

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 Saturday, the 29th April, 2017 at 11.30 A.M. to transact the following Special Business:-

Special Business:-

1. **Re-appointment of Shri Dilip Surana (DIN: 00953495) as Whole-time Director w.e.f. May 24, 2017 to May 23, 2022 u/s 196 & 197 of the Companies Act, 2013:**

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 Sections 196, 197 and all other applicable provisions, 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) read with Schedule V of the Companies Act, 2013 and Articles of Association, the Company do hereby accord their approval for the re-appointment and terms of remuneration of Shri Dilip Surana (DIN:00953495) as Whole-time Director of the company for a further period of Five years commencing from 24th May, 2017 to 23 May, 2022, on the terms and conditions mentioned below with authority to the Board of Directors to alter and vary the terms and conditions including remuneration of the said re-appointment in such manner as may be agreed to between the Board of Directors and Shri Dilip Surana :

I) Terms & Condition of Re-Appointment & Remuneration payable:

Shri Dilip Surana, as Whole Time Director, is entrusted and shall look after all civil contract works/projects undertaken /executed by the Company. Subject to the superintendence, control, and direction of the Board, he shall have the general control, Management and Superintendence of the work mentioned above and exercise such powers as are delegated to him by the Board of Directors of the Company from time to time.

Tenure : 5 Years commencing from 24th May, 2017.

Remuneration :

(i) **Salary:** ₹ 9,60,000/- per month

(ii) **Perquisites**

In addition to the aforesaid salary, Shri Dilip Surana shall be entitled to following perquisites within the overall limit, prescribed under section 197 and all other applicable provisions of the Companies of the Companies Act, 2013, in accordance with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the same shall be valued as per the provisions of the Income-tax Act Rules wherever applicable, and in absence of any such provision, perquisites shall be valued at actual cost.

a) **Leave Travel Assistance** : ₹ 10,300/- per month

b) **Club Fees:** Fees and expenses (except life membership) for two clubs.

c) **Employer's contribution to Provident fund/superannuation fund:**

As per Rules of the Company

d) **Car/Telephone:** Car with driver for use of company's business and telephone/telefax facilities at residence will be provided to the appointee. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee.

II) **Other Conditions:** for all other terms and conditions not specifically spelt out above, the Rules and Order of the Company shall apply.

Minimum remuneration: Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Shri Dilip Surana, the Company has no profits or its profits are inadequate, the Company will pay remuneration upto the maximum as laid down in Section II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration.

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 any one of the Directors of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

2. To ratify the remuneration to the Cost Auditor for the FY 2017-18:

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 all 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 Lakh Twenty Five Thousand only) excluding service tax and the reimbursement of the actual out of pocket expenses, if any, as may be incurred by M/s. D. Rajarao & Co., Cost Accountants, Nagpur (Firms Registration No. 101112) who have been appointed as Cost Auditors by the Board of Directors to conduct cost audit for the Financial year 2017-18.

"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: 22.03. 2017**

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

NOTES:

a) 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 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.

b) Explanatory Statement Pursuant To Section 102 of The Companies Act, 2013, In Respect of The Business Under Item Nos.1 Above, Are Annexed Hereto.

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 set out from Item No. 1 and 2 of the accompanying Notice dated 22.03.2017.

Item No.1

Shri Dilip Surana is Whole Time Director since 24.05.2007. His present term is expiring on May 23, 2017. The Board of Directors of the Company, in the meeting held on 22nd March, 2017 re-appointed Shri Dilip Surana (DIN: 0095395) as Whole Time Director, for a further period of 5 (five) years. The re-appointment is subject to the approval of the shareholders at the Extra - Ordinary General Meeting pursuant to 196 of the Companies Act, 2013 .The Company has received a declaration from Shri Dilip Surana that he is not disqualified to be appointed as a Whole Time Director of the company. The appointment and remuneration of Shri Dilip Surana (DIN 00953495) is as per the recommendation of Nomination and Remuneration Committee and approval of the Board. His remuneration includes monthly salary of ₹ 9,60,000/- and other allowances & perquisites mentioned in the resolution.

Shri Dilip Surana (DIN 00953495) has been serving company since 24.05.2007 as Whole Time Director of the Company. He has 25 years of experience in construction of all types of Civil and Infrastructure projects like Earthen Dams, Concrete /Masonry Dams, Pipelines, Bridges, Roads and Highways, Tunnels, Canals etc. He is responsible for all the ongoing projects including its planning, monitoring the cost and progress, providing necessary support as and when required for smooth execution of the project within time frame. He is also the member of Executive Committee and Risk Management Committee of the Company.

The Explanatory Statement together with the accompanying Notice should be treated as an abstract of the terms of the Agreement of concern or interest under Section 190 of the Companies Act, 2013.The Resolution at Item No. 1 is recommended for approval of the Members in the best interest of the Company.

Memorandum of Interest

None of the Director or Key Managerial Personnel of the Company and/or their relatives other than Shri Dilip Surana, in his personal capacity is concerned or interested, financially or otherwise, in this resolution.

Additional Details relating to Shri Dilip Surana is mentioned below.

Age	52 years
Qualification	Diploma in Civil
Experience	31 Years
Terms and Conditions of Appointment	As per Appointment Letter
Remuneration (Proposed)	9,60,000/-
Remuneration (Drawn)	9,60,000/-
Date of First Appointment	24.05.2007
Shareholding in the Company	NIL
Relationship with other Director	NONE
Number of Board Meeting Attended during the Year	NONE
Other Directorship / Chairmanship of Committees of the Board	<ol style="list-style-type: none">1. Patwardhan Infrastructure Private Limited- (Director)2. SMS Tolls And Developers Limited(Director)3. Ayodhya Gorakhpur SMS Tolls Private Limited (MD)

Item No. 2:

In pursuance of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. D. Rajarao & Co., Cost Accountants, Nagpur (Firms Registration No. 101112) as the Cost Auditors of the Company to conduct the audit of the Cost Records of the Company for the financial year 2017-18 at a fee of ` 5,25,000/- (Rupees Five Lac Twenty Five Thousand only) plus applicable taxes as remuneration for the Financial year 2017-18. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Shareholders of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 2 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended 31st March, 2018.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or of the Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

The Board commends the resolution for the approval of the members of the Company.

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

Sd/-

**PLACE: NAGPUR
DATE: 22.03. 2017**

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

Form No. MGT-11

Proxy form

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

CIN:	U45201MH1997PLC107906
Name of the company:	SMS LIMITED
Registered office:	IT Park, 20 S.T.P.I. Gayatri Nagar, Parsodi, Nagpur MH-440022 INDIA

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:

I/We, being the member(s) of _____ shares of SMS LIMITED, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Sixteenth Annual General Meeting of the Company, to be held at 20, IT Park Parsodi Nagpur- 440022 on Saturday, August 13, 2016 at 12.00 Noon and at any adjournment thereof in respect of such resolutions as are indicated below:

**** I wish my above Proxy to vote in the manner as indicated in the box below:**

Item No.	Resolutions
1.	
2.	
3.	

Signed this..... day of..... 20....

Signature of shareholder

Affix a 1 Rupee Revenue Stamp
--

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.

Route Map of EGM Venue

