

MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY M/S STANDARD SHOE SOLE AND MOULD INDIA LIMITED HELD AT 4/1B, RADHANATH CHOUDHURY ROAD, ENTALLY, KOLKATA , WEST BENGAL, INDIA -700015 ON MONDAY 29TH SEPTEMBER, 2014 AT 10:30A.M.

DIRECTORS PRESENT:

Mrs. Ananya Dey	Chairman
Mr. Kausik Mukherjee	Independent Director
Mr. Bal Kishan Das	Director

COMPANY SECRETARY

Ms. Tanvi Panday

MEMBERS

Members present in person/ Representatives	27
Proxies-	5

QUORUM

After ascertaining that the requisite quorum was present as per section 103 of the Companies Act, 2013, the Chairman called the meeting to order at 10:30 A.M.

NOTICE

With the consent of the members the notice dated 29th May, 2014 convening the Annual General Meeting of the Company together with the Directors Report for the financial year ended 31st March, 2014 as previously circulated were taken as read.

The Register of Directors Shareholding maintained under section 307 (7) of the Companies Act, 1956 till March, 2014 and Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 from 01st April, 2014 onwards were produced at the commencement of the meeting and kept open and accessible during the continuance of the meeting to the members having the right to attend the meeting. The signed Auditors Report, Minutes of General Meeting of the Company, Register of Proxy for this AGM, Memorandum and Articles of Association of the Company, and all other required documents were kept on the table throughout the meeting.

CHAIRMAN'S MESSAGE

The Chairman welcomed the members to the Annual General Meeting and read out her speech.

Thereafter, the Chairman read out the Statutory Auditors Report and also stated that the Company had provided facility to vote by electronic means to all the Members to enable them to cast their votes electronically in respect of all business transacted at the Annual General Meeting in accordance with section 108 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014 and applicable provision of the listing agreement with the stock exchange. She stated that the company has appointed Central Depository Services (India) Limited as the agency for providing e-voting platform for the e-voting facility. The facility to vote by electronic means was kept open from 11 A.M. on 24th September, 2014 to 6P.M on 26th September, 2014 at. She further stated that Ms. Priti Jain, Practicing Company Secretary was appointed as scrutinizer to conduct the polling process while Mr. Amarendra Kumar Rai, Practicing Company Secretary was

appointed to conduct the E-Voting process and report thereon and also provide a combined scrutinizer report of e-voting and polls based on the report submitted by Ms. Priti Jain for polls and the consolidated report thus submitted by Mr. Amarendra Kumar Rai shall be the final report. This was also in pursuance with Article 71 (3) of the Articles of Association of the Company whereby Mr. Gouri Shankar Baldewa agreed to scrutinize the votes given on poll along with Ms. Priti Jain who shall place the report on poll to the Chairman. Further, the Chairman informed the members that as per the ministry of Corporate Affairs General Circular No. 22/2014 dated 17th June, 2014 there will be no voting by show of hands at general meeting of the Company to which Rule 22 of Companies (Management and Administration) Rules, 2014 apply. Accordingly, there will be no voting by show of hands at the Annual General Meeting. He further stated that in order to enable the Members present at the Meeting in person or proxy to cast their votes, poll will be taken in respect of all the business contained in the Notice dated 29th May, 2014.

Thereafter, the Chairman appointed Ms. Priti Jain, Practicing Company Secretary as the scrutinizer to scrutinize the poll process and votes given on the poll and give report to the Chairman as well as Mr. Amarendra Kumar Rai thereon in the prescribed manner.

Before ordering poll the Chairman invited the members and enquired them in person to ask questions and offer their comments, if any on the Annual Report or Notice to the Annual General Meeting.

Shareholders like Mr. Nav Ratan Binani, Mr. Vijoy Kumar Kothari, Ms Shweta Baldewa and Payel Baldewa asked few questions on the performance of the Company, the plant capacity, the financial conditions, the utilization capacity and the future prospects and outlook of the Company. Few shareholders also put forth their suggestions and views in this regard. The Chairman satisfactorily replied and clarified the queries of the members.

