

## Notice to the 26<sup>TH</sup> Annual General Meeting

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NOTICE is hereby given that the **Twenty Sixth** Annual General Meeting (26<sup>th</sup> AGM) of the Members of SMS Limited will be held at Shorter Notice on **Saturday the 30<sup>th</sup> day of September 2023** at 2.30 P.M. at IT Park, 20, S.T.P.I., Gayatri Nagar, Parsodi, Nagpur-440022, to transact the following business:-

### A ORDINARY BUSINESS:

#### Item no. 1

To receive, consider and adopt:

- a. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2023 along with the reports of the Board of Directors and Auditors thereon.
- b. The Audited Consolidated Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March 2023 together with the Report of the Auditors thereon.

#### Item no.2

To appoint a Director in place of Mr Anand Sancheti, Director (DIN: [00953362](#)) who retires by rotation and being eligible, offers himself for re-appointment.

#### Item no. 3

To appoint a Director in place of Mr Dilip Surana, (DIN: [00953495](#)) who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:-**

**Item no. 4**

**To ratify the remuneration of the Cost Auditor for the financial year ended 31.03.2024:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 5,25,000/- (Rupees Five Lac Twenty Five Thousand only) plus taxes and reimbursement of out-of-pocket expenses if any on actual basis, payable to M/s. D. Rajarao & Co., Cost Accountants, Nagpur (Firms Registration No. 101112) during the course of their assignment who has re-appointed as Cost Auditors by the Board of Directors to conduct the audit of the cost records of the Company to the extent applicable under the Companies (Cost Records and Audit) Rules, 2015 for the financial year ended 31<sup>st</sup> March 2024.

RESOLVED FURTHER THAT the Managing Directors of the Company be and are hereby authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution."

**By Order of the Board  
FOR SMS LIMITED**

Sd/-

**PLACE: NAGPUR**

**DATE: 28.09.2023**

**Anand Sancheti,**

**Managing Director**

**DIN: 00953362**

**Add: 10, Hindustan Colony,  
Amaravati Road, Bharat Nagar,  
Nagpur- 440033 [M.S.]**

**NOTE:-**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. FURTHER, 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 PERSON OR MEMBER.

IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORISED REPRESENTATIVES TO ATTEND THE ANNUAL GENERAL MEETING, PURSUANT TO SECTION 113 OF THE COMPANIES ACT, 2013, ARE REQUESTED TO SEND A DULY CERTIFIED COPY OF THE BOARD RESOLUTION, AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE AT THE AGM.
3. MEMBERS, PROXIES AND AUTHORISED REPRESENTATIVES ARE REQUESTED TO BRING TO THE MEETING, THE ATTENDANCE SLIP ENCLOSED HERewith DULY COMPLETED AND SIGNED FOR ATTENDING THE MEETING.
4. A ROUTE MAP SHOWING THE DIRECTIONS TO REACH THE VENUE OF THE ANNUAL GENERAL MEETING IS GIVEN AT THE END OF THIS NOTICE AS PER THE REQUIREMENT OF THE SECRETARIAL STANDARDS-2 ON 'GENERAL MEETING'.
5. THE REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING, MAINTAINED UNDER SECTION 170 OF THE COMPANIES ACT, 2013 WILL BE AVAILABLE FOR INSPECTION BY THE MEMBERS AT THE ANNUAL GENERAL MEETING OF THE COMPANY.

6. THE REGISTER OF CONTRACTS OR ARRANGEMENTS IN WHICH THE DIRECTORS ARE INTERESTED, MAINTAINED UNDER SECTION 189 OF THE COMPANIES ACT, 2013 WILL BE AVAILABLE FOR INSPECTION BY THE MEMBERS AT THE ANNUAL GENERAL MEETING OF THE COMPANY.
7. IN COMPLIANCE WITH THE PROVISIONS OF SECTION 129(3) OF THE COMPANIES ACT, 2013, (THE ACT) THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY INCLUDE THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY AND ALL ITS SUBSIDIARIES AS DEFINED IN THE ACT FOR CONSIDERATION AND ADOPTION BY THE MEMBERS OF THE COMPANY.
8. THE EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") RELATING TO THE SPECIAL BUSINESS (IF ANY) TO BE TRANSACTED AT THE ENSUING ANNUAL GENERAL MEETING IS ANNEXED HERETO AND FORMS PART OF THIS NOTICE.
9. MEMBERS MAY ALSO NOTE THAT THE NOTICE OF ANNUAL GENERAL MEETING AND THE ANNUAL REPORT 2022-23 WILL ALSO BE AVAILABLE ON THE COMPANY'S WEBSITE: [WWW.SMSL.CO.IN](http://WWW.SMSL.CO.IN) FOR DOWNLOAD.
10. ELECTRONIC COPY OF THE ANNUAL REPORT FOR 2022-23 IS BEING SENT TO ALL MEMBERS WHOSE EMAIL IDS ARE REGISTERED WITH THE COMPANY FOR COMMUNICATION PURPOSES UNLESS ANY MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR EMAIL ADDRESSES (IF ANY), PHYSICAL COPIES OF THE ANNUAL REPORT FOR 2022-23 ARE BEING SENT TO THEM IN THE PERMITTED MODE.
11. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE SHALL BE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY BETWEEN 11.00 AM AND 1 PM ON ALL WORKING DAYS EXCEPT SATURDAYS, UP TO AND INCLUDING THE DATE OF THE ANNUAL GENERAL MEETING OF THE COMPANY.

