

*Standard Shoe Sole and Mould (India) Limited*

*(Formerly Known as Chemcrown India Limited)*

Annual Report 2015-16

***ANNUAL REPORT***  
***2015-16***

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

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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 Rathi	CFO
Ms. Tanvi Panday	Company Secretary

## **STATUTORY AUDITORS:**

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

## **INTERNAL AUDITORS**

M/s Srikumar Bandyopadhyay & Co.  
Chartered Accountants  
Kolkata

## **SECRETARIAL AUDITORS:**

Ms. Deepika Gupta  
M/s Deepika G & Associates  
Practicing Company Secretaries  
Noida

## **REGISTERED OFFICE :**

95, Park Street, 2<sup>nd</sup> 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 :** Thursday, 11<sup>th</sup> August, 2016

**TIME :** 11-30 a.m.

**VENUE :** 95, Park Street, 2<sup>nd</sup> Floor, Kolkata - 700016

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

NOTICE is hereby given that the 40<sup>th</sup> 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, 2<sup>nd</sup> Floor, Kolkata - 700016 on Thursday 11<sup>th</sup> August, 2016 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 31<sup>st</sup> March, 2016 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 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, 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 2016-17 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 31<sup>st</sup> March, 2017 as may be agreed to between the Board of Directors and the Auditors of the Company.”

### **SPECIAL BUSINESS:**

4. To consider appointing Mr. Kaushik Kundu 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. Kaushik Kundu (DIN: 07565634) who was appointed as an additional director of the Company by the Board of Directors at its meeting held on 18.05.2016 and who vacates his office at this Annual General Meeting and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, 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 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:

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“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), the consent of the Members 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 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: 18/05/2016

For & on behalf of the Board of Director

*Ananya Dey*

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

*Kausik Mukherjee*

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 required to be annexed hereto. However, it may be noted here that there is no special business to transact. The Explanatory statement, if any, forms part of notice.
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 (2015-16)
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.



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7. Pursuant to section 91 of the Companies Act, 2013, Register of Members and Shares Transfer Books of the Company will remain closed from 4<sup>th</sup> August, 2016 to 11<sup>th</sup> August, 2016 (both days inclusive).
8. The Board of Directors have not recommended any dividend for the financial year ended 31<sup>st</sup> March, 2016.
9. Members are requested to note that in terms of Section 205C of the Companies Act, 1956, (Section 124 read with 125 of 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.
10. The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank accounts details furnished by the Depositories for depositing dividend. Dividend, if any declared, will be credited to the Member's Bank Account through NECS wherever complete core banking details are available with the company. In cases where the core banking details are not available dividend warrants will be issued to the members with bank details printed thereon as available in the Company's record.
11. 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 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.
12. 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.
13. **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**

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14. 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 enable us to ensure compliance.
15. The Company has appointed M/s. Purva Sharegistry (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 (only for shareholding physical shares) 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 Sharegistry (India) Pvt. Ltd, Unit: Standard Shoe Sole and Mould (India) Limited.
16. 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.
17. SEBI vide Circular Ref No. MRD/DoP/Cir-05/2007 dated 27<sup>th</sup> April, 2007 made PAN mandatory for all securities market transactions. Thereafter, vide Circular No.MRD/Dop/Cir-05/2009 dated 20<sup>th</sup> May, 2009, it was clarified that for securities market transactions and off market/private transaction involving transfer of shares in physical form of listed company, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTA for registration of such transfer of shares.
18. SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:
  - a. Deletion of the name of the deceased members(s), where the shares are held in the name of two or more member(s).
  - b. Transmission of shares to the legal heir(s), where the deceased Member was the sole holder of shares.
  - c. Transposition of shares when there is change in the order of names in which physical shares are held jointly in the names of two or more Members.
19. 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

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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.

20. 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.
21. 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.
22. 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.
23. Members holding shares in physical form are requested to 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 along with address proof i.e. Electricity/Telephone Bill, Driving License 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 passed on to their respective Depository Participant and not to Company/RTA.
24. 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.
25. 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.



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26. 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.
27. 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.
28. 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, 2016 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 register their valid e-mail address with the RTA by writing to them mentioning their name and folio no.
29. 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.
30. In support of the Green Initiative of the Government 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 2015-16 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 2015-16 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.

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31. Members may also note that the Notice for the Annual General Meeting and the Annual Report for the Financial Year 2015-16 will also be available on the company's website:- [www.sssmil.com](http://www.sssmil.com) for their download.
32. 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 : [kolkataoffice@cel.co.in](mailto:kolkataoffice@cel.co.in) / [companysecretary@cel.co.in](mailto:companysecretary@cel.co.in).
33. 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.
34. 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.
35. Pursuant to Section 139 of the Companies Act, 2013 and audit firm shall not be appointed/re-appointed as auditor for more than two terms of five consecutive years and where an audit firm which has completed its term as above shall not be eligible for re-appointment as auditor in the same company for five years from completion of such term provided that every company existing on or before the commencement of Companies Act, 2013 (as in our case), is required to comply with the said provisions within three years from date of commencement of the Act. Therefore 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 this financial year (i.e. 2016-17) has been put up for approval of the Members as Item No. 3 of the Notice.
36. Mukherjee Sanyal & Co., Chartered Accountants, Kolkata, Statutory Auditors of the company were paid fees of Rs. 33708/- (Thirty Three Thousand Seven Hundred and Eight only) inclusive of taxes.
37. 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.
38. 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 and Regulation 44 of