The Chairman then ordered the Poll in respect of all Resolutions contained in the Notice to the Annual General Meeting. At the request of the Chairman Ms. Priti Jain, Scrutinizer appointed for the poll locked and sealed the empty polling box in the presence of the Members. Ms. Priti Jain thereafter conducted the poll for all the resolutions as set out in the Notice dated 29th May, 2014. After ensuring that all the Members and proxies participating in the Poll had casted their votes, the Scrutinizer closed the Poll and took custody of the Polling Box.

The Chairman also stated that the results of the e-voting process and poll will be announced on receipt of the Scrutinizers Report and the Scrutinizer's Report will be placed on the Company's website and also sent to the Stock Exchange.

The Chairman thanked the members for their participation and announced formal closure of the Annual General Meeting of the Company.

Results of E-voting and Poll on the Ordinary and Special Business at the Annual General Meeting of the Company held on Monday, the 29th Day of September, 2014.

On the basis of the Scrutinizers Report for the e-voting of 02nd October, 2014 and report for poll at the Annual General Meeting dated 29.09.2014, the summary of which is mentioned hereunder, the Directors announced on 8th October, 2014 that all the resolutions for the Ordinary and Special Business as set out in Item Nos. 1 to 5 in the notice of the Annual General Meeting of the Company have been duly passed with such majority as enumerated below:

Resolution No. as given in the Notice	Particulars of vote cast							Results declared
		Electronic Voting		Poll		Voting Results		
		Nos. (A)	%	Nos. (B)	%	Nos. (A+B)	%	
Item 1 (Ordinary Resolution) Adoption of Audited Financial Statements	Votes in Favour	25200	100	1401340	99.9642	1426540	99.9649	Approved Unanimously
	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil	
	Invalid Votes	Nil	Nil	501	0.0358	501	0.0351	
Item No. 2 (Ordinary Resolution) Appointment of Mrs. Ananya Dey as Director (Retirement by Rotation)	Votes in Favour	25200	100	1401340	99.9642	1426540	99.9649	Approved Unanimously
	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil	
	Invalid Votes	Nil	Nil	501	0.0358	501	0.0351	
Item No. 3 (Ordinary Resolution) Appointment of Auditor	Votes in Favour	25200	100	1401340	99.9642	1426540	99.9649	Approved Unanimously
	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil	
	Invalid Votes	Nil	Nil	501	0.0358	501	0.0351	
Item No. 4 (Special Resolution) Appointment of Mr. Bal Kishan Das as Director	Votes in Favour	25100	99.6031	1401340	99.9642	1426440	99.9579	Approved Unanimously
	Votes Against	100	0.3969	Nil	Nil	100	0.0070	
	Invalid Votes	Nil	Nil	501	0.0358	501	0.0351	
Item No. 5 (Special Resolution) Re-appoint Mrs. Ananya Dey as Whole Time Director	Votes in Favour	24900	98.8095	1401340	99.9642	1426240	99.9439	Approved Unanimously
	Votes Against	300	1.1905	Nil	Nil	300	0.0210	
	Invalid Votes	Nil	Nil	501	0.0358	501	0.0351	

The resolution for Ordinary and Special Businesses as set out in the Item Nos. 1 to 5 in the Notice of Annual General Meeting passed under E-voting and Poll with the requisite majority and recorded hereunder as part of the proceedings of the Annual General Meeting of the members of the Company held on 29th September, 2014.

ORDINARY BUSINESS

Item No. 1:- Adoption of Audited Financial Statements

The Chairman proposed for poll to be conducted to consider, approve and adopt the audited Financial Statements of the Company for the year ended 31st March, 2014. The following resolution was therefore put to vote and passed as stated thereunder:

“ RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2014 including Balance Sheet of the Company as on 31st March, 2014, the Statement of Profit and Loss of the Company for the Financial Year ended 31st March, 2014 together with the schedules and notes attached thereto, the Cash Flow Statement, the Annual Report containing the directors report dated 29th May, 2014 annexed thereto and the Auditors Report to the members dated 29th May, 2014 be and are hereby received, approved and adopted.”

