

NOTICE

NOTICE is hereby given that the **Twenty Third Annual General Meeting** of the members of the Company will be held on **Saturday, 30th September, 2023** 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 **31st March, 2023**, together with the Reports of the Board of Director's and the Auditor's thereon.

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

RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint a Director in place of Mrs. Payal Daga, (DIN: 07134985) who retires by rotation and, being eligible, offers herself for re-appointment.

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 152 and other applicable provisions of the Companies Act, 2013, Mrs. Payal Daga, (DIN: 07134985) who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

Special Business:

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 Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for increase in remuneration of Mr. Om Prakash Bhansali (DIN: 00351846), Managing Director of the Company with effect from 1st October, 2023 to the extent of Rs.2,95,000/- (Rupees Two Lakh Ninety Five Thousand) per month including HRA, Perquisites and Bonus which is in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with

Section 198 of the Act, in any financial year(s) during his remaining tenure as the Managing Director of the Company;

RESOLVED FURTHER THAT the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year may exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors may exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

RESOLVED FURTHER 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 Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for increase in remuneration of Mr. Vimal Bhansali (DIN: 00351851), Whole-Time Director of the Company with effect from 1st October, 2023 to the extent of Rs.2,40,000/- (Rupees Two Lakh Forty Thousand) per month including HRA, Perquisites and Bonus which is in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, in any financial year(s) during his remaining tenure as the Whole-Time Director of the Company;

RESOLVED FURTHER THAT the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year may exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors may exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

RESOLVED FURTHER 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:

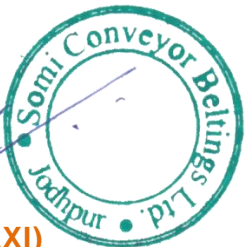

“RESOLVED THAT pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the

Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for increase in remuneration of Mr. Gaurav Bhansali (DIN: 00351860), Whole Time Director of the Company with effect from 1st October, 2023 to the extent of Rs.2,40,000/- (Rupees Two Lakh Forty Thousand) per month including HRA, Perquisites and Bonus which is in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, in any financial year(s) during his remaining tenure as the Whole-Time Director of the Company;

RESOLVED FURTHER THAT the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year may exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors may exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

RESOLVED FURTHER 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: 4thSeptember, 2023

Registered Office

4F-15, "Oliver House"
New Power House Road
Jodhpur-342 003
CIN: L25192RJ2000PLC016480
Website: www.somiinvestor.com

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. 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.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business under Item No. 3 to 5 be transacted at the Annual General Meeting ('AGM') is annexed hereto.
5. In terms of Section 152 of the Act, Mrs. Payal Daga (DIN: 07134985) Director of the Company, retires by rotation at the AGM and being eligible, offers herself for re-appointment.
6. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards on General Meetings (SS-2) in respect of the Director seeking re-appointment at the AGM, forms integral part of the Notice.

BOOK CLOSURE:

7. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 24th September, 2023 to Saturday, 30th September, 2023 (both days inclusive) for annual closing.

DIVIDEND:

8. Members who have not encashed their dividend warrants for the dividends declared for the financial years 2015-16 and 2017-18 are requested to send a letter along with unclaimed dividend warrant, if any, or letter of undertaking for issue of duplicate dividend warrant/demand draft.
9. In terms of Section 124 of the Act, Final dividend declared for the financial year 2015-16 will be due for transfer to the Investor Education and Protection Fund (IEPF) (established by the Central Government) in November, 2023, as the same would remain unpaid for a period of seven years from the due date of payment. Members are requested to en-cash their Dividend Warrants promptly. It may be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie with the Company in respect of such amount.
10. Attention of Members is invited to the provisions of Section 124(6) of the Act read with IEPF Rules, as amended from time to time, which inter alia requires the Company to transfer the equity shares in respect of which the dividend has remained unpaid or unclaimed for a continuous period of seven years, to a Demat account of the Authority to be opened by the Investor Education and Protection Fund Authority ('IEPF Authority'). The said shares, once transferred to the said Demat account of the IEPF Authority can be claimed only after following the procedure prescribed under the said IEPF Rules.
11. The unclaimed dividend for the Financial Year 2015-16 and 2017-18 must be claimed as early as possible falling which it would be transferred to IEPF as per the(tentative) dates mentioned herein below:

Financial Year ended	Due Date of Transfer
31.03.2016	16.11.2023
31.03.2018	27.11.2025

Therefore, members are requested to claim their unpaid dividend pertaining to the financial year 2015-16 and 2017-18 as soon as possible, so that shares in respect of which the dividend is pending are not transferred to the Demat Account of IEPF authority at appropriate date.

