

NOTICE

Notice is hereby given that an Extraordinary 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 01st day of April 2024 at 12.30 P.M. to transact the following:

SPECIAL BUSINESS:-

1. To ratify the remuneration to the Cost Auditor for the FY 2024-25:

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 2024-25.

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. Appointment of Mr Anil Kumar Jha (DIN: 06645361), as a Non-Executive Independent Director of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act'), read with the applicable Rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Schedule IV to the Companies Act, 2013

..2..

(including any statutory modification(s) or re-enactment thereof, for the time being in force), the applicable clause of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee vide its 20th meeting and as proposed by the Board of Directors of the Company the appointment of Mr Anil Kumar Jha (DIN: 06645361), as Non Executive Independent Director vide its 440th meeting respectively each dated 30th March 2024 and in respect of whom the company has received a notice in writing from members under section 160(1) of the Act, proposing his candidature for the office of Director of the Company and that Mr Anil Kumar Jha has also submitted a declaration, that he meets the criteria for independence as provided under Section 149(6) of the Act and he is eligible for being appointed as Non Executive Independent Director of the Company, the approval of the shareholders be and is hereby given to appoint Mr Anil Kumar Jha (DIN: 06645361), as Non Executive Independent Director and that he shall hold office for a first term of the consecutive period of five years effective from 01st April 2024 to 31st March 2029 and shall not be liable to retire by rotation.

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

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

Sd/-

**PLACE: NAGPUR
DATE: 30/03/2024**

**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) 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 and 2 above, are 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 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 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.L., 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 01st day of March 2024 At 12.30 p.m. at "IT Park, 20 S.T.P.L., 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 ratify the remuneration to the Cost Auditor for the FY 2024-25			
2.	Appointment of Mr Anil Kumar Jha (DIN: 06645361), as a Non Executive Independent Director of the Company			

Signed thisday of.....2024

Affix
Revenue
Stamp of
not less
than ₹1

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. 1 and 2 of the accompanying Notice dated 30.03.2024.

Item No.1

In accordance with the provisions of Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its Cost Records audited from a qualified Cost Accountant. The Board of Directors at its meeting held on 30th March, 2024, on the recommendation of the Audit Committee, 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 2024-25. In terms of 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 Members of the Company. Accordingly, the members are requested to ratify the remuneration of ₹5,25,000/- (Rupees Five Lac Twenty Five Thousand only) plus GST and out-of-pocket expenses as may be incurred by Cost Accountants, payable to M/s. D. Rajarao & Co., Cost Accountants, Nagpur (Firms Registration No. 101112) for the Financial year 2024-25 as set out in the resolution for the aforesaid services to be rendered by them.

The Board of Directors recommends the ordinary resolution at Item no. 1 of this Notice for the approval of the members of the Company.

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 financial or otherwise, in respect of passing of the Resolution set out at Item No. 1

Item No. 2:

The Company has received from Mr Anil Kumar Jha consent in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act. The Company has also received a Notice under Section 160 of the Act from a member proposing the candidature of Mr Anil Kumar Jha for the office of Directors of the Company.

Further, the provisions of the Companies Act, 2013 with respect to the appointment and tenure of Independent Directors have come into force with effect from April 1, 2014, which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company who proposed the appointment (subject to the approval of the members at the ensuing General Meeting), Mr Anil Kumar Jha as an Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years commencing from 01st April 2024.

Mr Anil Kumar Jha holds a Master's degree in Engineering (Mine Planning and Design) and Bachelor degree in Engineering (Mining), from IIT (ISM) Dhanbad and has undergone a training Programme in Australia on various opencast mining projects safety and research institution a with over 34 years of experience in the Mining industry. Prior to this, Mr. Anil Kumar Jha served as Chairman of Jindal Power Limited for three years, Chairman of Coal India Limited for one and a half years, Chairman-Cum-Managing Director of Mahanadi Coalfields Limited for two years, and Director (Production and Planning) of MOIL Limited for two years. He has been awarded "Best Miniratna Awards 2017" by Dun & Bradstreet, New Jersey, U.S., Most Efficient & Fastest Growing maharatna of the Year 2018- by Dalal Street Investment Journal, PSU Leadership Award at 'Elets 3rd PSU Summit & Awards' at New Delhi, CEO with "HR Orientation Award" by Times Group, India Best Public Sector Undertaking Award, 2016 by Dalal Street Investment Journal and "Performance Excellence Award 2016" by Indian Institute of Industrial Engineering, Vishakhapatnam.

In the opinion of the Board, Mr Anil Kumar Jha, who is proposed to be appointed as an Independent Director of the Company with effect from 01st April 2024 for a period of 5 years, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company.

A copy of the draft letter of appointment of Mr Jha as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Members are requested to note that Mr. Jha shall be entitled to payment of sitting fees ₹of 1,00,000/- (Rupees One Lakh only) for attending meetings of the Board including its Committees thereof, subject to and in compliance with the provisions of the Act.

The Board recommends the appointment of Mr Anil Kumar Jha as Non-Executive Independent Director on the Board of the Company for a first term of 5 (five) consecutive years commencing from 01st April 2024 to 31st March 2029, set out in the resolution at Item No. 2 of the Extra Ordinary General Meeting Notice to the Members for their consideration and approval, by way of Ordinary Resolution.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially otherwise, in the Ordinary Resolution set out at Item No. 2 of the Extra Ordinary General Meeting Notice.

The Board recommends the Ordinary Resolution set out at Item No.2 of this Notice for the approval of the members.

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

Sd/-

**PLACE: NAGPUR
DATE: 30/03/2024**

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

Route Map of EGM Venue



<https://www.google.com/maps/place/SMS+Limited/@21.1189133,79.0437016,16.25z/data=!4m1!1m3!4m12!1m4!2m2!1d79.0447306!2d21.1157472!4e1!1m6!1m2!1s0x3bd4c075e39441d3:0xeaf5a6495f896aec!2sSMS+Limited!2m2!1d79.0472903!2d21.1198234!3m4!1s0x3bd4c075e39441d3:0xeaf5a6495f896aec!8m2!3d21.1198234!4d79.0472903>