

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

# ***ANNUAL REPORT*** ***2018-19***

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

**BOARD OF DIRECTORS**

Mr. Mukund Bhatte  
(Whole Time Director)

Mr. Bhupinder Kumar Mehta  
(Independent Director)

Mr. Bal Kishan Das  
(Independent Director)

Mr. Kaushik Kundu  
(Non-Executive Director)

Mrs. Renu Bhatte  
(Non-Executive Director)

**KEY MANAGERIAL PERSONNEL**

Ms. Nupur Mohata  
(Company Secretary)

Mr. Arun Kumar Rathi  
(Chief Financial Officer)

**STATUTORY AUDITOR:**

M/s. L B Jha & 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: [support@purvashare.com](mailto:support@purvashare.com)

**REGISTERED OFFICE:**

95, Park Street, 2<sup>nd</sup> Floor, Kolkata – 700016

**CIN:** L24119WB1973PLC028902

**STOCK EXCHANGE WHERE THE SHARES ARE LISTED**

The BSE Limited (Security Code: 523351)

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

Regd. Office: 95, Park Street, 2<sup>nd</sup> Floor, Kolkata – 700016  
CIN: L24119WB1973PLC028902  
Phone: 2226-1175 Email: companysecretary@cel.co.in

**NOTICE CONVENING ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 43<sup>rd</sup> Annual General Meeting of the Members of M/s. Standard Shoe Sole and Mould (India) Ltd. will be held at 95, Park Street, 2<sup>nd</sup> Floor, Kolkata - 700016 on Monday, 30<sup>th</sup> September, 2019 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, 2019 together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Kaushik Kundu (DIN: 07565634), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. **Change in designation of Mr. Bal Kishan Das (DIN: 06853342) from Non Executive Director to Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and on the recommendation of the Nomination and Remuneration Committee, Mr. Bal Kishan Das (DIN: 06853342) who was appointed as the Non Executive Director of the Company, being eligible, be and is hereby appointed as an Independent Director of the Company, w.e.f. 6<sup>th</sup> August, 2019, not liable to retire by rotation, and to hold office for a period of 5 (five) consecutive years, i.e upto 5<sup>th</sup> August, 2024 and who has given a declaration in writing that he meets the criteria as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts and all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Registered Office:**  
**95, Park Street, 2<sup>nd</sup> Floor,**  
**Kolkata- 700016**  
**Date: 05.08.2019**

**Sd/-**  
**Mukund Bhatte**  
**Whole Time Director**  
**DIN: 03579744**

**Standard Shoe Sole and Mould (India) Ltd.**  
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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 (2018-19).
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 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive).
8. The Board of Directors have not recommended any dividend for the financial year ended 31<sup>st</sup> March, 2019.
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 Agent.
10. The Company has appointed M/s. Purva Shareregistry (India) Pvt Ltd., as its Registrar and Share Transfer Agent 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., 9, Shiv Shakti Ind., Estt. J R Boricha Marg, Lower Parel East, Mumbai-400 011.
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 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 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 mandated that securities of Listed Companies can be transferred only in dematerialized form w.e.f. 1<sup>st</sup> April, 2019. Accordingly, the Company/RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization. In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.
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.

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15. 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.
20. Non-resident Indian Members, if any, are requested to inform the Registrar and Share Transfer Agent, 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](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.
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 2018-19 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 2018-19 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 43<sup>rd</sup> Annual General Meeting and the Annual Report for the Financial Year 2018-19 will also be available on the company's website:- [www.sssmil.com](http://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: [companysecretary@cel.co.in](mailto: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: it is above "Savera Sarees" showroom in Park Street. Entrance is from the gate next to the showroom.

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**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, 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 27<sup>th</sup> September, 2019 at 11 A.M and ends on 29<sup>th</sup> September, 2019 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) 23<sup>rd</sup> September, 2019 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](http://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](http://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"> <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 8 digits of the sequence number in the PAN field.</li> <li>• 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.</li> </ul> |
| Dividend Bank Details<br><b>OR</b> 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"> <li>• 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).</li> </ul>  |

- 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.

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- 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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.

