



# SOMI CONVEYOR BELTINGS LTD.

4 F-15, "Oliver House", New Power House Road, JODHPUR - 342 001 INDIA  
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 E-mail : [sales@somiconveyor.com](mailto:sales@somiconveyor.com) • Visit us at : [www.somiconveyor.com](http://www.somiconveyor.com)  
 MFG ALL TYPE OF FABRIC, STEEL CORD & BUCKET ELEVATOR BELTS

An  
ISO 9001  
Company

OUR CIN NO. L25192RJ2000PLC016480

SOMI / LEGAL & SECRETARIAL / BSE/2014/52  
 FAX/ REGD. A.D/COURIER  
 DATE: 30/09/2014

To,  
 The Bombay Stock Exchange Limited  
 Phiroze Jeejeebhoy Towers,  
 Dalal Street,  
 Mumbai-400001  
 Phones: 91-22-22721233/4  
 Fax: 022-2272 2039

Sir,

**Subject: Outcome of Fourteenth Annual General Meeting held on 30<sup>th</sup> September, 2014.**

This is to intimate that the Fourteenth Annual General Meeting (AGM) of the Company was held on Tuesday, 30<sup>th</sup> September, 2014. Following was the outcome of the Annual General Meeting :

1. Audited Balance Sheet of the company as at 31st March, 2014, Profit & Loss Account for the year ended on that date and the Reports of the Director's and Auditor's thereon were considered and approved.
2. Mr. Yogesh Maheshwari (DIN: 01202089), who retires by rotation, was re-appointed as Director.
3. Mr. P. Singhvi & Associates, Chartered Accountants, Jodhpur were re-appointed as Statutory Auditor of the Company.
4. Mr. Sharad Gyanmal Nahata, was appointed as an Independent Director of the Company.
5. Special Resolution Under Section 180(1)(a) of the Companies Act, 2013 To mortgage / Charge / Encumber Immoveable / Moveable Properties was passed.
6. Special Resolution Under Section 180(1)(c) of the Companies Act, 2013 for Borrowing Money was Passed.

The Minutes of the Annual General Meeting are enclosed for your kind persual.

For SOMI CONVEYOR BELTINGS LIMITED

Amit Baxi  
 (Company Secretary and Compliance Officer)  
 Encl: As Above

# **SOMI CONVEYOR BELTINGS LIMITED**

**[CIN: L25192RJ2000PLC016480]**

**MINUTES OF THE 14<sup>th</sup> ANNUAL GENERAL MEETING OF SOMI CONVEYOR BELTINGS LIMITED HELD AT IT'S REGISTERED OFFICE AT 4F-15, 'OLIVER HOUSE', NEW POWER HOUSE ROAD, NEAR BANK OF INDIA, JODHPUR-342001 ON TUESDAY, 30<sup>TH</sup> SEPTEMBER, 2014 AT 11.30 A.M.**

## **PRESENT:**

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Mr. Om Prakash Bhansali, Managing Director  
Mr. Vimal Bhansali, Whole-time Director  
Mr. Gaurav Bhansali, Whole-time Director  
Mr. Yogesh Maheshwari, Independent & Non-Executive Director  
Mr. Mahendra Rakecha, Independent & Non-Executive Director

## **IN ATTENDANCE:**

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Mr. Amit Baxi, Company Secretary

## **AS PER THE ATTENDANCE REGISTER**

16 Members were present in person attended the meeting.

## **CHAIRMAN**

Pursuant to the Articles of Association of the Company, Mr. Om Prakash Bhansali, Managing Director of the Company took the chair and presided over the meeting.

## **QUORUM**

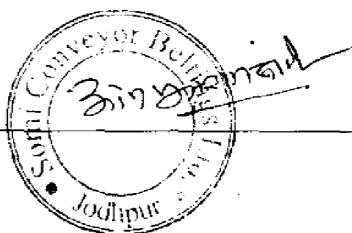
After satisfying himself that the required quorum was present, the Chairman commenced the proceedings.

## **WELCOME**

The Chairman welcomed the members to the Fourteenth Annual General Meeting of the Company

## **REGISTER OF SHAREHOLDING**

The Chairman informed the shareholders that the Register of Directors' shareholding and the Register of Members is available at the meeting for inspection of any member till the conclusion of the meeting.