**By Order of the Board  
FOR SMS LIMITED**

Sd/-

**PLACE: NAGPUR  
DATE: 28.09.2023**

**Anand Sancheti,  
Managing Director  
DIN: 00953362  
Add: 10, Hindustan Colony,  
Amaravati Road, Bharat Nagar,  
Nagpur- 440033 [M.S.]**

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Form No. MGT-11

SMS Limited

CIN: U80100MH1997PLC107906

Registered Office: IT Park, 20 S.T.P.I., Gayatri Nagar, Parsodi, Nagpur-440022

Name of the member (s):

.....

Registered address

: .....

E-mail Id

: .....

Folio No

: .....

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

1. Name.....E-mail  
Id:.....

Address:.....Signature:.....  
..... or failing him

2. Name..... E-mail  
Id:.....

Address:.....Signature:.....  
.....

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the 30<sup>th</sup> day of September 2023 At 2.30 p.m. at “IT Park, 20 S.T.P.I., Gayatri Nagar, Parsodi, Nagpur-440022, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote optional see note 2 (Please mention no. of shares)		
		For	Against	Abstain
1.	To receive, consider and adopt:  a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2023 along with the reports of the Board of Directors and Auditors thereon.  b) The Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March 2023 together with the Report of the Auditors thereon.			
2.	To appoint a Director in place of Mr Anand Sancheti, Director (DIN: <a href="#">00953362</a> ) who retires by rotation and being eligible offers themselves for re-appointment.			
4.	To appoint a Director in place of Mr Dilip Surana, (DIN: <a href="#">00953495</a> ) who retires by rotation and being eligible offers themselves for re-appointment.			
5.	To ratify the remuneration of the Cost Auditor for the financial year ended 31.03.2024:			

Signed this .....day of.....2022

Affix  
Revenue  
Stamp of  
not less than  
₹ 1

Signature of shareholder(s):

Signature of Proxy holder(s):

Note:

1. 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.

2. It is optional to indicate your preference. If you leave the 'For, Against or Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he may deem appropriate.



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**Explanatory Statement annexed to the notice pursuant to section 102 of the Companies Act, 2013:**

As required under Section 102 of the Companies Act, 2013 (hereinafter referred to as 'the Act') the following Explanatory Statement sets out all material facts relating to the Special Business mentioned under Item No. 4 of the accompanying Notice.

**For Item No. 4:**

The Board pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 5,25,000/- (Rupees Five Lac Twenty Five Thousand only) plus taxes and reimbursement of out-of-pocket expenses if any on actual basis, payable to M/s. D. Rajarao & Co., Cost Accountants, Nagpur (Firms Registration No. 101112) during the course of their assignment who has re-appointed as Cost Auditors by the Board of Directors to conduct the audit of the cost records of the Company to the extent applicable under the Companies (Cost Records and Audit) Rules, 2015 for the financial year ended 31<sup>st</sup> March 2022, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company. Accordingly, ratification by the members of the Company is sought for the remuneration payable to the Cost Auditor for conducting the audit of the cost records of the Company, for the financial year ended 31<sup>st</sup> March 2024.

The Board recommends the said resolution, as an Ordinary Resolution for the approval of the members of the Company.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

**By Order of the Board  
FOR SMS LIMITED**

Sd/-

**PLACE: NAGPUR  
DATE: 28.09.2023**

**Anand Sancheti,  
Managing Director  
DIN: 00953362  
Add: 10, Hindustan Colony,  
Amaravati Road, Bharat Nagar,  
Nagpur- 440033 [M.S.]**



To know the AGM Location scan following QR with Google lens



<https://www.google.com/maps/place/SMS+Limited/@21.1189133,79.0437016,16.25z/data=!4m19!1m13!4m12!1m4!2m2!1d79.0447306!2d21.1157472!4e1!1m6!1m2!1s0x3bd4c075e39441d3:0xeaf5a6495f896aec!2sSMS+Limited!2m2!1d79.0472903!2d21.1198234!3m4!1s0x3bd4c075e39441d3:0xeaf5a6495f896aec!8m2!3d21.1198234!4d79.0472903>

# SMS