Item 1 (Ordinary Resolution)	Votes in Favour	25200	100	1401340	99.9642	1426540	99.9649	Approved Unanimously
Adoption of Audited Financial Statements	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil	
	Invalid Votes	Nil	Nil	501	0.0358	501	0.0351	

As such the resolution was passed unanimously.

Item No. 2:- Appointment of Mrs. Ananya Dey as Director (Retirement by Rotation)

Having noted the terms of listing agreement and the provisions of the Companies Act, 2013 in respect to rotation of directors. The following resolution was therefore put to vote and passed as stated thereunder:

“ RESOLVED THAT Mrs. Ananya Dey (DIN 01297763), Director of the Company who retires by Rotation be and is hereby re-appointed as a Director of the Company

Item No. 2 (Ordinary Resolution)	Votes in Favour	25200	100	1401340	99.9642	1426540	99.9649	Approved Unanimously
Appointment of Mrs. Ananya Dey as Director (Retirement by Rotation)	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil	
	Invalid Votes	Nil	Nil	501	0.0358	501	0.0351	

Mrs. Ananya Dey being interested in the resolution did not take part in the proceedings with respect to the said item.

The resolution was thus passed unanimously.

Item No. 3:- Appointment of Auditor

The Chairman proposed to re-appoint the statutory auditors of the Company pursuant to Section 139 of the Companies Act, 2013. After a brief discussion in this regard the members proposed and passed the following resolution as Ordinary Resolution in this regard

“RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, M/S. Mukherjee Sanyal & Co., Chartered Accountants, Kolkata (Registration No. 307039E), be and are hereby re-appointed as the Statutory Auditors of the company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM) at such remuneration as may be agreed to between the Board of Directors and the Auditors of the Company.”

The matter was put to vote and passed as follows:

Item No. 3 (Ordinary Resolution)	Votes in Favour	25200	100	1401340	99.9642	1426540	99.9649	Approved Unanimously
Appointment of Auditor	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil	
	Invalid Votes	Nil	Nil	501	0.0358	501	0.0351	

Item No. 4:- Appointment of Mr. Bal Kishan Das as Director

The Chairman informed the members that Mr. Bal Kishan Das was appointed as additional director in the Board of Directors of the Company with effect from 28th March, 2014 and is now proposed to be appointed as Director of the Company. The matter was put to vote and the members passed the following resolution.

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

Item No. 4 (Special Resolution)	Votes in Favour	25100	99.6031	1401340	99.9642	1426440	99.9579	Approved Unanimously
Appointment	Votes	100	0.3969	Nil	Nil	100	0.0070	

of Mr. Bal Kishan Das as Director	Against Invalid Votes	Nil	Nil	501	0.0358	501	0.0351	
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The results of the votes in regard to the stated item was as aforesaid and hence considered to be unanimously passed as Special Resolution.

Item No. 5:- Appointment of Mrs. Ananya Dey as Whole Time Director

The Chairman being interested in the matter did not take part in the proceedings for this Item No. and Mr. Bal Kishan Das took the Chair for the said item No. He proposed the re-appointment of Mrs. Ananya Dey as Whole Time Director of the Company pursuant to the terms and conditions as set out in the Explanatory Statement annexed as part of the Notice for the said Annual General Meeting. After a brief discussion in this regard the following resolution was passed unanimously as Special Resolution as per the votes as stated thereunder

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or any other Government authority/ agency/ board, if any, the consent of shareholders of the company be and is hereby accorded to re-appoint Mrs. Ananya Dey as Whole Time Director of the Company for a period of 3 (three) years with effect from 25th August, 2014.

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

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

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorised to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to give effect to the foregoing resolution and to seek such approval/ consent from the government departments as maybe required in this regard.

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

<u>Item No. 5</u> <u>(Special</u> <u>Resolution)</u>	Votes in Favour	24900	98.8095	1401340	99.9642	1426240	99.9439	Approved Unanimously
Re-appoint Mrs. Ananya	Votes Against	300	1.1905	Nil	Nil	300	0.0210	

Dey as Whole Time Director	Invalid Votes	Nil	Nil	501	0.0358	501	0.0351	
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Date: 09.10.2014
Place: Kolkata

CHAIRMAN