## **NOTICE OF MEETING**

With the consent of the members, the Chairman said that the notice sent to the members regarding the Annual General Meeting be taken as read.

## **AUDITORS' REPORT**

With the kind permission of the Chair, the Auditor's Report on the Balance Sheet of the Company as on 31st March 2014 and the Profit & Loss Account for the year ended on that date were read out.

## **SPEECH BY CHAIRMAN**

The Chairman briefly addressed the Shareholders. The Chairman informed the shareholders that in accordance with the provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and of the Listing Agreement with the Stock Exchange, the Company had offered e-voting facility to the Shareholders and the Scrutinizer Ira Baxi, Practicing Company Secretary has already submitted her report.

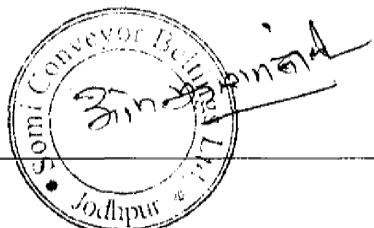
In order to provide an opportunity to those members who have not exercised e-voting, the Chairman offered to conduct a Poll and Form MGT-12 was made available to them.

After conclusion of the Poll, Chairman announced the final results, which will also be announced to the Stock Exchange and on the website of the Company.

The final results of the voting and the Resolutions passed are as under :

### **Item No. 1: ADOPTION OF DIRECTOR'S REPORT, AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2014 AND AUDITOR'S REPORT THEREON – ORDINARY RESOLUTION**

“RESOLVED THAT the Balance Sheet as at 31.03.2014 and the Profit & Loss A/c for the Year ended on that date together with Auditors Report thereon and Directors Report attached thereto including the Annexure and Schedule be and are hereby received, considered and adopted.”



Details	E Voting	Poll	Total
No. of Valid Votes Received	951	8599452	8600403
Votes in favour of the Resolution	200	8599452	8599652
Votes against the Resolution	751	0	751
No. of invalid votes	0	0	0
% of votes in favour	21.03%	100%	99.99%

Accordingly, the resolution was declared as passed.

**Item No. 2: RE-APPOINTMENT OF MR. YOGESH MAHESHWARI, AS A DIRECTOR WHO RETIRES BY ROTATION – ORDINARY RESOLUTION**

“RESOLVED THAT Mr. Yogesh Maheshwari, retiring Director of the Company be and is hereby re-appointed as a Director of the Company whose period of the office shall be determined by retirement of Directors by rotation.”

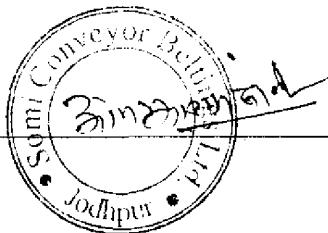
Details	E Voting	Poll	Total
No. of Valid Votes Received	951	8599452	8600403
Votes in favour of the Resolution	200	8599452	8599652
Votes against the Resolution	751	0	751
No. of invalid votes	0	0	0
% of votes in favour	21.03%	100%	99.99%

Accordingly, the resolution was declared as passed.

**Item No. 3: APPOINTMENT OF AUDITOR AND FIXING THEIR REMUNERATION – ORDINARY RESOLUTION**

“RESOLVED THAT pursuant to Section 139 and 141 of the Companies Act, 2013 M/s P. Singhvi & Associates Chartered Accountants, Jodhpur (Regn No.113602W) be and is hereby re-appointed statutory auditors of the company for the period of three years from the conclusion of this annual general meeting until the conclusion of seventeenth annual general meeting of the company to audit the financial accounts of the company for the financial years 2014-2015 to 2016-2017, subject to ratification by members of the company every year, on a remuneration as may be decided by Directors of the Company.”

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to do such other acts, things and deeds as may be necessary to do to give effect to this resolution.



