

MINUTES OF THE 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY M/S STANDARD SHOE SOLE AND MOULD INDIA LIMITED HELD AT 95, PARK STREET, 2ND FLOOR, KOLKATA , WEST BENGAL, INDIA -700016 ON SATURDAY 26TH SEPTEMBER, 2015 AT 10:30A.M.

DIRECTORS PRESENT:

Mrs. Ananya Dey Chairman for the Meeting
(Whole Time Director)

COMPANY SECRETARY

Ms. Tanvi Panday

MEMBERS

Members present in person/ Representatives- 64
Proxies- 0

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 23rd May, 2015 convening the Annual General Meeting of the Company together with the Directors Report for the financial year ended 31st March, 2015 as previously circulated were taken as read.

The Register of Directors Shareholding maintained under section 307 (7) of the Companies Act, 1956 till March, 2015 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 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 23rd September, 2015 to 5 P.M on 25th September, 2015

She further stated that Ms. Priti Jain, Practicing Company Secretary (CP No. 12209) 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. She 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 23rd May, 2015.

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. Prakash Kumar Damani, Ankita Baldewa, Nav Ratan Binani and Mr. Vikash Kumar Chokhani (On behalf of Chemcrown Exports Limited) 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 23rd May, 2015. 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 Saturday, the 26th Day of September, 2015.

On the basis of the Scrutinizers Report for the e-voting of 29th September, 2015 and report for poll at the Annual General Meeting dated 28.09.2015, the summary of which is mentioned hereunder, the Directors announced on 1st October, 2015 that all the resolutions for the Ordinary and Special Business as set out in Item Nos. 1 to 4 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 Statement	Votes in Favour	26300	1.835	1406835	98.165	1433135	100	Approved Unanimously
	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil	
	Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	
Item No. 2 (Ordinary Resolution) Appointment of Mr. Bal Kishan Das as Director	Votes in Favour	25900	1.807	1406835	98.165	1432735	99.972	Approved Unanimously
	Votes Against	400	0.028	Nil	Nil	400	0.028	
	Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	
Item No. 3 (Ordinary Resolution) To ratify the re-appointment of Statutory Auditors	Votes in Favour	25900	1.807	1406835	98.165	1432735	99.972	Approved Unanimously
	Votes Against	400	0.028	Nil	Nil	400	0.028	
	Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	
Item No. 4 (Special Resolution) Adoption of New set of Memorandum of Association and Articles of Association pursuant to Companies Act, 2013.	Votes in Favour	26300	1.835	1406835	98.165	1433135	100	Approved Unanimously
	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil	
	Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	

The resolution for Ordinary and Special Businesses as set out in the Item Nos. 1 to 4 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 26th September, 2015.

ORDINARY BUSINESS

Item No. 1:- Adoption of Audited Financial Statement

The Chairman proposed for poll to be conducted to consider, approve and adopt the audited Financial Statement of the Company for the year ended 31st March, 2015. The following resolution was proposed by Mr. Bimal Krishna Sarkar and seconded by Mr. Sujit Sadhukhan and 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, 2015 including Balance Sheet of the Company as on 31st March, 2015, the Statement of Profit and Loss of the Company for the Financial Year ended 31st March, 2015 together with the schedules and notes attached thereto, the Cash Flow Statement, the Annual Report containing the directors report dated 23rd May, 2015 annexed thereto and the Auditors Report to the members dated 23rd May, 2015 be and are hereby received, approved and adopted.”

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 <u>(Ordinary Resolution)</u> Adoption of Audited Financial Statement	Votes in Favour	26300	1.835	1406835	98.165	1433135	100	Approved Unanimously
	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil	
	Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	

As such the resolution was passed unanimously.

Item No. 2:- Appointment of Mr. Bal Kishan Das as Director (Retirement by rotation)

Having noted the terms of listing agreement and the provisions of Section 152 of the Companies Act, 2013 or any other applicable provisions if any, or any amendments or modifications thereon and/or any Rules framed thereto in respect to rotation of directors. The following resolution was proposed by Mr. Pijush Kumar data and seconded by Mrs. Aparna Sarkar and therefore put to vote and passed as stated thereunder:

“ RESOLVED THAT Mr. Bal Kishan Das (DIN 06853342), Director of the Company who retires by Rotation be and is hereby re-appointed as a Director of the Company “

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 No. 2	Votes in	25900	1.807	1406835	98.165	1432735	99.972	Approved

(Ordinary Resolution) Appointment of Mr. Bal Kishan Das as Director	Favour							Unanimously
	Votes Against	400	0.028	Nil	Nil	400	0.028	
	Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	

The resolution was passed unanimously.

Item No. 3:- Ratification of Statutory Auditors

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 Mr. Shyam Sundar Bhattacharya proposed the following resolution, seconded by Mr. Harihar Banerjee to be passed as Ordinary Resolution in this regard

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

The matter was put to vote and passed as follows:

Resolution No. as given in the Notice	Particulars of vote cast	Particulars of vote cast						Results declared
		Electronic Voting		Poll		Voting Results		
		Nos. (A)	%	Nos. (B)	%	Nos. (A+B)	%	
Item No. 3 (Ordinary Resolution) To ratify the re-appointment of Statutory Auditors	Votes in Favour	25900	1.807	1406835	98.165	1432735	99.972	Approved Unanimously
	Votes Against	400	0.028	Nil	Nil	400	0.028	
	Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	

Item No. 4:- Adoption of New set of Memorandum Of Association and Articles of Association pursuant to Companies Act, 2013

The Chairman proposed to adopt the New set of Memorandum of Association and Articles of Association pursuant to Companies Act, 2013. The following resolution was proposed by Mr. Argha Das and seconded by Mr. Samir Kumar Pyne to be passed as Special Resolution

“RESOLVED THAT pursuant to the provisions of section 4, 5, 13 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other

applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), 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.”

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 No. 4 (Special Resolution)	Votes in Favour	26300	1.835	1406835	98.165	1433135	100	Approved Unanimously
<u>Adoption of New set of Memorandum of Association and Articles of Association pursuant to Companies Act 2013.</u>	Votes Against	Nil	Nil	Nil	Nil	Nil	Nil	
	Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	

The results of the votes in regard to the stated item was as aforesaid and hence considered to be unanimously passed as Special Resolution.

Date: 01.10.2015

Place: Kolkata

CHAIRMAN