

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

Annual Report 2015-16

NOTICE FOR THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 40th 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 Thursday 11th 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 31st March, 2016 including the Audited Balance Sheet as at 31st 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 31st 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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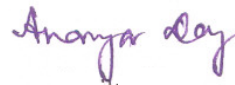
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“RESOLVED THAT pursuant to the provisions of section 4, 5, 13 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including 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



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 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 4th August, 2016 to 11th August, 2016 (both days inclusive).
8. The Board of Directors have not recommended any dividend for the financial year ended 31st 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 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.
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 27th April, 2007 made PAN mandatory for all securities market transactions. Thereafter, vide Circular No.MRD/Dop/Cir-05/2009 dated 20th 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 Sharegistry (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 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 31st 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 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 / 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

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SEBI(Listing Obligations & Disclosure Requirements), Regulations, 2015, 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 8th August, 2016 at 11 A.M and ends on 10th August, 2016 at 5P.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) 4th August, 2016 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. • 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)	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. <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.

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- (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.
- (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 users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. 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 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.
 - 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.

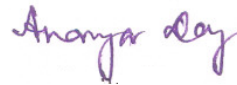
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- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
39. 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.
40. The route map of the venue of the Meeting is given in the Notice. The prominent landmark of the venue is, it is above “Savera Sarees” showroom in park street. Entrance is from the gate next to the showroom.

Place: Kolkata
Date: 18/05/2016

For & on behalf of the Board of Director



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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EXPLANATORY NOTES

(Pursuant to Section 102 of the Companies Act, 2013) (Formerly section 173 of Companies Act, 1956)

Item No. 2

Pursuant to Section 152(6)(c) of the Companies Act, 2013, at every Annual General Meeting one third of the such of the directors for the time being as are liable to retire by rotation, or if there number is neither three nor a multiple of three, then, the number nearest to one third, shall retire from office.

Further, as per the provisions of Section 149 (13) of Companies Act, 2013, the provisions of sub-section (6) and (7) of section 152 in respect of retirement of directors by rotation shall not be applicable to appointment of independent directors.

As such the Mr. Bal Kishan Das, Director of the Company retires by rotation and being eligible offers himself for re-appointment.

The Board of Directors recommends the Ordinary Resolution, subject to the approval of the Board.

Item No. 3

Pursuant to Section 139(2) of Companies Act, 2013 a listed company shall appoint/re-appoint an Audit Firm as Auditor for two term of five consecutive years provided further that as on the date of appointment no audit firm having a common partner or partners to the other audit firm, whose tenure has expired in a company immediately preceding the financial year shall be appointed as auditor of the same company for a period of five years.

Provided also that every company, existing on or before the commencement of this Act which is required to comply with this provisions of sub section, shall comply with the requirements of this sub-section within three years from the date of commencement of this Act.

As such since the Act commenced on 01.04.2014, therefore the Company may appoint its Auditor only from a term of three years from date of commencement of this Act and as such the appointed shall be made till the conclusion of 40th Annual General Meeting of the Company to be held on 2017 subject to ratification at every Annual General Meeting of the Company.

Thus, the re-appointment of Statutory Auditors for a period of 1 year has been put up for approval of the Members as Item No. 3 of the Notice.

Accordingly the Board recommends passing of the special resolution as set out in Item No. 3 of this notice.

Item No.4

Mr. Kaushik Kundu was appointed as Additional Director of the Company with effect from 18.05.2016 pursuant to section 161 of the Companies Act, 2013 at the Board Meeting held on the said date based on the recommendation of Nomination and Remuneration Committee.

In terms of Provision of Article 161 of the Companies Act, 2013, Mr. Kaushik Kundu will hold office upto the date of ensuing Annual General Meeting.

Pursuant to Section 160 of the Companies Act, 2013, the company has received a notice together with requisite deposit of Rs.1,00,000/- (Rupees One Lakh only) from a member signifying his intention to propose Mr. Kaushik Kundu for the office of Director of the Company, liable to retire by rotation.