12. The details of the unclaimed dividends are available on the Company's website at www.somiinvestor.com and Ministry of Corporate Affairs at www.mca.gov.in
13. 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.
14. SEBI vide its Circular dated 3rd November, 2021 has mandated registration of PAN, KYC details and Nomination, by holders of physical securities. Members holding shares in physical form are requested to submit their PAN, KYC details and Nomination details by sending a duly filled and signed Form ISR-1 to Universal Capital Securities Pvt. Ltd at C 101, 247 Park, LBS Road, Vikhroli West, Mumbai – 400083 or by email to info@unisec.in.com from their registered email id.
15. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13, which is available on the website of the Company. Further, SEBI vide its Circular dated 3rd November, 2021 has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.

16. Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to Issue of duplicate securities certificate; Claim from Unclaimed Suspense Account; Renewal / Exchange of securities certificate; Endorsement; Sub-division / Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission; Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the Format which is available on the website of the Company's Registrar and Transfer Agent, Universal Capital Securities Pvt. Ltd. at <https://www.unisec.in/client-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant. Members can contact Universal Capital Securities Pvt. Ltd. for assistance in this regard.
17. 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 Noon up to the date of Annual General Meeting and will also be available for inspection at the meeting.
18. Universal Capital Securities Pvt. Ltd. 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

C 101, 247 Park, LBS Road, Vikhroli West, Mumbai – 400083.

Tel : +91 22 28207203-05, 49186178-79 Fax : +91 22 28207207

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING ANNUAL REPORT:

19. In accordance with, the General Circular Nos. 20/2020 dated 5 May 2020, 19/20 dated 12 December 2021 and 21/2021 dated 14 December 2021 and 10/2022 dated 28 December 2022 issued by MCA, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the company or the Depository Participant(s). Physical copy of the Notice of the 23rd AGM along with Integrated Annual Report for the Financial Year (FY) 2022-23 shall be sent to those Members who request for the same.
20. The Notice of AGM along with Annual Report for the financial year 2022-23, will also be available on the Company's website at <https://www.somiinvestor.com>, website of CDSL i.e. www.evotingindia.com and on websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
21. Members holding shares in physical form and who have not updated their e-mail ids with the Company are requested to update their e-mail ids by writing to the Company at md@somiconveyor.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the Permanent Account Number (PAN) card, and self-attested copy of any document (eg.: Driving License, Voter Identity card, Passport, Aadhaar card) in support of the address of the Member. Members holding shares in dematerialised (demat) mode are requested to register/update their e-mail id with the relevant DPs. In case of any queries/difficulties in registering the e-mail id, Members may write to md@somiconveyor.com.

PROCEDURE FOR REMOTE E-VOTING AND VOTING DURING THE AGM:

22. 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.**
23. 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, 2023.
24. **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, 2023 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 Wednesday, 27th September, 2023 at 9:00 am and ends on Friday, 29th September, 2023 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. 23rd September, 2023 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) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option for register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting

	your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at arequestatevoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting for **shareholders other than individual shareholders holding in demat form & physical shareholders.**
- The Shareholders should Log on to the e-voting website <http://www.evotingindia.com>
 - Click on "Shareholders" tab.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on "Login".
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) IF YOU ARE A FIRST TIME USER FOLLOW THE STEPS GIVEN BELOW FOR LOGIN:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

- If both 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 instruction (c).

- (vii) After entering these details appropriately, click on SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the Electronic Voting Sequence Number (EVSN) of SOMI CONVEYOR BELTINGS LIMITED to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If a 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.
- (xvii) Note for Non-Individual Shareholders and Custodians:**
 - a) 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.
 - 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.
 - 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 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.

- f) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address md@somiconveyor.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xviii) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

25. The Board of Directors the Company has appointed Mrs. Ira Baxi (FCS: 5456; PCS: 4712), Practising Company Secretary to act as the Scrutinizer to scrutinize for remote e-voting process and Voting through Poll taking place at the 23rd Annual General Meeting of the Company in a fair and transparent manner. 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. The results shall also be immediately forwarded to the stock exchanges BSE Limited and NSE of India Limited.
28. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.
- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- b) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- c) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

