



# SOMI CONVEYOR BELTINGS LTD.

4F-15, 'OLIVER HOUSE' New Power House Road, JODHPUR - 342 001 (RAJ.) INDIA  
Tel: +91-291-2765400 to 09, 2610472, Cell No. +91-95496 50303, +91-94141 29472  
E-mail : [export@somiconveyor.com](mailto:export@somiconveyor.com) Visit us at : [www.somiconveyor.com](http://www.somiconveyor.com)  
MFG ALL TYPE OF FABRIC, STEEL CORD & BUCKET ELEVATOR BELTS OUR CIN NO. L25192RJ2000PLCO16480

SOMI/LEGAL & SECRETARIAL/BSE/2019/37  
~~FAX/REGD.A.D/COURIER/E-MAIL/E-FILING~~  
DATE: 02/09/2019

To,  
The BSE Limited  
Phiroze JeeJeebhoy Towers,  
Dalal Street,  
Mumbai-400001  
Phones: 91-22-22721233/4  
Fax: 91-22-22721919

Security Code: 533001  
Security ID: SOMICONV

Sir,

## **SUBJECT: NOTICE OF THE 19<sup>TH</sup> ANNUAL GENERAL MEETING**

In pursuance of Regulation 30 read with Clause 12 of Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the notice of the 19<sup>th</sup> Annual General Meeting of the company to be held on **Monday, 30<sup>th</sup> September, 2019** at 11.30 am at its registered office.

Kindly consider the aforesaid details for your necessary records.

**FOR SOMI CONVEYOR BELTINGS LIMITED**



AMIT BAXI  
(Company Secretary and Compliance Officer)  
Enclosure: As Above



# SOMI CONVEYOR BELTINGS LTD.

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## NOTICE

**NOTICE** is hereby given that the **NINETEENTH Annual General Meeting** of the members of the Company will be held on **MONDAY, 30<sup>th</sup> September 2019** at 11:30 A.M at its registered office at 4F-15, "Oliver House", New Power House Road, Jodhpur-342003, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, together with the Reports of the Board of Director's and the Auditor's thereon.

### **SPECIAL BUSINESS:**

#### **2. Re-appointment of Mr. Sharad Gyanmal Nahata as an Independent Director**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to relevant provision of Articles of Association of the Company, Mr. Sharad Gyanmal Nahata (DIN: 06814502), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his reappointment to the Board, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation to hold office for his second term of 5 (five) consecutive years, commencing from 1st October, 2019 to 30th September, 2024."

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."

#### **3. Increase in Remuneration of Mr. Om Prakash Bhansali, Managing Director**

To consider and, thought fit, to pass with or without modification the following resolutions as Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 197, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the Board of Directors be and is hereby accorded for increase the remuneration package of Mr. Om Prakash Bhansali, Managing Director of the Company with effect from 01/10/2019, to the extent of Rs. 2,70,000/- (Rupees Two Lakh Seventy Thousand ) per month including HRA, Special Perquisite and Bonus etc.



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FURTHER RESOLVED THAT any of the directors of the company be and are hereby authorized to do all other acts, deeds and things as may be necessary to give effect to this resolution.

#### 4. Increase in Remuneration of Mr. Vimal Bhansali, Whole-Time Director

To consider and, thought fit, to pass with or without modification the following resolutions as Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 197, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the Board of Directors be and is hereby accorded for increase the remuneration package of Mr. Vimal Bhansali, Whole-Time Director of the Company with effect from 01/10/2019, to the extent of Rs. 2,15,000/- (Rupees Two Lakh Fifteen Thousand ) per month including HRA, Special Perquisite and Bonus etc.

FURTHER RESOLVED THAT any of the directors of the company be and are hereby authorized to do all other acts, deeds and things as may be necessary to give effect to this resolution.

