



CIN : L25192RJ2000PLC016480



SOMI CONVEYOR BELTINGS LTD.



Powered to Move the World

15th Annual Report

OUR MISSION

We at **Somi Conveyor Beltings Limited**, Create integral and comprehensive solutions for Bulk Material Handling System with innovations and continuous excellence in field of Research & Development to offer our business partners profits through productivity and energy saving on **Somiflex** Range of Conveyor Belts. Our Mission is to achieve TQM by Year 2015 by Improved 5-S activities and Waste Resource Management and Customer Satisfaction Index to Level of 100% through Service Back Up.

CORE VALUES

EXCELLENCE : Excellence is achieved in everything we do. It is the driving force of continual improvements and permanent development.

CREATIVITY : We develop a stimulating working environment that releases creativity and enables the further development of employee abilities.

KNOWLEDGE : Our employees are motivated to be successful and acquire and apply their knowledge, with teamwork being a priority.

INTEGRITY : We act honestly and ethically, respecting agreements.

RESPONSIBILITY : With a responsible attitude to our goals, associates and the natural and social environment we implement the principles of sustainable development.



L TO R : VIMAL BHANSALI , O.P. BHANSALI & GAURAV BHANSALI
(Whole Time Director) (Chairman & Managing Director) (Whole Time Director)

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. O P Bhansali	Chairman & Managing Director
Mr. Vimal Bhansali	Whole Time Director
Mr. Gaurav Bhansali	Whole Time Director
Mr. Mahendra Rakecha	Independent & Non-Executive Director
Mr. Yogesh Maheshwari	Independent & Non-Executive Director
Mr. Sharad Gyanmal Nahata	Independent & Non-Executive Director
Ms. Surbhi Rath	Additional Independent Woman & Non-Executive Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Amit Baxi

CHIEF FINANCIAL OFFICER

Mr. Manish Bohra

AUDITORS

M/s. P. Singhvi & Associates
Chartered Accountants,
Jodhpur

BANKERS

Punjab National Bank
Pal Road Branch,
Keshav Nagar, Opp. Ashok Udhyan
Jodhpur

REGISTERED OFFICE

4 F-15, "Oliver House",
New Power House Road, Jodhpur-342001

WORKS

- H-2, 463-466, Sangaria Industrial Area, Jodhpur.
- K.No-58, 58/5, 58/6, Village Tanawara, Tehsil Luni, District Jodhpur.

REGISTRAR AND TRANSFER AGENT

Universal Capital Securities Pvt Ltd.
(Formerly: Mondkar Computers Pvt. Limited)
21, Shakil Niwas, Opp. Satya Sai Baba Temple,
Mahakali Caves Road, Andheri (East), Mumbai - 400 093
Tel: (+91 22) 28257641, 28207203-05 Fax: (+91 22) 28262920
Web: www.unisec.in

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NOTICE

NOTICE is hereby given that the FIFTEENTH Annual General Meeting of the members of the Company will be held on WEDNESDAY, 30th September, 2015 at 11:30 A.M at its registered office at 4F-15, “Oliver House”, New Power House Road, Jodhpur-342001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March, 2015, Profit & Loss Account for the year ended on that date and the Reports of the Director's and Auditor's thereon.
2. Ratification of Appointment of Statutory Auditors

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

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of P Singhvi & Associates, Chartered Accountants (Firm's Registration No. 113602W), as Auditors of the Company for a term of three years i.e. till the conclusion of the 17th Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 16th AGM of the Company to be held in the year 2016, at such remuneration plus service tax, out-of-pocket and travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

3. 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 and 161(1) of the Companies Act, 2013 read with Rule 3 the Companies (Appointment and Qualification of Directors) Rules, 2014, Clause 49.II.A of the Listing Agreement and Clause 78 of the Articles of Association of the Company, Ms. Surbhi Rath (DIN: 07115169), who was appointed as an Additional and Independent Woman Director by the Board of Directors 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 Ms. Surbhi Rath (DIN: 07115169) as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Woman Director of the Company to hold office for Five(5) consecutive years for a term up to 30TH September, 2020, not liable to retire by rotation.

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.”

4. 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 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Mahendra Kumar Rakecha (DIN 00648532), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30th September, 2015 to 30th September, 2020.”

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.”

5. 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 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Yogesh Maheshwari (DIN 01202089), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 30th September, 2015 to 30th September, 2020.”

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.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a 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. 100.00 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.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a 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. 100.00 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.”

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

Place: Jodhpur
Date: 4th September, 2015

(AMIT BAXI)
Company Secretary

Registered Office
4F-15, “Oliver House”
New Power House Road
Jodhpur-342 003

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

- 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.

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.

- b. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney.
- c. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
- d. 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. A Member or his Proxy is required to bring his copy of Annual Report to the Meeting as extra copies will not be provided.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).
6. 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 PM up to the date of Annual General Meeting and will also be available for inspection at the meeting.
7. Universal Capital Securities Pvt. Ltd. (Formerly known as Mondkar Computers Private Limited) 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
21, Shakil Niwas, Opp. Satya Sai Baba Temple, Mahakali Caves Road, Andheri (East),
Mumbai - 400 093. Tel: +91-22-28257641, 28 Fax: +91-22-28262920
8. 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.

9. As required under the provisions of Clause 49(VIII) (E) (i) of the Listing Agreement, particulars relating to Ms. Surbhi Rathi (DIN: 07115169), Mr. Mahendra Kumar Rakecha (DIN: 00648532) and Mr. Yogesh Maheshwari (DIN: 01202089) are enclosed in the Appendix to this Notice.
10. Electronic copy of the Annual Report for 2014-15 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.
11. The copies of the Annual Report will also be available on Company's website and at the registered office of the company for inspection during normal business hours on working days.
12. Members are requested to notify the change in their address to the company and always quote their Folio Number or DP Id and Client Id Numbers in all correspondence with the company. In respect of Shares held in electronic form, members are requested to notify any change of address to their respective Depository Participant.
13. The Companies Act, 2013 in line with the measures undertaken by the Ministry of Corporate Affairs for promotions 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.
14. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility, for its Members to enable them to cast their votes electronically on the proposed resolutions in this notice.

The instructions for members voting electronically are as under:

A. In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "Somi Conveyor Beltings Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on "Login".
- (vi) 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.
- (vii) If you are a first time user follow the steps given below for Login:

For Members (Shareholders) holding shares in Demat Form and Physical Form

Permanent Account Number (PAN)	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and last 8 digits of the folio number or demat account number in the PAN field. • In case folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters e.g. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
Date of Birth (DOB)	Enter the DOB as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Company / Depository Participant, please enter the client id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN) of SOMI CONVEYOR BELTINGS LIMITED to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If 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.
- (xviii) (a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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.

B. In case of members receiving the physical copy of Notice of AGM : please follow all steps from sl no. (i) to sl. no. (xviii) above, to cast vote.

The voting period begins on Sunday, 27.09.2015 (9.00 a.m.) and ends on Tuesday, 29.09.2015 (05.00 p.m.). The evoting module shall be displayed by CDSL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date of 23.09.2015 may cast their vote electronically. The Company has appointed Ms. Ira Baxi (FCS: 5456; PCS: 4712), Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast.

C. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

D. General Instruction:

- (i) You are advised to cast your vote only through one mode (E-voting or through Show of Hands or Poll at the AGM). In case you cast your votes through both the modes, votes cast through E-voting shall only be considered and votes cast at the meeting through Show of Hands or Poll would be rejected.
- (ii) Members, who have registered their E-mail addresses with the Company or their Depository Participant, are being sent the AGM Notice along with the Annual Report, Attendance Slip & Proxy Form by E-mail and others are being sent by post.

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

Place: Jodhpur
Date: 4th September, 2015

(**AMIT BAXI**)
Company Secretary

Registered Office
4F-15, “Oliver House”
New Power House Road
Jodhpur-342 003

APPENDIX TO ANNUAL GENERAL MEETING NOTICE

Information on the Directors Seeking Re- Appointment at the Forthcoming Annual General Meeting
(Pursuant to Clause 49(VIII) (E) (i) of the Listing Agreement)

Name of Director	Age	Date of Original Appointment	Expertise In Specific Functional Areas	Qualifications	Directorships In Other Public Limited Companies	Membership of Board Committees In Other Public Limited Companies	Other Information and Shareholding	Remarks
Ms. Surbhi Rathi.	26 Years	28/03/2015	7 Years of Experience in the field of Accountancy	B.Com (Honours) Accounts	NIL	NIL	Independent Woman & Non-Executive Director Shares Held - NIL	Appointment as Independent Woman director for the period of five years
Mr. Mahendra Kumar Rakecha	45 Years	30/09/2006	19 years of Experience in field of Computer and Information Technology	Post Graduate in Commerce	NIL	NIL	Independent Non-Executive Director Shares Held - NIL	Appointment as Independent director for the period of five years
Mr. Yogesh Maheshwari	56 Years	10/01/2007	31 years of Experience of Manufacturing of Heavy Earth Moving Machinery	Mechanical Engineer	NIL	NIL	Independent Non-Executive Director Shares Held - NIL	Appointment as Independent director for the period of five years

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

Place: Jodhpur
Date: 4th September, 2015

(AMIT BAXI)
Company Secretary

Registered Office
4F-15, "Oliver House"
New Power House Road
Jodhpur-342 003

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

As required by Section 102 (1) of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under item no. 3 to item No. 7 of the accompanying notice dated 4th September, 2015:

Item No.3.

Pursuant to the provisions of Section 149(1) and Section 161(1) of the Companies Act, 2013 and Clause 78 of the Articles of Association of the Company, the Board of Directors of the Company appointed, Ms. Surbhi Rathi (DIN: 07115169) as an Additional Director of the Company with effect from 28th March, 2015.

In terms of the provisions of Section 161(1) of the Companies Act, 2013, Ms. Surbhi Rathi would hold office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Surbhi Rathi for the office of Independent Director of the Company for the period of five years.

Ms. Surbhi Rathi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

Section 149 of the Companies Act, 2013 inter alia stipulates the criteria of independence, to whom a company should propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Ms. Surbhi Rathi that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Ms. Surbhi Rathi possesses appropriate skills and knowledge; inter alia, in the field of Accounts.

In the opinion of the Board, Ms. Surbhi Rathi fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Ms. Surbhi Rathi is independent of the management.

Brief resume of Ms. Surbhi Rathi, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Appendix to the Notice of AGM.

Keeping in view her expertise and knowledge, it will be in the interest of the Company that Ms. Surbhi Rathi is appointed as an Independent Woman Director.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

No Director, Key Managerial Person or their relatives, except Surbhi Rathi, to whom the resolution relates, is concerned or interested financially or otherwise in the resolution.

Documents relating to appointment of Ms. Surbhi Rathi as an Independent Woman Director are available for inspection by members on any working days between 11.00 a.m. and 4.00 noon at the registered office of the Company.

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

Item No. 4

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Mahendra Kumar Rakecha (DIN: 00648532) as Independent Director in compliances with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Mahendra Kumar Rakecha for the office of Independent Director of the Company for the period of five years.

Mr. Mahendra Kumar Rakecha is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

In the opinion of the Board, Mr. Mahendra Kumar Rakecha fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

The Nominations Committee has recommended the appointment of Mr. Mahendra Kumar Rakecha as Independent Directors from 30th September, 2015 up to 30th September. Mr. Mahendra Kumar Rakecha, a non-executive directors of the Company, have given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is being placed before the Members for their approval.

Brief resume of Mr. Mahendra Kumar Rakecha , nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Appendix to the Notice of AGM.

Documents relating to appointment of Mr. Mahendra Kumar Rakecha as an Independent Director are available for inspection by members on any working days between 11.00 a.m. and 4.00 noon at the registered office of the Company.

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

Item No. 5

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Yogesh Maheshwari (DIN: 01202089) as Independent Director in compliances with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Yogesh Maheshwari for the office of Independent Director of the Company for the period of five years.

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

In the opinion of the Board, Mr. Yogesh Maheshwari fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

The Nominations Committee has recommended the appointment of Mr. Yogesh Maheshwari as Independent Directors from 30th September, 2015 up to 30th September. Mr. Yogesh Maheshwari, a non-executive directors of the Company, have given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is being placed before the Members for their approval.

Brief resume of Mr. Yogesh Maheshwari , nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Appendix to the Notice of AGM.

Documents relating to appointment of Mr. Yogesh Maheshwari as an Independent Director are available for inspection by members on any working days between 11.00 a.m. and 4.00 noon at the registered office of the Company.

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

Item No.6.

Section 180(1)(a) of the Companies Act, 2013 which has come into force with effect from 12th September, 2013, inter alia, prescribes that the Board of Directors shall not, without the consent of the Company by way of a Special Resolution sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

The Company may be required to offer as security the immovable/moveable properties and other assets of the Company to secure the borrowing which may be availed from time to time. Accordingly, this Special Resolution is proposed for approval of Members for granting authority to create mortgage/charge/encumbrance on the properties of the Company.

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

The Board of Directors accordingly recommends the resolution set forth in Item No. 6 for the approval of the Members.

Item No.7.

As per the Provisions of Section 180(1)(c) of the Companies Act, 2013, approval of the members of the Company by way of a Special Resolution is required for the Company borrowing in excess of the paid up capital and its free reserves. The Board of Directors may require to borrow an amount not exceeding Rs. 100.00 crores. Approval of the Members by way of an enabling resolution is therefore sought for a borrowing limit of Rs. 100.00 crores pursuant to Section 180(1)(c) of the Companies Act, 2013 by way of a Special Resolution

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

The Board of Directors accordingly recommends the resolution set forth in Item No. 7 for the approval of the Members.

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

Place: Jodhpur
Date: 4th September, 2015

(**AMIT BAXI**)
Company Secretary

Registered Office
4F-15, "Oliver House"
New Power House Road
Jodhpur-342 003



SOMI CONVEYOR BELTINGS LIMITED

Registered Office: 4 F-15 "Oliver House", New Power House Road, Jodhpur - 342001

CIN : L25192RJ2000PLC016480, Website : www.somiconveyor.com

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)

15TH ANNUAL GENERAL MEETING, 30TH SEPTEMBER, 2015

CIN: L25192RJ2000PLC016480

Name of the company: SOMI CONVEYOR BELTINGS LIMITED

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

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: Address:

E-mail Id: Signature:..... or failing him

2. Name: Address:

E-mail Id: Signature:..... or failing him

3. Name: Address:

E-mail Id: Signature:..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the FIFTEENTH ANNUAL GENERAL MEETING of the company, to be held on the Wednesday, 30th day of September, 2015 at 11:30 AM. at 4F-15, "Oliver House" New Power House Road, Jodhpur-342003 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements for the Year ended 31st March, 2015, Director's Report and Auditors' Report thereon.
2. Ratification of Appointment of Auditor and fixing their remuneration.