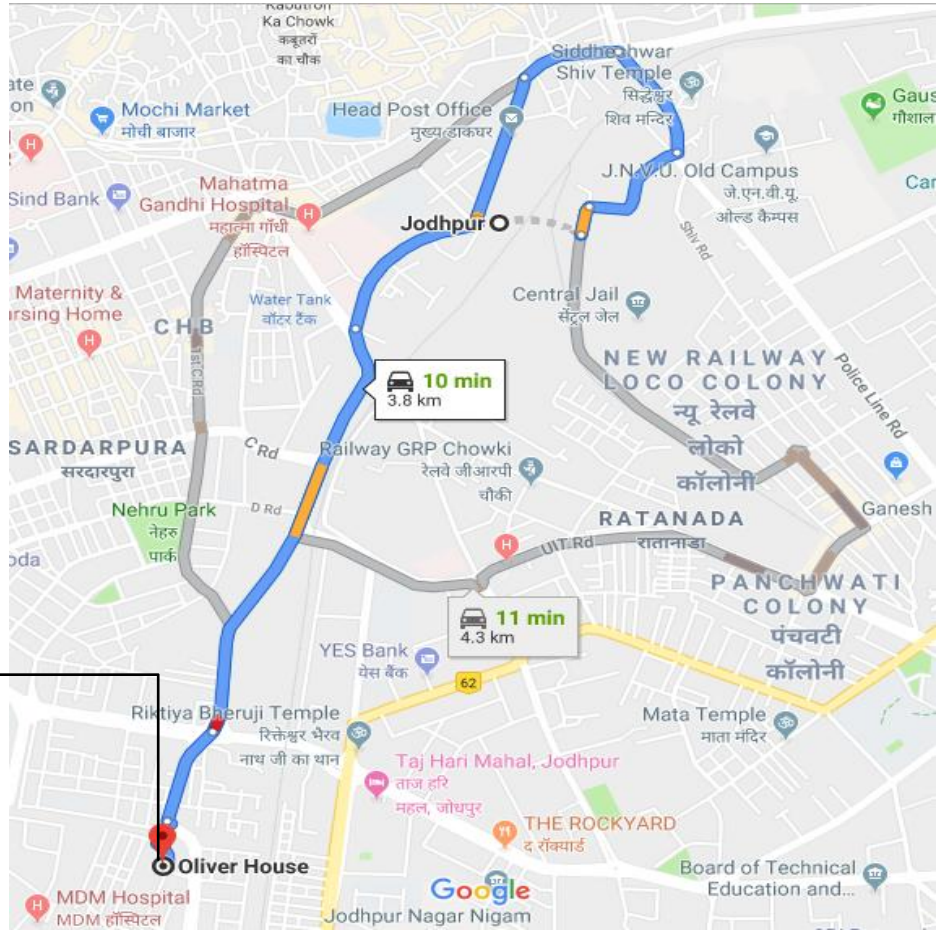
If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.


29. 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.


30. 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”.
31. Route Map of 23RD AGM:

**Venue of 23rd
Annual
General Meeting**



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


(AMIT BAXI)
Company Secretary



Place: Jodhpur
Date: 4th September, 2023

Registered Office
4F-15, “Oliver House”
New Power House Road
Jodhpur-342 003
CIN: L25192RJ2000PLC016480
Website: www.somiinvestor.com

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.3, 4 & 5 of the accompanying notice dated 4th September, 2023:

Item No. 3

Pursuant to Section 197 and other applicable provisions of the act, the remuneration payable to any one managing director or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director remuneration shall not exceed 10% of the net profits to all such directors and manager taken together.

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.

Keeping in view of the increased responsibilities and challenges involved and based on the recommendation of Nomination and Remuneration Committee, it is proposed to pay remuneration to the extent of Rs. 2,95,000/- per month including HRA, Perquisites and Bonus with effect from 1st October 2023, which is in accordance with norms laid down in Schedule V and other applicable provisions of Companies Act, 2013 and rules made thereunder.

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

Pursuant to Section 197 and other applicable provisions of the act, the remuneration payable to any one managing director or whole-time director or manager shall not exceed 5% of the net profits of the

Company and if there is more than one such director remuneration shall not exceed 10% of the net profits to all such directors and manager taken together.

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.

Keeping in view of the increased responsibilities and challenges involved and based on the recommendation of Nomination and Remuneration Committee, it is proposed to pay remuneration to the extent of Rs. 2,40,000/- per month including HRA, Perquisites and Bonus with effect from 1st October 2023, which is in accordance with norms laid down in Schedule V and other applicable provisions of Companies Act, 2013 and rules made thereunder.

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.

Item No. 5

Pursuant to Section 197 and other applicable provisions of the act, the remuneration payable to any one managing director or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director remuneration shall not exceed 10% of the net profits to all such directors and manager taken together.

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 production activities of the company.

Keeping in view of the increased responsibilities and challenges involved and based on the recommendation of Nomination and Remuneration Committee, it is proposed to pay remuneration to the extent of Rs. 2,40,000/- per month including HRA, Perquisites and Bonus with effect from 1st October 2023, which is in accordance with norms laid down in Schedule V and other applicable provisions of Companies Act, 2013 and rules made thereunder.