#### 5. Increase in Remuneration of Mr. Gaurav Bhansali, Whole-Time Director

To consider and, thought fit, to pass with or without modification the following resolutions as Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 197, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the Board of Directors be and is hereby accorded for increase the remuneration package of Mr. Gaurav Bhansali, Whole-Time Director of the Company with effect from 01/10/2019, to the extent of Rs. 2,15,000/- (Rupees Two Lakh Fifteen Thousand ) per month including HRA, Special Perquisite and Bonus etc.

FURTHER RESOLVED THAT any of the directors of the company be and are hereby authorized to do all other acts, deeds and things as may be necessary to give effect to this resolution.

BY ORDER OF THE BOARD

For **SOMI CONVEYOR BELTINGS LIMITED**

(AMIT BAXI)

Company Secretary

Place: Jodhpur

Date: 2<sup>nd</sup> September, 2019

#### Registered Office

4F-15, "Oliver House"

New Power House Road

Jodhpur-342 003





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## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**
  - a) As per Section 105 of the Companies Act, 2013 and Rule 19, Sub-Rule (2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the Company carrying voting rights.
  - b) Provided that a member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
  - c) If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney.
  - d) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
  - e) A Proxy form is annexed to this Report, Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as may be applicable.
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 required to bring his copy of 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 Share Transfer Books of the Company will remain closed from Tuesday, 24<sup>th</sup> September, 2019 to Monday, 30<sup>th</sup> September, 2019 (both days inclusive) for annual closing.
6. Members who have not encashed dividend warrant(s) for the Financial Year ending 31<sup>st</sup> March, 2016 and 31<sup>st</sup> March, 2018 are requested to seek issue of duplicate warrant(s) by writing to the Company or the Company's RTA, immediately.
7. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Rules") all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the DEMAT Account of the IEPF Authority after complying with the procedure laid down under the Rules.



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8. The details of the unclaimed dividends are available on the Company's website at [www.somiinvestor.com](http://www.somiinvestor.com) and Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in)
9. It is in the Members interest to claim any un-encashed dividends and for future, opt for National Electronic Clearance System (NECS)/National Automated Clearing House (NACH), so that dividends paid by the Company are credited to the investor's account on time.
10. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission/transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialized form or to Universal Capital Securities Pvt. Ltd. in case of holdings are in physical form, mentioning your correct reference folio number. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to Universal Capital Securities Pvt. Ltd.
11. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Universal Capital Securities Pvt. Ltd. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
12. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November 2018 requests for effecting transfer of Securities (except in case of transmission or transposition of securities) shall not be processed from 1st April 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Members are requested to take action to dematerialise the Equity Shares of the Company, promptly. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact Universal Capital Securities Pvt. Ltd. for assistance in this regard.
13. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP only. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Universal Capital Securities Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Universal Capital Securities Pvt. Ltd.
14. 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.
15. 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, 28 Fax: +91-22-28262920
16. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.



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17. The statement setting out the material facts pursuant to Section 102 of the Act concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India as approved by the Central Government, of the persons seeking appointment/reappointment as Directors, is also annexed to this Notice.
18. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same.
19. The copies of the Annual Report will also be available on Company's website [www.somiinvestor.com](http://www.somiinvestor.com) and at the registered office of the company for inspection during normal business hours on working days.
20. The Companies Act, 2013 in line with the measures undertaken by the Ministry of Corporate Affairs for promotion of Green initiative has introduced enabling provisions for sending notice of the meeting and other shareholder correspondence through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with the company or its RTA and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants(DPs), if there is any change in the e-mail ID already registered with the Company.
21. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by e-voting. They shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. **The instructions for e-voting are annexed to the Notice.**
22. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 23, 2019
23. **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 23, 2019 only shall be entitled to avail the facility of remote e-voting / through Poll Paper at the Annual General Meeting.**

**The instructions for members voting electronically are as under:**

- (i) The remote e-voting period commences on Friday, 27<sup>th</sup> September, 2019 at 9:00 am and ends on 29<sup>th</sup> September, 2019 at 5:00 pm. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23<sup>rd</sup> September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The Shareholders should Log on to the e-voting website <http://www.evotingindia.com>
- (iii) Click on "Shareholders" tab.
- (iv) Now, select "Somi Conveyor Beltings Limited" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,





