



SOMI CONVEYOR BELTINGS LTD.

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

SOMI/LEGAL & SECRETARIAL/NSE/2022/41
~~FAX/REGD.A.D/COURIER/E-MAIL/E-FILING~~
DATE: 03/09/2022

To,
The National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai-400 051
Phones: +91-22-26598100 – 8114
Fax: +91-22-26598120

NSE Symbol: SOMICONVEY

Sir,

SUBJECT: NOTICE OF THE 22ND ANNUAL GENERAL MEETING

In pursuance of Regulation 30 read with Clause 12 of Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the notice of the 22nd Annual General Meeting of the company to be held on **Friday, 30th September, 2022** at 11.30 am at its registered office.

Kindly consider the aforesaid details for your records.

For **SOMI CONVEYOR BELTINGS LIMITED**

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

NOTICE

NOTICE is hereby given that the **Twenty Second Annual General Meeting** of the members of the Company will be held on **Friday, 30th September, 2022** 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, 2022**, together with the Reports of the Board of Director's and the Auditor's thereon.
2. Re-appointment of **M/s SINGHVI & MEHTA**, Chartered Accountants, as statutory auditors of the Company

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

RESOLVED THAT pursuant to the provisions of sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee of the Company and approval of the Board of Directors of the Company at their respective meetings held on September 03, 2022, the consent of the members of the Company be and is hereby accorded to re-appoint M/s. **SINGHVI & MEHTA**, Chartered Accountants (Firm Registration No. **002464W**), as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years commencing from the conclusion of this 22nd AGM till the conclusion of the 27th AGM to be held in the year 2027 at such remuneration plus applicable taxes, out of pocket, travelling and other expenses, on actual basis, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Om Prakash Bhansali as Managing Director for 5 Years**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), read with Schedule V of the Act and in terms of Articles of Association of the Company and subject to such other approvals, as may be required, and in line with the recommendation of the Nomination and Remuneration Committee and the Board of Directors ('the Board'), consent of the Members of the Company, be and is hereby accorded for the re-appointment of Mr. Om Prakash Bhansali (DIN : 00351846), as the Managing Director of the Company, for a period of five (5) consecutive years with effect from September 1, 2022, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed to this Notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. Re-appointment of Mr. Vimal Bhansali as Whole Time Director for 5 Years

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), read with Schedule V of the Act and in terms of Articles of Association of the Company and subject to such other approvals, as may be required, and in line with the recommendation of the Nomination and Remuneration Committee and the Board of Directors ('the Board'), consent of the Members of the Company, be and is hereby accorded for the re-appointment of Mr. Vimal Bhansali (DIN : 00351851), as the Whole Time Director of the Company, for a period of five (5) consecutive years with effect from September 1, 2022, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed to this Notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Re-appointment of Mr. Gaurav Bhansali as Whole Time Director for 5 Years

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), read with Schedule V of the Act and in terms of Articles of Association of the Company and subject to such other approvals, as may be required, and in line with the recommendation of the Nomination and Remuneration Committee and the

Board of Directors ('the Board'), consent of the Members of the Company, be and is hereby accorded for the re-appointment of Mr. Gaurav Bhansali (DIN : 00351860), as the Whole Time Director of the Company, for a period of five (5) consecutive years with effect from September 1, 2022, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed to this Notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

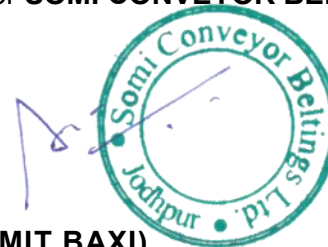
6. Appointment of Mrs. Payal Daga as Non-Executive Non-Independent Woman Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and in accordance with the provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mrs. Payal Daga (DIN: 07134985), be and is hereby appointed as a Director (Category: Non-Executive Non-Independent Woman Director) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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



(AMIT BAXI)
Company Secretary

Place: Jodhpur
Date: 3rd September, 2022

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. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive) for annual closing.
5. Members, who have not encashed dividend warrant(s) for the Financial Year ending 31st March, 2016 and 31st March, 2018 are requested to seek issue of duplicate warrant(s) by writing to the Company or the Company's RTA, immediately.
6. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Rules") all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the DEMAT Account of the IEPF Authority after complying with the procedure laid down under the Rules. 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

Members are requested to contact Company's RTA, Universal Capital Securities Private Limited for claiming dividend for the aforesaid years

7. 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
8. 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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
14. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
15. The statement setting out the material facts pursuant to Section 102 of the Act concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India as approved by the Central Government, of the persons seeking appointment/reappointment as Directors, is also annexed to this Notice.

