

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of SMS Limited will be held at its Registered Office at IT Park, 20 S.T.P.I. Gayatri Nagar, Parsodi, Nagpur-440022 [M.S.] on Tuesday, the 24th day of May 2022 at 1.30 P.M. to transact the following:

Special Business:-

1. Re-Appointment and Remuneration of Mr Dilip Surana (DIN: 00953495), as Whole-time Director of the Company w.e.f. 24th May 2022:

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

“RESOLVED THAT pursuant to the provisions of sections 2(78), 2(94), 196, 197 and 198 read with Schedule V and other applicable provisions, of the Companies Act, 2013 and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory Modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee vide its 16th meeting March 28th 2022 and approval of the Board of Director’s of the Company vide its 432nd meeting dated March 28th 2022, consent of the members of the Company be and is hereby accorded to re-appoint **Mr. Dilip Surana (DIN: 00953495)**, as Whole-time Director of the company for a period of 3 (Three) years commencing from **24th May, 2022 to 23rd May, 2025** on terms and conditions including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 (three) years from the date of his re-appointment as detailed below, with authority to the Board to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board and Mr. Dilip Surana subject to the remuneration not exceeding the limits specified in Section II of Part II of Schedule V to the Companies Act, 2013 and that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

The salary structure of MR. Dilip Surana as follows:

Sr.no	Particulars	Composition
i	Annual Gross Salary	₹ 1,42,95,192/-
ii	Annual CTC (inclusive of Employers Provident Fund + Annual Bonus)	₹ 1,50,43,992/-
iii.	Perquisites	₹ 6,00,000/- Annually (Being part of CTC)
	a) Leave Travel Allowance	NIL
	b) Club Fees	Fees (excluding initial joining fees) are subject to a maximum of two clubs.

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	c) Car/Telephone	Two chauffeur-driven Cars and a landline telephone facility at the residence along with two mobile connections in the name of the appointee through the Corporate Plan will be provided to the appointee.
	d) Electricity & Water bill	Payment for electricity bill for one meter and water bill at appointee's residence.
	e) Security Guard	The expenditure incurred in Security Guard at residence shall be borne by the Company.
II	Other Conditions	For all other terms and conditions not specifically mentioned above, the Rules and Order of the Company shall apply.

I- Terms and Conditions

1. CONSOLIDATED SALARY INCLUDING ALLOWANCES-

₹ 1,50,43,992/- (Rupees One Crore Fifty Lac Forty-Three Thousand Nine Hundred Ninety-Two only) Per Annum (CTC).

Not exceeding ₹ 5,50,00,000/- (Rupees Five Crore Fifty Lac only) as performance-based commission/bonus in the capacity of Managing Director from Ayodhya Gorakhpur SMS Tolls Private Limited (AGSTPL) (Wholly Owned Subsidiary (WOS) Company) and

Remuneration of ₹ 6,50,000/- (Rupees Six lac Fifty Thousand Only) per month from SMS-AABS India Tollways Private Limited (the Subsidiary Company of SMS Limited), w.e.f 1st April 2021 as Non-Executive Director in the said Subsidiary.

2. SPECIFIC TERMS & CONDITIONS:

1. Mr Dilip Surana, as Whole-time Director, shall look after all Civil Contact works/projects undertaken/executed by the Company. Subject to the superintendence, control and direction of the Board, you shall have general control, management and superintendence of the work mentioned aforesaid and exercise such powers as are delegated to you from time to time by the Board.

2. He shall be responsible for the operations of the company which, interalia, involve:
 - i. To Sign on behalf of the company forms, documents and papers, execute and file all applications, documents, returns, objections and other papers that may be required from or in relation to the business of the Company.
 - ii. Ensuring that the main objectives of the company are effectively implemented keeping in view the profitability and other corporate objectives.
 - iii. He will do all acts always in the best interest of the business of the company and the business of anyone or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the board of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.
 - iv. To make optimum utilization of funds of the company.
3. He shall throughout the said term devote your entire time, attention and abilities to the business of the company and shall carry out the orders, from time to time, of the Board and in all respect confirm to and comply with the directions and regulations made by the Board, and shall faithfully serve the company and use your utmost endeavors to promote the interests of the company.
4. He shall not, during the period of his employment and without the previous consent in writing of the Board, engage or involve himself either directly or indirectly in the business or affairs of any other person, firm, company, body corporate or in any undertaking or business of a nature similar to or competing with the company's business and further, shall not, in any manner, whether directly or indirectly use, apply or utilize his knowledge or experience for or in the interest of any such person, firm, company or body corporate as aforesaid or any such competing undertaking or business as aforesaid.

Tenure: Three years commencing from 24th May 2022 to 23rd May 2025.

3. OTHER TERMS & CONDITIONS:

For all other terms and conditions not specifically spelt out above, the Rules and Order of the Company shall apply.

Maximum Remuneration: The Remuneration shall not exceed the limit specified in Part II Section II of Schedule V of the Companies Act, 2013 as the profits of the Company are inadequate, but wherein any financial year the Company has adequate profits, such remuneration may be paid to the Whole-time Director which the Board as it may, in its discretion deem fit, within the limits as specified in the provisions of Section 197 read Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any amendment made thereafter in such manner as may be agreed between the Board and the Whole-time Director, subject to such approvals as may be required.

RESOLVED FURTHER THAT the above terms and conditions of the said re-appointment may be altered/varied including enhancement in remuneration from time to time by the Board of Directors as it may in its discretion deem fit within the limits as specified in the provisions of Section 197 read Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any amendment made thereafter.

RESOLVED FURTHER THAT Sitting fees of ₹100,000/- (Rupees One Lac only) will be paid to Mr Dilip Surana, Whole-time Director for attending the meeting of the Board of Directors and Executive committee thereof.

RESOLVED FURTHER THAT the Board of Directors and of the Company be and is hereby authorised to do, all such acts, matters, deeds and things, settle any queries/difficulties/doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto in the best interest of the Company.”

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

Sd/-

**PLACE: NAGPUR
DATE: 28.03.2022**

**ANAND SANCHETI
MANAGING DIRECTOR
DIN: 00953362
Add 10, Hindustan Colony,
Amaravati Road, Bharat Nagar,
Nagpur- 440033 [M.S.]**

NOTES:

- 1) Members entitled to attend and vote at the meeting are entitled to appoint one or more proxies to attend and vote instead of themselves and the proxy need not be a member of the company.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent (10%) of the total share capital of the company carrying voting rights provided that a member holding more than ten per cent (10%) of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy in order to be effective should be deposited, duly completed and signed, at the registered office of the company not less than forty-eight (48) hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

- 2) Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
- 3) Explanatory statement pursuant to section 102 of The Companies Act, 2013, in respect of the business under item Nos. 1 to 4 is annexed hereto.
- 4) Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts.
- 5) Members holding shares in electronic mode are advised to contact their respective DPs for availing of the nomination facility.
- 6) Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
- 7) Pursuant to Section 101 of the Companies Act, 2013 consent of members to hold the Extra-Ordinary General (EGM) meeting at shorter period notice is obtained by the company.
- 8) A route map giving directions to reach the venue of the Extra-Ordinary General meeting is given at the end of the EGM Notice.

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 Extra-Ordinary General meeting of the company, to be held on the 24th day of May 2022 At 12.30 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.	Re-Appointment and Remuneration of Mr Dilip Surana (DIN: 00953495), as Whole-time Director of the Company w.e.f. 24th May 2022			

Signed thisday of.....2022

Signature of shareholder(s):

Affix
Revenue
Stamp of
not less
than ` 1

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.

Route Map of EGM Venue