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- 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](http://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 LOGIN:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
USER ID	<b>For NSDL</b> : 8 Character DP ID followed by 8 Digits Client ID <b>For CDSL</b> : 16 digits beneficiary ID	Folio Number Registered with the Company
Permanent Account Number (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"> <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 depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in the PAN column above	

# 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.

- (ix) After entering these details appropriately, click on SUBMIT” tab.
- (x) Members holding shares in physical form will then reach directly to 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 Electronic Voting Sequence Number (EVSN) of SOMI CONVEYOR BELTINGS LIMITED to vote.



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- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Note for Non-Individual Shareholders and Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - 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).
  - 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.
  - 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.
  - 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.
- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
24. The Board of Directors of the Company has appointed Mr. Avijit Vasu (ACS: 37968; PCS: 14198) Practising Company Secretary, to act as the Scrutinizer to scrutinize the Polling taking place at annual general meeting. He has communicated his willingness to be appointed and will be available for same purpose.
25. The Board of Directors of the Company has appointed Mrs. Ira Baxi (FCS: 5456; PCS: 4712), Practising Company Secretary for remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
26. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three (3) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company who shall countersign the same and declare the result of the voting forthwith.
27. The Results shall be declared after the receipt of the Scrutinizer's Report from conclusion of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.somiinvestor.com](http://www.somiinvestor.com). The results shall also be immediately forwarded to the stock exchanges BSE Limited and NSE of India Limited.





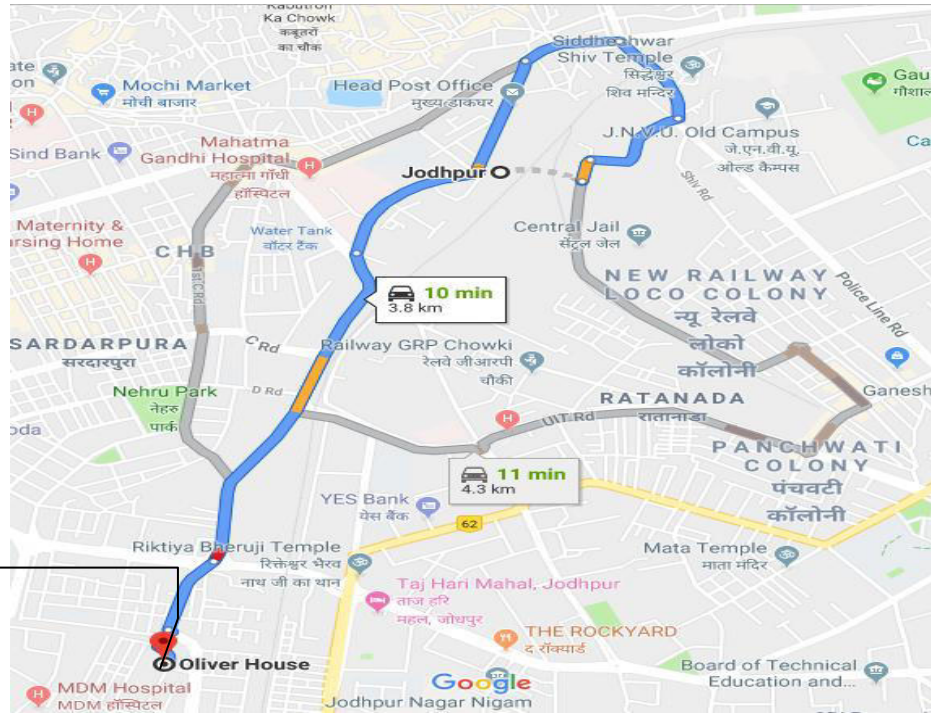
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28. To ensure correct identity of the members for the smooth conduct of the Annual General Meeting, each Member and Proxy Holder attending the meeting is requested to bring with him/her an appropriate photo ID document like a Driving License, Aadhaar Card, Passport or Voter ID Card.

