



NOTICE

NOTICE is hereby given that the FIFTEENTH Annual General Meeting of the members of the Company will be held on WEDNESDAY, 30th September, 2015 at 11:30 A.M at its registered office at 4F-15, "Oliver House", New Power House Road, Jodhpur-342001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March, 2015, Profit & Loss Account for the year ended on that date and the Reports of the Director's and Auditor's thereon.
2. Ratification of Appointment of Statutory Auditors

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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of P Singhvi & Associates, Chartered Accountants (Firm's Registration No. 113602W), as Auditors of the Company for a term of three years i.e. till the conclusion of the 17th Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 16th AGM of the Company to be held in the year 2016, at such remuneration plus service tax, out-of-pocket and travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

3. 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 and 161(1) of the Companies Act, 2013 read with Rule 3 the Companies (Appointment and Qualification of Directors) Rules, 2014, Clause 49.II.A of the Listing Agreement and Clause 78 of the Articles of Association of the Company, Ms. Surbhi Rathi (DIN: 07115169), who was appointed as an Additional and Independent Woman Director by the Board of Directors 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 Ms. Surbhi Rathi (DIN: 07115169) as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Woman Director of the Company to hold office for Five(5) consecutive years for a term up to 30TH September, 2020, not liable to retire by rotation.

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."

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, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Mahendra Kumar Rakecha (DIN 00648532), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30th September, 2015 to 30th September, 2020.”

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 an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Yogesh Maheshwari (DIN 01202089), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30th September, 2015 to 30th September, 2020.”

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.”

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)(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. 100.00 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.”

7. 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. 100.00 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**

(AMIT BAXI)

Company Secretary

Place: Jodhpur

Date: 4th September, 2015

Registered Office

4F-15, “Oliver House”

New Power House Road

Jodhpur-342 003

PRAVEEN SINGHVI

CHARTERED ACCOUNTANT

M. No. 71608