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The Company has received intimation from Mr. Kaushik Kundu to the effect that he is not disqualified from being appointed as the Director in terms of section 164 of the Companies Act, 2013. The Company has also received MBP-1 from Mr. Kaushik Kundu in terms of Section 184 of the Companies Act, 2013 and his consent to be appointed as the Director. The Board considers that the appointment of Mr. Kaushik Kundu as a director of the Company shall benefit the company. Accordingly the Board recommends the appointment of Mr. Kaushik Kundu as the director of the Company, whose period of office is liable to determination by retirement of director by rotation for approval of members of the Company.

A brief profile of Kaushik Kundu and the nature of expertise, the names of the company in which he holds directorship along with the details of membership / chairmanship on various committees of the Board of other companies, shareholding in the company and the relationship between directors inter-se is annexed to the notice.

Except Mr. Kaushik Kundu, to whom the resolution relates, none of the directors and Key Managerial Personnels and their relatives is interested or concerned financially or otherwise in the Resolution set out at Item No. 4 of the Notice.

This explanatory statement along with the disclosure pertaining to the details of dissector as annexed herewith, may also be regarded as a Disclosure under clause 36(3) of the Listing Agreement with the Stock Exchanges.

Further, accordingly the Company has given this Notice pursuant to the proviso of Section 160 of the Companies Act, 2013 in lieu of sending individual notices to each member.

Item No. 5

As per the provisions of section 4 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 it is proposed to adopt the new Memorandum of Association of the Company incorporating certain other changes so as to comply with the requirements of the Companies Act, 2013. Hence your approval is sought in terms of the provisions of Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 for adopting the new Memorandum of Association as per the requirements of Companies Act, 2013.

The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013.

Hence the Board of Directors at its meeting held on 18th, May 2016 decided to adopt new set of Memorandum and Articles in place of existing Memorandum of Association and Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 4, 5, 13 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Memorandum of Association and Articles of Association of the Company.

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

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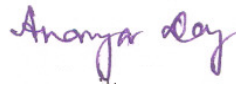
A copy of the proposed set of new Memorandum of Association and Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 1.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution

Accordingly the Board recommends passing of the special resolution as set out in Item No. 5 of this notice.

Place: Kolkata
Date: 18/05/2016

For & on behalf of the Board of Director



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,

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

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ANNEXURE TO THE NOTICE

Notes on directors seeking appointment/re-appointment as required under Regulation 36(3) of the listing agreement entered into with Stock Exchanges:

Sr. No.	Name of Director	Mr. Bal Kishan Das	Mr. Kaushik Kundu
1	Director Identification Number	06853342	07565634
2	Date Of Birth	31.12.1967	22.10.1982
3	Age	48 years	33 years
4	Permanent Account Number	AHPPD0002R	AKTPK2480M
5	Date of Appointment on the Board	28 th March, 2014	18 th May, 2016
6	Experience in specific functional area	Marketing	Legal
7	Expertise in specific functional areas	Has over 12 years experience in marketing in footwear	Has over 5 years experience in legal field.
8	No. of Equity Shares held in the company (as on 31.03.2016)	Nil	Nil
9	Qualifications	M. Com	LL.B & CS
10.	List of Directorship	Nil	Nil
11.	Membership /Chairman of Committees of other Companies	Nil	Nil
12.	Relationship, if any, between Directors inter-se	Nil	Nil

Place: Kolkata

For & on behalf of the Board of Director

Date: 18/05/2016

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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Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L24119WB1973PLC028902
Name of the Company: Standard Shoe Sole and Mould India Limited
Registered office : 95, Park Street, 2nd 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) ofshares 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 40th Annual General Meeting/ ~~Extra Ordinary General Meeting~~ of the company, to be held on 11th day of August, 2016 at 11:30 a.m/~~p.m.~~ at the registered office of the company at 95, Park Street, 2nd Floor, Kolkata - 700016 (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.:

- 1 Adoption of Audited Financial Statements for the year ended 31.03.2016 and reports of Directors and Auditors thereon
- 2 Re-appointment of Mr. Bal Kishan Das (DIN 06853342), who retires by rotation
- 3 Appointment of Auditors for the year 2016-17 and fixing their remuneration
4. Appointment of Mr. Kaushik Kundu (DIN 07565634) as the Director of the Company
5. Adoption of new set of Memorandum & Articles of Association of the Company pursuant to Companies Act, 2013

Signed thisday of, 20.....