SPECIAL BUSINESS

3. Appointment of Ms. Surbhi Rathi as an Independent Woman Director for a term of 5 Years.
4. Appointment of Mr. Mahendra Kumar Rakecha as an Independent Director for a term of 5 Years.
5. Appointment of Mr. Yogesh Maheshwari as an Independent Director for a term of 5 Years.
6. Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to mortgage / charge / encumber immovable / moveable properties.
7. Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money.

Signed this day of 20....

Affix 15 paisa
Revenue
Stamp

Signature of shareholder _____

Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



SOMI CONVEYOR BELTINGS LIMITED

Registered Office: 4 F-15 "Oliver House", New Power House Road, Jodhpur – 342001

CIN : L25192RJ2000PLC016480

Website : www.somiconveyor.com

ATTENDANCE SLIP

15TH ANNUAL GENERAL MEETING, 30TH SEPTEMBER, 2015

Joint Shareholders may obtain 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 FIFTEENTH ANNUAL GENERAL MEETING of the company on Wednesday, September, 30TH, 2015 at 11:30 AM at 4F-15, "Oliver House", New Power House Road, Jodhpur-342003.

Members/Proxy's name in BLOCK Letters

Members/Proxy's Signature

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



MESSAGE FROM THE CHAIRMAN

Dear Stakeholder,

Namaskar!

I would like to begin by extending my heartfelt gratitude to each one of you who have contributed in building a brighter future for your organization.

Now, let me share with you the company's performance in 2014-15. The business scenario for Somi Conveyor Beltings was quite challenging through the year. Much of 2014-15 witnessed a lackluster industrial scenario. As you must be aware, we were encumbered by rising inflation, a yawning current account deficit, and of course, high interest rates. However, the good news is that your company has started producing and supplying Steel Cord conveyor belts. This facility has made the company one of the only few companies in India having capability to manufacture steel cord conveyor belt. I am sure that this would reflect positively on the revenues of the company. Steel Cord conveyor belt would also help the company to explore new geographies and expand the footprint to cover the untapped international markets.

We are confident that the next quarter numbers will be much better since we have a backlog of pending orders as well as future orders which are in pipeline.

Coming to the financial results, your Company delivered a robust performance despite considerable headwinds. The business continued to focus on the delivery of consistent, competitive, profitable and responsible growth. Your Company's revenue for the financial year 2014-15 has increased to Rs. 7469.66 Lacs (14.28% approx.) and net profit is increased to Rs 427.71 Lacs (18.69% approx).

Your Company has always focused on being Corporate Citizen which includes carrying out business activities with social conscience and making substantial difference to communities and society in which we operate in. The Company has always believed in doing business which will ensure accountability, transparency in all its activities, hence has always been focused on maintaining the highest standards of Corporate Governance. We will continue to strengthen these standards by adopting the best practices.

I am thankful that two of our most important stakeholders – our customers and our employees – have kept their faith on on us. I would wish to thank each one of these stakeholders and place on record our sincere gratitude for their unwavering commitment to your company and its interests, while remaining wedded to their own legitimate interest.

I express my sincere gratitude to the Central and State Governments and other regulatory authorities and agencies for providing continuous support at all times and look forward to have the same in our future endeavors. I wish to express my sincere appreciation to my colleagues on the Board for their continued support. I am grateful to you all for your cooperation and the trust that you have reposed in us.

Many thanks and kind regards,

O P BHANSALI

Chairman and Managing Director

DIRECTOR'S REPORT

To,
The Members,
Somi Conveyor Beltings limited,
Jodhpur

The Directors of your company have pleasure in presenting the 15th Annual Report together with the audited statement of accounts for the year ended on 31st March, 2015.

SUMMARISED FINANCIAL RESULTS	2014-15	2013-14
	(Rs. In lacs)	(Rs. In lacs)
Total Sales	7469.66	6536.36
Profit Before Interest, Depreciation and taxation	1312.13	1061.63
Interest	212.05	122.63
Depreciation	513.12	401.61
Profit Before Tax	586.95	537.39
Provision for Tax	(171.13)	(159.60)
Add/(Less) Deferred Tax	11.89	(17.42)
Profit After Tax	427.71	360.36
Add: Balance Brought Forward	1631.42	1271.05
Balance Carried Forward	2059.13	1631.42

OPERATIONS

Your company has been able to achieve turnover of Rs. 7,46,965,788.00 in year 2014-15 as compared to previous year of Rs. 6,53,636,024.00. The Net Profit increased to Rs.42,770,642.00 for the year 2014-15 as compared to Rs. 36036264.00 in the previous financial year. The Board is confident of higher growth in the current year.

The Company does not have any Subsidiary Company, Associate Company or any other Joint Venture, therefore it is not required to prepare Consolidated Financial Statements.

DIVIDEND

Despite modest profits posted by the company, your directors are of the opinion that, to make strong economic base for the company and in order to conserve the valued resources; your directors do not recommend any dividend for the financial year under review.

TRANSFER TO RESERVE

The Board of Directors does not propose to transfer any amount to Reserves.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return pursuant to the provisions of sections 92(3) and 134(3)(a) read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is attached to this Board's Report in Form MGT-9 as Annexure-I.

MEETINGS OF THE COMPANY

During the current financial year, the Board of Directors of the Company duly met Seven times on 30.05.2014, 21.07.2014, 14.08.2014, 04.09.2014, 15.11.2014, 14.02.2015 and 28.03.2015 of which proper notices were given and the proceedings were properly recorded and signed in the Minutes Book as required by the Articles of Association of the Company and the Act. Detail information is given in the Corporate Governance Report.

The Gap between two consecutive meetings did not exceed one hundred twenty days.

DETAILS OF COMMITTEE OF DIRECTORS

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors, Stakeholder Relationship Committee of Directors, number of meetings held of each Committee during the financial year 2014-15 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forms part of the report.

The recommendation(s) by the Audit Committee as and when made to the Board have been accepted by it.

DIRECTORS AND OTHER KEY MANAGERIAL PERSONNEL

Changes in the composition of the Board of Directors and other Key Managerial Personnel

As reported previously, Mr. Sharad Gyanmal Nahata was appointed as an additional director in the category of non-executive, independent director of the Company, in the meeting of the Board held on 14th February, 2014. Thereafter, at the fourteenth annual general meeting of the Company held on 30th September, 2014, the members of the Company appointed, Mr. Sharad Gyanmal Nahata as an Independent Director under the Companies Act, 2013 for a period of 5 years effective from 30th September, 2014.

Ms. Surbhi Rathi, was appointed as an Additional and Independent Director on the board of the Company with effect from 28th March, 2015. She is being proposed to be appointed as Independent Woman director on the Board of the Company for the period of Five years.

Necessary resolution relating to her appointment is included in the notice convening the Annual General Meeting. The Board recommends the appointment of Ms. Surbhi Rathi.

Pursuant to provisions of Section 149 & 152 of the Act, Mr. Mahendra Kumar Rakecha, a non –executive Director of the Company, who has submitted a declaration of Independence as provided in Section 149(6) of the Act and who is eligible for appointment He is being proposed to be appointed as Independent director on the Board of the Company for the period of Five years.

Necessary resolution relating to his appointment is included in the notice convening the Annual General Meeting. The Board recommends the appointment of Mr. Mahendra Kumar Rakecha

Pursuant to provisions of Section 149 & 152 of the Act, Mr. Yogesh Maheshwari, a non –executive Director of the Company, who has submitted a declaration of Independence as provided in Section 149(6) of the Act and who is eligible for appointment He is being proposed to be appointed as Independent director on the Board of the Company for the period of Five years.

Necessary resolution relating to his appointment is included in the notice convening the Annual General Meeting. The Board recommends the appointment of Mr. Yogesh Maheshwari.

In compliance with Clause 49 IV (G) of the listing Agreement, brief resume, expertise and other details of the Directors proposed to be reappointed is attached along with the Notice to the ensuing Annual General Meeting.

Pursuant to the provisions of Section 203 of the Act, following KMP were appointed during the year:

1. Mr. Amit Baxi was appointed as Company Secretary w.e.f. 15th November, 2014.
2. Mr. Manish Bohra was appointed as Chief Financial Officer w.e.f. 14th February, 2015.

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have submitted their declaration to the Board that they fulfill all the requirements as stipulated in sub-section (6) of Section 149 of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Director under the provisions of Companies Act, 2013 and the relevant rules.

DIRECTORS RESPONSIBILITY STATEMENT

As required under clause (c) of sub-section (3) of section 134 of Companies Act, 2013 directors, to the best of their knowledge and belief, state that -

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) that they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit or loss of the Company for the year ended on that date;
- c) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that they have prepared the annual accounts on a going concern basis.
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
- f) that they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS' REMUNERATION POLICY AND CRITERIA FOR MATTERS UNDER SECTION 178

Information regarding Directors' Remuneration Policy and criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 are provided in the Corporate Governance Report.

RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS

The Auditors, P. Singhvi & Associates, Chartered Accountants were re-appointed as the Statutory Auditors of the Company under Section 139 of the Companies Act, 2013 to hold office for a period of three years upto the conclusion of the 17th Annual General Meeting in 2017. They are eligible for re-appointment for the financial year 2015-16. Your Board recommends ratification of their appointment as the Statutory Auditors at the ensuing Annual General Meeting for a period upto the conclusion of the 16TH Annual General Meeting of the Company.

AUDITOR'S REPORT

The notes on account referred to in the Auditors' Report are self-explanatory and therefore, do not call for any further explanations or comments.

There are no qualifications, reservations or adverse remarks or disclaimer made in the Auditors' Report which requires any clarification or explanation.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of its Board, appointed FCS Ira Baxi (FCS: 5456; CP: 4712), Company Secretary in Practice to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2015. The Secretarial Audit Report is annexed herewith as Annexure - II. There are no qualifications, reservation or adverse remark or disclaimer made by the Secretarial auditor in the report save and except disclaimer made by them in discharge of their professional obligation.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Information regarding loans, guarantees and investments covered under the provisions of section 186 of the Companies Act, 2013 are detailed in the Financial Statements.

RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and as such provisions of Section 188(1) of the Companies Act, 2013 are not attracted. Thus disclosure in Form AOC-2 is not required. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel.

All Related Party Transactions were placed before the Audit Committee and also to the Board for approval.

As required under Clause 49 of the Listing Agreement, the Company has formulated a policy on dealing with Related Party Transactions. The Policy has been uploaded on to the Company website www.somiconveyor.com

DEPOSIT FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

RISK MANAGEMENT

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework. As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Policy and Guidelines, and make use of these in their decision making. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. The risk management process over the period of time will become embedded into the Company's business systems and processes, such that our responses to risks remain current and dynamic.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has established a vigil mechanism to be known as the 'Whistle Blower Policy' for its Directors and employees, to report instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases. Whistle Blower Policy has been uploaded on Company's Website www.somiconveyor.com.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

INTERNAL FINANCIAL CONTROL

The Board has laid down Internal Financial Controls ("IFC") within the meaning of the explanation to Section 134(5) (e) of the Companies Act, 2013. The Board believes the Company has sound IFC commensurate with the nature and size of its business. Business is however dynamic. The Board is seized of the fact that IFC are not static and are in fact a fluid set of tools which evolve over time as the business, technology and fraud environment changes in response to competition, industry practices, legislation, regulation and current economic conditions. There will therefore be gaps in the IFC as Business evolves. The Company has a process in place to continuously identify such gaps and implement newer and or improved controls wherever the effect of such gaps would have a material effect on the Company's operations.

CORPORATE SOCIAL RESPONSIBILITY

Your Company believes to achieve sustainable development. It is key to integrate Social, Economic and Environmental impact to the business and our business performance is inextricably linked to our CSR goals.

During the year under review, the Board constituted a CSR Committee consisting of three Directors, of which one is Independent Director. The CSR Committee at its meeting held on March 31, 2015, recommended to the Board the CSR policy formulated by it, following which the policy document was approved by the Board. The composition, terms of

reference etc. of the CSR Committee are laid out in the Corporate Governance Report which forms part of this Annual Report. Further, the CSR policy of the Company has been uploaded on to the Company website www.somiconveyor.com.

The Company has during the financial year under review undertaken several social and cultural initiatives intended to deepen its ties to communities local to it in line with its practices and traditions hitherto. The coming into force of the Companies Act, 2013 relating to corporate social responsibility, however, has resulted in a re-conceptualisation of the term in question by the Company in order to align it with the new legislation, as a consequence of which no part of the expenditure earlier believed to be CSR qualifies as such. This has led to the Company not being able to meet the requirements of minimum spend of two percent of the average net profits of the Company for the three immediately preceding financial years, in pursuance of the CSR Policy of the Company, during the financial year under review. The Company has made provision of the CSR amount and shall nevertheless, channelise its CSR spends during the current financial year duly in line with its CSR Policy, formulated as it is in accordance with the provisions of the Companies Act, 2013.

CORPORATE GOVERNANCE

The Company recognizes its role as a corporate citizen and endeavors to adopt the best practices and the highest standards of corporate governance through transparency in business ethics, accountability to its customers, government and others. The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to better them by adopting the best practices.

A separate report on Corporate Governance Compliance as stipulated by Clause 49 of the Listing Agreement is included and forms part of the Annual Report along with the requisite Certificate regarding compliance of the conditions of Corporate Governance as stipulated by Clause 49 of the Listing Agreement.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In compliance with the requirements of the Listing agreement, a report on the Management's Discussion and Analysis(MDA) which forms part of this Annual Report deals with Company's Operational performance – industry trends and other material changes with respect to company and also current and future outlook of the Company.

SHARE REGISTRY ACTIVITIES

All work related to share registry is handled by Universal Capital Securities Pvt Ltd. (Formerly known as Mondkar Computers Private Limited), a Registrar and Share Transfer Agent registered with SEBI.

