

Notice of 25th Annual General Meeting

NOTICE is hereby given that the **Twenty Fifth (25th) Annual General Meeting** of the members of the Company will be held on **Tuesday, 30th September, 2025** 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, 2025**, 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, 2025 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. To ratify remuneration of Cost Auditor for the financial year 2025-2026.

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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹35,000/- (Rupees Thirty Five Thousand only) plus applicable taxes, travel and out-of-pocket and other expenses incurred in connection with the audit, as recommended by the Audit Committee and approved by the Board of Directors, payable to M/s. Anchal Jain & Co, Cost Accountants (FRN:103706), who are appointed as Cost Auditors in the Board Meeting held on Friday, 30th

May, 2025 to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and other things and execute all such forms, documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

4. Appointment of Mr. Rajesh Garg (DIN: 02444529) as Non - Executive Independent Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'Act') and the rules framed there under, read with Schedule IV to the Act as amended from time to time read with Regulation 25 (2A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, Mr. Rajesh Garg (DIN: 02444529), who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and whose appointment has been recommended by the Nomination & Remuneration Committee be and is hereby appointed as a Director (Category: Non-Executive Independent Director) of the Company to hold office for the First term of 5 (five) consecutive years with effect from October 1, 2025.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and is hereby authorized to do all such acts, deeds and other things and execute all such forms, documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

5. Appointment of Mrs. Shashi Modi (DIN: 11214079) as Non - Executive Independent Woman Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'Act') and the rules framed there under, read with Schedule IV to the Act as amended from time to time read with Regulation 25 (2A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, Mrs. Shashi Modi (DIN: 11214079), who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act and whose appointment has been recommended by the Nomination & Remuneration Committee be and is hereby appointed as a Director (Category: Non-Executive Independent Woman Director) of the Company to hold office for the First term of 5 (five) consecutive years with effect from October 1, 2025.

RESOLVED FURTHER THAT any of the Director(s) of the Company be and is hereby authorized to do all such acts, deeds and other things and execute all such forms, documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

6. To approve the appointment of M/s Saharia and Associates, as the Secretarial Auditors of the Company

To consider and, if thought fit, to pass the following as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactments thereto) and based on the recommendation of the Audit Committee and Board of Directors, consent of the Members be and is hereby accorded for the appointment of M/s Saharia and Associates, Practicing Company Secretaries, bearing Firm Registration No. S2021RJ802000, holding Peer Review Certificate No. 4773/2023, as Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years, i.e from the Financial Year 2025-26 till the Financial Year 2029-30, on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors from time to time.”.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

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

SD/-
(AMIT BAXI)
Company Secretary

Place: Jodhpur
Date: 4th September, 2025

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. 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, 4, 5 and 6 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 appointment/ 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 Wednesday, 24th September, 2025 to Tuesday, 30th September, 2025 (both days inclusive) for annual closing.
8. Members who have not encashed their dividend warrants for the dividend declared for the financial year 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. Pursuant to the provisions of Section 124(5) of the Act, the dividend which remains unclaimed / unpaid for a period of seven years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Further, pursuant to the provisions of Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the IEPF Rules”) and amendments thereto, 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.
10. Further, the Company has uploaded the details of the above on its website i.e. www.somiinvestor.com for the information of Members and they are also available on Ministry of Corporate Affairs website at www.mca.gov.in. Members are entitled to claim the shares from the IEPF Authority by making an application online along with the requisite documents in Form IEPF-5 available on the MCA V3 Portal. Shareholders are requested to contact the Company’s RTA or the Company in this regard.
11. The unclaimed dividend for the Financial Year 2017-18 must be claimed as early as possible falling which it would be transferred to IEPF as per the(tentative) date mentioned herein below:

Financial Year ended	Due Date of Transfer
31.03.2018	27.11.2025

Therefore, members are requested to claim their unpaid dividend pertaining to the financial year 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. 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.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
14. As mandated by SEBI, shares of the Company can be transferred/traded only in dematerialised mode. Members holding shares in physical mode are advised to avail the facility of dematerialisation.
15. Members are advised to exercise diligence and obtain statement of holdings periodically from the concerned Depository Participant and verify the holdings from time to time.
16. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
- For shares held in electronic form:** to their Depository Participants (DPs);
 - For shares held in physical form:** to the Company / Company’s Registrar and Share Transfer Agents, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (“RTA”) in prescribed Form given below along with supporting documents