16. Electronic copy of the Annual Report for 2021-22 is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same.
17. SEBI vide Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and MCA vide General Circular dated May 5, 2022 read with MCA General Circulars dated May 5, 2020 and April 13, 2020, have dispensed with the requirement of sending physical copies of Annual Report to the Members under Regulation 36(1)(b)&(c) of the SEBI Listing Regulations till 31st December, 2022.

In compliance with the SEBI Circular dated May 13, 2022 and MCA General Circular dated May 5, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.somiinvestor.com, website of the Stock Exchanges, that is, BSE Limited at www.bseindia.com & NSE India Limited at www.nseindia.com and at the registered office of the company for inspection during normal business hours on working days.

18. The Companies Act, 2013 in line with the measures undertaken by the Ministry of Corporate Affairs for promotion of Green initiative has introduced enabling provisions for sending notice of the meeting and other shareholder correspondence through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with the company or its RTA and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs), if there is any change in the e-mail ID already registered with the Company.
19. 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.**
20. 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, 2022.
21. **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, 2022 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 Tuesday, 27th September, 2022 at 9:00 am and ends on Thursday, 29th September, 2022 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, 2022 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
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/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.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. 2) If the user is not registered for IDeAS e-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 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>	<p>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.</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 022-23058738 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 evoting@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.**
- 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.
- (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) • 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 cmd@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.

- 22. The Board of Directors of the Company has appointed Mr. Avijit Vasu (ACS: 37968; PCS: 14198) Practising Company Secretary, to act as the Scrutinizer to scrutinize the Polling taking place at annual general meeting. He has communicated his willingness to be appointed and will be available for same purpose.
- 23. The Board of Directors of the Company has appointed Mrs. Ira Baxi (FCS: 5456; PCS: 4712), Practising Company Secretary for remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
- 24. 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.

25. 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.
26. **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.

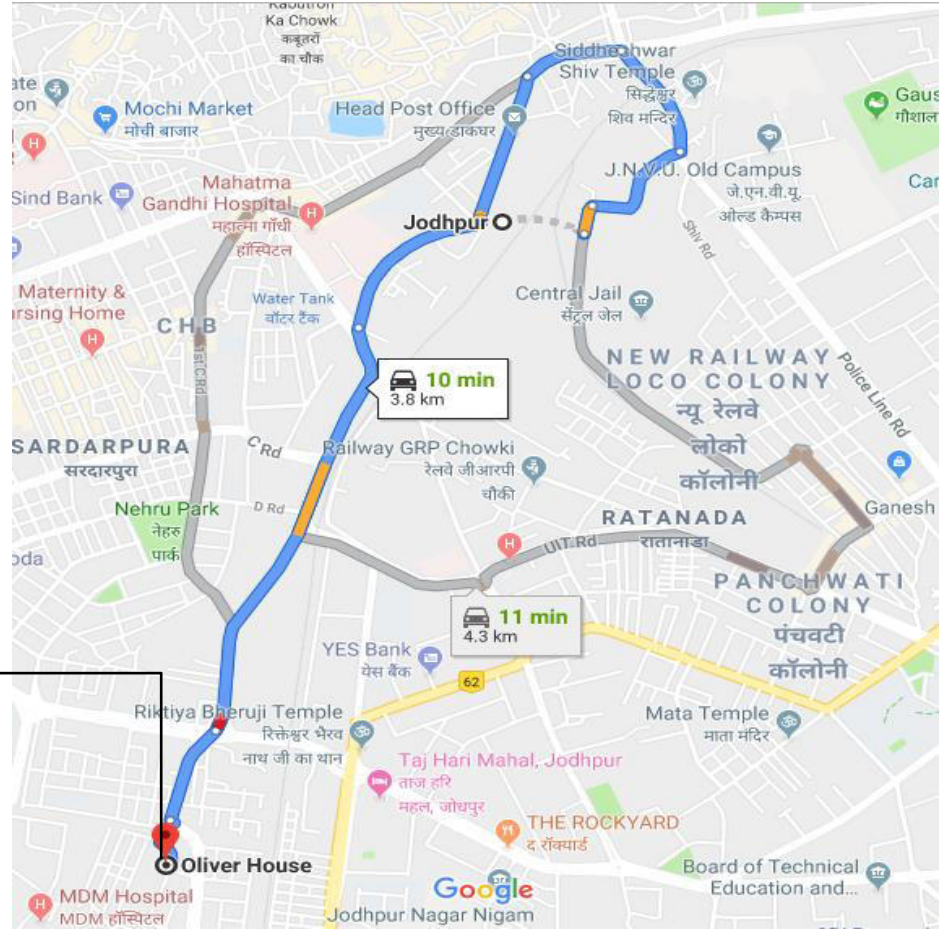
If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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.