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

**Item No.3:**

Mr. Bal Kishan Das was appointed as the Non Executive Director in the Annual General Meeting held on 29.09.2014. Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors have approved the change in designation of Mr. Bal Kishan Das from Non Executive Director to an Independent Director of the Company w.e.f. 6<sup>th</sup> August, 2019 for a period of 5 (five) consecutive years upto 5<sup>th</sup> August, 2024 pursuant to the provisions of Section 149 of the Companies Act, 2013. The period of office of Mr. Das as the Independent Director of the Company shall not be liable to determination by retirement of directors by rotation at every AGM. The Company has also received declaration from Mr. Bal Kishan Das that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. In the opinion of the Board, Mr. Bal Kishan Das fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Save and except Mr. Bal Kishan Das, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

**Registered Office:**  
**95, Park Street, 2<sup>nd</sup> Floor,**  
**Kolkata- 700016**  
**Date: 05.08.2019**

**Sd/-**  
**Mukund Bhatler**  
**Whole Time Director**  
**DIN: 03579744**

**Standard Shoe Sole and Mould (India) Ltd.**  
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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:**

| <b>Sr. No.</b> | <b>Name of Director</b>                                     | <b>Mr. Kaushik Kundu</b>                      | <b>Mr. Bal Kishan Das</b>                             |
|----------------|---|---|---|
| 1              | Director Identification Number                              | 07565634                                      | 06853342  |
| 2              | Date Of Birth   | 22.10.1982                                    | 31.12.1967  |
| 3              | Age   | 36 Years                                      | 51 Years  |
| 4              | Permanent Account Number                                    | AKTPK2480M                                    | AHPPD0002R  |
| 5              | Date of Appointment on the Board                            | 12 <sup>th</sup> July, 2016                   | 28 <sup>th</sup> March, 2014                          |
| 6              | Experience in specific functional area                      | Legal   | Marketing   |
| 7              | Expertise in specific functional areas                      | Has over 8 years of experience in legal field | Has over 15 years experience in marketing in footwear |
| 8              | No. of Equity Shares held in the company (as on 31.03.2019) | Nil   | Nil   |
| 9              | Qualifications  | LLB & CS                                      | M. Com  |
| 10.            | List of Directorship held in other Companies                | NIL   | NIL   |
| 11.            | Membership /Chairman of Committees of other Companies       | NIL   | NIL   |
| 12.            | Relationship, if any, between Directors inter-se            | Not related to any Director                   | Not related to any Director                           |

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

**Registered Office:**  
**95, Park Street, 2<sup>nd</sup> Floor,**  
**Kolkata- 700016**  
**Date: 05.08.2019**

**Sd/-**  
**Mukund Bhatler**  
**Whole Time Director**  
**DIN: 03579744**



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**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, 2<sup>nd</sup> 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) of .....shares 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 43<sup>rd</sup> Annual General Meeting/ ~~Extra Ordinary General Meeting~~ of the company, to be held on Monday, 30<sup>th</sup> day of September, 2019 at 11:30 a.m./~~p.m.~~ at the registered office of the company at 95, Park Street, 2<sup>nd</sup> 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<br>(Ordinary) | To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2019 together with the Report of the Board of Directors and the Auditors thereon. |
| Resolution 2<br>(Ordinary) | To appoint a Director in place of Mr. Kaushik Kundu (DIN: 07565634), who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.                           |
| Resolution 3<br>(Special)  | To change the designation of Mr. Bal Kishan Das (DIN: 06853342) from Non Executive Director to Independent Director of the Company  |

Signed this .....day of September, 2019

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.**

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CIN: L24119WB1973PLC028902  
Regd Office:- 95, Park Street, 2<sup>nd</sup> Floor, Kolkata-700016.  
Tel: 033-2226-1175/ 5652 Fax: 033-2249-2218  
E-Mail Id: companysecretary@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.<br><br>Proxy Form duly submitted to Company<br>Yes <input type="checkbox"/> No <input type="checkbox"/> |  |
| 3 | Registered Address of the Sole/First named Member  |  |
| 4 | Registered Folio No./*DP ID No. and Client ID No.<br>(* Applicable to Members holding shares in dematerialized form)   |  |
| 5 | Number of Shares held  |  |

I/We hereby record my/our presence at the 43<sup>rd</sup> Annual General Meeting of the Members of Standard Shoe Sole and Mould (India) Limited held on Monday, 30<sup>th</sup> day of September, 2019, at 11:30 a.m. at 95, Park Street, 2<sup>nd</sup> 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.