

## 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 Wednesday, the 22<sup>nd</sup> day of May 2024 at 01.30 P.M. to transact the following:

### **SPECIAL BUSINESS:-**

- 1. To consider the appointment of Ms Renu Challu (DIN: 00157204), as a Non-Executive Independent Director of the Company:**

**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 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 (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 and as approved by the Board of Directors of the Company the appointment of Ms Renu Challu (DIN: 00157204), as Non Executive Independent Director vide its 21<sup>st</sup> NRC meeting and 401<sup>st</sup> Board meeting respectively each dated 27<sup>th</sup> April 2024 and in respect of whom the company has received a notice in writing from members under section 160(1) of the Act, proposing her candidature for the office of Director of the Company and that Ms Renu Challu has also submitted a declaration, that she meets the criteria for independence as provided under Section 149(6) of the Act and she is eligible for being appointed as Non Executive Independent Director of the Company, the approval of the shareholders of the Company be and is hereby given to appoint Ms Renu Challu (DIN: 00157204), as Non Executive Independent Director and that she shall hold office for a first term of the consecutive period of five years effective from 22<sup>nd</sup> May 2024 to 21<sup>st</sup> May 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.”

2. To Consider Appointment and Remuneration of Mr Ramachandra Rao Kasaraneni (DIN: 08705681), as Whole Time Director of the Company w.e.f. 22.05.2024:

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 2(78), 2(94), 196, 197 and 198 read with Schedule V and other applicable provisions, of the Companies Act, 2013 and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory Modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company the appointment of Mr Ramachandra Rao Kasaraneni (DIN: 08705681), as Whole-time Director vide its 21<sup>st</sup> NRC meeting and 401<sup>st</sup> Board meeting respectively each dated 27<sup>th</sup> April 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, the approval of the members be and is hereby accorded to appoint Mr Ramachandra Rao Kasaraneni (DIN: 08705681), as Whole Time Director, of the company liable to retire by rotation for a period of three years commencing from 22<sup>nd</sup> May 2024 to 21<sup>st</sup> May 2027 on terms and conditions including remuneration detailed below and as set out in the statement annexed to the Notice, with authority to the Board of Directors to alter and vary the terms and conditions including remuneration of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Ramachandra Rao Kasaraneni:

The salary structure of Mr. Ramachandra Rao Kasaraneni w.e.f. 22.05.2024 as follows:-

| Sr.no | Particulars   | Composition  |
|-------|---|--|
| i     | Annual Gross Salary   | ₹ 1,69,75,080.00/- (Rupees One Crore Sixty Nine Lac Seventy Five Thousand Eighty only)                   |
| ii    | Annual CTC (inclusive of Employers Provident Fund + Annual Bonus) | ₹ 1,80,00,000.00/- (Rupees One Crore Eighty Lac Only)  |
| iii.  | Perquisites   |  |
| a)    | Leave Travel Allowance  | NIL  |
| b)    | Club Fees   | NIL  |
| c)    | Car/Telephone   | A chauffeur-driven Car and mobile connections in the name of the appointee through a Corporate plan will |

|     |                          |   |
|-----|--------------------------|---|
|     |                          | be provided to the appointee.   |
| d)  | Electricity & Water bill | NIL   |
| e)  | Security Guard           | NIL   |
| iv. | Other Conditions         | For all other terms and conditions not specifically mentioned above, the Rules and Orders of the Company shall apply. |

#### **I - Terms and Conditions:**

##### **1. CONSOLIDATED SALARY INCLUDING ALLOWANCES –**

₹ 1,80,00,000.00/- per annum (CTC).

##### **2. SPECIFIC TERMS & CONDITIONS:**

1. Subject to the supervision and control of the Board of Directors carry out such duties as may be entrusted to him by the Board and shall exercise such powers as are delegated to him by the Board of Directors from time to time.
2. He shall be responsible for the operations of the company which, interalia, involve:
  - i. To Sign on behalf of the company forms, documents and papers, execute and file all applications, documents, returns, objections and other papers that may be required from or in relation to the business of the Company.
  - ii. Ensuring that the main objectives of the company are effectively implemented keeping in view the profitability and other corporate objectives.
  - iii. He will do all acts always in the best interest of the company.
  - iv. To make optimum utilization of funds of the company.
3. He shall throughout the said term devote his entire time, attention and abilities to the business of the company and shall carry out the orders, from time to time, of the Board and in all respect conform to and comply with the directions and regulations made by the Board, and shall faithfully serve the company and use his utmost endeavours to promote the interests of the company.
4. He shall not, during the period of his employment and without the previous consent in writing of the Board, engage or involve himself either directly or indirectly in the business or affairs of any other person, firm, company, body corporate or in any undertaking or business of a nature similar to or competing with the company's