Sr. No	Particulars	Form
1.	Request for Registering PAN, KYC details OR Changes/updatons there of (only for securities held in physical)	ISR-1
2.	Confirmation of Signature of securities holder by Banker	ISR-2

3.	Declaration for Opting-out of Nomination by holders of physical securities in Listed Companies	ISR-3
4.	Nomination Form	SH-13
5.	Cancellation OR Variation of Nomination	SH-14

The format of above mentioned Forms are available on the website of the Company's RTA's at <https://web.in.mpms.mufg.com/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

17. Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., 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 and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to MUFG as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the website of MUFG at <https://web.in.mpms.mufg.com/client-downloads.html>.

18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

19. 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.
20. MUFG Intime India Private Limited is our Registrar and Share Transfer Agent. All the investor related communication may be addressed to them at their following address:

MUFG Intime India Private Limited

C-101,Embassy 247, LBS Marg, Vikhroli (West), MUMBAI – 400083

Tel: +91 81081 16767; Email: rnt.helpdesk@in.mpms.mufg.com

Dispatch of Annual Report through Electronic Mode and Process of Registration of Email ID for obtaining Annual Report:

21. In accordance with the guidelines issued under the MCA Circulars and SEBI Circulars, in relation to owing the difficulties involved in dispatching of physical copies of the financial statements (including Directors' Report, Auditor's Report or other Statutory Reports) including other Statutory statements/documents including the Notice of 25th AGM are being sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s), unless any Member has requested for a physical copy of the same .
22. Additionally, pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2024/218 dated December 12, 2024 the Company shall dispatch a "Letter" with web-link and exact path to access full Annual

Report for the financial year 2024-25 to Members who have not registered their email address with the RTA.

23. Members may note that this Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website at www.somiinvestor.com, 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 and on the website of Central Depository Services (India) Limited ("CDSL") www.evotingindia.com.
24. We urge Members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your DPs.
25. Members holding Equity Shares as on cut-off date shall have one vote per share as shown against their holding.
26. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
27. The Company is providing e-voting facility to its Members to enable them to cast their votes electronically on the resolutions included in this Notice. The Company has appointed Central Depository Services (India) Limited ("CDSL/Agency") for providing and supervising e-voting services, so as to enable the Members to cast their votes electronically instead of physical mode.

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

28. 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.**
29. 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, 2025.
30. **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, 2025 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:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual Members holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of Members holding shares in physical mode and non-individual Members in demat mode.

- (i) The remote e-voting period commences on Saturday, 27th September, 2025 at 9:00 am and ends on Monday, 29th September, 2025 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, 2025 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual Members holding shares in demat mode.

- (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
Individual Shareholders holding securities in Demat mode with CDSL	<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/Easiestarehttps://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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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

	<p>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 e-voting 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>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.nsd.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.</p> <p>2) If the user is not registered for IDeASe-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2) 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.</p> <p>3) 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.</p>

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 022-62343611.
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 evoting@nsdl.co.in or call at toll free no.: 022-48867000

Step 2 : Access through CDSL e-Voting system in case of Members holding shares in physical mode and non-individual Members in demat mode.

- (v) Login method for e-Voting for **shareholders other than individual shareholders holding in demat form & physical shareholders**
- a. The Shareholders should Log on to the e-voting website <http://www.evotingindia.com>
 - b. Click on “Shareholders” tab.
 - c. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on “Login”.
 - e. 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.
 - f. 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. <ul style="list-style-type: none"> • 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).

- (vi) After entering these details appropriately, click on SUBMIT” tab.
- (vii) 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.

- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the Electronic Voting Sequence Number (EVSN) of SOMI CONVEYOR BELTINGS LIMITED to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

(xvi) Additional Facility for 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.
- (xvii) 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.

31. The Board of Directors the Company has appointed Mrs. Ira Baxi (FCS: 5456; PCS: 4712), Practicing Company Secretary to act as the Scrutinizer to scrutinize for remote e-voting process and Voting through Poll taking place at the 25th 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.

32. 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.
33. 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.
34. **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.