LISTING WITH STOCK EXCHANGE

Equity shares of your company continue to remain listed with Bombay Stock Exchange Limited .There are no arrears in payment of listing fees and the stipulated listing fee for financial year 2015-16 has been paid.

DEMATERIALIZATION OF SHARES

The shares of your company are traded in dematerialized form and are available for trading either with the National Securities Depository Limited (NSDL) or the Central Depository Services (India) Limited (CDSL).

INSURANCE

Assets of your Company remain adequately insured against various perils.

HEALTH, SAFETY AND ENVIRONMENT

The Company has maintained Health and Safety policy, which has been implemented across all its locations. Health, Safety and Environment policies involve identifying the risks involved in daily activities of the company so that it causes no harm to employees, environment and the public. The Company has taken all possible steps to promote the well-being of its employees. Our core principles of 'reuse', 'recycle' and 'replenish' are aimed at:

- Pollution Control
- Minimising Waste
- Reduced Effluent Discharge

In pursuance to this Policy Your Company's management has devoted their all efforts to protect and maintain safety environment in the Company. The Company has taken all possible measures to segregate Hazardous and non-hazardous substance. Health, Safety and Environment involves proactive approach to create safe working environment, continuous safety education and training, periodic review of programs and evaluation of incidents.

PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under Section 197 of the Act and the Rules made there-under, in respect of employees of the Company, is follows:-

- (a) **the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;**

Non-Executive Directors	Ratio to Median Remuneration
Mr. Mahendra Kumar Rakecha	NIL
Mr. Yogesh Maheshwari	NIL
Mr. Sharad Gyanmal Nahata	NIL
Ms. Surbhi Rathi	NIL
Executive Directors	
Mr. Om Prakash Bhansali	4.97
Mr. Vimal Bhansali	3.48
Mr. Gaurav Bhansali	3.48

- (b) **the percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year;**

Name of Person	% Increase in remuneration
Mr. Mahendra Kumar Rakecha	-
Mr. Yogesh Maheshwari	-
Mr. Sharad Gyanmal Nahata	-
Ms. Surbhi Rathi	-
Mr. Om Prakash Bhansali, MD & CEO	-
Mr. Vimal Bhansali	-
Mr. Gaurav Bhansali	-
Mr. Manish Bohra, Chief Financial Officer	32.00 %
Mr. Amit Baxi, Company Secretary	32.45%

- (c) the percentage increase in the median remuneration of employees in the financial year 2.96%
- (d) the number of permanent employees on the rolls of company: 89
- (e) the explanation on the relationship between average increase in remuneration and company performance;
There is no direct relation between the average remuneration of the employees vis-à-vis Company Performance
- (f) comparison of the remuneration of the Key Managerial Personnel against the performance of the company;

Particulars	Rs.(in lakhs)
Remuneration of Key Managerial Personnel (KMP) during financial year 2014-15 (aggregated)	23.41
Revenue from operations	7469.66
Remuneration (as % of revenue)	0.31%
Profit before tax (PBT)	586.95
Remuneration (as % of PBT)	3.99%

- (g) variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year;

Particulars	Unit	As at 31 st Mar 15	As at 31 st Mar 14	Variation
Closing rate of share at BSE	Rs.	49.00	27.00	22.00
EPS (Consolidated)	Rs.	3.63	3.06	0.57
Market Capitalization	Rs.(in lakhs)	5772.03	3180.51	2591.52
Price Earning Ratio	Ratio	13.50	8.82	4.68

- (h) Average percentile increase in salaries of the employees other than managerial personnel is 8.75% and 10.33% to the Managerial Personnel. The increase of 1.58% to managerial personnel over other than managerial personnel is related to CFO & CS, there is no increase in Directors remuneration.

- (i) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company

Particulars	Chief Executive Officer	Chief Financial Officer	Company Secretary
	Rs.(in lakhs)	Rs.(in lakhs)	Rs.(in lakhs)
Remuneration	-	6.09	2.91
Revenue	-	7469.66	7469.66
Remuneration (as % of revenue)	-	0.08%	0.04%
Profits before tax (PBT)	-	586.95	586.95
Remuneration (as % of PBT)	-	1.04%	0.5%

- (j) the key parameters for any variable component of remuneration availed by the directors;

No variable remuneration is provided to the executive directors.

- (k) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;

1.18: 1

- (l) affirmation that the remuneration is as per the remuneration policy of the Company

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavours to attract, retain, develop and motivate a high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

POLICY ON SEXUAL HARASSMENT OF EMPLOYEES

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

The policy aims at educating employees on conduct that constitutes sexual harassment, ways and means to prevent occurrence of any such incident, and the mechanism for dealing with such incident in the unlikely event of its occurrence. Internal Complaints Committee (ICC) has been constituted in accordance with the Act.

The ICC is responsible for redressal of complaints related to sexual harassment of women at the workplace in accordance with procedures, regulations and guidelines provided in the Policy.

During the year under review there were no complaints referred to the ICC.

RESEARCH AND DEVELOPMENT

Research and developments are ongoing activities which have a significant role in providing inputs for developing new products, devising energy saving measures, upgrading methods of production and quality of products. These activities have helped the company in attaining leadership in its conveyor beltings products and substantial qualitative change in other operational areas. Raw material cost is continuously rising and is critical to the sustainability of manufacturers. Therefore, our R&D department seeks to maximize utilization of raw material.

CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under Rule 8(3) of the Companies (Accounts) Rules, 2014, are as follows:

(A) CONSERVATION OF ENERGY

a. Energy Conservation Measures taken

Continuous and substantial efforts were made to ensure optimum consumption of fuel and electricity at all the plants of the company. These efforts resulted in general improvement in energy consumption in the business.

b. Capital Investment on energy conservation equipments

NIL

FORM A

I. Disclosure of Particulars with respect to Conservation of Energy

Power & Fuel Consumption	Unit of Measurement	Current Year (2014-15)	Previous Year (2013-14)
1. Electricity	KWH/MWH	-	-
a) Purchased	-	-	-
Unit	-	2,729,930.00	2,245,645.50
Total Amount	-	18,300,355.00	14,796,608.00
Rate/ Unit	-	6.70	6.59
b) Own Generation	NIL	NIL	NIL
2. Coal	NIL	NIL	NIL
3. Furnace oil	NIL	NIL	NIL
4. Others / internal generation	NIL	NIL	NIL

II. Consumption per unit of Production – unit (KMH/MT)

S. No.	Product	Standard Budget Norms (2014-15) (Rs)	Current Year (2014-15) (Rs)	Previous Year (2013-14) (Rs)
1	Conveyor Belt	64.00	61.29	58.68

(B) TECHNOLOGY ABSORPTION

FORM B

Disclosure of Particulars with respect to Technology Absorption

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

Your company continues to upgrade its technology to ensure that it remains a frontrunner in its field of operations.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs. In Lacs)

FOREIGN EXCHANGE	2014-15	2013-14
Foreign Exchange Earnings	623.54	536.07
Foreign Exchange Outgo	2061.27	1821.58

ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation for the assistance and co-operation received from the governmental authorities, companies, bankers, customers, vendors, investors and all other stake holders during the year. Your Directors are also pleased to record their appreciation for the dedication and contribution made by employees at all levels, their competence and hard work have enabled your company achieve good performance and look forward to their support in the future as well.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
SOMI CONVEYOR BELTINGS LIMITED**

Place: Jodhpur
DATE: 4th September, 2015

O P BHANSALI
(Managing Director)
DIN: 00351846

GAURAV BHANSALI
(Whole time Director)
DIN: 00351860

Annexure-I
FORM NO. MGT - 9
Extract of Annual Return

As on the financial year ended on 31/03/2015

[Pursuant to Section 92(3) of the Companies Act, 2013

And

Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details:-

i. CIN	L25192RJ2000PLC016480
ii. Registration Date	16/06/2000
iii. Name of the Company	SOMI CONVEYOR BELTINGS LIMITED
iv. Category/Sub-Category of the Company	Public Company
v. Address of the Registered office & contact details	<p>4F-15, OLIVER HOUSE, NEW POWER HOUSE ROAD, NEAR BANK OF INDIA, JODHPUR(RAJASTHAN) - 342003</p> <p>Tel: 0291-2765400 to 09</p> <p>Email: info@ombhansali.com</p> <p>Website: www.somiconveyor.com</p>
vi. Whether listed company	Yes
vii. Name, Address & contact details of the Registrar & Transfer Agent, if any.	<p>Universal Capital Securities Pvt Ltd.</p> <p>(Formerly: Mondkar Computers Pvt. Limited)</p> <p>21, Shakil Niwas, Opp. Satya Sai Baba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400 093</p> <p>Tel: (+91 22) 28257641, 28366620</p> <p>Fax: (+91 22) 28262920</p> <p>Web: www.unisec.in</p>

II. Principal business activities of the company

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Conveyor Belt	3122	98.98

III. Particulars of holding, subsidiary & associate companies

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	-	-	-	-	-
2	-	-	-	-	-
3	-	-	-	-	-

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-April-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	6787607	50180	6837787	58.05	6905607	50180	6955787	59.05	1.73
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	6787607	50180	6837787	58.05	6905607	50180	6955787	59.05	1.73
(2) Foreign									
(a) NRI - Individuals	-	-	-	-	-	-	-	-	-
(b) Other - Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-

(d) Bank/FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	6787607	50180	6837787	58.05	6905607	50180	6955787	59.05	1.73
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1587278	822000	2409278	20.45	1662030	822000	2484030	21.09	3.10
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1425939	10	1425949	12.11	1114907	10	1114917	9.46	(21.81)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	787400	-	787400	6.68	1045017	-	1045017	8.87	32.72
c) Others (specify)									

a) Clearing Members	255778	-	255778	2.17	154926	-	154926	1.32	(39.43)
b) Trusts	34746	-	34746	0.29	-	-	-	-	(100.00)
b) NRI/OCBs	28718	-	28718	0.24	24979	-	24979	0.21	(12.50)
Sub-total (B)(2)	4119859	822010	4941869	41.95	4001859	822010	4823869	40.95	(2.83)
Total Public Shareholding (B) = (B)(1)+(B)(2)	4119859	822010	4941869	41.95	4001859	822010	4823869	40.95	(2.83)
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	10907466	872190	11779656	100.00	10907466	872190	11779656	100.00	

(ii) Shareholding of Promoters

S. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1	GAURAV BHANSALI	552335	4.69	-	572335	4.86	-	3.62
2	J M MEHTA	180	0.00	-	180	0.00	-	-
3	MADHU MEHTA	50000	0.42	-	50000	0.42	-	-
4	OM KUMARI BHANSALI	989394	8.40	-	1041041	8.84	-	5.22
5	OM PRAKASH BHANSALI HUF	135000	1.15	-	135000	1.15	-	-
6	OM PRAKASH BHANALI	4412658	37.46	-	4417011	37.50	-	0.1
7	PRIYA BHANSALI	68691	0.58	-	68691	0.58	-	-
8	RUCHI BHANSALI	72689	0.62	-	72689	0.62	-	-
9	VIMAL BHANALI	556840	4.73	-	598840	5.08	-	7.54
	Total	6837787	58.05	-	6955787	59.05	-	1.73

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year				
	1. GAURAV BHANSALI	552335	4.69		
	2. J M MEHTA	180	0.00		
	3. MADHU MEHTA	50000	0.42		
	4. OM KUMARI BHANSALI	989394	8.40		
	5. OM PRAKASH BHANSALI HUF	135000	1.15		
	6. OM PRAKASH BHANALI	4412658	37.46	6837787	58.05
	7. PRIYA BHANSALI	68691	0.58		
	8. RUCHI BHANSALI	72689	0.62		
	9. VIMAL BHANSALI	556840	4.73		
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)				
	1. GAURAV BHANSALI	20000 (Acquired through Stock Exchange)			
	2. OM KUMARI BHANSALI	51647 (Acquired through Stock Exchange)			
	3. OM PRAKASH BHANSALI	4353 (Acquired through Stock Exchange)			
	4. VIMAL BHANSALI	42000 (Acquired through Stock Exchange)			
	At the end of the year				
	1. GAURAV BHANSALI	572335	4.86		
	2. J M MEHTA	180	0.00		
	3. MADHU MEHTA	50000	0.42		
	4. OM KUMARI BHANSALI	1041041	8.84		
	5. OM PRAKASH BHANSALI HUF	135000	1.15		
	6. OM PRAKASH BHANALI	4417011	37.50	6955787	59.05
	7. PRIYA BHANSALI	68691	0.58		
	8. RUCHI BHANSALI	72689	0.62		
	9. VIMAL BHANSALI	598840	5.08		

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

S. No	For Each of the Top 10 Shareholders	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year 1. TRANSLAND SHARES PVT LTD 2. ROYAL JAISAL FINANCIAL CONSULTANTS PVT. LTD 3. MANISH TRADECOM PVT LTD 4. SINA CHEMTRADE PVT LTD 5. JOSHNA TRADING PVT LTD 6. RAJENDRAKUMAR S BHIMRAJKA 7. SAJOY RUBBER PVT LTD 8. RELIGARE FINVEST LTD 9. RAKESH SAJJAN GUPTA 10. KUMAR GAURAV	456183 382553 301732 298000 286000 275000 238000 135000 91077 51552	3.87 3.25 2.56 2.53 2.43 2.33 2.02 1.15 0.77 0.44	2515097	21.35
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year (or on the date of separation, if separated during the year) 1. TRANSLAND SHARES PVT LTD 2. ROYAL JAISAL FINANCIAL CONSULTANTS PVT. LTD 3. MANISH TRADECOM PVT LTD 4. SNA CHEMTRADE PVT LTD 5. JOSHNA TRADING PVT LTD 6. RAJENDRAKUMAR S BHIMRAJKA 7. SAJOY RUBBER PVT LTD 8. RELIGARE FINVEST LTD 9. RAKESH SAJJAN GUPTA 10. KUMAR GAURAV	456183 382553 301732 298000 286000 275000 238000 135000 139 0	3.87 3.25 2.56 2.53 2.43 2.33 2.02 1.15 0.00 0.00	2372607	20.14

