



NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Members of **SMS Limited** will be held at shorter notice at its Registered Office at IT Park, 20 S.T.P.I. Gayatri Nagar, Parsodi, Nagpur-440022 [M.S.] on Monday, the 15th January, 2018 at 11.30 A.M. to transact the following:-

SPECIAL BUSINESS:

1. 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 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 ₹ 2000.00 Crore [Rupees Two 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.”

2. **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 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 ` 2000.00 Crore [Rupees Two 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.”

3. **To approve the enhancement in prescribed limit of remuneration payable to related party appointment to any office or place of profit in the company - 188(1) (f)**

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



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

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) the approval of the shareholders be and is hereby accorded to pay to Shri Nirbhay Sancheti, Project Coordinator, a related party being son of Shri Ajay Sancheti, Vice Chairman and Non executive director of the Company , holding office or place of profit in the company, enhanced remuneration being salary from ` 24,00,000/- to ` 1,23,57,852/- (Rupees One Crore Twenty Three Lac Fifty Seven Thousand Eight Hundred Fifty Two only) per annum, with an annual CTC of ` 1,41,04,800/- (Rupees One Crore Forty One Lac Four Thousand Eight Hundred only) effective from 1st February, 2018 and onetime bonus of ` 1,03,00,000/- (Rupees One Crore Three Lac only)

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 there to in the best interest of the Company.”

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

Sd/-

**PLACE: NAGPUR
DATE: 09.01.2017**

**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 , 2 and 3 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, 2 and 3 of the accompanying Notice dated 15.01.2018.

Item No.1 & 2

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 moneys 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 upto ` 2000 crore (Rupees Two Thousand Core 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 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 anyway, concerned or interested in the above resolution.

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

Item No.3

For approval of enhancement in prescribed limit of remuneration payable to related party's appointment to any office or place of profit in the company. The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the company. Shri Nirbhay Sancheti, Project Coordinator and son of Shri Ajay Sancheti (Vice Chairman and Director) were appointed to hold an Office or Place of Profit as Management Trainee u/s 188 of Companies Act, 2013 w.e.f. 1st April, 2015 at a monthly stipend of ` 30,288/- per month and was further designated as project co-ordinator w.e.f 7th November, 2015 and further with the revision in salary to ` 200,000/- per month w.e.f 1st July, 2016 the said Appointment and remuneration falls within the permissible limit specified under Rule 15 of Companies(Meeting of Board and its Powers) Rules, 2014 ` 30 Lac (Rupees Thirty Lac only) per annum.

The Board now taking into considering his active involved in defence project of national importance awarded by BEL. He vigorously pursued the tender with BEL and was successful in getting it awarded to SMS Ltd. and In view of the efforts being put up him in developing the said vertical along with his involvement in mining vertical, now seeks prior approval of the shareholders to, enhance aforesaid prescribed limit of remuneration payable to Shri Nirbhay Sancheti holding office or place of profit in the company, under applicable provisions of Companies Act, 2013 and its allied rules from gross monthly salary of ` 2,00,000/- (Rupees Two Lac only) to gross monthly salary of ` 10,29,821/- (Rupees Ten Lac Twenty Nine Thousand Eight Hundred Twenty One only) with an annual CTC ` 1,41,04,800/- (Rupees One Crore Forty One Lac Four Thousand Eight Hundred only) effective from 1st February, 2018 along with the onetime bonus of ` 1,03,00,000/- (Rupees One Crore Three Lac only) and other terms and conditions of appointment remaining the same, as approved by Audit Committee and recommended by the Nomination and Remuneration Committee and further approved by the Board of Directors

None of the Directors except Shri Ajay Sancheti or any Key Managerial Personnel or their relatives, in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the resolution for approval of the members.

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

Sd/-

**PLACE: NAGPUR
DATE: 09.01.2017**

**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 an Extra Ordinary General Meeting of the Company, to be held at 20, IT Park Parsodi Nagpur- 440022 on Monday, January 15, 2018 at 11.30 A.M. 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

Signature of Proxy holder(s)

Affix a 1
Rupee
Revenue
Stamp

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