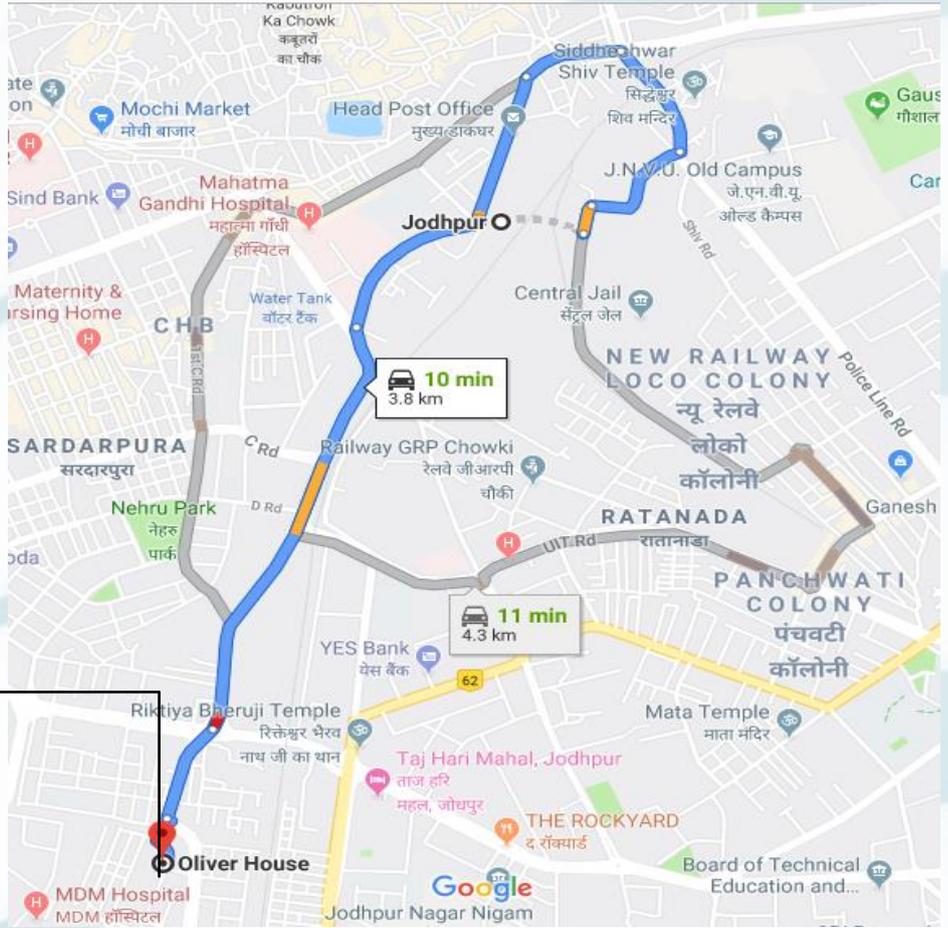
If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 62343611.

All grievances connected with the facility for voting by electronic means may be addressed to Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-62343611.

35. 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.
36. 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 at or in connection with the meeting".

37. Route Map of 25TH AGM:

**Venue of 25th
Annual
General Meeting**



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

Place: Jodhpur
Date: 4th September, 2025

SD/-
(AMIT BAXI)
Company Secretary

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, Item No.4, Item No.5 and Item No.6 of the accompanying notice dated 4th September, 2025:

Item No. 3

The Board of Directors at their meeting held on May 30, 2025 approved the appointment of M/s. Anchal Jain & Co, Cost Accountants (FRN: 103706), to conduct the audit of cost records of the Company for the financial year ending March 31, 2025 at a remuneration of Rs. 35,000 plus applicable taxes and out of pocket expenses, as recommended by the Audit Committee of the Company.

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, ratification by the Members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025, by passing an Ordinary Resolution.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

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

Item No. 4

The Board of Directors of the Company pursuant to the recommendations of the Nomination and Remuneration Committee proposed appointment of Mr. Rajesh Garg (DIN: 02444529) as a Director (Category: Independent Director) for the first term of five (5) consecutive years commencing from October 1, 2025 to September 30, 2030.

Mr. Rajesh Garg is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a Director.

The Company has received a declaration from Mr. Rajesh Garg stating that he meets the criteria of Independence as provided under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time.

Further, she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Mr. Rajesh Garg fulfills the conditions specified in the Act, the rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and he is independent of the management. Further Mr. Rajesh Garg possesses appropriate skills and knowledge; inter alia, in the field of Accountancy and Law. His knowledge and skills will be useful for the Company.