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year 1. OM PRAKASH BHANSALI(MD) 2. VIMAL BHANSALI(WTD) 3. GAURAV BHANSALI) 4. MAHENDRA KUMAR RAKECHA (INE) 5. YOGESH MAHESHWARI(INE) 6. SHARAD GYANMAL NAHATA (INE) 7. AMIT BAXI (CS)	4412658 556840 552335 0 0 0 0	37.46 4.73 4.69 0 0 0 0	5521833	46.88
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year 1. OM PRAKASH BHANSALI(MD) 2. VIMAL BHANSALI(WTD) 3. GAURAV BHANSALI) 4. MAHENDRA KUMAR RAKECHA (INE) 5. YOGESH MAHESHWARI(INE) 6. SHARAD GYANMAL NAHATA (INE) 7. SURBHI RATHI(INEW) 8. MANISH BOHRA(CFO) 9. AMIT BAXI (CS)	4417011 598840 572335 0 0 0 0 0 0 0	37.50 5.08 4.86 0 0 0 0 0 0 0	5587119	47.44

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	133185718	-	-	133185718
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)	133185718	-	-	133185718
Change in Indebtedness during the financial year				
-Addition	206469520	-	-	206469520
- Reduction	(10617882)	-	-	(10617882)
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	329037356	-	-	329037356
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)	329037356			329037356

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S.No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		O.P. BHANSALI MD	VIMAL BHANSALI WTD	GAURAV BHANSALI WTD	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	600000	420000	420000	1440000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	600000/-	420000/-	420000/-	1440000/-
	Ceiling as per the Act				

B. Remuneration to other directors

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		MAHENDRA KUMAR RAKECHA	YOGESH MAHESHWARI	SHARAD GYANMAL NAHATA	SURBHI RATHI	
1	Independent Directors					
	• Fee for attending board committee meetings	6000	4000	6000	NIL	16000/-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	6000	4000	6000	NIL	16000/-
2	Other Non-Executive Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	6000	4000	6000	NIL	16000/-
	Total Managerial Remuneration	6000/-	4000/-	6000/-	NIL	16000/-
	Overall Ceiling as per the Act					

C. Remuneration to key managerial personnel other than MD/Manager/WTD

S.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	AMIT BAXI CS	MANISH BOHRA CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	291564	609360	900924/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	291564	609360	900924/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure-II

Secretarial Audit Report for The Financial Year Ended 31st March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members
Somi Conveyor Beltings Limited
4F-15, "Oliver House",
New Power House Road, Jodhpur

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Somi Conveyor Beltings Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **Somi Conveyor Beltings Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Somi Conveyor Beltings Limited** ("the Company") for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 55A;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, **NOT APPLICABLE**;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, **NOT APPLICABLE**;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, **NOT APPLICABLE**; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, **NOT APPLICABLE**;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India, **Not Applicable for the Financial Year 2014-15.**
- (ii) The Listing Agreements entered into by the Company with BSE Limited;

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried through as recorded in the minutes of the meetings..

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has taken major decisions with requisite majority in pursuance to section 180 of the Companies Act, 2013

Jodhpur

Date: September 4, 2015

Signature:

Company Secretary in practice: IRA BAXI

FCS No. 5456

C P No.: 4712

Note: This report is to be read with our letter of even date which is annexed as Annexure A and form forms an integral part of this report.

ANNEXURE-A

To,
The Members
Somi Conveyor Beltings Limited
4F-15, "Oliver House",
New Power House Road, Jodhpur

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc..
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Jodhpur
Date: September 4, 2015

Signature:
Company Secretary in practice: IRA BAXI
FCS No. 5456
C P No.: 4712

CORPORATE GOVERNANCE REPORT

This Corporate Governance Report for the Year ended 31st March, 2015 forms part of the Directors Report and the same has been prepared on the basis of the provisions of Clause 49 of the Listing Agreement with the Stock Exchange.

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Good Governance is an integral part of the Company's business practices based on the philosophy of Trusteeship. The core value of the Company's business practices are derived from the four pillars of Trusteeship, i.e. **transparency**, adequate **disclosure**, **fairness** to all and **independent monitoring and supervision**. The strong internal control systems and procedures, risk assessment and mitigation procedures and code of conduct for observance by the Company's directors and employees are conducive in achieving good Corporate Governance practices in the Company.

Our corporate governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

Our corporate governance philosophy is based on the following principles:

- Corporate governance standards should satisfy both the spirit of the law and the letter of the law
- Ensure transparency and maintain a high level of disclosure
- Clearly distinguish between personal conveniences and corporate resources
- Communicate externally, and truthfully, about how the Company is run internally
- Comply with the laws of all countries in which we operate
- Have a simple and transparent corporate structure driven solely by business needs
- The Management is the trustee of the shareholders' capital and not the owner.

A detailed disclosure on the Board of Directors, Shareholders and Stock Performance related to year 2014-2015 are appended below:

II. BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The business of the company is conducted by the management under the directions of the Board. The Board formulates the strategy, regularly reviews the performance of the company and ensures that the previously agreed objectives are met on a consistent basis.

a) Composition of Board

Presently the company has a board consisting of seven members. The Board as on 31st March, 2015 comprises of three executive directors and four Non-Executive Directors. All the non-executive directors are Independent Directors.

The Non-Executive Directors are eminent and experienced persons in their respective fields of industry, finance, accountancy and law.

Directorship held by Directors of Somi Conveyor Beltings Limited:

Name of the Director	Category*	Date of Appointment	No. of outside Directorship in Public Limited Companies	No. of Committee Position Held in other Public Limited Companies	
				Chairman	Member
Mr. Om Prakash Bhansali	PE & CMD	16/06/2000	NIL	NIL	NIL
Mr. Vimal Bhansali	PE & WTD	16/06/2000	NIL	NIL	NIL
Mr. Gaurav Bhansali	PE & WTD	16/06/2000	NIL	NIL	NIL
Mr. Mahendra Kumar Rakecha	INE	30/09/2006	NIL	NIL	NIL
Mr. Yogesh Maheshwari	INE	10/01/2007	NIL	NIL	NIL
Mr. Sharad Gyanmal Nahata	INE	12/02/2014	NIL	NIL	NIL
# Ms. Surbhi Rathi	INEW	28/03/2015	NIL	NIL	NIL

*PE = Promoter Executive, CMD = Chairman cum Managing Director INE = Independent Non Executive, WTD = Whole Time Director, INEW = Independent Non-Executive Woman

Appointed as Independent Woman Director of the Company w.e.f. 28th March, 2015.

b) Board Procedure

The Company Secretary prepares the agenda and the explanatory notes in consultation with the Chairman of the Board of Directors and circulates the same in advance to the Directors to enable the Board to take informed decisions. The Board meets at least once every quarter inter alia to review the quarterly results. Additional meetings are held, when necessary. Presentations are made to the Board for complete update on projects/business.

c) Number of Board Meetings and Attendance Record of Directors

The Board meets at least once in a quarter to consider amongst other business, the performance of the Company and financial results. The particulars of Board Meetings held during 2014-15 as well as attendance of Directors at the Board Meetings and the last AGM are provided below:

Details of Board Meetings

Number of Board Meetings held during 2014-15: Seven (7)			
S.No	Date of Board Meeting	S.No	Date of Board Meeting
1	30.05.2014	2	21.07.2014
3	14.08.2014	4	4.09.2014
5	15.11.2014	6	14.02.2015
7	28.03.2015		

Attendance Record of Board of Directors

Name of Director	Number of Board Meetings held	Number of Board Meetings attended	Whether attended last AGM held on 30.09.2014
Mr. Om Prakash Bhansali	7	7	Yes
Mr. Vimal Bhansali	7	7	Yes
Mr. Gaurav Bhansali	7	7	Yes
Mr. Mahendra Kumar Rakecha	7	5	Yes
Mr. Yogesh Maheshwari	7	5	Yes
Mr. Sharad Gyanmal Nahata	7	5	Yes
Ms. Surbhi Rathi (Appointed w.e.f. 28.03.2015)	7	0	No

d) Meeting of Independent Directors

The Independent Directors met on March 31, 2015, inter alia, to discuss:

- Evaluation of performance of Non-independent Directors. Audit Committee members and the Board of Directors as a whole;
- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the board that is necessary for the Board to effectively and reasonably perform its duties.

Attendance Record of Meetings of Independent Directors

Name of Director	Number of Board Meetings held	Number of Board Meetings attended
Mr. Mahendra Kumar Rakecha	1	1
Mr. Yogesh Maheshwari	1	1
Mr. Sharad Gyanmal Nahata	1	1
Ms. Surbhi Rathi (Appointed w.e.f. 28.03.2015)	1	0

e) Code of Conduct

The Company has its Code of conduct for all the Board Members and Senior Management of the company. All Board Members and senior Management personnel have affirmed compliance of the Code of Conduct. A Declaration signed by the Managing Director to this effect is enclosed at the end of this report.

f) Disclosures Regarding Appointment/Re-Appointment of Directors

Mr. Mahendra Kumar Rakecha is being proposed to be re-appointed as Independent Director on the Board of the Company for the period of Five Years.

Mr. Yogesh Maheshwari is being proposed to be re-appointed as Independent Director on the Board of the Company for the period of Five Years.

Ms. Surbhi Rathi is being proposed to be appointed as Independent Woman Director on the Board of the Company for the period of Five Years.

g) Familiarisation Programme for Directors

The Executive Director of the Company provides a brief of the industry and business of the Company to the newly appointed director and also has a discussion to familiarize him/ her with the Company's operations. At the time of regularisation of the appointment of an Independent Director, the appointment is formalised by issuing a letter to the director, which inter alia explains the role, function, duties and responsibilities expected of him/her as a director of the Company. The Company also from time to time familiarises the Independent Directors about the Company, its product, business and the ongoing events relating to the Company through presentations.

h) Whistle Blower Policy

The Company has put in place a Whistle Blower Policy to provide an open and transparent working environment and to promote responsible and secure whistle blowing system for directors and employees of the Company to raise concern. The Policy broadly covers instances of unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct, alteration of documents, fraudulent financial reporting, misappropriation/misuse of Company's assets, manipulation of Company's data, pilferage of proprietary information, abuse of authority, etc. The Policy provides adequate safeguard against victimisation of director(s) / employee(s) who raise the concern and have access to Chairman of Audit Committee who is entrusted to oversee the whistle blower mechanism. The Policy is available on the website of the Company www.somiconveyor.com.

III. COMMITTEES OF THE BOARD

The Board has constituted / reconstituted various Committees as required under clause 49 of the Listing Agreement and Section 177 & 178 of Companies Act, 2013.

a) Audit Committee

Details of the Composition of the Audit Committee, meetings and attendance of the members are as follows:

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the stock exchanges read with Section 177 of the Companies Act, 2013.

The Company's Audit Committee comprises of three Directors out of which two are Independent Directors and one is Whole-Time Director. The Audit Committee is headed by Mr. Mahendra Kumar Rakecha and has Mr. Sharad Gyanmal Nahata and Mr. Gaurav Bhansali as its members. All the members of the Committee have relevant experience in financial matters. The CFO, the Internal Auditor and the Statutory Auditors are invitees to the meetings of the Audit Committee.

The Committee reviews various aspects of internal controls and the internal auditors' report. The requirements under Clause 49 of the Listing Agreement as amended from time-to-time are also reviewed by the committee.

The Audit Committee has met four times during the financial year 2014-2015 on: May 30, 2014, August 14, 2014, November 15, 2014 and February 14, 2015.

Details of meetings attended by the members of the Audit Committee during the financial year 2014-2015 are as follows:

Name of Committee Member	Number of Committee Meetings held	Number of Committee Meetings attended
Mr. Mahendra Kumar Rakecha (Chairman) Non- Executive and Independent Director	4	4
Mr. Sharad Gyanmal Nahata Non- Executive and Independent Director	4	3
Mr. Gaurav Bhansali Whole-Time Director	4	4

Terms of reference:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (c) of sub-section 3 of Section 134 of Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, the internal control system ;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and back ground, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

b) Nomination & Remuneration Committee

Details of the Composition of the Nomination and Remuneration Committee and attendance of the members are as follows:

The Board of Directors has constituted a Nomination and Remuneration Committee of Directors in place of Remuneration Committee of Directors as per the provisions of Section 178 of Companies Act, 2013 and rules made there under with effect from 14th August, 2014. The Nomination and Remuneration Committee of the Company comprises of three directors all of whom are non-executive directors namely Mr. Yogesh Maheshwari (Chairman), Mr. Mahendra Kumar Rakecha and Mr. Sharad Gyanmal Nahata.

One meeting of the Nomination & Remuneration Committee was held on 31st March, 2015 and was attended by all the members of the Committee.

Role of Nomination and Remuneration Committee

1. The appointment and remuneration of new Directors on Board, Key Managerial Personnel and Senior Management employees shall be made on the basis of core competencies, expertise, experience, qualifications etc.
2. Evaluation of the performance of the Executive Directors shall be based on the parameters such as accomplishment of assigned goals, their professional contributions towards the Company and the overall performance. On the basis of the evaluation, the remuneration of the Executive Directors will be determined.
3. Evaluation of the overall performance of the Nonexecutive and Independent Directors of the Company shall be determined by the terms of the policy.
4. Remuneration of the Senior Management employees and Key Managerial Personnel will be fixed annually considering performance of the Company as well as their individual performance

Details of Remuneration to all the directors:

a) Executive Directors

The Company has one Managing Directors Mr. Om Prakash Bhansali and Two Whole-Time Directors Mr. Vimal Bhansali and Mr. Gaurav Bhansali. The remuneration payable to them has been fixed by the Board of Directors as per Section 197, 198 read with Schedule V of the Companies Act, 2013 after receiving sanction from the Shareholders in the duly convened General Meeting. The remuneration policy is directed towards rewarding performance. The Nomination & Remuneration Committee of the Company shall, inter-alia, evaluate the performance of the Executive Directors.