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: 4th September, 2023

Registered Office

4F-15, "Oliver House"
New Power House Road
Jodhpur-342 003
CIN: L25192RJ2000PLC016480
Website: www.somiinvestor.com

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	Mrs. Payal Daga
Director Identification Number (DIN)	07134985
Date of Birth and Age	09/10/1980 – 41 Years
Nationality	Indian
Date of first appointment on the Board	30/09/2022
Qualifications	Post Graduation in Commerce
Brief resume, experience and Nature of expertise in specific functional areas.	11 Years of Experience in Administration
Directorships held in other Listed Companies	NIL
Membership of Board Committees in other Public Limited Companies	NIL
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relation
Other Information	Non-Executive Non-Independent Woman Director
Remarks	Seeks Re-Appointment as Non-Executive Non-Independent Woman Director liable to retire by rotation

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

4.	Financial performance based on given indicators (In Lakhs)			
	Financial Parameters	FY 2022-23	FY 2021-22	FY 2020-21
	Revenue	9369.57	5713.85	4679.27
	Profit/(Loss) before Tax	427.46	257.23	235.39
	Profit/(Loss) after Tax	346.81	171.58	176.12
	Dividend paid/recommended (including Corporate Dividend Tax)	NIL	NIL	NIL
	Dividend Rate %	NIL	NIL	NIL
5.	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 47 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 23 Years experience in Manufacturing and Marketing of Conveyor Belts.	Mr. Gaurav Bhansali possesses Master's degree in Commerce and has 22 years experience in Manufacturing and marketing of Conveyor Belts & rubber production.
2.	Past remuneration	2,70,000/-	2,15,000/-	2,15,000/-
3.	Recognition or Awards	NIL	NIL	NIL
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	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 in controlling the production activity of the Company.

		with the responsibility for implementing the expansion plans of the Company.		
5.	Remuneration proposed	2,95,000/- per month w.e.f. 1st October, 2023	2,40,000/- per month w.e.f. 1st October, 2023	2,40,000/- per month w.e.f. 1st October, 2023
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. Gaurav 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.

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.	<p>The following disclosures shall be mentioned in the Board of Directors' Report under the heading "Corporate Governance", if any, attached to the Annual Report:-</p> <ol style="list-style-type: none"> 1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors. 2. Details of fixed component and performance linked incentives along with the performance criteria. 3. Service contracts, notice period, severance Fees 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 	<p>This has been fully covered under the Corporate Governance Report</p> <p>Not Applicable.</p>

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

Place: Jodhpur
Date: 4th September, 2023

(AMIT BAXI)
Company Secretary



Registered Office
4F-15, "Oliver House"
New Power House Road
Jodhpur-342 003
CIN: L25192RJ2000PLC016480
Website: www.somiinvestor.com



SOMI CONVEYOR BELTINGS LIMITED

Registered Office: 4 F-15 "Oliver House", New Power House Road, Jodhpur - 342003

CIN: L25192RJ2000PLC016480; Email: md@somiconveyor.com;

Website: www.somiinvestor.com; Ph. No.: 0291-2765400 to 09

PROXY FORM

[FORM MGT-11]

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

23RD ANNUAL GENERAL MEETING, 30TH SEPTEMBER, 2023

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:..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the TWENTY THIRD ANNUAL GENERAL MEETING of the company, to be held on the Saturday 30th day of September, 2023 at 11:30 A.M. at 4F-15, "Oliver House" New Power House Road, Jodhpur-342003 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements for the Year ended 31st March, 2023, Auditors' and Directors' Report thereon.
2. Re-appointment of Mrs. Payal Daga as Director who is liable to Retire by Rotation.

SPECIAL BUSINESS

3. Increase in Remuneration Package of Mr. Om Prakash Bhansali, Managing Director.
4. Increase in Remuneration Package of Mr. Vimal Bhansali, Whole-Time Director.
5. Increase in Remuneration Package of Mr. Gaurav Bhansali, Whole-Time Director.

Signed this day of 20....

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix Rs.1
Revenue
Stamp

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 – 342003
CIN: L25192RJ2000PLC016480; Email: md@somiconveyor.com
Website: www.somiinvestor.com; Ph. No.: 0291-2765400 to 09

ATTENDANCE SLIP

23RD ANNUAL GENERAL MEETING, 30TH SEPTEMBER, 2023

Joint Shareholders 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:

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 **TWENTY THIRD ANNUAL GENERAL MEETING** of the company on Saturday, September 30, 2023 at 11:30 AM at 4F-15, "Oliver House", New Power House Road, Jodhpur-342003.

Members/Proxy's name in BLOCK Letters

Members/Proxy's Signature

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