In accordance with Section 150 (2) of the Companies Act, 2013, the aforesaid fact constitutes sufficient justification for appointment of Mr. Rajesh Garg as an Independent Director.

The letter of appointment containing terms and conditions of appointment of Mr. Rajesh Garg will be open for inspection on all working days at the Registered Office of the Company, except Sundays and Public Holidays, during business hours till the date of AGM.

As per Section 150 read with Section 152 (2) of the Companies Act, 2013 read with Regulation 25 (2A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the appointment of an Independent Directors needs to be approved by the shareholders by way of special resolution.

Accordingly, the Board recommends the resolution as set out at Item No. 4 of this Notice for approval of the members of the Company as Special Resolution.

Except Mr. Rajesh Garg none of the Directors / Key Managerial Personnel of the Company are in any way, concerned or interested, directly or indirectly in this item of business, in any manner whatsoever.

Details of Mr. Rajesh Garg seeking appointment at the AGM, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are provided in the Appendix to the Notice of AGM.

Item No. 5

The Board of Directors of the Company pursuant to the recommendations of the Nomination and Remuneration Committee proposed appointment of Mrs. Shashi Modi (DIN: 11214079) as a Director (Category: Non- Executive Independent Woman Director) for the first term of five (5) consecutive years commencing from October 1, 2025 to September 30, 2030.

Mrs. Shashi Modi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given her consent to act as a Director.

The Company has received a declaration from Mrs. Shashi Modi stating that she meets the criteria of Independence as provided under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time.

Further, she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Mrs. Shashi Modi fulfils the conditions specified in the Act, the rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and she is independent of the management. Further Mrs. Shashi Modi possesses appropriate skills and knowledge; inter alia, in the field of Strategic Management and Research. Her knowledge and skills will be useful for the Company.

In accordance with Section 150 (2) of the Companies Act, 2013, the aforesaid fact constitutes sufficient justification for appointment of Mrs. Shashi Modi as an Independent Woman Director.

The letter of appointment containing terms and conditions of appointment of Mrs. Shashi Modi will be open for inspection on all working days at the Registered Office of the Company, except Sundays and Public Holidays, during business hours till the date of AGM.

As per Section 150 read with Section 152 (2) of the Companies Act, 2013 read with Regulation 25 (2A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the appointment of an Independent Directors needs to be approved by the shareholders by way of special resolution.

Accordingly, the Board recommends the resolution as set out at Item No. 5 of this Notice for approval of the members of the Company as Special Resolution.

Except Mrs. Shashi Modi none of the Directors / Key Managerial Personnel of the Company are in any way, concerned or interested, directly or indirectly in this item of business, in any manner whatsoever.

Details of Mrs. Shashi Modi seeking appointment at the AGM, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are provided in the Appendix to the Notice of AGM.

Item No. 6

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary.

Pursuant to the Listing Regulations, shareholders' approval is required for appointment of Secretarial Auditors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, and after considering the experience, market standing, efficiency of the audit teams and independence, has recommended the appointment of M/s Saharia and Associates, Practising Company Secretaries, as the Secretarial Auditor of the Company for a term of five consecutive financial years commencing from April 1, 2025 till March 31, 2030 at a remuneration of Rs. 25000/- for financial year 2025-26 plus out of pocket expenses, if any, incurred during the course of audit. The remuneration for subsequent financial years during the tenure of its appointment, shall be decided by the Board, on recommendation of Audit Committee, in consultation with the Secretarial Auditors.

M/s Saharia and Associates is a reputed firm of Company Secretaries based in Jaipur, with great experience in secretarial audits, certifications, corporate compliance, governance and related services and known for its thoroughness, regulatory acumen, and professional integrity.

M/s Saharia and Associates have provided their written consent to act as Secretarial Auditors of the Company and submitted necessary peer review certificate and other requisite disclosures/declarations in accordance with provisions of Regulation 24A of the SEBI LODR Regulations, 2015 and Section 204 of the Act and rules framed thereunder. The services to be rendered by M/s Saharia and Associates as Secretarial Auditor is within the purview of the said Regulation read with SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated December 31, 2024.

Accordingly, the Board recommends the resolution as set out at Item No. 6 of this Notice for approval of the members of the Company as Ordinary Resolution.