Details of remuneration paid/payable to the Executive Directors of the Company during the year ended March 31, 2015 are given below:

Annual Amount in Rs.					
Name of Directors	Remuneration	Commission	Value of Perquisites/ Reimbursement of Expenses	Sitting Fees	Total Remuneration (Per Annum)
Mr. Om Prakash Bhansali, Chairman and Managing Director	Rs.6,00,000/-	NIL	NIL	NIL	Rs.6,00,000/-
Mr. Vimal Bhansali, Whole time Director	Rs. 4,20,000/-	NIL	NIL	NIL	Rs. 4,20,000/-
Mr. Gaurav Bhansali, Whole time Director	Rs 4,20,000/-	NIL	NIL	NIL	Rs 4,20,000/-
TOTAL	Rs.14,40,000/-	NIL	NIL	NIL	Rs.14,40,000/-

b) Non-Executive and Independent Directors

The Company has no pecuniary relationship or transaction with its Non-executive and Independent Directors other than payment of sitting fees to them for attending Board and Committee meetings. Non- Executive and Independent Directors have been paid remuneration by way of sitting fee.

Details of the sitting fees and commission paid to the Independent Directors for the financial year 2014-15 are as under:

Name of Non-Executive & Independent Directors	Sitting fee for Board/ Audit Committee Meetings attended
Mr. Mahendra Kumar Rakecha	6000/-
Mr. Yogesh Maheswari	4000/-
Mr. Sharad Gyanmal Nahata	6000/-
Ms. Surbhi Rathi (Appointed w.e.f 28/03/2015)	NIL

The company does not have any Employee's Stock Option Scheme and there is no separate provision for payment of Severance fee.

c) Stakeholder Relationship Committee

Details of the Composition of the Stakeholder Relationship Committee and attendance of the members are as follows:

A Stakeholders Relationship Committee of Directors has been constituted in place of Share Transfer-Cum-Investor Grievance Committee of Directors with effect from 14th August, 2014. The role of the committee is to consider and resolve the grievances of security holders and perform such roles as may be required under Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Continuous efforts are made to ensure that grievances are expeditiously redressed to the satisfaction of investors. A status report of shareholders complaints and redressal thereof is prepared and placed before Stakeholders Relationship/Grievance Committee of Directors.

The Secretary of the Company is to act as the Compliance Officer.

The shareholders/investors can send shares/debentures related complaints, if any, through e-mail Id: - cmd@somiconveyor.com designated exclusively for this purpose.

One(1) meeting of the Stakeholders Relationship Committee was held on 31st March, 2015 and was attended by all the members of the Committee.

The Committee consists of three Directors and the attendance of each committee member is as under:

Name of Committee Member	Number of Committee Meetings held	Number of Committee Meetings attended
Mr. Sharad Gyanmal Nahata (Chairman) Non- Executive and Independent Director	1	1
Mr. Vimal Bhansali Whole-Time Director	1	1
Mr. Mahendra Kumar Rakecha Non- Executive and Independent Director	1	1

Status of Shareholders'/Investors' Complaints for the period 01st April, 2014 to 31st March, 2015

Opening Balance	Complaints Received during the year 2014-15	Complaints Resolved during the year 2014-15	Closing Balance
0	1	1	0

Mr. Amit Baxi, Company Secretary, is the Compliance Officer for resolution of Shareholder's/Investor's complaints. During the Financial Year ended 31st March, 2015, One (1) Complaint was received from the Shareholder. All complaints have been redressed to the satisfaction of the shareholders and none of them were pending as on 31st March, 2015.

d) Corporate Social Responsibility Committee

Details of the Composition of the Corporate Social Responsibility Committee and attendance of the members are as follows:

During the financial year under review, the Board constituted a CSR Committee comprising of three directors namely Mr. Om Prakash Bhansali(Chairman), Mr. Vimal Bhansali and Mr. Mahendra Kumar Rakecha.

During the year, the Committee met once on March 31, 2015. All the members of the Committee attended the said meeting. The Committee recommended the CSR policy which has also been approved by the Board of Directors of the Company.

Terms of Reference

- Formulation and Recommendation to the Board, a CSR Policy indicating the activities to be undertaken by the company as specified in Schedule VII;
- Recommendation of amount of expenditure to be incurred on the activities referred in Schedule VII;
- Monitoring the CSR Policy of the company from time to time.

IV. SUBSIDIARY COMPANIES

The Company does not have any Subsidiary Company.

V. GENERAL BODY MEETINGS

Date, Time and Location where last Three AGMs were held:

Financial Year	Date	Time	Location
2011-12	29.09.2012	10.30 a.m	4F-15, "Oliver House", New Power House Road, Jodhpur-342 001
2012-13	30.09.2013	10.30 a.m	4F-15, "Oliver House", New Power House Road, Jodhpur-342 001
2013-14	30.09.2014	11.30 a.m	4F-15, "Oliver House", New Power House Road, Jodhpur-342 001

WHETHER ANY SPECIAL RESOLUTIONS PASSED IN THE PREVIOUS THREE AGMs:

- In the 14th Annual General Meeting held on 30th September, 2014, Two Special Resolutions were proposed and passed pertaining to:
 - Consent of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 to mortgage and/or charge by the Board of Directors any immovable and movable properties/assets of the Company including undertaking(s) to secure the borrowings.
 - Consent of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 to the Board of Directors to borrow amount not exceeding at any time 50 Crs. over and above the paid up capital and free reserves of the Company.
- In the 13th Annual General Meeting held on 30th September, 2013, no Special Resolutions were proposed and passed.
- In the 12th Annual General Meeting held on 29th September, 2012, Three Special Resolutions were proposed and passed pertaining to:
 - Approval for re-appointment of Mr. Om Prakash Bhansali as Managing Director on monthly remuneration under Section 198, 269, 309, 311 read with Schedule XIII of Companies Act, 1956 and other applicable provisions for a period of five years w.e.f. 1st April, 2012.
 - Approval for re-appointment of Mr. Vimal Bhansali as Whole Time Director on monthly remuneration under Section 198, 269, 309, 311 read with Schedule XIII of Companies Act, 1956 and other applicable provisions for a period of five years w.e.f. 1st April, 2012.

- c. Approval for re-appointment of Mr. Gaurav Bhansali as Whole Time Director on monthly remuneration under Section 198, 269, 309, 311 read with Schedule XIII of Companies Act, 1956 and other applicable provisions for a period of five years w.e.f. 1st April, 2012.

WHETHER ANY EXTRA ORDINARY GENERAL MEETING HELD DURING THE YEAR:

- No Extra Ordinary General Meeting was held during the year under review.

WHETHER SPECIAL RESOLUTION WERE PUT THROUGH POSTAL BALLOT EXERCISE:

- No

DETAILS OF VOTING PATTERN:

1. Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to mortgage / charge / encumber immoveable / moveable properties.

Promoter/ Public	No. of shares held	No. of votes polled (including e-voting) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	6787607	6787607	100%	6787607	0	100%	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1812796	1812796	100%	1812045	751	99.96%	00.04%
Total	8600403	8600403	100%	8599652	751	99.99%	00.01%

2. Special Resolution under Section Section 180(1)(c) of the Companies Act, 2013 for borrowing money.

Promoter/ Public	No. of shares held (1)	No. of votes polled (including e-voting) (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against t (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	6787607	6787607	100%	6787607	0	100%	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	1812796	1812796	100%	1812045	751	99.96%	00.04%
Total	8600403	8600403	100%	8599652	751	99.99%	00.01%

PERSON WHO CONDUCTED THE POSTAL BALLOT EXERCISE:

- Not Applicable

WHETHER ANY RESOLUTIONS ARE PROPOSED TO BE CONDUCTED THROUGH POSTAL BALLOT:

- None of the resolutions are required to be put through postal ballot.

PROCEDURE FOR POSTAL BALLOT:

- Not Applicable

VI. DISCLOSURES

- During the year under review, besides the transactions reported elsewhere in the Annual Report, there were no transactions between the Company and the Promoters, Directors or Management, their subsidiaries or relatives, etc. that had a potential conflict with the interests of the Company at large. The Register of Contracts containing transactions in which directors are interested is placed before the Board regularly. The details of Related Party Transactions are disclosed in financial Section of this Annual Report.
- In the preparation of the financial statements, the Company has followed the Accounting policies and practices as prescribed in the Accounting Standards and there is no change in the accounting treatment during the year under review.
- Pursuant to sub-clause X (B) of Clause 49, the Company confirms that it has complied with all the mandatory requirements prescribed in Clause 49 of the Listing Agreement.
- The company has laid down Risk Management Policy to inform Board members about the risk assessment and minimization procedures.
- Management Discussion and Analysis Report is set out in a separate section included in this Annual Report and forms part of this Report.
- There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority excepting a small monetary fine of Rs. 4494/- imposed by BSE for delay in submission of Annual Report of 2014 to the Exchange.
- The Chief Executive Officer & Chief Financial Officer has furnished a Certificate to the Board for the year ended on 31st March, 2015 in compliance with Clause 49 of Listing Agreement.
- During the year no presentations were made to any institutional investors or analysts.
- All non- executive directors of the company do not hold any shares in the company as on 31/03/2015.

VII. MEANS OF COMMUNICATION

The company publishes Quarterly/Half yearly/Annual results as required under the Listing Agreement. The results are normally published in one English and one Hindi daily. During the last year the results were published in the Business Standard/Financial Express and Dainik Navjyoti. The results were also published on the Company's website for financial and shareholding information etc. and the same are also forwarded to the Stock Exchanges as soon as these are taken on record/ approved. In addition, disclosures with regard to Shareholding Pattern, Quarterly Secretarial Capital Audit Report, Corporate Governance Compliance Report, etc. are sent to the Stock Exchange as required under various regulations.

No presentations have been made to institutional investors/analysts during the financial year.

VIII. GENERAL SHAREHOLDERS INFORMATION

a) Date, time and venue of the 15th Annual General Meeting:

Annual General Meeting is proposed to be held on Wednesday, 30th September, 2015 at 11:30 A.M at its Registered Office at 4F-15, “Oliver House”, New Power House Road, Jodhpur-342001

b) Financial Calendar:

Financial year is 1st April to 31st March and financial results will be declared as per the following schedule.

Particulars	Tentative Schedule
Quarterly Results	
Quarter ending on 30th June, 2015	Within Forty Five Days of the End of the Quarter
Quarter ending on 30th September, 2015	Within Forty Five Days of the End of the Quarter
Quarter ending on 31st December, 2015	Within Forty Five Days of the End of the Quarter
Annual Results of 2015-16	Within Sixty Days of the End of the Quarter
Annual General Meeting for the year ending March 31,2016	In September, 2016

c) Book closure date:

The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, the 23rd September, 2015 to Wednesday, 30th September, 2015 (both days inclusive) for the purpose of 15th Annual General Meeting.

e) Listing on Stock Exchanges:

The Company's shares are listed on the Bombay Stock Exchange Limited with effect from 24th July, 2008. There are no arrears in payment of listing fees.

BSE CODE: 533001

SCRIP ID: SOMICONV

f) Market Price Data (in Rs.) (BSE Index):

Month & Year	High (Price)	Low (Price)	Volume (No. of Shares)
Apr 2014	37.50	23.35	32,80,539
May 2014	37.30	15.00	22,14,005
Jun 2014	21.30	18.15	1,74,994
Jul 2014	31.00	18.35	5,79,840
Aug 2014	30.90	22.30	2,50,619
Sep 2014	32.90	23.00	5,79,474
Oct 2014	33.95	26.50	2,14,491
Nov 2014	30.10	22.00	4,35,498
Dec 2014	29.00	20.65	1,67,177
Jan 2015	55.20	24.70	11,67,950
Feb 2015	50.80	38.70	4,73,693
Mar 2015	53.80	39.50	2,25,280

BSE SENSEX		
Month & Year	High	Low
Apr 2014	22,939.31	22,197.51
May 2014	25,375.63	22,277.04
Jun 2014	25,725.12	24,270.20
Jul 2014	26,300.17	24,892.00
Aug 2014	26,674.38	25,232.82
Sep 2014	27,354.99	26,220.49
Oct 2014	27,894.32	25,910.77
Nov 2014	28,822.37	27,739.56
Dec 2014	28,809.64	26,469.42
Jan 2015	29,844.16	26,776.12
Feb 2015	29,560.32	28,044.49
Mar 2015	30,024.74	27,248.45

g) Registrars and Share Transfer Agents:

Universal Capital Securities Private Limited (Formerly: Mondkar Computers Pvt. Limited)
21, Shakil Niwas, Opp. Satya Sai Baba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400 093
Tel: (+91 22) 28257641, 28207203-05, Fax: (+91 22) 28262920, Web: www.unisec.in

h) Distribution of Shareholding As At 31st March 2015

No. of Equity Shares Held	No. of Shares	% to Capital	No. of Holders	% to Total
UPTO - 500	283961	2.411	1481	71.168
501 - 1000	194000	1.647	262	12.590
1001 - 2000	279430	2.372	194	9.322
2001 - 3000	95374	0.810	37	1.778
3001 - 4000	73709	0.629	20	0.961
4001 - 5000	67887	0.576	14	0.673
5001 - 10,000	214393	1.820	28	1.346
10,001 AND ABOVE	10570902	89.739	45	2.162
TOTAL	11779656	100	2081	100

i) Dematerialization of Shares and Liquidity:

The Company's shares are compulsorily traded in dematerialized form. The Company's shares are regularly traded on the 'Bombay Stock Exchange Limited'. The shares in physical form are processed by the Registrar and transfer Agent and approved by the Share Transfer Committee. The applications for transfer of shares held in physical form are received at the office of the RTA of the company. All valid transfers are processed within statutory period of the lodgment. 92.59% of the Share Capital of the Company is in dematerialized form. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE323J01019.

j) Outstanding GDRs/ADRs/Warrants or any convertible instrument, conversion and likely impact on equity:

NIL

k) Plant location:

*H-2, 463-466, Sangaria Industrial Area, Jodhpur.

*K.No-58, 58/5, 58/6, Village Tanawara, Tehsil Luni, District Jodhpur.

l) Address of Correspondence:

Mr. Amit Baxi

COMPANY SECRETARY & COMPLIANCE OFFICER

4 F-15, "Oliver House", New Power House Road, Jodhpur-342001

Tel.: +91-0291-2610472, 2637565, 2637564 Fax: +91-0291-2432307

E-mail:cmd@somiconveyor.com

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per the requirement of the Listing Agreement as part of the Directors Report or in addition thereto a Management Discussion & Analysis Report forming part of the 15th Annual Report to the Members is given below discussing the key issues. The report also contains forward-looking statements, like 'will', believes, etc. All statements that address expectations about the future, but not limited to the Company's strategy for growth, product development, market position, expenditures and financial results, are forward looking statements. Since these are based on some assumption and expectations of future events, Company cannot guarantee that these are accurate or will be realized.