27. 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.
28. 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".

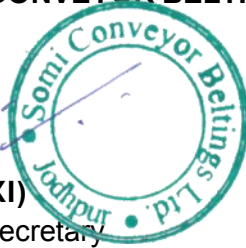
29. Route Map of 22ND AGM:

Venue of 22nd
Annual
General Meeting



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

(AMIT BAXI)
Company Secretary



Place: Jodhpur
Date: 3rd September, 2022

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. 2, 3, 4, 5 & 6 of the accompanying notice dated 3rd September, 2022:

Item no. 2

Re-appointment of M/s Singhvi & Mehta, Chartered Accountants, as Statutory Auditors of the Company

Explanatory statement for this item is not mandatory, however, the same has been disclosed pursuant to the requirement of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

M/s Singhvi & Mehta, Chartered Accountants (ICAI Firm Registration Number 002464W), were appointed as statutory auditors of the Company at the 17th AGM held on September 29, 2017 to hold office from the conclusion of the said meeting till the conclusion of the 22nd AGM to be held in the year 2022. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than two (2) terms of five (5) consecutive years. M/s Singhvi & Mehta is eligible for reappointment for a further period of five years. Based on the recommendations of the audit committee, the Board of Directors, at its meeting held on September 03, 2022, approved the reappointment of M/s Singhvi & Mehta as the statutory auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the ensuing AGM until the conclusion of the 27th AGM to be held in the year 2027. The reappointment is subject to approval of the shareholders of the Company.

The proposed remuneration to be paid to M/s Singhvi & Mehta for audit services for the financial year ending March 31, 2023, is Rs. 4 Lakh (Rupees Four Lakh) plus applicable taxes and out-of-pocket expenses. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the audit committee.

The Board of Directors and the audit committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure.

The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

The Company has received (a) the Eligibility certificate under Section 141(3) of the Act, and (b) Consent from M/s. Singhvi & Mehta, to act as the Statutory Auditors of the Company for a further term of 5 consecutive years commencing from the conclusion of 22nd Annual General Meeting until the conclusion of the 27th Annual General Meeting.

Considering the evaluation of the past performance, experience and expertise of M/s Singhvi & Mehta and based on the recommendation of the audit committee, it is proposed to appoint M/s Singhvi & Mehta as statutory auditors of the Company for a second term of five consecutive years till the conclusion of the 27th AGM of the Company in terms of the aforesaid provisions.

Brief profile of M/s Singhvi & Mehta

M/s Singhvi & Mehta having experience of more than 37 years is registered with the Institute of Chartered Accountants of India (Registration No. 002464W). The Firm has Nine Professional Partners and other staff members. M/s Singhvi & Mehta has offices in Jodhpur and Ahmedabad. The registered office of the Firm is D-166 A, Shastri Nagar, Behind Medical Auditorium, Jodhpur - 342003, Rajasthan, India. The Firm has been engaged in statutory / concurrent / internal / stock / revenue audits of various nationalized bank.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested or deemed to be concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors accordingly recommends the resolution set forth in Item No. 2 for the approval of the Members.