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

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

Place: Jodhpur
Date: 4th September, 2025

SD/-
(AMIT BAXI)
Company Secretary

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

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	Mr. Rajesh Garg	Mrs. Shashi Modi
Director Identification Number (DIN)	07134985	02444529	11214079
Date of Birth and Age	09/10/1980 - 44 Years	02/12/1972- 53 Years	19/10/1982- 43 years
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	30/09/2022	01/10/2025	01/10/2025
Qualifications	Post Graduation in Commerce	Graduation in Commerce	Graduation in Science
Brief resume, experience and Nature of expertise in specific functional areas.	13 Years of Experience in Administration	17 Years of Experience in the field of Corporate Law, Economist, Finance, Taxation	8 Years of Experience in the field of Strategic Management
Directorships held in other Listed Companies	NIL	NIL	NIL
Membership of Board Committees in other Public Limited Companies	NIL	NIL	NIL
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relation	No relation	No relation
Other Information	Non-Executive Non-Independent Woman Director	Non-Executive Independent Director	Non-Executive Independent Woman Director
Remarks	Seeks Re-Appointment as Non-Executive Non-Independent Woman Director liable to retire by rotation.	Seeks Appointment as Non-Executive Independent Director for the first term of five consecutive years.	Seeks Appointment as Non-Executive Independent Woman Director for the first term of five consecutive years

Details of Auditors seeking appointment / re-appointment as Secretarial Auditors at the Annual General Meeting in accordance with Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given herein below:

Name of the Proposed Secretarial Auditor	M/s Saharia & Associates
Proposed fees payable to the Secretarial Auditor(s)	Remuneration of INR 25000/- for the financial year 2025-26 plus reimbursement of out of pocket expenses, if any, incurred during the course of audit. Remuneration for rest of tenure of appointment, as may be mutually agreed between the Board of Directors and Auditors from time to time.
Terms of Appointment	5 (Five) consecutive years (from April 1, 2025 to March 31,2030)
Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	The proposed fee will not materially vary from the fee paid to Mrs. Ira Baxi, outgoing Secretarial Auditors.
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor proposed to be appointed	<p>Basis of Recommendation: The Board of Directors of the Company, based on the recommendations of the Audit Committee, at its meeting held on August 12, 2025, had approved appointment of M/s. Saharia & Associates (ICSI Firm Registration No. S2021RJ802000), Peer Reviewed Company Secretary Firm, as Secretarial Auditor of the Company for the period of 5 (Five) years from April 1, 2025 to March 31, 2030, subject to approval of Members at ensuing Annual General Meeting.</p> <p>Credentials: M/s Saharia & Associates was established by Ms. Megha Saharia, Associate Member of Institute of Company Secretaries of India and having experience of over 4 years with wide and extensive experience in Secretarial Audit, Corporate Governance Services, Certifications, Consultancy and other related services.</p>

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

SD/-
(AMIT BAXI)
Company Secretary

Place: Jodhpur
Date: 4th September, 2025

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.: +91 98290 23471

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)

25TH ANNUAL GENERAL MEETING, 30TH SEPTEMBER, 2025

CIN: L25192RJ2000PLC016480

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

Registered office: **4F-15, Oliver House, New Power House Road, Jodhpur, Rajasthan - 342003**

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 FIFTH ANNUAL GENERAL MEETING** of the company, to be held on the Tuesday, 30th day of September, 2025 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, 2025, Auditors' and Directors' Report thereon.

2. Re-appointment of Mrs. Payal Daga as Director, liable to retire by rotation.

SPECIAL BUSINESS:

3. Ratification of remuneration payable to M/s. Anchal Jain & Co, Cost Accountants (FRN: 103706) for the FY ending March 31, 2025.

4. Appointment of Mr. Rajesh Garg as Non-Executive Independent Director for the first term of five consecutive years.

5. Appointment of Mrs. Shashi Modi as Non-Executive Independent Woman Director for the first term of five consecutive years.

6. Appointment of M/s Saharia and Associates, Practicing Company Secretaries, as the Secretarial Auditors and fix their remuneration for a term of five consecutive financial years commencing from April 1, 2025.

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.: +91 98290 23471

ATTENDANCE SLIP

25TH ANNUAL GENERAL MEETING, 30TH SEPTEMBER, 2025

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 FIFTH ANNUAL GENERAL MEETING** of the company on Tuesday, September 30, 2025 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.