FINANCIAL OVERVIEW

The Net Sales, Earnings before taxes (EBT) and Earnings after Taxes (EAT) for the Financial Year 2014-15 along with the quantitative data is as follows:

Particulars	Financial Year (2014-15)	Financial Year (2013-14)
Net Sales	7469.66	6536.36
Earnings before taxes (EBT)	586.95	537.39
Earnings after Taxes (EAT)	427.71	360.36

COMPANY'S PERFORMANCE

During the year 2014-15, the Company continued implementation of its business strategy to give a better performance as compared to previous year and is confident of higher growth in the current year. Your Company has achieved sales of Rs. 7469.66 Lacs and Net Profit of Rs.427.71 Lacs. Your Company is Striving Continuously towards excellence thereby maximizing shareholder's wealth.

We have registered around 14.40 percent growth in 2015 in the domestic market and 23.50 percent growth in exports over the year 2014. As we have completed an ambitious expansion programme recently, we foresee more than 80 percent growth in 2016 and further 100 percent growth in 2017 over 2015.

INDUSTRIAL SCENARIO

Your company following the eighth expansion in 2015, has current installed capacity of 12,00,000 meters per annum using eight manufacturing lines up to the width of 2,400 mm for any type of textile, steel cord, aramid or SAR-36® Belts. As for the targets set for 2015-16, by virtue of sufficient orders in hand, we are confident to achieve 88 percent growth in terms of volumes and achieve targeted turnovers in tune with the promise we have made to our shareholders and associates.

Looking at the projected growth in coal production and coal-based power generation, which is a major end-user of conveyor belts, we expect these two sectors, i.e. coal mining and power sectors, to be the major drivers of demand for conveyor belts industry during the next couple of years (2015-17). The other end-user industries such as cement, steel and ports have also projected better growth prospects for the coming years and should drive demand for our products as well.

Unfortunately, the conveyor industry although being fulcrum and nodal for any big conglomerate is still a cottage industry in India and is devoid of systems and vision. There is gross ignorance about polymer technology and lack of interest in exploring and adopting new generation beltings. As a whole, we therefore are lagging behind in terms of technological advancements if compared with developed markets. The industry has to devise methods to encourage new designs and promote them.

At SOMI, we have initiated the process of organizing technical seminars, workshops and troubleshooting sessions at site with cross functional teams from purchase, stores, mechanical maintenance group, and users to understand, discuss and re-design conveyor belts for specific application, offering our customers specifications much superior and beyond conventional IS:1891 systems.

The results have been phenomenal and yes, we can now claim that we understand the market pulse from the extensive efforts we have put for imparting and sharing knowledge with end-users. In fact, your company is amongst a few global players that can really design, develop and deliver products based on customer feedback.

Some of our achievements have been: Being first in India (1) to fetch DGMS approval for Rubber Conveyor Belt for underground mining with stringent FR properties and passing Propane (Tunnel) Test; (2) LRR for EOB in every belt we deliver; (3) Heat Resistant Belts (SEHR-36®) up to 250°C; (4) Successful bunch of Eye-On Belt reducing Inventory Carrying by 30 percent and (5) High Tear/Impact Resistant with Wire Inlay LX-97/Carcass CK-97(SAR-36®) for primary crushers with Very low Abrasion and Cut Resistance.

With a strong team of technocrats and polymer engineers backed with sophisticated R & D department which is independent and equipped with ultra-modern testing (physical, chemical and destructive) facilities, we offer our channel partners free access to our facilities for testing and research. We have comprehensive facilities to test per IS: BS: ASTM; CAN; DIN; SANS; AS or ISO standards.

An ISO 9001-2008 & ISO 14001 certified and BSE listed public limited company, owns total comprehensive responsibility towards the customers to achieve best customer satisfaction index with 100 percent traceability of product till raw material stage and assistance even in commissioning and troubleshooting at site.

STRENGTHS

Our strengths are aplenty; the strong customer interface with all developments in conjunction with problems end-users face at site; technological up-gradation and advancement in polymer technology and equipment; backward integration to impart single window solution to our customers even for application; commissioning and troubleshooting; and lastly our ambitious goals, vision and mission.

RISKS AND CHALLENGES

Risk Management is an important aspect in today's business environment. The aim of Risk Management is to identify, monitor and take mitigation measures in respect of the events that may pose risks for these businesses. The Company's Risk Management is embedded in the business process. Your Company has identified the following risks :

- Risks of non-availability and price fluctuation on raw material as well as energy.
- Attrition and non-availability of the required talent resources can affect the performance of the Company.
- The increase in competition can create pressure on margins, market share etc.
- Any increase in operating cost, interest rate may adversely affect the finance cost and profitability.
- The changes in various economic parameters including growth, inflation and interest rate.
- Volatility in industrial relations.
- Government Policies w.r.t export duties, import duties, tax levied on automobile industries and economic condition.

RESEARCH AND DEVELOPMENT

The year 2015 has been a turning point for the company, as we launched Steel Cord Conveyor Belts up to 2,400 mm width and ratings up to ST-10000. We have total solutions for our customers with textile belts; aramid single ply belts; steel cord belts and SAR-36 (steel cord and textile inserted carcass). We have further successfully launched Loop Rip Detection System in steel cord belts. These are unique launches of 2015 with Eye-on Belt. In 2016, we are working on a unique belt profile (first of its kind) and we promise to enhance productivity and life of belt by at-least 25 percent at no extra cost. This will be revolution in technology in years to come.

INTERNAL CONTROL SYSTEM

The company has adequate internal control system commensurate with its size and business. The Internal Auditor reviews that all the transactions of the company are in line with the compliance of laws, policies and procedures and have been correctly recorded and reported. The Internal Audit is conducted on regular basis and the reports are submitted to the Audit Committee of Directors at their quarterly meetings.

HUMAN RESOURCES

The Company has excellent combination of experienced and talented Technical Managers. The Company also undertakes on regular basis various training programmes to keep its employees updated on new technical developments and information which directly results in optimum capacity utilization and cost effectiveness.

The Company's relation with its employees continues to be cordial. The Company always reciprocates commitment to its employees in order to motivate them to perform the best.

STATUTORY COMPLIANCE

All declarations and compliances with respect to the applicable statutes, enactments and guidelines are submitted at every meeting of the Board of Directors of the Company. Managing Director and CEO gives a declaration of compliance to the Board with respect to the applicable provisions of Companies Act, 2013, SEBI Regulations and Listing Agreements with the Stock Exchanges.

CAUTIONARY STATEMENT

Some of the statements given in the above management discussion and analysis about the Company's projections, objectives, estimates, expectations and predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. The actual results may differ substantially from these expressed or implied statements. Significant factors that could make a difference to the company's operations including domestic and global economic conditions affecting demand and supply and price conditions in the industry, changes in Government laws, tax regime and other statutory changes, environment laws and labour relations. The Company undertakes no obligation to periodically revise any such forward looking statement to reflect future events or circumstances.

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Somi Conveyor Beltings Limited

I have examined the compliance of Conditions of Corporate Governance by Somi Conveyor Beltings Limited (“the Company”) for the financial year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to review of procedures and implementations thereof adopted by the Company for ensuing compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of our information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Clause 49 of the above mentioned Listing Agreement.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

CS. AVIJIT VASU
Proprietor
C. P. No. 14198

Place: Jodhpur
Date: 4th September, 2015

DECLARATION

I, O. P. Bhansali, Chairman and Managing Director of Somi Conveyor Beltings Limited hereby declare that as on 31st March, 2015, all the Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct and Ethics for Directors and Senior Management Personnel laid down by the Company for the Financial Year 2014-15.

For
Somi Conveyor Beltings Limited

O P Bhansali
Chairman & Managing Director

Place: Jodhpur
Date: 4th September, 2015

CEO & CFO CERTIFICATION

To
The Board of Directors
Somi Conveyor Beltings Limited

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Somi Conveyor Beltings Limited ("the Company"), to the best of our knowledge and belief certify that:

(a) We have reviewed the financial statements and the cash flow statement for the Financial Year ended 31st March, 2015 and based on our knowledge and belief, we state that:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading.

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

(b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.

(c) We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.

(d) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(e) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:

(i) significant changes, if any, in the internal control over financial reporting during the year;

(ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

(f) We affirm that we have not denied any personnel access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.

Jodhpur: 4th September, 2015

O.P.Bhansali
Managing Director
DIN: 00351846

Manish Bohra
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

**TO
THE MEMBERS
SOMI CONVEYOR BELTINGS LTD.
JODHPUR (RAJASTHAN)**

Report on the Financial Statements

We have audited the accompanied financial statements of **SOMI CONVEYOR BELTINGS LIMITED**, which comprises of the Balance Sheet as on 31st March, 2015 and the Statement of Profit and Loss and Cash Flow statement for the year then ended and a summary of significant Accounting Policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the adequate information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Principles Generally Accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) In the case of the Profit and Loss Statement, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the pending litigations in its financial statements - Refer to Note No. 35.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR P SINGHVI & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 113602W

PLACE : JODHPUR
DATED: 30TH MAY, 2015

(PRAVEEN SINGHVI)
PARTNER
M.No. 71608

REPORT UNDER THE COMPANIES (AUDITOR'S REPORT) ORDER, 2015 (CARO 2015)

CARO 2015 REPORT ON THE FINANCIAL STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2015 OF SOMI CONVEYOR BELTINGS LTD.

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of audit, we state that:

- i) (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets are physically verified by the management during the year and no material discrepancies between the book records and the physical records have been noticed.
- (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the company during the period.
- ii) (a) The inventory has been physically verified by the management during the period. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventory. The discrepancies noticed during the physical verification of inventory as compared to book records, were not material.
- iii) (a) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- iv) In our opinion and according to the information and explanations given to us, certain items purchased are of special nature for which suitable alternative sources do not exist for obtaining comparative quotations, there is an adequate internal control system that commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v) The Company has not accepted any deposits from the public.
- vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii) (a) In our opinion and according to the information and explanations given to us and the records of the company examined by us, the company is generally regular in depositing the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Vat, Cess and other material statutory dues as applicable with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of Provident Fund, Wealth Tax, Custom Duty, ESI, Service Tax and Cess as at March 31, 2015 on account of any dispute. The dues of Income Tax, Sales

Tax, and Entry Tax as discussed below have not been deposited by company on account of disputes.

Name of the Statute	Nature of dues	Amount (in Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Demand	Income Tax	4657870.00	A.Y. 2010-11	CIT(Appeal)
Sales Tax Penalty	Sales Tax	146947.00	A.Y. 2008-09	Commissioner (A) Commercial Tax Department
Sales Tax Demand	Sales Tax (ITC)	1316184.00	A.Y. 2008-09	Commissioner (A) Commercial Tax Department
		300000.00	A.Y. 2009-10	

Note: Income tax demand, Sales tax demand, sales tax Penalty in respect of appeal is pending but Amount is already paid to department.

- viii) The Company has no Accumulated losses as at March 31, 2015 and it has not incurred any cash losses in the year ended on that date or in the immediately preceeding financial year.
- ix) According to the records of the Company examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to any bank as at the balance sheet date.
- x) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks or financial institutions during the year, are not prejudicial to the interest of the company.
- xi) In our opinion and according to the information and explanations given to us, the company has taken following loans during the year and o/s balance.

S.No	Particular	Loan Taken(Rs)	O/s Balance. (Rs)
1.	Buyer's Credit	64052856.00	64135531.00
2.	Demand Loan	488000000.00	46236479.00
3.	Car Loan	6400000.00	6092407.00

These loans are used for that purpose for which these are taken

- xii) During the course of examination of the books and records of the Company, carried out in accordance with the Generally Accepted Auditing Practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor we have been informed of such case by the management.

FOR P SINGHVI & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 113602W

PLACE : JODHPUR
DATED: 30TH MAY, 2015

(PRAVEEN SINGHVI)
PARTNER
M.No. 71608

BALANCE SHEET AS AT 31ST MARCH, 2015

	NOTE	CURRENT YEAR AMOUNT (Rs.)	PREVIOUS YEAR AMOUNT (Rs.)
<u>EQUITY AND LIABILITIES</u>			
<u>Shareholders' Fund</u>			
Share Capital	1	117796560	117796560
Reserves & Surplus	2	442185682	399415039.86
<u>Share Application Money Pending Allotment</u>			
		-	-
<u>Non Current Liabilities</u>			
Long Term Borrowings	3	116464417	951184
Deferred Tax Liability	4	7401176	8589964
Other Long Term Liabilities	5	1028228	16190152
Long Term Provisions	6	771293	619463
<u>Current Liabilities</u>			
Short Term Borrowings	7	212572939	132234534
Trade Payables	8	79492322	35920815
Other Current Liabilities	9	46169633	108594459
Short Term Provisions	10	672223	685263
	TOTAL	1024554473	820997433
<u>ASSETS</u>			
<u>Non Current Assets</u>			
Tangible Assets	11	449582286	366188698
Intangible Assets	11	125116	32000
Capital Work-In-Progress	11	4991607	22801214
Non Current Investments	12	3000	3000
Long Term Loans and Advances	13	12297586	8736431
Other Non Current Assets	14	7252437	9075183
<u>Current Assets</u>			
Inventories	15	145429392	140182575
Trade Receivables	16	237378075	145726117
Cash and Bank Balances	17	127832527	59498141
Short Term Loans and Advances	18	34343410	28467982
Other Current Assets	19	5319036	40286092
	TOTAL	1024554473	820997433
Significant Accounting Policies and Notes on Accounts	1 To 36		

Schedules & Notes referred to above form an integral part of Financial Statements.

AS PER OUR REPORT OF EVEN DATE ATTACHED.

FOR P SINGHVI & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 113602W

(PRAVEEN SINGHVI)
PARTNER
M.NO. 71608

PLACE : JODHPUR
DATED : 30TH MAY, 2015

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS.