Item No. 3

Re-appointment of Mr. Om Prakash Bhansali as Managing Director for the period of 5 Years

Mr. Om Prakash Bhansali is a Science Graduate and has 46 years experience in rubber and conveyor belt manufacturing industry. He is associated with the Company since Incorporation. His efforts have lead the company to be in the top positions in Conveyor Belt Industry in a short span of time. Apart from this he controls the administrative, finance and sales activities of the Company. Being an experienced member of the Board, the board is of the opinion that he is the most suitable person for the post of Managing Director.

The Board of Directors of the Company (“the Board”), at its meeting held on September 03, 2022 has, subject to approval of members, re-appointed Shri Om Prakash Bhansali (DIN: 00351846) as Managing Director, designated as Executive Director, for a period of 5 (five) years from the expiry of his present term, i.e., with effect from September 01, 2022, on a monthly remuneration of Rs. 2,70,000/- (Rupees Two Lakh Seventy Thousand) including HRA, Special Perquisite and Bonus etc.

Members’ approval is sought for the re-appointment of and remuneration payable to Shri Om Prakash Bhansali as Managing Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 (“the Act”).

Shri Om Prakash Bhansali satisfies all the conditions set out under subsection (3) of Section 196 of the Act and Part-I of Schedule V to the Act for being eligible for his reappointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of Shri Om Prakash Bhansali are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (ii) Schedule V of the Companies Act, 2013 and (iii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Shri Om Prakash Bhansali is interested in the resolution set out at Item No. 3 of the Notice. Shri Vimal Bhansali and Shri Gaurav Bhansali, Whole-time Directors of the Company, being related to Shri Om Prakash Bhansali may be deemed to be interested in the resolution set out at Item No. 3 of the Notice.

The other relatives of Shri Om Prakash Bhansali may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors /Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors accordingly recommends the resolution set forth in Item No. 3 for the approval of the Members.

Item No. 4

Re-appointment of Mr. Vimal Bhansali as Whole-Time Director for the period of 5 Years

Mr. Vimal Bhansali is a Management Graduate with Specialization in Marketing and has 22 years experience in manufacturing and marketing of Conveyor Belts. His extraordinary efforts have lead the company to excel in the area of manufacturing of Conveyor Belts and play a important position in the market. The board is of the opinion that he is the most suitable person for the post of Whole-time Director.

The Board of Directors of the Company (“the Board”), at its meeting held on September 03, 2022 has, subject to approval of members, re-appointed Shri Vimal Bhansali (DIN: 00351851) as Whole-time Director, designated as Executive Director, for a period of 5 (five) years from the expiry of his present term, i.e., with effect from September 01, 2022, on a monthly remuneration of Rs. 2,15,000/- (Rupees Two Lakh Fifteen Thousand) including HRA, Special Perquisite and Bonus etc.

Members’ approval is sought for the re-appointment of and remuneration payable to Shri Vimal Bhansali as Whole-Time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 (“the Act”).

Shri Vimal Bhansali satisfies all the conditions set out under subsection (3) of Section 196 of the Act and Part-I of Schedule V to the Act for being eligible for his reappointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of Shri Vimal Bhansali are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (ii) Schedule V of the Companies Act, 2013 and (iii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Shri Vimal Bhansali is interested in the resolution set out at Item No. 4 of the Notice. Shri Om Prakash Bhansali, Managing Director and Shri Gaurav Bhansali, Whole-time Director of the Company, being related to Shri Vimal Bhansali may be deemed to be interested in the resolution set out at Item No. 4 of the Notice.

The other relatives of Shri Vimal Bhansali may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors /Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

Item No. 5

Re-appointment of Mr. Gaurav Bhansali as Whole-Time Director for the period of 5 Years

Mr. Gaurav Bhansali possesses Master's degree in Commerce and has 21 years experience in Manufacturing and marketing of Conveyor Belts & rubber production. He is associated with the Company since Incorporation. He controls the Production and sales activities of the Company. The board is of the opinion that he is the most suitable person for the post of Whole-time Director.

The Board of Directors of the Company ("the Board"), at its meeting held on September 03, 2022 has, subject to approval of members, re-appointed Shri Gaurav Bhansali (DIN: 00351860) as Whole-time Director, designated as Executive Director, for a period of 5 (five) years from the expiry of his present term, i.e., with effect from September 01, 2022, on a monthly remuneration of Rs. 2,15,000/- (Rupees Two Lakh Fifteen Thousand) including HRA, Special Perquisite and Bonus etc.