business and further, shall not, in any manner, whether directly or indirectly use, apply or utilize his knowledge or experience for or in the interest of any such person, firm, company or body corporate as aforesaid or any such competing undertaking or business as aforesaid.

**Tenure:** Three years commencing from 22<sup>nd</sup> May 2024 to 21<sup>st</sup> May 2027.

Other terms and conditions of appointment not specifically spelt out above, rules and orders of the company shall apply.

**Maximum Remuneration:** The Remuneration shall not exceed the limit specified in Part II Section II of Schedule V of the Companies Act, 2013 as the profits of the Company are inadequate, but where in any financial year the Company has adequate profits, such remuneration may be paid to the Whole Time Director which the Board 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 in such manner as may be agreed to between the Board and the Whole Time Director, subject to such approvals as may be required.

**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 and for matters connected herewith or incidental thereto in the best interest of the Company.”

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

Sd/-

**PLACE: NAGPUR  
DATE: 27/04/2024**

**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 01<sup>st</sup> 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<br>(Please mention no. of shares) |         |         |
|----------------|--|--|---------|---------|
|                |  | For  | Against | Abstain |
| 1.             | To consider the appointment of Ms Renu Challu (DIN: 00157204), as a Non-Executive Independent Director of the Company                              |  |         |         |
| 2.             | To Consider Appointment and Remuneration of Mr Ramachandra Rao Kasaraneni (DIN: 08705681), as Whole Time Director of the Company w.e.f. 22.05.2024 |  |         |         |

Signed this .....day 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 April 27<sup>th</sup>, 2024.

**Item No. 1:**

The Company has received from Ms Renu Challu 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 she is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) a declaration to the effect that she meets 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 Ms Renu Challu 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), Ms Renu Challu (DIN: 00157204) as an Independent Women 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 22<sup>nd</sup> May 2024.

Ms Renu Challu was previously associated with the Board as an Independent Director under the Companies Act 2013 in the year 2013 for a term of five consecutive years. However, she was associated for a single term of 5 years only, as an Independent Women Director of the company. Ms Challu is a Gold Medalist in MA (Economics) and is an Associate of the Indian Institute of Bankers. She joined the State Bank of India as a Probationary Officer in October 1973 and worked in various field and administrative assignments from 1973 to 1991. She worked with various banks during her entire career. She also served as a Director on the Boards of various companies.

The Nomination and Remuneration Committee (NRC) considering her immense knowledge, acumen, expertise and experience has recommended to the Board her appointment. In the opinion of the Board, Ms Renu Challu, who is proposed to be appointed as an Independent Women Director of the Company with effect from 22<sup>nd</sup> May 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 the recommendation of NRC the Board is of the view that her presence on the Board will be of immense value to the Company.

A copy of the draft letter of appointment of Ms Challu 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 Ms Challu 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 Ms Renu Challu as Non-Executive Independent Director on the Board of the Company for a first term of 5 (five) consecutive years commencing from 22<sup>nd</sup> May 2024 to 21<sup>st</sup> May 2029, set out in the resolution of Item No. 1 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. 1 of the Extra Ordinary General Meeting Notice.

The Board recommends the Ordinary Resolution set out at Item No.1 of this Notice for the approval of the members.

**Item No. 2:**

The Company has received from Mr Ramachandra Rao Kasaraneni consent in writing to act as Whole-time Director 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. The Company has also received a Notice under Section 160 of the Act from a member proposing the candidature of Mr Ramachandra Rao Kasaraneni for the office of Directors of the Company.