Details	E Voting	Poll	Total
No. of Valid Votes Received	951	8599452	8600403
Votes in favour of the Resolution	200	8599452	8599652
Votes against the Resolution	751	0	751
No. of invalid votes	0	0	0
% of votes in favour	21.03%	100%	99.99%

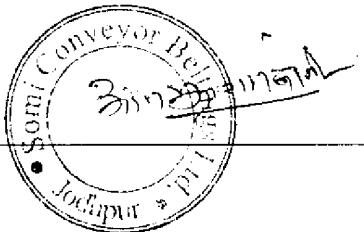
Accordingly, the resolution was declared as passed.

**Item No. 4: APPOINTMENT OF MR. SHARAD GYANMAL NAHATA AS AN INDEPENDENT DIRECTOR OF THE COMPANY – ORDINARY RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 made there under, read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Sharad Gyanmal Nahata (DIN: 06814502) who was appointed as an Additional and Independent Director by the Board of Directors, pursuant to provisions of Section 161(1) of the Companies Act, 2013, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Sharad Gyanmal Nahata (DIN: 06814502) as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for Five(5) consecutive years for a term up to 31st March,2019.

RESOLVED FURTHER THAT Mr. Om Prakash Bhansali,(DIN: 00351846) Managing Director of the Company be and is hereby authorized to do all such acts, deeds and other things and execute all such forms, documents, instruments and writings as may be required to give effect to the aforesaid resolution."

Details	E Voting	Poll	Total
No. of Valid Votes Received	951	8599452	8600403
Votes in favour of the Resolution	200	8599452	8599652
Votes against the Resolution	751	0	751
No. of invalid votes	0	0	0
% of votes in favour	21.03%	100%	99.99%



Accordingly, the resolution was declared as passed.

**Item No. 5 SPECIAL RESOLUTION UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO MORTGAGE / CHARGE / ENCUMBER IMMOVEABLE / MOVEABLE PROPERTIES – SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company to mortgage/charge/ encumber all or any of the immovable and/or movable properties including securitization of the receivables where so ever situated, present and future including the whole or substantially the whole of the undertaking(s) of the company in favour of the banks, financial institutions and other bodies corporate and entities to secure an aggregate amount up to Rs. 50.00 crores and interest at agreed rate, additional interest, compound interest, commitment charges.etc. as may be applicable and payable by the company to the lenders in terms of the agreements executed with them.

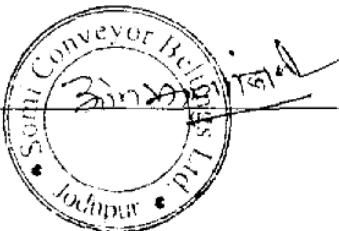
RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to negotiate, finalize and settle with the lenders concerned, all deeds, documents and writings for creating the aforesaid mortgage(s), charge(s) and encumbrances and to do all such acts , deeds and things as may be necessary, expedient for giving effect to this resolution.”

Details	E Voting	Poll	Total
No. of Valid Votes Received	951	8599452	8600403
Votes in favour of the Resolution	200	8599452	8599652
Votes against the Resolution	751	0	751
No. of invalid votes	0	0	0
% of votes in favour	21.03%	100%	99.99%

Accordingly, the resolution was declared as passed.

**Item No. 6 SPECIAL RESOLUTION UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 FOR BORROWING MONEY– SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time



being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money for the purposes of the Company at any time or from time to time, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, provided that the total amount so borrowed by the Company together with the amount already borrowed and outstanding shall not exceed Rs. 50.00 Crores, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the board be and is hereby authorized to do all such acts, deeds matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may be necessary, proper, desirable or expedient to give effect to this resolution.”

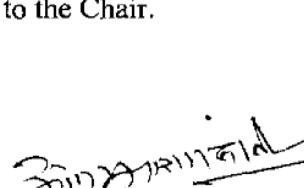
Details	E Voting	Poll	Total
No. of Valid Votes Received	951	8599452	8600403
Votes in favour of the Resolution	200	8599452	8599652
Votes against the Resolution	751	0	751
No. of invalid votes	0	0	0
% of votes in favour	21.03%	100%	99.99%

Accordingly, the resolution was declared as passed.

#### **VOTE OF THANKS**

The meeting then concluded with a vote of thanks to the Chair.

**DATE: 30.09.2014**  
**PLACE : Jodhpur**

  
**Om Prakash Bhansali**  
**(OM PRAKASH BHANSALI)**  
**CHAIRMAN OF MEETING**  