O.P. BHANSALI
(MANAGING DIRECTOR)

MANISH BOHRA
(CHIEF FINANCIAL OFFICER)

GAURAV BHANSALI
(WHOLE TIME DIRECTOR)

AMIT BAXI
(COMPANY SECRETARY)

STATEMENT OF PROFIT & LOSS ACCOUNT STATING EBITDA FOR THE YEAR ENDED ON 31ST MARCH, 2015

PARTICULARS	NOTE	CURRENT YEAR AMOUNT (Rs.)	PREVIOUS YEAR AMOUNT (Rs.)
INCOME			
Revenue from Operations	20	747623418	655170454
Other Income	21	13193865	3121208
		760817283	658291662
EXPENDITURE			
Cost of Material Consumed	22	525206758	430805964
Purchase of Traded Goods	23	2616993	
Changes in Inventories of Finished Goods and WIP	24	(10204956)	16524607
Employee Benefits Expenses	25	13245472	11165944
Finance Cost	26	25693917	20118039
Depreciation	27	51312370	40161052
Other Expenses	28	94251408	85777122
		702121963	604552728
Profit Before Tax		58695320	53738934
Provision for Current Tax		(17113466)	(15960345)
Deferred Tax (Liability)/Asset		1188788	(1742325)
Profit After Tax		42770642	36036264.08
Balance brought forward		163142220	127105955.78
Balance carried forward to Balance Sheet		205912862	163142219.86
EARNING PER SHARE (Basic & Diluted)	29	3.63	3.06
Significant Accounting Policies and Notes on Accounts	1 To 36		

Schedules & Notes referred to above form an integral part of Financial Statements.

AS PER OUR REPORT OF EVEN DATE ATTACHED.

FOR P SINGHVI & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 113602W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS.

(PRAVEEN SINGHVI)
PARTNER
M.NO. 71608

O.P. BHANSALI
(MANAGING DIRECTOR)

MANISH BOHRA
(CHIEF FINANCIAL OFFICER)

PLACE : JODHPUR
DATED : 30TH MAY, 2015

GAURAV BHANSALI
(WHOLE TIME DIRECTOR)

AMIT BAXI
(COMPANY SECRETARY)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	CURRENT YEAR AMOUNT (Rs.)	PREVIOUS YEAR AMOUNT (Rs.)
1 SHARE CAPITAL		
<u>Authorised</u>		
25000000 Equity Shares of Rs.10 each	<u>250000000</u>	<u>250000000</u>
<u>Issued, Subscribed & Paid up</u>		
11779656 Equity Shares of Rs.10 each fully paid up	<u>117796560</u>	<u>117796560</u>
	<u>117796560</u>	<u>117796560</u>

1.1 The details of shareholders holding more than 5% shares :

Name of Shareholders	Current Year		Previous Year	
	No. of Shares	% held	No. of Shares	% held
Mr. Om Prakash Bhansali	4417011	37.50	4412658	37.46
Ms. Om Kumari Bhansali	1041041	8.84	989394	8.40

1.2 The reconciliation of the number of shares outstanding is set out below:

Particulars	Current Year No. of Shares	Previous Year No. of Shares
Equity shares at the beginning of the year	11779656	11779656
Add: Shares issued	0	0
Less: Shares buy back	0	0
Equity Shares at the end of the year	11779656	11779656

2 RESERVES AND SURPLUS

General Reserve		0		0
Security Premium		181816800.00		181816800
Re- Valuation Reserve		54456021.00		54456021
Net Profit				0
As per Last Balance Sheet	163142219		127105955	
Add: Appropriated during the year	42770642	205912861	36036264	163142219
		<u>442185682</u>		<u>399415040</u>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2019

		CURRENT YEAR AMOUNT (Rs.)	PREVIOUS YEAR AMOUNT (Rs.)			
3 LONG TERM BORROWINGS						
Secured Loans						
Foreign Currency Loans- Buyer's Credit		64135531	0			
PNB Demand Loan (against FDR)		46236479	0			
PNB Car Loan		1946655	0			
BMW Car Loan		3895983	0			
HDFC Car Loan		249769	951184			
		116464417	951184			
3.1.	PNB Demand Loan against FDR is secured against FDR.					
3.2.	PNB Car Loan is secured against new Santa Fee Car Purchased					
3.3.	BMW Car Loan is secured against new BMW Car Purchased					
3.4.	Buyers Credit is taken for purchase of New Steel Plant installed during the year and it is secured against New Steel Cord Plant.					
3.5.	HDFC Car Loan is secured by way of Hypothecation of Car.					
3.6.	Maturity Profile Long Term Borrowings as Follows.					
	ROI	2015-16	2016-17	2017-18	2018-19	2019-20
PNB Demand Loan	9.75%	16800000	16800000	14000000	0	0
PNB Car Loan	10.65%	937752	938112	312704	0	0
BMW Car Loan	9.90%	1017540	1017540	1017540	1017540	847950
HDFC Car Loan	10%	249769	0	0	0	0
4 DEFERRED TAX LIABILITY (NET)						
Depreciation				7798357		8926081
Provision for Gratuity				(288781)		(245895)
Liability allowed on payment basis				(108400)		(90222)
				7401176		8589964
5 OTHER LONG TERM LIABILITIES						
Trade Payables				1028228		1330962
Payables on purchase of Fixed Assets				0		14859190
				1028228		16190152
6 LONG TERM PROVISIONS						
Provision for Gratuity				771293		619463
				771293		619463

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	CURRENT YEAR AMOUNT (Rs.)	PREVIOUS YEAR AMOUNT (Rs.)
7 SHORT TERM BORROWINGS		
Secured		
Working Capital Loan (PNB Jodhpur)	156321458	85026844
PNB Packing Credit	0	9916467
PNB OD Against FDR	9204778	0
PNB Buyer's Credit	47046703	37291223
	212572939	132234534
7.1 Working Capital Loan is secured by way of Hypothecation of Current Assets present and future including entire stocks, raw materials, consumable stores and spares, finished goods and book debts.		
8 TRADE PAYABLES		
Micro, Small and Medium Enterprises	0	0
Others	79492322	35920815
	79492322	35920815
9 OTHER CURRENT LIABILITIES		
Creditors for Capital Expenditure	12851875	3648469
Term Loan Instalment due within one year	0	37941327
Forward Contract Payable	0	40032846
Advance from Customers	4352651	4178551
Other Payables	28965107	22793266
	46169633	108594459
9.1 Other payables comprises of creditors for expenses and statutory dues.		
10 SHORT TERM PROVISIONS		
Provision for Gratuity	163274	176314
Provision for Leave Encashment	508949	508949
	672223	685263

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE 11
FIXED ASSETS (CONSOLIDATED)

PARTICULARS	GROSS BLOCK AS ON 01-04-2014	ADDITIONS DURING THE YEAR	DEDUCTIONS / ADJUSTMENT	TOTAL	RATE	DEPRECIATION				W.D.V.	
						AS AT 01.04.2014	CURRENT YEAR	DEDUCTIONS / ADJUSTMENT	TOTAL	AS ON 31.03.2014	AS ON 31.03.2015
Tangible Assets											
Land	59379925	0	0	59379925	NIL	NIL	NIL	0	0	59379925	59379925
Office Building (Rcc FRAME)	21962719	0	0	21962719	4.87%	5744905	746328	0	6491233	16217814	15471486
Factory Building	93146161	6201240	0	99347401	9.50%	39163752	5083904	0	44247656	53982409	55099745
Computer	2032079	106105	0	2138184	63.16%	1710436	211161	12327	1933924	321643	204260
Plant & Machinery	374572938	131401026	12717262	493256702	18.10%	148480747	40976502	-21539	189435710	226092191	303820992
Office Equipment	992139	164762		1156901	45.07%	117627	487384	0	605011	874512	551890
Laboratory Equipment	3976742	756180	79079	4653843	25.89%	787206	961627	0	1748833	3189536	2905010
Furniture & Fixtures	5174666	15904	0	5190570	25.89%	2251143	892158	6603	3149904	2923523	2040666
Vehicles	7771104	8930077	1004374	15696807	31.23%	4563959	1912229	-887693	5588495	3207145	10108312
Total	569008473	147575294	13800715	702783052		202819775	51271293	-890302	253200766	366188698	449582286
Intangible Assets											
Trade Mark	40000	126395	0.00	166395		8000.00	33279.00	0.00	41279	32000	125116
Capital WIP	22801214	2544423	20354030	4991607		0	0	0	0	22801214	4991607
TOTAL	591849687	150246112	34154745	707941054		202827775	51304572	-890302	253242045	389021912	454699009

The gross block of Fixed Assets includes Rs. 54456021 on account of revaluation of Land as at 15.02.2006 (Rs. 32000000), 16.02.2006 (Rs. 6693991), 26.03.2010 (Rs. 15762030).

Price Adjustment is made during the year on account of Creditors for Capital Expenditure of Rs.12796341.00

During the year New Plant has been installed on which Borrowing Cost has been capitalized of Rs. 1212812.00 as per AS-16.

During the Year Depreciation is calculated as per Schedule II of companies Act and Depreciation on opening value is taken on retrospective basis and difference is Rs.1202.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	CURRENT YEAR AMOUNT (Rs.)	PREVIOUS YEAR AMOUNT (Rs.)
12 NON CURRENT INVESTMENT		
In Govt. Securities - Unquoted		
National Saving Certificate	3000	3000
	3000	3000
13 LONG TERM LOANS AND ADVANCES		
(Unsecured and Considered Good)		
Security Deposits	12297586	8736431
	12297586	8736431
14 OTHER NON CURRENT ASSETS		
Long Term Trade Receivables	7252437	9075183
	7252437	9075183
15 INVENTORIES		
Stock of Raw Materials	116299978	121258117
Work-In-Progress	2173000	3218000
Finished Goods	26956414	15706458
	145429392	140182575
16 TRADE RECEIVABLES		
(Unsecured and Considered Good)		
More Than Six Months	74781447	17455097
Less Than Six Months	162596628	128271020
	237378075	145726117
17 CASH AND BANK BALANCES		
Cash In Hand	70639	1420512
With Scheduled Bank in Current A/c	6619196	339279
FDR (For BG/LC Margin)	121142692	57738350
	127832527	59498141

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	CURRENT YEAR AMOUNT (Rs.)	PREVIOUS YEAR AMOUNT (Rs.)
18 SHORT TERM LOANS AND ADVANCES		
Loans and Advances to Staff (Unsecured and Considered Good)	457477	729043
Prepaid Expenses	1640736	1266278
Balance With Revenue Authorities	25518197	19745661
Others	6727000	6727000
	34343410	28467982
18.1 Others comprises share application money which is not yet allotted.		
19 OTHER CURRENT ASSETS		
Unbilled Revenue	1018277	1030670
Unamortised Premium on Forward Contract	0	390540
Forward Contract Receivable	0	37101826
Duty Drawback Receivable	737826	437031
Export Incentive Receivable	0	860393
Others	3562933	465632
	5319036	40286092
19.1 Unbilled Revenue comprises of Advance to raw material suppliers and Advance against factory expenses.		
20 REVENUE FROM OPERATIONS		
Sale of Products	829862051	726890634
Other Operating Revenue	657630	1534430
Less: Central Excise Duty	(82896263)	(73254610)
	747623418	655170454
20 Sale of Products Comprises of:		
Manufactured goods		
Conveyor Belt	818125518	718649954
Rubber Sheet	8240861	8240680
	826366379	726890634
Traded Goods		
Belt Jointing Solution	31350	
Conveyor Belt	3282720	0
	3314070	0
Sale of Scrap		
Scrap	181602	0
	181602	0
20 Other Operating Income comprises of income from Duty Drawback .		

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	CURRENT YEAR AMOUNT (Rs.)	PREVIOUS YEAR AMOUNT (Rs.)
21 OTHER INCOME		
Interest	7141856	2252416
Exchange Fluctuation	4101644	0
Other Income	1950365	868792
	13193865	3121208

21 Interest income comprises of interest receivable on FDR of Rs.6572323 (Previous Year Rs. 1829305) & Interest received on deposit to JVVN of Rs.123681 (Previous Year Rs. 126380) and other Interest.

21 Other Income includes discount received and insurance Claim of Rs. 1853763.

22 COST OF MATERIAL CONSUMED

	% of Consumed	Amount	% of Consumed	Amount
Imported	28.32	148715188	32.39	139552312
Indigenous	71.68	376491570	67.61	291253652
	100	525206758	100	430805964

22 PARTICULARS OF MATERIAL CONSUMED

Carbon	18434915	20983326
Chemical	87615842	38415829
Fabric	162487645	134819936
Process Oil	9191532	7971211
Rubber	239560818	224225985
Steel Cord	8476190	432390
Others	(560184)	3957287
	525206758	430805964

23 PURCHASE OF STOCK IN TRADE

Conveyor Belt	2616993	0
	2616993	0

24 CHANGES IN INVENTORIES OF FINISHED GOODS & WIP
Inventories (at closing)

Finished Goods	26956414	15706458
WIP	2173000	3218000
	29129414	18924458

Inventories (at beginning)

Finished Goods	15706458	28874065
WIP	3218000	6575000
	18924458	35449065

(10204956)
16524607

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	CURRENT YEAR AMOUNT (Rs.)	PREVIOUS YEAR AMOUNT (Rs.)
25 EMPLOYEE BENEFITS EXPENSES		
Salaries & Wages	12414955	11641684
Contribution to Provident Fund & Other Fund	405955	391131
Gratuity (Unfunded)	138790	(937157)
Staff Welfare Expenses	285772	70286
	13245472	11165944

- 25.1.** As per Accounting Standard 15 "Employee Benefits" the disclosures as defined in the Accounting Standard are given below:

Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

Employer's contribution to Provident Fund	220775	213694
---	--------	--------

Defined Benefit Plans

The employee's gratuity scheme managed by LIC is a defined as benefit plan. The present value of obligation is on actuarial valuation using the Projected Unit Credit Method, which recognises each period of services as giving rise to additional unit of employees benefit entitlement and measures each unit separately to build up the final obligation.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2019