29. As per section 118(10) of the Companies Act, 2013, read with the Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India, "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members in connection with the meeting".

30. Route Map of 19<sup>th</sup> AGM:



Venue of 19<sup>th</sup>  
Annual General  
Meeting

BY ORDER OF THE BOARD  
For SOMI CONVEYOR BELTINGS LIMITED

(AMIT BAXI)  
Company Secretary

Place: Jodhpur

Date: 2<sup>nd</sup> September, 2019

**Registered Office**

4F-15, "Oliver House"

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CIN: L25192RJ2000PLC016480

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## **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.2, 3, 4, 5, of the accompanying notice dated 2<sup>nd</sup> September, 2019:

### **Item No. 2**

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of a Company.

The Members of the Company had at the Annual General Meeting held on 30th September, 2014 approved the appointment of Mr. Sharad Gyanmal Nahata, Independent Directors for a period of 5 years.

Based on his performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Listing Regulations, and as per Articles of Association of the Company, Mr. Sharad Gyanmal Nahata is eligible for re-appointment as Independent Director and had offered himself for re-appointment. The Board of Directors recommends the proposal to re-appoint him as Independent Director for a term as mentioned in the respective special resolutions.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Sharad Gyanmal Nahata, signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from him.

Mr. Sharad Gyanmal Nahata does not hold himself or for any other person on a beneficial basis, any shares in the Company. He is not related to any other Director of the Company. In the opinion of the Board, Mr. Sharad Gyanmal Nahata fulfills the conditions specified in the Companies Act, 2013 as amended and rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, for his reappointment as an Independent Director of the Company and is independent of the management. A copy of the draft Letter of Appointment for Independent Director is available for inspection at the Registered Office of the Company during business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sharad Gyanmal Nahata as an Independent Director. Accordingly, the Board recommends the resolution in relation to the reappointment of Mr. Sharad Gyanmal Nahata as an Independent Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Mr. Sharad Gyanmal Nahata, being an appointee and his relative, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.



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## **Item No. 3**

Mr. Om Prakash Bhansali, is the director of the company since Incorporation. He has done the onerous job with enormous responsibility for giving efficient direction to the company. Apart from above he is controlling very successfully the production, administrative, finance and sales activities boosting results over last few years. As he is an experienced member of the board, the board wants to increase the remuneration package of Mr. Om Prakash Bhansali.

The provision of the Companies Act, 2013 requires the Company to seek the approval of the members for increase in remuneration package of Mr. Om Prakash Bhansali. Hence a special resolution is proposed for your consideration and approval.

Mr. Om Prakash Bhansali is interested in the above resolution and is related with Mr. Vimal Bhansali and Mr. Gaurav Bhansali who are Whole-Time Directors and Shareholders of the Company. He is father of Mr. Vimal Bhansali and Gaurav Bhansali. He is husband of Mrs. Om Kumari Bhansali, who is one of the major shareholders of the Company. He is father in law of Mrs. Ruchi Bhansali and Mrs. Priya Bhansali who are promoters & shareholders of the Company.

Apart from above, 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 except by way of shareholding if any.

## **Item No. 4**

Mr. Vimal Bhansali, is the director of the company since Incorporation. He also has done the onerous job with enormous responsibility for giving efficient direction to the company. He is controlling the sales activities boosting results of the company over last few years. The board wants to increase the remuneration package of Mr. Vimal Bhansali.

The provision of the Companies Act, 2013 requires the Company to seek the approval of the members for increase in remuneration package of Mr. Vimal Bhansali. Hence a special resolution is proposed for your consideration and approval.

Mr. Vimal Bhansali is interested in the above resolution and is related with Mr. Om Prakash Bhansali who is Managing Director of the Company. He is son of Mr. Om Prakash Bhansali. He is brother of Mr. Gaurav Bhansali, who is one of the Whole-Time Director of the Company. He is son of Mrs. Om Kumari Bhansali, who is a major shareholder of the Company. He is husband of Mrs. Priya Bhansali who is promoter & shareholder of the Company. Mrs. Ruchi Bhansali who is one of the promoter & shareholder of the Company is also related to him as she is his brother's wife.

