

**OM BHANSALI GROUP**

# **SOMI CONVEYOR BELTINGS LIMITED**

[CIN: L25192RJ2000PLC016480]

# NOTICE

**NOTICE** is hereby given that the FOURTEENTH Annual General Meeting of the members of the Company will be held on TUESDAY, 30<sup>th</sup> September, 2014 at 11:30 A.M at its registered office at 4F-15, "Oliver House", New Power House Road, Jodhpur-342001 transact the following business:

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the company as at 31<sup>st</sup> March, 2014, Profit & Loss Account for the year ended on that date and the Reports of the Director's and Auditor's thereon.
2. To appoint a director in place of Mr. Yogesh Maheshwari (DIN: 01202089), who retires by rotation and being eligible, offers him self for reappointment.
3. To appoint Statutory Auditors for a period of 3 (Three) years commencing from the conclusion of this Annual General meeting until the conclusion of Seventeenth Annual General Meeting and to fix their remuneration.

## **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 made there under, read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Sharad Gyanmal Nahata (DIN: 06814502) who was appointed as an Additional and Independent Director by the Board of Directors, pursuant to provisions of Section 161(1) of the Companies Act, 2013, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Sharad Gyanmal Nahata (DIN: 06814502) as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for Five(5) consecutive years for a term up to 31<sup>st</sup> March,2019.

RESOLVED FURTHER THAT Mr. Om Prakash Bhansali, (DIN: 00351846 )Managing Director of the Company be and is hereby authorized to do all such acts, deeds and other things and execute all such forms, documents, instruments and writings as may be required to give effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (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 the Board of Directors of the Company to mortgage/charge/ encumber all or any of the immovable and/or movable properties including securitization of the receivables where so ever situated, present and future including the whole or substantially the whole of the undertaking(s) of the company in favour of the banks, financial institutions and other bodies corporate and entities to secure an aggregate amount up to Rs, 50.00 crores and interest at agreed rate, additional interest, compound interest, commitment charges.etc. as may be applicable and payable by the company to the lenders in terms of the agreements executed with them.”

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to negotiate, finalize and settle with the lenders concerned, all deeds, documents and writings for creating the aforesaid mortgage(s), charge(s) and encumbrances and to do all such acts , deeds and things as may be necessary, expedient for giving effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (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 the Board of Directors of the Company to borrow any sum or sums of money for the purposes of the Company at any time or from time to time, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, provided that the total amount so borrowed by the Company together with the amount already borrowed and outstanding shall not exceed Rs. 50.00 Crores, apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the board be and is hereby authorized to do all such acts, deeds matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may be necessary, proper, desirable or expedient to give effect to this resolution.”

BY ORDER OF THE BOARD  
For **SOMI CONVEYOR BELTINGS LIMITED**

Place: Jodhpur  
Date: 4<sup>th</sup> September, 2014

**AMIT BAXI**  
(Company Secretary)

**Registered Office**  
4F-15, “Oliver House”  
New Power House Road  
Jodhpur-342 001

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED

NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED.

2. A shareholder or his proxy will be required to produce at the entrance of the Meeting Hall, the Attendance Slip sent herewith duly completed and signed. Neither photocopies nor torn/mutilated Attendance Slips will be accepted. The Validity of the Attendance Slip will, however, be subject to the Shareholder continuing to hold shares on the date of meeting.
3. A Member or his Proxy is requested to bring his copy of the Annual Report to the Meeting as extra copies will not be provided.
4. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2014 to 30<sup>th</sup> September, 2014 (both days inclusive).
6. Documents referred to in the Notice are open for Inspection at the Registered Office of the Company on all working days between 11:00 AM to 1:00 PM up to the date of Annual General Meeting and will also be available for inspection at the meeting.
7. Universal Capital Securities Pvt. Ltd. (Formerly known as Mondkar Computers Private Limited) is our Registrar and Share Transfer Agent. All the investor related communication may be addressed to them at their following address:  
  
UNIVERSAL CAPITAL SECURITIES PRIVATE LIMITED  
21, Shakil Niwas, Opp. Satya Sai Baba Temple,  
Mahakali Caves Road, Andheri (East),  
Mumbai - 400 093.  
Tel: +91-22-28257641, 28366620 Fax: +91-22-28262920
8. The relevant Explanatory Statement, pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the items of Special Business is annexed hereto.
9. As required under the provisions of Clause 49(IV) (G) (i) of the Listing Agreement, particulars relating to Mr. Yogesh Maheshwari (DIN: 01202089) and Mr. Sharad Gyanmal Nahata (DIN: 06814502) is enclosed in the Appendix to this Notice.
10. The Ministry of Corporate Affairs, vide its Circular No. 18/2011 dated 29<sup>th</sup> April, 2011, has clarified that as a measure of "Green initiative in Corporate Governance" it will be in compliance, if the Annual Report (i.e., documents listed in section 219(1) of the Companies Act, 1956) is sent through e-mail. To support this green initiative, members holding share in demat form are requested to provide their e-mail ID to the depository through their concerned depository participant and members holding shares in physical form are requested to provide e-mail ID to the Company's RTA, M/s Universal Capital Securities Private Limited and also update the e-mail address as and when there is any change.

