

## Notice to the 24<sup>TH</sup> Annual General Meeting

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NOTICE is hereby given that the Twenty Fourth Annual General Meeting (AGM) of the Members of SMS Limited will be held at Shorter Notice on Tuesday the 30<sup>th</sup> day of November 2021 at 1.30 P.M. at IT Park, 20, S.T.P.I., Gayatri Nagar, Parsodi, Nagpur-440022, to transact the following business:-

### 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 2021 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 2021 together with the Report of the Auditors thereon.

#### Item no. 2

**To declare a dividend for the financial year 2020-21 on Equity Shares.**

#### Item no. 3

**To appoint Directors in place of Mr Paramveer Sancheti (DIN: 05326947) and Mr Nirbhay Sancheti (DIN: 00953495) who retires by rotation and being eligible offers themselves for re-appointment.**

### SPECIAL BUSINESS:-

#### Item no. 4

**Increase in the Borrowing powers to the Board of Directors of the Company- Sec 180 (1) (c):**

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

**“RESOLVED THAT** in supersession of the resolution passed by the Members of the Company at the General Meeting held on 15<sup>th</sup> January 2018 and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, consent of the Company be and is hereby accorded to the Board of Directors, including any of the Committee of the Directors thereof, to borrow on behalf of the Company, from time to time any sum or sums of monies, on such terms and conditions and with or without security as the Board of Directors may in its discretion think fit notwithstanding that the money or monies to be borrowed which together with monies already borrowed by the Company may [apart from temporary loans obtained from the Company’s Bankers in ordinary course of business] may exceed the aggregate of the Paid-up Share Capital of the Company and its free reserves, (that is to say reserve not set apart for any specific purpose) provided that the total amount so borrowed shall not exceed the limit of ₹ 3000.00 Crore [Rupees Three Thousand Crore only] or limits so prescribed under Section 180(1)(c) (as may be amended from time to time), whichever is higher.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

#### Item no. 5

#### **For Mortgaging/Creating Charge over Assets of the Company- Sec 180 (1) (a):**

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

**“RESOLVED THAT** in supersession of the resolution passed by the Members of the Company at the General Meeting held on 15<sup>th</sup> January 2018 and in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, consent of the Company be and is hereby accorded to the Board of Directors, including any of the Committee of the Directors thereof, to create such charges, mortgages and hypothecations, on such movable and immovable properties [including

any pledging of investment in shares made] of the Company, where-so-ever situated, both present and future, and whole or part of the undertaking of the Company of any nature and kind whatsoever and/or creating a floating charge in all or any movable/immovable properties of the Company together with the powers to takeover the management of the business and concern of the Company, in certain events, to or in favour of banks Banks/Financial Institutions, any other lender to secure the amount borrowed/to be borrowed by the Company upto the limit of ₹ 3000.00 Crore [Rupees Three Thousand Crore Only] from time to time for the due payment of the principal monies together with interest payable by the Company in respect of such borrowings

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

**By Order of the Board**

**For SMS Limited**

Sd/-

Place: Nagpur  
Date: 29.11.2021

**Smita Agarkar**  
**Company Secretary**

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 THAT 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 COMMENCE 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 2020-21 WILL ALSO BE AVAILABLE ON THE COMPANY'S WEBSITE: WWW.SMSL.CO.IN FOR DOWNLOAD.
10. ELECTRONIC COPY OF THE ANNUAL REPORT FOR 2020-21 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 ADDRESS (IF ANY), PHYSICAL COPIES OF THE ANNUAL REPORT FOR 2020-21 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: 29.11.2021

**Smita Agarkar**  
**Company Secretary**

## 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 November 2021 At 1.30 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 31 <sup>st</sup> March 2021 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 2021 together with the Report of the Auditors thereon.			
2.	To declare a dividend for the financial year 2020-21 on Equity Shares.			
3.	To appoint Directors in place of Mr Paramveer Sancheti (DIN: 05326947) and Mr Nirbhay Sancheti (DIN: 00953495) who retires by rotation and being eligible offers themselves for re-appointment.			
4.	Increase in the Borrowing powers to the Board of Directors of the Company- Sec 180 (1) (c):			
5.	For Mortgaging/Creating Charge over Assets of the Company- Sec 180 (1) (a):			

Signed this .....day of.....2021

Affix Revenue Stamp of not less than ₹ 1
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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.

**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. 4 to 5 of the accompanying Notice dated November 30, 2021.

**For Item No. 4&5:**

Keeping in view the Company's existing and future financial requirements to support its business operations and carrying out activities of various projects as well as its growth and diversification, the Company needs additional funds. For this purpose, the Company is desirous of raising funds from various Banks and/or Financial Institutions and/or any other lending institutions which, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits up to ₹ 3000 crores (Rupees Three Thousand Crore only) from ₹ 2000 crore (Rupees Two Thousand Crore only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create the charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

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 any way, concerned or interested in the above resolution.

The Board recommends these resolutions for the approval of the members as Special Resolutions.

**By Order of the Board**

**For SMS Limited**

Sd/-

Place: Nagpur  
Date: 29.11.2021

**Smita Agarkar**  
**Company Secretary**



# ROUTE MAP TO AGM VENUE