Apart from above, 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 except by way of shareholding if any.





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## Item No. 5

Mr. Gaurav Bhansali, is also a promoter director of the company since Incorporation. He looks after the production. Apart from above he is controlling very successfully the administrative activities of the company. The board wants to increase the remuneration package of Mr. Gaurav Bhansali.

The provision of the Companies Act, 2013 requires the Company to seek the approval of the members for increase in remuneration package of Mr. Gaurav Bhansali as mentioned in the special resolution. Hence a special resolution is proposed for your consideration and approval.

Mr. Gaurav Bhansali is interested in the above resolution and is related with Mr. Om Prakash Bhansali who is Managing Director of the Company. He is son of Mr. Om Prakash Bhansali. He is brother of Mr. Vimal Bhansali, who is one of the Whole-Time Directors of the Company. He is son of Mrs. Om Kumari Bhansali, who is a major shareholder of the Company. He is husband of Mrs. Ruchi Bhansali who is promoter & shareholder of the Company. Mrs. Priya Bhansali who is one of the promoter & shareholder of the Company is also related to him as she is his brother's wife.

Apart from above, 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 except by way of shareholding if any.

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

(AMIT BAXI)  
Company Secretary

Place: Jodhpur  
Date: 2<sup>nd</sup> September, 2019  
**Registered Office**  
4F-15, "Oliver House"  
New Power House Road  
Jodhpur-342 003  
CIN: L25192RJ2000PLC016480  
Website: [www.somiinvestor.com](http://www.somiinvestor.com)





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## APPENDIX TO ANNUAL GENERAL MEETING NOTICE

1. Particulars and additional information of the directors seeking appointment/re-appointment pursuant to Regulation 36(3) of the Listing Regulations and in terms of Secretarial Standards on General Meetings (SS-2):

Name of Director	Age	Date of Original Appointment	Expertise in Specific Functional Areas	Qualifications	Directorships held in other Listed Companies	Memberships of Board Committees in other Public Limited Companies	Other Information	Remarks
Mr. Sharad Gyanmal Nahata	54 Years	12/02/2014	Seven years Experience in the field of Sales and Marketing	Bachelor of Commerce	Nil	Nil	Independent & Non-Executive Director	Appointment as Independent Director (Second Term) for the period of five years.

2. Statement of information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 with reference to the resolution at Item No. 3, 4 & 5 of the Notice:

### I. General Information

1.	Nature of Industry	The Company is engaged in the manufacture and sale of Industrial Conveyor Belts
2.	Date or expected date of commencement of commercial production	The Company is already into commercial production of above product since year 2000.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus	Not Applicable



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<b>4.</b>	Financial performance based on given indicators			
	<b>Financial Parameters</b>	<b>FY 2018-2019</b>	<b>FY 2017-2018</b>	<b>FY 2016-2017</b>
	Total Income	610130120	657068853	678492227
	Profit/(Loss) before Tax	21797627	14191612	6645796
	Profit/(Loss) after Tax	15461769	10110130	3732001
	Dividend paid/recommended (including Corporate Dividend Tax)	7100777	NIL	14177759
	Dividend Rate %	5.00%	NIL	10.00%
<b>5.</b>	Foreign investments or collaborators, if any	Not Applicable		

