



# SOMI CONVEYOR BELTINGS LTD.

4F-15, 'OLIVER HOUSE' New Power House Road, JODHPUR - 342 001 (RAJ.) INDIA  
Tel: +91-291-2765400 to 09, 2610472, Cell No. +91-95496 50303, +91-94141 29472  
E-mail : [export@somiconveyor.com](mailto:export@somiconveyor.com) Visit us at : [www.somiconveyor.com](http://www.somiconveyor.com)  
MFG ALL TYPE OF FABRIC, STEEL CORD & BUCKET ELEVATOR BELTS OUR CIN NO. L25192RJ2000PLC016480

SOMI/LEGAL & SECRETARIAL/NSE/2023/12A  
~~FAX/REGD.A.D/COURIER/E-MAIL/E-FILING~~  
DATE: 18/02/2023

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: INTIMATION OF EXTRA-ORDINARY GENERAL MEETING**

This is to inform you that the Extra Ordinary General Meeting ("EGM") of the Company is scheduled to be held on Friday 17<sup>th</sup> March, 2023 at 11.30 am at registered office of the Company at 4F-15, Oliver House, New Power House Road, Jodhpur, Rajasthan - 342003.

The EGM Notice along with the Explanatory Statement is available on the Company's website at <https://www.somiinvestor.com/>

Further, in terms of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, and in terms of Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 issued by SEBI, the Company has fixed Friday 10<sup>th</sup> March, 2023 as the cut-off date to determine the eligibility of the members to cast their vote by remote e-Voting.

The remote e-voting will be available during the following period:

<b>Commencement of remote e-voting</b>	<b>From Tuesday, 14<sup>th</sup> March, 2023 (09:00 A.M. IST)</b>
<b>End of remote e-voting</b>	<b>Till Thursday, 16<sup>th</sup> March, 2023 (05:00 P.M. IST)</b>

Kindly consider the aforesaid details for your records.

For **SOMI CONVEYOR BELTINGS LIMITED**

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



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Registered Office: 4 F-15 "Oliver House", New Power House Road, Jodhpur, Rajasthan - 342003  
CIN: L25192RJ2000PLC016480, Email: info@ombhansali.com; cmd@somiconveyor.com  
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Website: www.somiconveyor.com; www.somiinvestor.com

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## NOTICE

**NOTICE** is hereby given that the **EXTRA-ORDINARY GENERAL MEETING** of the members of the Company will be held on **Friday, 17<sup>th</sup> March, 2023** at 11:30 A.M at its registered office at 4F-15, "Oliver House", New Power House Road, Jodhpur - 342003, to transact the following business:

### **SPECIAL BUSINESS:**

Item No. 1: Appointment of Ms. Saraswati Choudhary (DIN: 09835573) As a Director (Non - Executive Independent Director) 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 149, 152, 160 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, Ms. Saraswati Choudhary (DIN: 09835573), who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and whose appointment has been recommended by the Nomination & Remuneration Committee and who holds office subject to the approval of shareholders in terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for the First term of 5 (five) consecutive years from the original date of appointment i.e. 27<sup>th</sup> December, 2022 upto 26<sup>th</sup> December, 2027.

**RESOLVED FURTHER THAT** Mr. Om Prakash Bhansali (DIN: 00351846) Managing Director of the Company be and is hereby authorized to do all such acts, deeds and other things and execute all such



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forms, documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

BY ORDER OF THE BOARD

For SOMI CONVEYOR BELTINGS LIMITED

Place: Jodhpur

Date: 18<sup>th</sup> February, 2023

(AMIT BAXI)

Company Secretary

## 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.



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- 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 Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, as maintained under Section 189 of the Companies Act, 2013 will be available for inspection for the members at the EGM.
  5. 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@uniseq.in.com from their registered email id.
  6. 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.
  7. 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 Extra-Ordinary General Meeting and will also be available for inspection at the meeting.
  8. 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



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9. An explanatory statement pursuant to Section 102 of the Companies Act 2013 ('Act') in respect of the Special Business under item no. 1 is annexed hereto.
10. 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.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Notice of the general meeting and other communications through electronic mode to those Members who have registered their email address with the Company. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participant (DP) in case the shares are held by them in electronic form and with Universal Capital Securities Pvt. Ltd in case the shares are held by them in physical form. The notice of EGM and Attendance Slip is being sent in electronic mode to all the members, whose e-mail IDs are registered with the Company or Depository Participant(s) unless the Members have registered their request for the hard copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The notice is also posted on the website of the Company, 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.

