



# **SOMI CONVEYOR BELTINGS LIMITED**

**MINUTES BOOK**

**OF**

**MEETING OF SHAREHOLDERS**

**2020**



# SOMI CONVEYOR BELTINGS LIMITED

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**MINUTES OF THE 20<sup>th</sup> ANNUAL GENERAL MEETING OF SOMI CONVEYOR BELTINGS LIMITED HELD AT IT'S REGISTERED OFFICE AT 4F-15, 'OLIVER HOUSE', NEW POWER HOUSE ROAD, JODHPUR-342003 ON WEDNESDAY, 30<sup>TH</sup> SEPTEMBER, 2020 AT 11.30 A.M. AND CONCLUDED AT 12.30 NOON ON THE SAME DAY**

## **PRESENT:**

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Shri Om Prakash Bhansali	- Managing Director
Shri Vimal Bhansali	- Whole-time Director
Shri Gaurav Bhansali	- Whole-time Director
Shri Mahendra Kumar Rakhecha	- Independent Director
Shri Yogesh Maheshwari	- Independent Director
Shri Sharad Gyanmal Nahata	- Independent Director
Smt. Surbhi Rathi	- Independent Woman Director

## **IN ATTENDANCE:**

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Mr. Amit Baxi, Company Secretary

## **MEMBERS PRESENT:**

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The meeting was attended by 18 Members in person.

## **CHAIRMAN**

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

## **QUORUM**

After ascertaining that the requisite members were present to form the quorum, Mr. Om Prakash Bhansali, Managing Director declared that the meeting as open.





## **WELCOME**

Chairman welcomed all the members to the 20<sup>th</sup> Annual General Meeting (AGM) of the Company.

## **REGISTER OF SHAREHOLDING**

Chairman informed the shareholders that the Register of Members, Register of Directors' shareholding with other statutory registers are kept open for inspection by the shareholders at the venue and that the same are accessible during the continuance of the meeting.

## **NOTICE OF MEETING**

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

## **LEAVE OF ABSENCE TO SECRETARIAL AUDITOR**

The Notice of the Meeting was delivered to the Secretarial Auditor of the Company in the same manner as it was circulated to the Members and others concerned. However, the Secretarial Auditor could not attend the meeting owing to other pre-occupations. The Members granted leave of absence to the Secretarial Auditor from attending the 20<sup>th</sup> Annual General Meeting.

## **AUDITORS' REPORT**

With the kind permission of the Chair, the Auditor's Report on the Balance Sheet of the Company as on 31st March 2020 and the Profit & Loss Account for the year ended on that date were read out.

## **SPEECH BY CHAIRMAN**

Chairman in his speech highlighted the economy, industrial scenario, sector specific issues, performance of the Company for the fiscal year 2019-20. Thereafter, Chairman welcomed questions and clarifications from the shareholders on the various projects and the same were clarified.





Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced from 27<sup>th</sup> September, 2020 at 9.00 a.m. and ended on 29<sup>th</sup> September, 2020 at 5.00 p.m. Mrs. Ira Baxi (CP No.: 4712), Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process and Mr. Avijit Vasu (CP No.: 14198), Practicing Company Secretary was appointed as the scrutinizer for the purpose of scrutinizing polls. Thereafter for the purpose of polling he locked the polling box in front of Members and kept the keys safely with him. After due scrutiny of e-votes casted for all the five resolutions, Mrs. Ira Baxi, submitted the Scrutinizer's report on e-voting to Chairman.

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

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

The final results of the voting as announced to the Stock Exchanges and the Resolutions passed are as under:

**Item No. 1: ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020, AUDITOR'S REPORT AND DIRECTOR'S REPORT THEREON – ORDINARY RESOLUTION**

**RESOLVED THAT** the Balance Sheet as at 31.03.2020 and the Profit & Loss A/c for the Year ended on that date together with Auditors Report thereon and Directors Report attached thereto including the Annexure and Schedule be and are hereby received, considered and adopted.”

