29<sup>th</sup> September, 2014 (both days inclusive).
6. The Board of Directors have not recommended any dividend for the financial year ended 31<sup>st</sup> March, 2014.
7. Pursuant to Section 123(5) of the Companies Act, 2013 and the Securities and Exchange Board of India's Circular No. CIR/MRD/DP/10/2013 dated 21<sup>st</sup> March, 2013 regarding use of electronic payment modes for making payments to investors, members are requested to update their bank account and latest address 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. This obviates problem like loss/fraudulent interception of Dividend warrants during postal transit while also expediting the payment.
8. Members are advised to note the ISIN No. INE888N01013 allotted to the Company's share and those who are interested to dematerialize their shares may do so.
9. Members are requested to claim their unclaimed dividend, if any, and for the purpose may correspond with the Registrar and Share Transfer Agent. Members are requested to note that in terms of Section 205C of the Companies Act, 1956, 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.
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, change of address intimation and other communication in relation thereto

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

### **(Formerly Known as Chemcrown India Limited)**

Annual Report 2013-14

with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and address to Purva Sharegistry (India) Pvt. Ltd, Unit: Standard Shoe Sole and Mould (India) Limited.

11. 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 the PAN to their depository participant with whom they are maintaining their demat accounts. Members holding physical shares can submit their PAN details to the Company or to the Registrars and Share Transfer Agents
12. Member who hold shares in dematerialized form are requested to write their Client Id and DP Id numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
13. Members/proxies should fill the attendance slip for attending the meeting and bring their attendance slip duly filled in along with their copy of Annual Report to the Meeting.
14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company.
15. 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.
16. 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 in India for permanent settlement.
  - b. 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.
17. Members 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](mailto: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.
18. 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 (10A.M to 6P.M.) on all working days (except Saturdays) upto the date of Annual General Meeting of the Company.
19. Appointment of Statutory Auditors under Section 139 of the Companies Act, 2013, every company shall at the first AGM, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its 6<sup>th</sup> Annual General Meeting and thereafter till the conclusion of every 6<sup>th</sup> meeting. M/s Mukherjee & Sanyal, Chartered Accountants who were appointed as Statutory Auditors for the company for the financial year 2013-14 old the office upto the conclusion of this Annual General Meeting. Thus, the appointment of Statutory Auditors for a period of 4 consecutive years has been put up for approval of the Members as Item No. 3 of the Notice.
20. 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

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

### **(Formerly Known as Chemcrown India Limited)**

Annual Report 2013-14

under Clause 49 of the listing Agreement with the Stock Exchange is annexed hereto. The Company is in receipt of relevant disclosures / consents from the Directors pertaining to their appointment/ re-appointment.

21. 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.
22. As a matter of convenience the shareholders are requested to inform their queries if any, the company in advance so as to enable the company to properly reply the same at the time of meeting.
23. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance and has issued circular nos. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 which states that service of notice/documents including Annual Report can be sent by e-mail to its members and pursuant to Section 20 of the Companies Act, 2013, read with Rule 35 of the Companies (Incorporation) Rules, 2014, companies are allowed to send their members notices/ documents in the electronic form. To enable the Company send its Annual Report, Notice of AGM, and other documents for the financial year ended 31<sup>st</sup> March, 2014 electronically and to support the said green initiative, members holding shares in demat form, who have not registered their e-mail address as of now, are requested to register the same with their respective depository participant and members holding shares in physical form are requested to their valid e-mail address with the RTA by writing to them mentioning their name and folio no.
24. Members are requested to update their Email ID, in case of any changes, with their respective depository participant and with the Company's Registrar and Transfer Agents (RTA) to enable dispatch of the communications in electronic form from time to time as your Company have taken a "Green Initiative" as per the directions of Ministry of Corporate Affairs, New Delhi allowing paperless compliances for Companies.
25. Members holding shares in physical form are requested to notify to the company's Registrar and share Transfer Agent, M/s. Purva Sharegistry (India) Pvt. Ltd quoting their folio, any change in their registered address with pin code and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant.
26. In support of the Green Initiative of the Government, electronic copy of the Annual Report for the Financial Year 2013-14 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 2013-14 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.
27. Members may also note that the Notice for the Annual General Meeting and the Annual Report for the Financial Year 2013-14 will also be available on the company's website:- [www.sssmil.com](http://www.sssmil.com) for their download.
28. Even after registering their e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication/information, the members may also send requests to the Companies E-mail ID : [companysecretary@cel.co.in](mailto:companysecretary@cel.co.in).
29. Voting through electronic means:



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

Annual Report 2013-14

In compliance with the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 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. The company has availed the e-voting services as provided by CDSL (Central Depository Services Limited) The Company has appointed Mr. Amarendra Rai proprietor of M/s. Amarendra Rai & Associates, Practicing Company Secretaries, Noida as scrutinizer for conducting the e-voting process in a fair and transparent manner. The instructions on e-voting are detailed hereunder:

### **Incase of members receiving e-mail**

- i. The shareholder should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on shareholders tab
- iii. Now select the “Standard shoe sole and Mould India Limited” (Company Name) from the drop down menu and click on “Submit”
- iv. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 character DP ID followed by 8 digits client ID.
  - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- v. Next enter the image verification as displayed and click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	<b>For Members holding shares in DEMAT FORM and Physical Form</b>
PAN*	<p>Enter your 10 digit alpha numeric * PAN issued by the Income Tax Department (Applicable for both DEMAT Shareholders as well as Physical Shareholders)</p> <ul style="list-style-type: none"> <li>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 last 8 digits of the demat account/ folio number in the PAN field.</li> <li>In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	<p>Enter the dividend Bank details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the Number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

- viii. After entering these details appropriately, click on “SUBMIT” tab.

## Standard Shoe Sole and Mould (India) Limited

(Formerly Known as Chemcrown India Limited)

Annual Report 2013-14

- ix. 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 the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person any other person and take utmost care to keep your password confidential.
- x. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- xi. Click on the EVSN for "Standard Shoe Sole and Mould India Limited" on which you choose to vote.
- xii. 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.
- xiii. Click on "RESOLUTION FILE LINK" if you wish to view the entire resolution details.
- xiv. After selecting the resolution you have decided to vote on, click "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out a print of the voting done by you by clicking on "Click here to print" option on the voting page.
- xvii. If Demat account holder has forgotten the same password then enter the User ID and image verification code and click on Forgot Password and enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <http://www.evotingindia.co.in> and register themselves as Corporates
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

### **In case of members receiving the physical copy**

- (A) Please follow all steps from Sl. No. (i) to Sl. No. (xvii) above to cast vote
- (B) The voting period begins on 24<sup>th</sup> September, 2014 at 11 A.M. and ends on 26<sup>th</sup> September, 2014 at 6P.M. During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (record date) of 28<sup>th</sup> August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.