

Standard Shoe Sole and Mould (India) Limited

(Formerly Known as Chemcrown India Limited)

Annual Report 2014-15

ANNUAL REPORT
2014-15

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KEY MANAGERIAL PERSONNEL

Mrs. Ananya Dey	Whole Time Director
Mr. Bhupinder Kumar Mehta	Director
Mr. Kausik Mukherjee	Director
Mr. Bal Kishan Das	Director
Mr. Arun Kumar Rath	CFO
Ms. Tanvi Panday	Company Secretary

AUDITORS:

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

REGISTERED OFFICE :

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

REGISTERED 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@vsnl.com

ANNUAL GENERAL MEETING – PROGRAMME

DATE : Saturday, 26th September, 2015

TIME : 10-30 a.m.

VENUE : 95, Park Street, 2nd Floor, Kolkata - 700016

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NOTICE FOR THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 39th Annual General Meeting of the Members of the Company M/s Standard Shoe Sole and Mould India Limited will be held at 95, Park Street, 2nd Floor, Kolkata - 700016 on Saturday 26th September, 2015 at 10:30 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, 2015 including the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss Account of the company for the year ended as on that date together with the Report of the Directors' and Auditors thereon.
2. To appoint Director in place of Mr Bal Kishan Das (DIN 06853342) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To ratify the appointment of 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

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions of Companies Act, 2013 and Rules framed thereunder, if any, the appointment of M/S. Mukherjee Sanyal & Co., Chartered Accountants, Kolkata (Registration No. 307039E) as Statutory Auditors of the Company for the Financial Year 2015-16 and who hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company to be held for the Financial Year 2016-17 be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for Financial Year ending 31st March, 2016 as may be agreed to between the Board of Directors and the Auditors of the Company."

SPECIAL BUSINESS:

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

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

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

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

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Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Place: Kolkata
Date: 23/05/2015

For & on behalf of the Board of Director

Ananya Dey *Kausik Mukherjee*

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

Mr. Kausik Mukherjee
Director
DIN:03191070
Vill & P.O. Janai
Malipara
Hooghly-712304,

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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, 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 19th September, 2015 to 26th September, 2015 (both days inclusive).
6. The Board of Directors have not recommended any dividend for the financial year ended 31st March, 2015.
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 21st 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 Sharegistry 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.

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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 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 Shareregistry (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.

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- 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 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 6th Annual General Meeting and thereafter till the conclusion of every 6th meeting. M/s Mukherjee & Sanyal, Chartered Accountants who were appointed as Statutory Auditors for the company for the financial year 2014-15 hold the office upto the conclusion of this Annual General Meeting. Thus, the appointment of Statutory Auditors for a period of 2 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 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

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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 31st March, 2015 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 2014-15 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 2014-15 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 2014-15 will also be available on the company's website:- 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.

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29. Voting through electronic means:

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:

- (i) The voting period begins on 23rd September, 2015 at 11 A.M and ends on 25th September, 2015 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) 19th September, 2015 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 meeting date 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
 - 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.
- (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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.

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	<ul style="list-style-type: none">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.
- (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.