## II. Information about Directors:

S No.		Name of Directors		
		Om Prakash Bhansali	Vimal Bhansali	Gaurav Bhansali
1.	Background details	Mr. Om Prakash Bhansali is a Science Graduate and has 43 years experience in rubber and conveyor belt manufacturing industry. Apart from above he is controlling the production, administrative, finance and sales activities of the Company.	Mr. Vimal Bhansali is a Management Graduate with Specialization in Marketing and has 19 years experience in manufacturing and marketing of Conveyor Belts.	Mr. Gaurav Bhansali possesses Master's degree in Commerce and has 18 years experience in Manufacturing and marketing of Conveyor Belts & rubber production.
2.	Past remuneration	The remuneration received by Mr. Om Prakash Bhansali during the year ended 31st March, 2019 which comprised of salary, monetary value of perquisites, allowances and contribution to retiral funds was 6.00 lacs per annum.	The remuneration received by Mr. Vimal Bhansali during the year ended 31st March, 2019 which comprised of salary, monetary value of perquisites, allowances and contribution to retiral funds was 4.20 lacs per annum	The remuneration received by Mr. Gaurav Bhansali during the year ended 31st March, 2019 which comprised of salary, monetary value of perquisites, allowances and contribution to retiral funds was 4.20 lacs per annum.
3.	Recognition or Awards	Nil	Nil	Nil





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4.	Job profile and suitability	Mr. Om Prakash Bhansali is the Managing Director and is responsible for all the day to day operations of the Company subject to the superintendence and control of the Board of Directors of the Company. He has also been assigned with the responsibility for implementing the expansion plans of the Company.	Mr. Vimal Bhansali is the Executive Director and his past experience in managing overall business as well as expertise in marketing is considered relevant and valuable for his responsibilities as the Executive Director of the Company.	Mr. Gaurav Bhansali is the Executive Director, has done the onerous job with enormous responsibility and risk for giving efficient direction to the company.
5.	Remuneration proposed	Rs.2,70,000 per month w.e.f. 1 <sup>st</sup> October, 2019	Rs.2,15,000 per month w.e.f. 1 <sup>st</sup> October, 2019	Rs.2,15,000 per month w.e.f. 1 <sup>st</sup> October, 2019
6.	Comparative Remuneration profile with respect to Industry, size of the Company, profile of the position and the person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed to be paid to the Managing Director is very less as compared with the remuneration being paid for similar assignments in the industry.	The remuneration proposed to be paid to the Whole-Time Director is very less as compared with the remuneration being paid for similar assignments in the industry.	The remuneration proposed to be paid to the Whole-Time Director is very less as compared with the remuneration being paid for similar assignments in the industry.
7.	Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial Personnel, if any	Mr. Om Prakash Bhansali is drawing his remuneration in the capacity of Managing Director of the Company and both the Whole time Directors' i.e Mr. Vimal Bhansali and Mr. Gaurav Bhansali are related to Mr. Om Prakash Bhansali as they are sons of Mr. Om Prakash Bhansali.	Mr. Vimal Bhansali is drawing his remuneration in the capacity of Whole-Time Director of the Company. Mr. Om Prakash Bhansali and Mr. Gaurav Bhansali are related to Mr. Vimal Bhansali as Mr. Om Prakash Bhansali is his father and Mr. Gaurav Bhansali is his brother.	Mr. Vimal Bhansali is drawing his remuneration in the capacity of Whole-Time Director of the Company. Mr. Om Prakash Bhansali and Mr. Vimal Bhansali are related to Mr. Gaurav Bhansali as Mr. Om Prakash Bhansali is his father and Mr. Vimal Bhansali is his brother.



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### III. Other Information

1.	Reasons of loss or inadequate profits	} NOT APPLICABLE
2.	Steps taken or proposed to be taken for improvement	
3.	Expected increase in productivity and profits in measurable terms	

### IV. Disclosures

1.	The shareholders of the Company shall be informed of the remuneration package of the managerial person	Disclosure of the remuneration package is part of this notice.
2.	The following disclosures shall be mentioned in the Board of Directors' Report under the heading "Corporate Governance", if any, attached to the Annual Report:- <ol style="list-style-type: none"> <li>1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors.</li> <li>2. Details of fixed component and performance linked incentives along with the performance criteria.</li> <li>3. Service contracts, notice period, severance Fees</li> <li>4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable</li> </ol>	} This has been fully covered under the Corporate Governance Report  Not Applicable.