

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 Wednesday, the 27th day of June, 2018 at 11.30 A.M. to transact the following Special Business:-

Special Business:-

1. **To ratify the remuneration to the Cost Auditor for the FY 2018-19:**

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 Lac Twenty Five Thousand only) per annum plus GST and out-of-pocket expenses as may be incurred by M/s. D. Rajarao & Co., Cost Accountants, Nagpur (Firms Registration No. 101112), if any, during the course of their assignment who have been re-appointed as Cost Auditors by the Board of Directors to conduct the audit of the Cost accounting records maintained by the Company for the product(s)/services covered under MCA Cost Audit Order(s) for the financial year 2018-2019.

"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."

2. **Amendment in clause III of Memorandum of Association i.e. Object Clause of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 4 and 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Company be and is hereby accorded for amendment in clause III of the Memorandum of Association of the Company as follows:

- i) To delete the word "MAIN" from the existing heading of clause III A and be titled as

✦ A. 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION' and

- ii) To amend the existing clause III (A) - 1. by addition of the following:

and also to carry out all types of works and activities, developments, operation, maintenance works relating to infrastructure, civil, mechanical, electrical, railways, roads, mining, excavation, irrigation, earth moving, all types of waste management, waste treatment, civil or other types of structures and other amenities, toll, ores, parkings, information technology and related services, warehousing, dumping yards, logistics, manpower supply, hiring, leasing, giving or hire, using, running for the company or otherwise, equipment, machinery, vehicles, dredging and taking contract on turnkey basis for setting up all types of establishments, amenities, businesses including but not limited to hotels, hospitals, colleges, schools, mines, provision of all types services, solutions, consultancy and dealing in all types of materials, goods, articles and things.

- iii) To substitute the existing heading of clause III B - "The Objects incidental or ancillary to the attainment of the Main Objects" as:

➔ (B) "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III A ARE:"

- iv) To amend the existing clause IIIB by addition of sub clause no. 80 to 106 in clause III (B) by shifting the same from the 'Other Objects' of clause III and to delete the contents of 'Other Objects' of clause III enumerated as sub clause nos. 80 to 106 together with the heading of existing 'Other Objects' of clause III.
- v) To delete clause VI of the Memorandum of Association.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts and deeds as it may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolution."

3. **Approval of the loan by Company to Veetrag Developers Private Limited in terms of the provisions of section 185 of the Companies Act, 2013:**

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to such approvals, consents, sanction and permissions as may be necessary, consent of the Company be and is hereby accorded to give loan to Veetrag Developers Private Limited to the extent of ₹ 2,00,00,000/- (Rupees Two

Crores only) to be utilized for its principal activity in which the director of the company is interested, on such terms and conditions as the Board may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called "The Board" which term shall be deemed to include any Committee which the Board may have constituted to exercise its power conferred by this resolution) be and is hereby authorised to decide and finalise the terms and conditions of the above loan, including with the power to transfer/dispose off the loan so given, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things as it may be necessary and/or expedient for the purpose of giving effect to this resolution."

By Order of the Board

FOR SMS LIMITED

Sd/-

PLACE: NAGPUR

DATE: 25.06. 2018

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 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) 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.
- 3) Pursuant to Section 101 of the Companies Act, 2013 consent of members to hold the Extra-Ordinary General meeting at shorter period notice is obtained by the company.

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 22.03.2017.

Item No.1

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 re-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 accounting records maintained by the Company for the product(s)/services covered under MCA Cost Audit Order(s) for the financial year 2018-2019 at a fee of ₹ 5,25,000/- (Rupees Five Lac Twenty Five Thousand only) plus GST and out-of-pocket expenses as may be incurred by M/s. D. Rajarao & Co., Cost Accountants, Nagpur (Firms Registration No. 101112), as remuneration for the Financial year 2018-19. 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. 1 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended 31st March, 2019.

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.

Item No. 2:

The current main Object Clause i.e. clause III A of the Memorandum of Association of the Company (MOA) is to be amended so as to diversify into certain new business ventures. The company intends to venture into new activities (as mentioned in resolution stated at Item No. 2 of the Notice) of which it has potential & prospects. In order to enable the Company to enter into these new areas of business, it is proposed to suitably amend clause III of Memorandum of Association i.e. Object Clause of the Company. The Board of Directors, at their meeting held on 16.06.2018 has approved the alteration of Memorandum of Association of the Company, subject to the approval of Shareholders.

In order to comply with the provisions of section 4, 13 and other applicable provisions of the Companies Act, 2013, the Company needs to delete the other object clause from the Memorandum of Association.

In terms of Section 13 of the Companies Act, 2013 approval of members in general meeting by way of special resolution is required to alter Memorandum of Association of the Company.

The Members are therefore requested to approve, by passing a special resolution, alteration in the clause III of the Memorandum of Association i.e. Object Clause as proposed in accompanying resolution. The Board commends the Special Resolution set out at Item No.2 of the Notice for approval by the Shareholders.

Copy of Memorandum of Association of the company and other documents referred in the notice shall remain open for inspection by the members at the registered office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 3:

As per section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that: (a) a special resolution is passed by the company in general meeting and (b) the loans are utilised by the borrowing company for its principal business activities.

The Loan amount to the extent of ₹ 2,00,00,000/- (Rupees Two Crore only), to be lent to Veetrag Developers Private Limited, will be used by it for the purpose of its principal business activity.

Therefore, the said Special Resolution is proposed for the approval of members under item no.1 of the Notice.

In terms of section 102 of the Act, the matter of Special resolution, referred to above, is an item of special business.

All the relevant documents considered at the meeting can be inspected at the office hours on working days at the Corporate office of the Company.



None of the Directors except Shri Abhay Sancheti, Shri Anand Sancheti, Shri Paramveer Sancheti and Shri Akshay Sancheti, Directors of the Company or relatives are concerned or interested financial or otherwise, in respect of passing of the Resolution set out at Item No. 3

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

Sd/-

**PLACE: NAGPUR
DATE: 25.06. 2018**

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

Route Map of EGM Venue