## Voting through Electronic Means (E-Voting Facility)

12. 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 EGM and members attending the EGM, who have not already cast their votes by e-voting. They shall be able to exercise their right at the EGM through ballot paper. Members who have cast their votes by e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again. **The instructions for e-voting are annexed to the Notice.**
13. 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. March 10, 2023.
14. **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. March 10, 2023 only shall be entitled to avail the facility of remote e-voting / through Poll Paper at the Extra-Ordinary General Meeting.**



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

- (i) The remote e-voting period commences on Tuesday, 14<sup>th</sup> March, 2023 at 9:00 am and ends on Thursday, 16<sup>th</sup> March, 2023 at 5:00 pm. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 10<sup>th</sup> March, 2023 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

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"><li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option</li></ol>



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	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 <b>NSDL</b>	<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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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>



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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**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.**
- The Shareholders should Log on to the e-voting website <http://www.evotingindia.com>
  - Click on "Shareholders" tab.
  - Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on "Login".
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



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(vi) IF YOU ARE A FIRST TIME USER FOLLOW THE STEPS GIVEN BELOW FOR LOGIN:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
Permanent Account Number (PAN*)	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>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.</li></ul>
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"><li>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).</li></ul>

- (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.



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(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](mailto: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](mailto: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](mailto:cmd@somiconveyor.com), if they have voted from individual tab and 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

16. 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.

17. The Results shall be declared after the receipt of the Scrutinizer's Report from conclusion of the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's



# SOMI CONVEYOR BELTINGS LIMITED

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website www.somiinvestor.com. The results shall also be immediately forwarded to the stock exchanges BSE Limited and NSE of India Limited.

## 18. 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 EGM & 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.

19. To ensure correct identity of the members for the smooth conduct of the Extra-Ordinary 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.
20. 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".



# SOMI CONVEYOR BELTINGS LIMITED

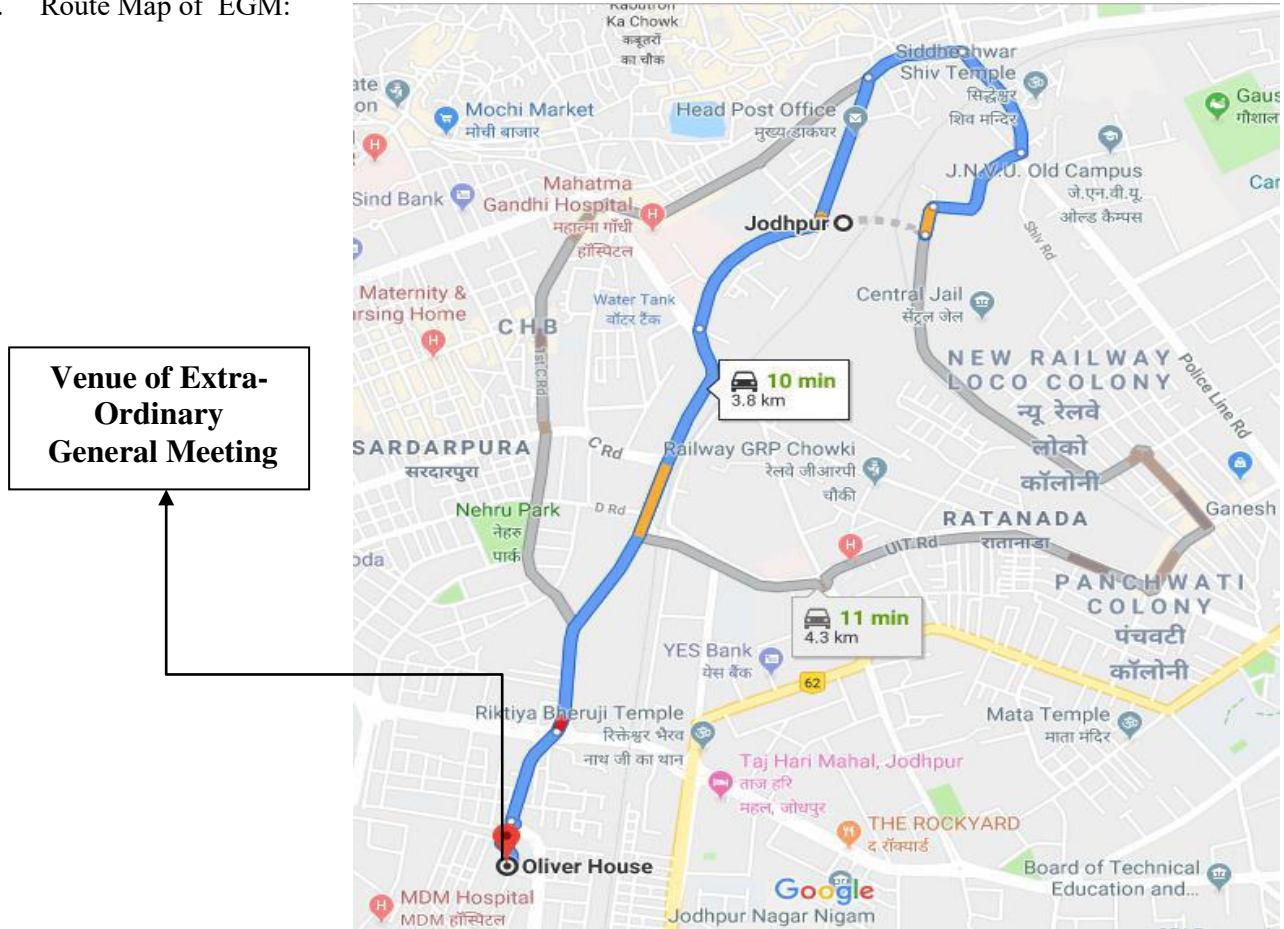
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## 21. Route Map of EGM:



BY ORDER OF THE BOARD

For **SOMI CONVEYOR BELTINGS LIMITED**

Place: Jodhpur

Date: 18<sup>th</sup> February, 2023

(AMIT BAXI)

Company Secretary

### Registered Office

4F-15, "Oliver House"

New Power House Road

Jodhpur-342 003

CIN: L25192RJ2000PLC016480

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## **Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013**

As required by Section 102 (1) of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under item no. 1 of the accompanying notice dated 18<sup>th</sup> February, 2023:

### **Item No. 1**

The Board of Directors of the Company pursuant to the recommendations of the Nomination and Remuneration Committee had appointed Ms. Saraswati Choudhary (DIN: 09835573), as an Additional Non-Executive Independent Director of the Company with effect from 27<sup>th</sup> December, 2022, in terms of Section 152 & 161 of the Companies Act, 2013 read with the rules framed there under to hold office subject to the approval of shareholders in terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Ms. Saraswati Choudhary as an Independent Director for the term of 5 years from 27<sup>th</sup> December, 2022 upto 26<sup>th</sup> December, 2027.

The Company has received a declaration from Ms. Saraswati Choudhary 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.

In the opinion of the Board, Ms. Saraswati Choudhary 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 Ms. Saraswati Choudhary possesses appropriate skills and knowledge; inter alia, in the field of Consultancy and Management. 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 Ms. Saraswati Choudhary as an Independent Director.

The letter of appointment containing terms and conditions of appointment of Ms. Saraswati Choudhary 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 EGM.

As per Section 150 read with Section 152 (2), Section 160 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. Necessary resolution has been proposed for approval of the members. The Board recommends the same in the interest of the Company.



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Except Ms. Saraswati Choudhary 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 Ms. Saraswati Choudhary seeking appointment at the EGM 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 EGM.

The Board of Directors accordingly recommends the resolution set forth in Item No. 1 for the approval of the Members.

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

Place: Jodhpur  
Date: 18<sup>th</sup> February, 2023

(**AMIT BAXI**)  
Company Secretary

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## APPENDIX TO EXTRA-ORDINARY 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):*

<b>Name of Director</b>	<b>Ms. Saraswati Choudhary,</b>
<b>Director Identification Number (DIN)</b>	09835573
<b>Date of Birth and Age</b>	06/07/1992– 30 Years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	27/12/2022
<b>Qualifications</b>	Graduation in Humanities
<b>Brief resume, experience and Nature of expertise in specific functional areas.</b>	10 Years of Experience in Administration
<b>Directorships held in other Listed Companies</b>	NIL
<b>Membership of Board Committees in other Public Limited Companies</b>	NIL
<b>Shareholding in the Company</b>	NIL
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Not related to any of the other Directors or KMPs of the Company.
<b>Other Information</b>	Independent & Non-Executive Director
<b>Remarks</b>	Seeks Appointment as an Independent Director (First Term) for the period of five years.

BY ORDER OF THE BOARD

For **SOMI CONVEYOR BELTINGS LIMITED**

Place: Jodhpur

Date: 18<sup>th</sup> February, 2023

(**AMIT BAXI**)

Company Secretary

### Registered Office

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## 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)

**EXTRA-ORDINARY GENERAL MEETING, 17<sup>TH</sup> MARCH, 2023**

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 EXTRA-ORDINARY GENERAL MEETING of the company, to be held on the Friday 17<sup>th</sup> day of March, 2023 at 11:30 A.M. at 4F-15, "Oliver House" New Power House Road, Jodhpur-342003 and at any adjournment thereof in respect of such resolutions as are indicated below:

### SPECIAL BUSINESS

1. Appointment of Ms. Saraswati Choudhary as an Independent Director for First Term of 5 Years.

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.



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## ATTENDANCE SLIP

### EXTRA-ORDINARY GENERAL MEETING 17<sup>TH</sup> MARCH, 2023

Joint Shareholders may obtain additional Attendance Slip on request.

(Folio No., DP ID No., Client ID & Name of Shareholder / Joint Holders / Proxy, to be furnished below).

Name & Address of Shareholder:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Reg. Folio No. .... DP ID No#. .... Client ID No#. ....

# Applicable for Member holding Shares in electronic form

I certify that I am a registered Member/Proxy for registered member of the Company.

I hereby record my presence at the **EXTRA-ORDINARY GENERAL MEETING** of the company on Friday, March 17, 2023 at 11:30 AM at 4F-15, "Oliver House", New Power House Road, Jodhpur-342003.

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Members/Proxy's name in BLOCK Letters

-----  
Members/Proxy's Signature

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