11. In term of Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 e-voting facility is being provided to the members.

The instructions for members voting electronically are as under:

**A. In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now, select “Somi Conveyor Beltings Limited” from the drop down menu and click on “SUBMIT”
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on “Login”.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below for Login:

	For Members (Shareholders) holding shares in Demat Form and Physical Form
Permanent Account Number (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 last 8 digits of the folio number or demat account number in the PAN field.</li> <li>• In case folio 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 e.g. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</li> </ul>
Date of Birth (DOB)	Enter the DOB as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

# Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Company / Depository Participant, please enter the client id / folio number in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the Electronic Voting Sequence Number (EVSN) of SOMI CONVEYOR BELTINGS LIMITED to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) (a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

(b) Institutional shareholders should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(c) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

(d) The list of accounts 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.

(e) Institutional shareholders should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian. if any, in PDF Format in the system for the scrutinizer to verify the same.

**B. In case of members receiving the physical copy of Notice of AGM : please follow all steps from sl no. (i) to sl. no. (xviii) above, to cast vote.**

The voting period begins on Wednesday, 24.09.2014 (9.00 a.m.) and ends on Friday, 26.09.2014 (05.00 p.m.). The evoting module shall be displayed by CDSL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date of 22.08.2014 may cast their vote electronically. The Company has appointed Ms. Ira Baxi (CP No.4712), Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast.

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

**D. General Instruction:**

(i) You are advised to cast your vote only through one mode (E-voting or through Show of Hands or Poll at the AGM). In case you cast your votes through both the modes, votes cast through E-voting shall only be considered and votes cast at the meeting through Show of Hands or Poll would be rejected.

(ii) Members, who have registered their E-mail addresses with the Company or their Depository Participant, are being sent the AGM Notice along with the Annual Report, Attendance Slip & Proxy Form by E-mail and others are being sent by post.

BY ORDER OF THE BOARD  
For **SOMI CONVEYOR BELTINGS LIMITED**

Place: Jodhpur  
Date: 4<sup>th</sup> September, 2014

**AMIT BAXI**  
(Company Secretary)

**Registered Office**  
4F-15, “Oliver House”  
New Power House Road  
Jodhpur-342 001

**APPENDIX TO ANNUAL GENERAL MEETING NOTICE**

Information on the Directors Seeking Re- Appointment at the Forthcoming Annual General Meeting  
(Pursuant to Clause 49(IV) (G) (i) of the Listing Agreement)

Name Of Director	Age	Date Of Original Appointment	Expertise In Specific Functional Areas	Qualifications	Directorships In Other Public Limited Companies	Membership of Board Committees In Other Public Limited Companies	Other Information	Remarks
Mr. Yogesh Maheshwari	55 Years	10/01/2007	30 years of Experience in Manufacturing of Heavy Earth Moving Machinery	Mechanical Engineer	NIL	NIL	Independent & Non-Executive Director	Retires by rotation at the forthcoming Annual General Meeting
Mr. Sharad Gyanmal Nahata	49 Years	12/02/2014	Two years Experience in the field of Sales and marketing.	Bachelor of Commerce	NIL	NIL	Independent & Non-Executive Director	Appointment as Independent director for the period of five years

BY ORDER OF THE BOARD  
For **SOMI CONVEYOR BELTINGS LIMITED**

Place: Jodhpur  
Date: 4<sup>th</sup> September, 2014

**AMIT BAXI**  
(Company Secretary)

**Registered Office**  
4F-15, "Oliver House"  
New Power House Road  
Jodhpur-342 001

# Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013

As required by Section 102 (1) of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under item no. 4 to item No. 6 of the accompanying notice dated 4<sup>th</sup> September, 2014:

## *Item No.4.*

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed, Mr. Sharad Gyanmal Nahata (DIN: 06814502) as an Additional Director of the Company with effect from 12<sup>th</sup> February, 2014.

In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Sharad Gyanmal Nahata would hold office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sharad Gyanmal Nahata for the office of Independent Director of the Company for the period of five years.

Mr. Sharad Gyanmal Nahata is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Section 149 of the Companies Act, 2013 inter alia stipulates the criteria of independence, to whom a company should propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Sharad Gyanmal Nahata that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Sharad Gyanmal Nahata possesses appropriate skills, experience and knowledge; inter alia, in the field of Sales and Marketing.

In the opinion of the Board, Mr. Sharad Gyanmal Nahata fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Sharad Gyanmal Nahata is independent of the management.