Mr Ramachandra Rao Kasaraneni has been associated with the Company since 2007, presently he is in whole-time employment of the Company and is designated as Vice President and Head of the Mining Division. Mr Rao is a graduate of Mining Engineering from Osmania University and a

Postgraduate in Rock Mechanics from IIT Delhi. He is responsible for developing the Mining division of the Company and expanding it. He has over 40+ years of professional experience including teaching, research and consultancy. Prior to joining the Company, he worked with prestigious organisations like TISCO, SCCL, NTPC and VNIT.

The Nomination and Remuneration Committee (NRC) after considering his knowledge of various aspects relating to the Company's affairs and long business experience has recommended to the Board his appointment for a period of 3 (Three) years with effect from 22<sup>nd</sup> May 2024. The Board of Directors is of the opinion that for the smooth and efficient functioning of the business, the services of Mr Ramachandra Rao Kasaraneni should be available to the Company the detailed terms and conditions are set out in the draft resolution annexed to the Notice convening this meeting.

Therefore, the Board of Directors places before the meeting, the resolution set out in Item No. 2 for approval by Members, pursuant to the provisions of sections 2(94), 2(78), 196, 197 and 198 of the Companies Act, 2013 as "Special resolution"

As the Company has no profits or the profits are inadequate, the payment of existing remuneration to the Whole Time Director shall be as required under Schedule V to the Companies Act, 2013. A Special Resolution has to be passed at a General Meeting of the Company for payment of such remuneration for a period not exceeding 3 years. The Board of Directors at its meeting held on 27<sup>th</sup> April 2024 approved the appointment and the payment of remuneration of ₹ 1,80,00,000/- P. A including allowances and other perquisites with the terms and conditions of his appointment mentioned in the resolution.

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder.

The payment of remuneration was approved by the resolution passed by the Board of Directors. However, due to inadequacy of profit, the Company is required to comply with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid exceeding the limits arrived at in accordance with the requirements of the said section II subject to the following.

- (i) Payment of remuneration is approved by a resolution passed by the Board of Directors.
- (ii) The Company has not committed any default in payment of its dues and is not required to obtain prior approval from any bank or public financial institution or any other secured creditor, before the date of appointment.

The Information as required under Section II, Part II of Schedule V of the Companies Act, 2013 is given below:

| <b>I. General Information</b>   |   |                 |                 |                 |
|---|---|-----------------|-----------------|-----------------|
| 1) Nature of industry   | SMS Limited is one of the largest Infrastructure Companies in Central India with its presence across the country. The Company has gone on to diversify into all the major sectors of infrastructure that contribute to nation-building. The Company is a force to reckon with in the fields of Mining, Railways, Irrigation, Highway Construction, Power, Environment, Urban & Rural Development. |                 |                 |                 |
| (2) Date or expected date of commencement of commercial production  | Commercial Operation Started on 8 <sup>th</sup> May 1997.   |                 |                 |                 |
| (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | NA  |                 |                 |                 |
| (4) Financial performance based on given indicators   | <b>As per audited financial results for the year</b>  |                 |                 |                 |
|   | <b>( ₹ in Lac)</b>  |                 |                 |                 |
|   | Particulars   | <b>FY 20-21</b> | <b>FY 21-22</b> | <b>FY 22-23</b> |
|   | Paid up Capital   | 1026.14         | 1026.14         | 1026.14         |
|   | Reserves & Surplus  | 61,333.47       | 64,949.86       | 71,259.03       |
|   | Statement of Profit and Loss  | -2184.13        | 3646.12         | 6,826.62        |
|   | Total Revenue   | 71,195.88       | 92,931.04       | 1,19,663.20     |
|   | Profit/(loss) before tax  | -2,213.26       | 3,090.47        | 7,234.41        |
|   | Managerial Remuneration   | 857.75          | 956.69          | 957.54          |
| (5) Foreign investments or collaborations, if any.  | NA  |                 |                 |                 |