Details	E Voting	Poll	Total
No. of Valid Votes Received	238862	7945348	8184210
Votes in favour of the Resolution	109066	7945348	8054414
Votes against the Resolution	129796	0	129796
No. of invalid votes	0	0	0
% of votes in favour	45.67%	100%	98.41%

Accordingly, the above was declared as passed.





**Item No. 2: TO RE-APPOINT MR. MAHENDRA RAKHECHA AS AN INDEPENDENT DIRECTOR OF THE COMPANY NOT LIABLE TO RETIRE BY ROTATION TO HOLD OFFICE FOR HIS SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS COMMENCING FROM 1<sup>ST</sup> OCTOBER, 2020 TO 30<sup>TH</sup> SEPTEMBER, 2025**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to relevant provision of Articles of Association of the Company, Mr. Mahendra Rakhecha (DIN: 00648532), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his reappointment to the Board, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation to hold office for his second term of 5 (five) consecutive years, commencing from 1st October, 2020 to 30th September, 2025.”

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

Details	E Voting	Poll	Total
No. of Valid Votes Received	238862	7945348	8184210
Votes in favour of the Resolution	109066	7945348	8054414
Votes against the Resolution	129796	0	129796
No. of invalid votes	0	0	0
% of votes in favour	45.67%	100%	98.41%

Accordingly, the above was declared as passed.

**Item No. 3: TO RE-APPOINT MR. YOGESH MAHESHWARI AS AN INDEPENDENT DIRECTOR OF THE COMPANY NOT LIABLE TO RETIRE BY ROTATION TO HOLD OFFICE FOR HIS SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS COMMENCING FROM 1<sup>ST</sup> OCTOBER, 2020 TO 30<sup>TH</sup> SEPTEMBER, 2025**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing





Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to relevant provision of Articles of Association of the Company, Mr. Yogesh Maheshwari (DIN: 01202089), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his reappointment to the Board, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation to hold office for his second term of 5 (five) consecutive years, commencing from 1st October, 2020 to 30th September, 2025.”

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

Details	E Voting	Poll	Total
No. of Valid Votes Received	238862	7945348	8184210
Votes in favour of the Resolution	109066	7945348	8054414
Votes against the Resolution	129796	0	129796
No. of invalid votes	0	0	0
% of votes in favour	45.67%	100%	98.41%

Accordingly, the above was declared as passed.

**Item No. 4: TO RE-APPOINT MS. SURBHI RATHI AS AN INDEPENDENT DIRECTOR OF THE COMPANY NOT LIABLE TO RETIRE BY ROTATION TO HOLD OFFICE FOR HIS SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS COMMENCING FROM 1<sup>ST</sup> OCTOBER, 2020 TO 30<sup>TH</sup> SEPTEMBER, 2025**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to relevant provision of Articles of Association of the Company, Ms. Surbhi Rathi (DIN: 07115169), Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on her evaluation of performance, the Nomination and Remuneration Committee has recommended her reappointment to the Board, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by





rotation to hold office for her second term of 5 (five) consecutive years, commencing from 1st October, 2020 to 30th September, 2025.”

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

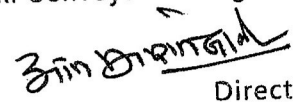
Details	E Voting	Poll	Total
No. of Valid Votes Received	238862	7945348	8184210
Votes in favour of the Resolution	109066	7945348	8054414
Votes against the Resolution	129796	0	129796
No. of invalid votes	0	0	0
% of votes in favour	45.67%	100%	98.41%

Accordingly, the above was declared as passed.

#### VOTE OF THANKS

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

For Somi Conveyor Beltings Ltd.

  
Director

(OM PRAKASH BHANSALI)  
CHAIRMAN OF MEETING

DATE: 30.09.2020  
PLACE: JODHPUR