Brief resume of Mr. Sharad Gyanmal Nahata , nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Appendix to the Notice of AGM.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Sharad Gyanmal Nahata is appointed as an Independent Director.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

No Director, Key Managerial Person or their relatives, except Sharad Gyanmal Nahata, to whom the resolution relates, is concerned or interested financially or otherwise in the resolution.

Documents relating to appointment of Mr. Sharad Gyanmal Nahata as an Independent Director are available for inspection by members on any working days between 11.00 a.m. and 4.00 noon at the registered office of the Company.

The Board of Directors accordingly recommends the resolution set forth in Item No. 4 for the approval of the Members.

***Item No.5.***

Section 180(1)(a) of the Companies Act, 2013 which has come into force with effect from 12<sup>th</sup> September, 2013, inter alia, prescribes that the Board of Directors shall not, without the consent of the Company by way of a Special Resolution sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

The Company may be required to offer as security the immoveable/moveable properties and other assets of the Company to secure the borrowing which may be availed from time to time. Accordingly, this Special Resolution is proposed for approval of Members for granting authority to create mortgage/charge/encumbrance on the properties of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the above resolution.

The Board of Directors accordingly recommends the resolution set forth in Item No. 5 for the approval of the Members.

***Item No.6.***

As per the Provisions of Section 180(1)(c) of the Companies Act, 2013, approval of the members of the Company by way of a Special Resolution is required for the Company borrowing in excess of the paid up capital and its free reserves. The Board of Directors may require to borrow an amount not exceeding Rs. 50.00 crores. Approval of the Members by way of an enabling resolution is therefore sought for a borrowing limit of Rs. 50.00 crores pursuant to Section 180(1)(c) of the Companies Act, 2013 by way of a Special Resolution

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the above resolution.

The Board of Directors accordingly recommends the resolution set forth in Item No. 6 for the approval of the Members.

BY ORDER OF THE BOARD  
For **SOMI CONVEYOR BELTINGS LIMITED**

Place: Jodhpur  
Date: 4<sup>th</sup> September, 2014

**AMIT BAXI**  
(Company Secretary)

**Registered Office**  
4F-15, "Oliver House"  
New Power House Road  
Jodhpur-342 001

# SOMI CONVEYOR BELTINGS LIMITED

Registered Office: 4 F-15 "Oliver House", New Power House Road, Jodhpur - 342001  
CIN : L25192RJ2000PLC016480, Website : www.somiconveyor.com

## PROXY FORM

[FORM MGT-11]

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014)

14TH ANNUAL GENERAL MEETING, 30TH SEPTEMBER, 2014

CIN: L25192RJ2000PLC016480

Name of the company: **SOMI CONVEYOR BELTINGS LIMITED**

Registered office: **4F-15, Oliver House, New Power House Road, Jodhpur**

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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the FOURTEENTH ANNUAL GENERAL MEETING of the company, to be held on the Tuesday, 30<sup>th</sup> day of September, 2014 at 11:30 AM. at 4F-15, "Oliver House" New Power House Road, Jodhpur-342001 and at any adjournment thereof in respect of such resolutions as are indicated below:

### ORDINARY RESOLUTION

1. Adoption of Directors' Report, Audited Financial Statements for the Year ended 31<sup>st</sup> March, 2014 and Auditors' Report thereon.
2. Re-appointment of Mr. Yogesh Maheshwari, as a Director who retires by rotation.
3. Appointment of Auditor and fixing their remuneration.

### SPECIAL RESOLUTION

4. Appointment of Mr. Sharad Gyanmal Nahata as an Independent Director.
5. Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to mortgage / charge / encumber immovable / moveable properties.
6. Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money.

Signed this ..... day of ..... 20....

\_\_\_\_\_  
Affix  
Rs. 1  
Revenue  
Stamp

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.

# SOMI CONVEYOR BELTINGS LIMITED

Registered Office: 4 F-15 "Oliver House", New Power House Road, Jodhpur – 342001

CIN : L25192RJ2000PLC016480

Website : [www.somiconveyor.com](http://www.somiconveyor.com)

## ATTENDANCE SLIP

### 14<sup>TH</sup> ANNUAL GENERAL MEETING, 30<sup>TH</sup> SEPTEMBER, 2014

Joint Shareholders may obtain may obtain additional Attendance Slip on request. (Folio No., DP ID No., Client ID & Name of Shareholder / Joint Holders / Proxy, to be furnished below).

Name & Address of Shareholder:

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Reg. Folio No. .... DP ID No#. .... Client ID No#. ....

# Applicable for Member holding Shares in electronic form

I certify that I am a registered Member/Proxy for registered member of the Company.

I hereby record my presence at the FOURTEENTH ANNUAL GENERAL MEETING of the company on Tuesday, September, 30<sup>TH</sup>, 2014 at 11:30 AM at 4F-15, "Oliver House", New Power House Road, Jodhpur-342001.

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Members/Proxy's name in BLOCK Letters

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Members/Proxy's Signature

**Note: Please fill in this attendance slip and hand it over at the entrance of the hall.**