		CURRENT YEAR AMOUNT (Rs.)		PREVIOUS YEAR AMOUNT (Rs.)
26	FINANCE COSTS			
	Interest	21205221		12262840
	Other Borrowing Cost	4488697		7855199
		<u>25693917</u>		<u>20118039</u>
27	DEPRECIATION AND AMORTISATION COSTS			
	Depreciation	51304572		40161052
	Depreciation on sale of Innova	9000		0
	Depreciation to be adjusted from Reserves	-1202		0
		<u>51312370</u>		<u>40161052</u>
28	OTHER EXPENSES			
	Manufacturing Expenses			
	Power & Fuel	23441053	18868306	
	Consumable Stores	3603796	5503005	
	Repairs & Maintenance	3952761	9147192	
	Testing Charges	268247	119390	
	Factory Expenses	426213	557980	
	Freight Expenses	7629865	6804939	
	Packing Expenses	6583578	4820166	
	Water Expenses	406832	318850	
		<u>46312345</u>		<u>46139828</u>
	Selling and Distribution Expenses			
	Selling and Distribution Expenses	34039120	20588583	20588583
	Other Expenses			
	Administrative Expenses	6090500	6743325	
	Auditor's Remuneration	300000	325000	
	Insurance	1546428	1363002	
	Loss on foreign currency transactions and translation	0	5205972	
	Rent	2714000	2114000	
	Other Expenses	3249015	337514	
	Amortisation of share issue expenses	0	2959899	
		<u>13899943</u>		<u>19048712</u>
		<u>94251408</u>		<u>85777122</u>
28.1.	VALUE OF CONSUMABLE STORES AND RAW MATERIAL CONSUMED:			
			% of	
		% of Consumed	Consumed	Amount
	Imported	0	0	0
	Indigenous	100	100	5503005
		<u>100</u>	<u>100</u>	<u>5503005</u>
28.2.	VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF			
	Raw Materials and Stock -in-Trade	115896451		142502718
	Capital Goods	89445103		34834800
		<u>205341554</u>		<u>177337518</u>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	CURRENT YEAR AMOUNT (Rs.)	PREVIOUS YEAR AMOUNT (Rs.)
28.3. PAYMENT TO AUDITORS AS:		
Internal Audit Fees	80000	80000
Statutory Audit Fees	120000	120000
Cost Audit Fees	0	25000
Tax Audit Fees	50000	50000
Professional Fees	50000	50000
	300000	325000
28 EXPENDITURE IN FOREIGN CURRENCY:		
Repair to Machinery	0	3377539
Travelling Expenses	786333	1442810
29 EARNINGS PER SHARE		
i) Net profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs.)	42770642	36036264
ii) No. of Weighted Average Equity Shares	11779656	11779656
iii) Basic and Diluted Earnings per share (Rs.)	3.63	3.06
iv) Face Value per equity share (Rs.)	10	10
30 EARNINGS IN FOREIGN EXCHANGE		
FOB value of Exports	62353939	53606576
	62353939	53606576
31 RELATED PARTY DISCLOSURES:		
(i)	S.N. Name of the Related Party	Relationship
	1 Mr. O.P. Bhansali	
	2 Mr. Vimal Bhansali	
	3 Mr. Gaurav Bhansali	Key Managerial Personnel (KMP)
	4 Mr. Manish Bohra	
	5 Mr. Amit Baxi	
	6 Ms. Om Kumari Bhansali	
	7 Ms. Priya Bhansali	
	8 Ms. Anita Bohra	Relative of Key Managerial Personnel (RKMP)
	9 Ms. Ruchi Bhansali	
	10 Ms. Madhu Mehta	
	11 M/s Oliver Micon Inc.	
	12 M/s Earth Movers enterprises	
	13 OM Prakash Bhansali HUF	
	14 Vimal Bhansali HUF	KMP/RKMP exercise significant influence
	15 Gaurav Bhansali HUF	
	16 M/s Ghunguru Hotels & Resorts Ltd.	
(ii)	Transactions during the year with related parties :	
	Nature of Transactions	Key Managerial Personnel
		Relative of key Managerial Personnel
		Entities in which KMP/RKMP have significant influence
	Sale of Goods	0
	Remuneration	2341194
	Purchase & Other Expenses	2510000
	Fixed Asset Purchased	0
		0
		8093639
		0
		578973
		9975

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	CURRENT YEAR AMOUNT (Rs.)	PREVIOUS YEAR AMOUNT (Rs.)
Balance as at 31st March, 2015		
Trade Receivable	0	441336
Trade Payables	1971339	0
Loans	0	0
32 FINANCIAL AND DERIVATIVE INSTRUMENTS		
Derivative contracts entered into by the company and outstanding as on 31 st March, 2015		
For Hedging Currency Related Risks :		
Forward Contract Payable	0	40032846
33 CONTINGENT LIABILITIES AND COMMITMENTS		Rs. (In Lakhs)
(i) Guarantees		
Performance Guarantees	770.34	749.00
Financial Guarantee	62.41	84.84
Guarantee against Buyer's Credit	1948.55	373.24
(ii) Letter of credit	364.14	73.60
34		
As Per Section 135 of Companies Act 2013 Corporate Social Responsibility Committee has been formed by the company.		
Provision for the CSR has been made in books of accounts but no expenditure is made out of the fund during the year.		
35 LITIGATIONS		
35.1. M/s Nawa Engineers & Consultants Pvt Ltd is client of Somi Conveyor Beltings Ltd. Client has issued cheque in favour of Somi Conveyor Beltings Limited on 16.10.2014 of Rs 200000.00 which was dishonour and Company has sued under section 138 of Negotiable Instrument Act, 1881 in the Court of the Honourable XVII ADDL Chief Metropolitan Magistrate at Hyderabad.		
35.2. M/s OSM Projects Pvt Ltd is client of Somi Conveyor Beltings Ltd. Client has issued cheque in favour of Somi Conveyor Beltings Limited on 06.10.2012 of Rs 766364.00 which was dishonoured Twice and Company has sued under section 138 of Negotiable Instrument Act, 1881 in the Jodhpur Court .		
35.3. M/s Somi Conveyor Beltings Ltd has made Purchased Order of Zinc Oxide Dated 25.10.2012 at 99.70% Purity. Purchase Order Qty 16+9 Ton. Company has received goods on 10.11.2012 Bill No 123 of 9 Ton. Company has Tested and found on 54% Purity instead of 99.70%. Company has rejected the goods and send Letter on 22.11.2012. Again 16 Ton received of Low Quality. So Company send 16 Ton Immedately but 9 tons are remained with Company. Company has send the Legal notice to M/s Falcon Chemox Pvt. Ltd. on 12.04.2013		
36		
The Company is in the process of identifying Micro, Small and Medium Enterprises as defined under the Micro, Small and Medium development Act, 2006. Hence, disclosure relating to amounts unpaid as at the year end together with interest payable thereon has not been given.		

SIGNIFICANT ACCOUNTING POLICIES

1. ACCOUNTING CONVENTION

The financial statements are prepared under the historical cost convention, except for certain fixed assets which are revalued, from books of accounts maintained on an accrual basis, in conformity with all material aspects with the Generally Accepted Accounting Principles and comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by SEBI.

2. FIXED ASSETS AND DEPRECIATION

- a) Fixed Assets are stated at cost (net of cenvat/value added tax) including freight, duties, customs, adjustments arising from exchange rate variation and other incidental expenses relating to acquisition and installation and includes amount added on revaluation, less accumulated depreciation and impairment loss, if any.
- b) Depreciation has been provided based on life assigned to each asset in accordance with Schedule II of the Companies Act, 2013.
- c) Capital work-in-progress- Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

3. INVESTMENTS

Long term investments intended to be held for more than a year from the date of acquisition, are classified as long term investments and are carried at cost. Provision is made for diminution, other than temporary, in value of investments. Current investments are valued at lower of cost and market value.

4. INVENTORIES

Items of inventories are measured at lower of cost or net realizable value. Cost of Raw material, stores and spares are determined on first in first out basis. Cost of finished goods and semi-finished goods include cost of raw materials and packing materials, cost of conversion and other costs incurred in bringing the inventories to the present location and condition.

5. REVENUE RECOGNITION

Revenue from sale of goods is accounted for on the basis of dispatch of goods. Sales are inclusive of Excise Duty and net of sales return and trade discounts. Interest Income is accounted on accrual basis.

6. TAXATION

a) INCOME TAX PROVISION

The provision for taxation is based on assessable profits of the company as determined under the Income Tax Act, 1961.

b) DEFERRED TAX

As per AS-22 issued by the Institute of Chartered Accountants of India, deferred tax is recognized, subject to the consideration of prudence, on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Asset is not recognised unless there are timing differences, the reversal of which will result in sufficient income or there is virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

7. FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are accounted for at the exchange rate prevailing on the transaction date. Gain / loss arising out of fluctuation in rate between transaction date and settlement date in respect of revenue items are recognised in the Profit and Loss Account.

Monetary Assets and Liabilities in foreign currency are translated at the year end at the closing exchange rate and the resultant exchange differences are recognised in the Profit and Loss Account. Non Monetary foreign currency items are carried at cost.

Accounting for Forward Contracts

In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on date of contracts is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.

8. INTANGIBLE ASSETS

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization. All costs, including financing costs till commencement of commercial production and adjustments arising from exchange rate variations attributable to the intangible assets, are capitalized.

9. RETIREMENT BENEFITS

(i) Defined Contribution Plans

The company has a Defined Contribution Plan for post employment benefits namely Provident Fund which is administered through appropriate authorities.

The Company makes contributions to state plans namely Employees' State Insurance Fund and has no further obligation beyond making the payment to them.

The Company's contributions to the above funds are charged to revenue every year.

(ii) Defined Benefit Plan

The gratuity will be paid as and when employee leaves. Liability towards gratuity is based on actuarial valuation carried out by the an authorized actuary which is in compliance with AS-15(revised) issued by the Institute of Chartered Accountants of India.

10. BORROWING COST

Borrowing Costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised till the month in which the asset is ready to use as part of the cost of that asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Profit and Loss Account.

11. IMPAIRMENT OF FIXED ASSETS

An asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value. An impairment loss is charged to Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable Amount.

12. OPERATING LEASE

(a) Operating lease payments are recognised as an expense in the Profit and Loss Account.

(b) Finance lease is taken at lower of fair value of the assets and present value of the minimum lease rentals and is capitalized as fixed assets with corresponding amount shown as lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to Profit and Loss Account.

All assets given on finance lease are shown as receivables at an amount equal to net investment in the lease.

Initial direct costs in respect of the lease are expensed in the year in which such costs are incurred. Income from lease assets is accounted by applying the interest rate implicit in the lease to the net investment.

13. INSURANCE CLAIMS

Insurance claims are accounted for on the basis of claims admitted or expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

14. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities, if any, are not provided for in the financial statements. However, they are separately disclosed by way of notes on accounts. Contingent Assets are neither recognised nor disclosed in the financial statements.

15. USE OF ESTIMATES

The presentation of the financial statements in conformity with the Generally Accepted Accounting Principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialized.

16. EARNING PER SHARE

As per AS-20 issued by The Institute of Chartered Accountants of India basic earnings per share is computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, except where the results would be anti-dilutive.

17. CASH AND CASH EQUIVALENTS

Cash comprises cash in hand & demand deposits with banks. Cash equivalents are short term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

18. CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby profit before extraordinary items and tax is adjusted for the effects of transactions of non – cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

PARTICULARS	For the year ended 31.03.2015	For the year ended 31.03.2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	58,695,320	53,738,934
Add: Depreciation Charged	51,312,370	40,161,052
Preliminary Expenses written off	-	2,959,899
Interest Charged	21,205,221	12,262,840
	131,212,911	109,122,725
Less: Interest Received	(123,681)	(126,380)
Profit on sale of Innova car	(43,726)	
Operating Profit Before Working Capital Changes	131,045,504	108,996,345
Trade and Other Receivables	(89,829,212)	(1,122,089)
Inventories	(5,246,817)	(10,284,485)
Trade Payables & Provisions	(8,154,642)	(59,616,544)
Loans & Advances and Other Current Assets	38,591,628	46,699,316
Advance Tax Paid	(9,500,000)	(10,980,000)
Cash Generated From Operating Activities	56,906,461	73,692,543
Direct Taxes Paid	(4,893,950)	(5,968,330)
Net Cash Flow From Operating Activities (a)	52,012,511	67,724,213
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase /Acquisition of Fixed Assets	(117,095,741)	(51,307,554)
Sale of Fixed Assets	150,000	-
Security Deposit	(3,561,155)	(3,885,169)
Interest Received	123,681	126,380
Net Cash used in Investing Activities (b)	(120,383,215)	(55,066,343)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Secured Loans	157,910,311	17,082,149
Unsecured Loans	-	-
Interest Paid	(21,205,221)	(12,262,840)
Net Cash from Financing Activities (c)	136,705,090	4,819,309
Net Increase / (Decrease) in Cash & Cash Equivalents (a+b+c)	68,334,386	17,477,179
Cash & Cash Equivalent At The Beginning of The Year	59,498,141	42,020,962
Cash & Cash Equivalent At The End of The Year	127,832,527	59,498,141

Notes: The above cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 (Revised) on Cash Flow Statements as prescribed by Companies (Accounting Standard) Rules, 2006.

FOR P SINGHVI & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 113602W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS.

(PRAVEEN SINGHVI)
PARTNER
M.NO. 71608

O.P.BHANSALI
(MANAGING DIRECTOR)

MANISH BOHRA
(CHIEF FINANCIAL OFFICER)

PLACE : JODHPUR
DATED : 30TH MAY, 2015

GAURAV BHANSALI
(WHOLE TIME DIRECTOR)

AMIT BAXI
(COMPANY SECRETARY)



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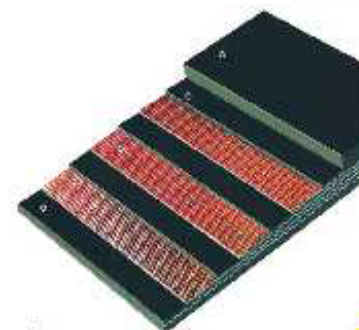
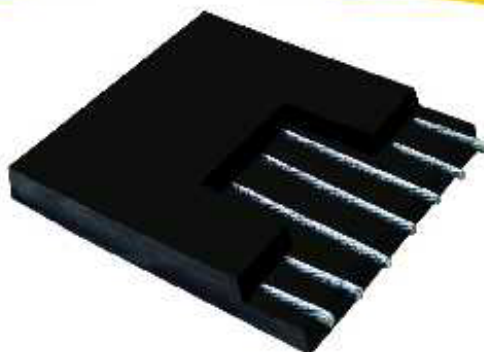


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