Members' approval is sought for the re-appointment of and remuneration payable to Shri Gaurav Bhansali as Whole-Time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

Shri Gaurav Bhansali satisfies all the conditions set out under subsection (3) of Section 196 of the Act and Part-I of Schedule V to the Act for being eligible for his reappointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of Shri Gaurav Bhansali are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (ii) Schedule V of the Companies Act, 2013 and (iii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Shri Gaurav Bhansali is interested in the resolution set out at Item No. 5 of the Notice. Shri Om Prakash Bhansali, Managing Director and Shri Vimal Bhansali, Whole-time Director of the Company, being related to Shri Gaurav Bhansali may be deemed to be interested in the resolution set out at Item No. 5 of the Notice.

The other relatives of Shri Gaurav Bhansali may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors /Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

Item No. 6

Appointment of Mrs. Payal Daga as a Non-Executive Non-Independent Woman Director of the Company

The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee, have proposed Mrs. Payal Daga as Director (Category: Non-Executive Non-Independent Woman) of the

Company subject to approval of members in the ensuing Annual General Meeting of the Company, in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

Mrs. Payal Daga 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 also received requisite declarations from her as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). 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.

Considering her experience and expertise, the Board considers that the appointment of Mrs. Payal Daga as Director is desirable and would be beneficial to the Company, and hence, it recommends appointment of Mrs. Payal Daga as a Non-Executive, Non-Independent Woman Director of the Company, liable to retire by rotation.

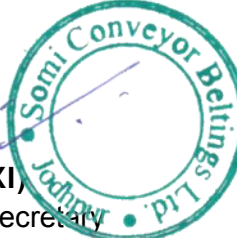
Accordingly, the Board recommends the resolution as set out at Item No. 6 of this Notice for approval of the members of the Company as an Ordinary Resolution.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars for Mrs. Payal Daga including her profile and specific areas of expertise are given in this AGM Notice.

Except Mrs. Payal Daga no other director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

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

(AMIT BAXI)
Company Secretary



Place: Jodhpur
Date: 3rd September, 2022

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	Mr. Om Prakash Bhansali	Mr. Vimal Bhansali	Mr. Gaurav Bhansali	Mrs. Payal Daga
Director Identification Number (DIN)	00351846	00351851	00351860	07134985
Date of Birth and Age	10/01/1954– 68 Years	19/07/1979 - 43Years	29/07/1980 - 42 Years	09/10/1980 – 41 Years
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	16/06/2000	16/06/2000	16/06/2000	-
Qualifications	Bachelor of Science	Bachelor of Business Management with Specialization in Marketing	Post Graduation in Commerce	Post Graduation in Commerce
Brief resume, experience and Nature of expertise in specific functional areas.	46 years of Experience in rubber and conveyor belt manufacturing industry.	22 years of Experience in manufacturing and marketing of Conveyor Belts.	21 years of Experience in manufacturing and marketing of Conveyor Belts & rubber production.	10 Years of Experience in Administration
Directorships held in other Listed Companies	NIL	NIL	NIL	NIL
Membership of Board Committees in other Public Limited Companies	NIL	NIL	NIL	NIL
Shareholding in the Company	37.50 %	5.08 %	4.90 %	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Father of Mr. Vimal Bhansali & Mr Gaurav Bhansali	Son of Mr. Om Prakash Bhansali & Brother of Mr. Gaurav Bhansali	Son of Mr. Om Prakash Bhansali & Brother of Mr. Vimal Bhansali	No relation
Other Information	Chairman & Managing Director	Whole-Time Director	Whole-Time Director	Proposed Woman Director
Remarks	Seeks Re-Appointment as Managing Director for the period of five years.	Seeks Re-Appointment as Whole-Time Director for the period of five years.	Seeks Re-Appointment as Whole-Time Director for the period of five years.	Seeks Appointment as Non-Executive Non-Independent Woman Director liable to retire by rotation

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

(AMIT BAXI)
Company Secretary



Place: Jodhpur
Date: 3rd September, 2022

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