| II. Information about the appointee:   |  |
|--|--|
| (1) Background details   | Mr Ramachandra Rao Kasaraneni has been associated with the Company since 2007, presently he is in whole-time employment of the Company and is designated as Vice President & Head of the Mining Division. Mr Rao is a graduate of Mining Engineering from Osmania University and a Postgraduate in Rock Mechanics from IIT Delhi. He is responsible for developing the Mining division for SMSL and expanding it. He has over 40+ years of professional experience including teaching, research and consultancy. Prior to joining SMSL, he worked with prestigious organisations like TISCO, SCCL, NTPC and VNIT   |
| (2) Past remuneration  | ₹1,80,00,000/- (Rupees One Crore Eighty Lac only) Annual CTC<br>₹1,69,75,080.00/- (Rupees One Crore Sixty Nine Lac Seventy Five Thousand Eighty only) Annual Gross salary  |
| (3) Recognition or awards  | NA   |
| (4) Job profile and his suitability  | Mr Ramachandra Rao Kasaraneni, (proposed Whole Time Director) is a graduate of Mining Engineering from Osmania University and a Postgraduate in Rock Mechanics from IIT Delhi. He is responsible for developing the Mining division of the Company and expanding it. He has over 40+ years of professional experience including teaching, research and consultancy. Prior to joining the Company, he worked with prestigious organisations like TISCO, SCCL, NTPC and VNIT, considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Nomination and Remuneration Committee recommended and the Board of Directors, have approved his appointment as Whole Time Director of the Company.  |
| (5) Remuneration proposed  | ₹1,80,00,000/- Annual CTC  |
| (6) (a) Comparative remuneration profile with respect to industry,<br><br>(b) Size of the company, | The remuneration of Mr Rao is in tune with the remuneration in similar-sized industries in the same segment of the business. The remuneration compares favourably with that being offered to similarly qualified and experienced persons from the industry and professionals with an entrepreneurial background. The remuneration is considered to be appropriate, having regard to factors such as past experience, position held, his contribution as Vice President and Head of the Mining Division to the growth of the Company, its business and its profitability, age and merits of Mr Rao.<br><br>b)The Revenue from Operations of the Company for the Financial Year ended March 31, 2023 is Rs. 1,19,663.20 Lac.<br><br>Apart from the job profile as stated at Point no. (4) above, Mr. Rao shall provide guidance and professional advice for developing |

|  |  |
|--|--|
| (c) Profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)          | and expanding the Mining division of the Company.  |
| (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel 15[or other director], if any. | Other than the remuneration stated above, Mr Rao has no other pecuniary relationship directly or indirectly with the Company.  |
| <b>III. Other information:</b>   |  |
| (1) Reasons of loss or inadequate profits  | Due to external factors such as recession, general economic slowdown, high interest rates, etc. The Company has severe downfall in earning and have no adequate profits. |
| (2) Steps taken or proposed to be taken for improvement  | Several mitigation measures are taken such as: focusing on selecting quality projects with 'high margin', cash collection, cost reduction, timely invoicing etc.         |
| (3) Expected increase in productivity and profits in measurable terms.   | The Company has drawn up an Annual Business Plan which it will endeavor to achieve   |

Details as required under the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is given hereunder.

|   |   |
|---|---|
| Age   | 66 years  |
| Qualification   | ME in Rock Mechanics and BE in Mining   |
| Experience  | 40+ years of professional experience including teaching, research and consultancy and has been associated with the Company since 2007.                                      |
| Terms and Conditions of Appointment   | As per the Appointment Letter   |
| Remuneration (to be paid)   | ₹ 1,80,00,000/- (Rupees One Crore Eighty Lac only) Annual CTC<br>₹ 1,69,75,080.00/- (Rupees One Crore Sixty Nine Lac Seventy Five Thousand Eighty only) Annual Gross salary |
| Remuneration (Last Drawn)   | ₹ 1,69,75,080.00/- (Rupees One Crore Sixty Nine Lac Seventy Five Thousand Eighty only) Annual Gross salary  |
| Date of First Appointment on the Board  | First Appointment proposed w.e.f. 22.05.2024  |
| Shareholding in the Company   | NIL   |
| Relationship with other Directors, Managers and other Key Managerial Personnel of the Company | NONE  |
| The Number of Meetings of the Board attended during the Year                                  | NONE  |
| other Directorships, Membership/ Chairmanship of Committees of other Boards                   | NONE  |

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. 2 is recommended for approval of the Members in the best interest of the Company.

A copy of the draft letter of appointment of Mr Ramachandra Rao Kasaraneni setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

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

#### **Memorandum of Interest**

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 Special Resolution set out at Item No. 2 of the Extra Ordinary General Meeting Notice.

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

Sd/-

**PLACE: NAGPUR  
DATE: 27/04/2024**

**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=!4m19!1m13!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>