Signature of Shareholder:

Signature of Proxy holder(s)

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.

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

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Standard Shoe Sole and Mould (India) Limited
(Formerly Known as Chemcrown India Limited)
CIN: L24119WB1973PLC028902

Regd Office:- 95, Park Street, 2nd Floor, Kolkata-700016.
Tel: 033-2226-1175/ 5652/ 1393 Fax: 033-2249-2218
E-Mail Id: kolkataoffice@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. Proxy Form duly submitted to Company <input type="checkbox"/> Yes <input type="checkbox"/> No.	
3	Registered Address of the Sole/First named Member	
3	Registered Folio No./*DP ID No. and Client ID No. (* Applicable to Members holding shares in dematerialized form)	
4	Number of Shares held	

I/We hereby record my/our presence at the 40th Annual General Meeting of the Members of Standard Soe Sole and Mould India Limited held on Thursday, 11th August, 2016 at 11.30 am at 95, Park Street, 2nd Floor, Kolkata-700016

Signature of Member/Proxy

NOTES:

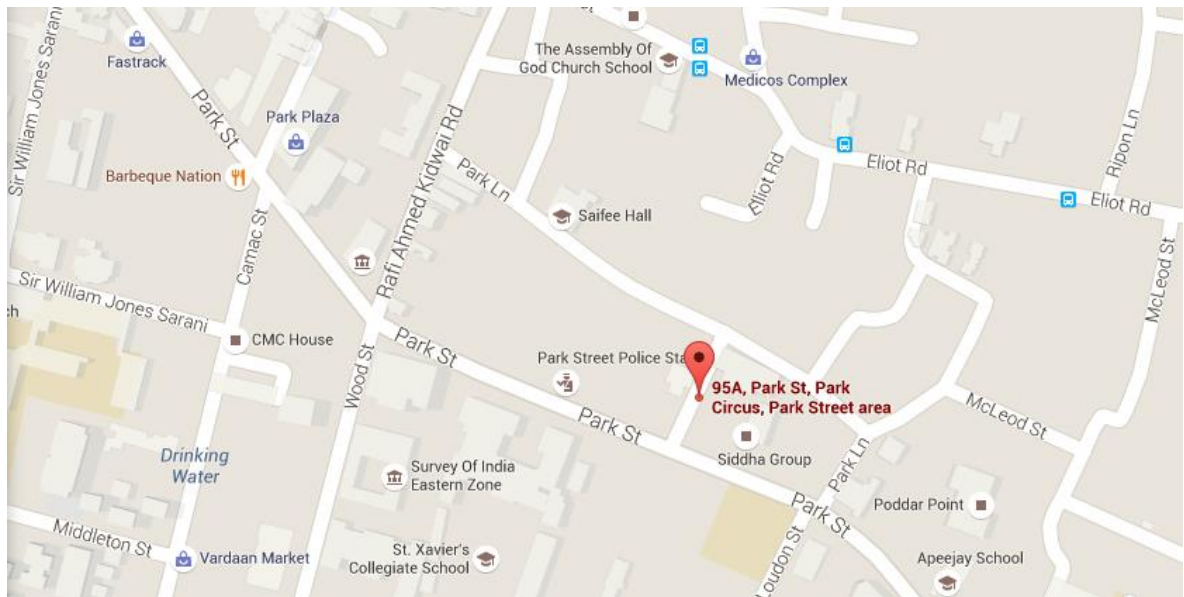
1. Members/ Proxy holders are requested to bring their copy of the Notice & Annual Report with them at the Meeting for reference.
2. Please carry with you this Attendance Slip and hand over the same duly completed, signed (at the space provided), at the entrance of the Meeting Hall.

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Venue of the 40th Annual General Meeting of M/s STANDARD SHOE SOLE AND MOULD INDIA LIMITED to be held on Thursday, the 11th Day of August, 2016 at 11:30a.m.

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



Location Map of the Venue



Closer View