



## Notice to the 28<sup>TH</sup> Annual General Meeting

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NOTICE is hereby given that the **Twenty Eight** Annual General Meeting (28<sup>th</sup> AGM) of the Members of **SMS Limited** will be held at Shorter Notice on the Tuesday, **30<sup>th</sup> day of September 2025** at 11.30 A.M. at its registered office 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 2025 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 2025 together with the Report of the Auditors thereon.

#### Item no. 2

To appoint a Director in place of Mr Paramveer Sancheti, Whole Time Director (DIN: 05326947) who retires by rotation and being eligible, offers himself for re-appointment.

#### Item no. 3

To appoint a Director in place of Mr Nirbhay Sancheti, Whole Time Director (DIN: 08338308) who retires by rotation and being eligible, offers himself for re-appointment.



## SPECIAL BUSINESS

### Item no. 4

To consider and approve the re-appointment and remuneration of Mr. Akshay Sancheti (DIN: 07564977), as Whole Time Director of the Company w.e.f. 31.10.2025 u/s 196 and 197:

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 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 at its 24<sup>th</sup> meeting dated 18<sup>th</sup> September 2025 and approved by the Board of Directors of the Company vide its 447<sup>th</sup> meeting dated 18<sup>th</sup> September 2025, the consent of the members of the Company be and is hereby given for the re-appointment and terms of remuneration of **Mr. Akshay Sancheti (DIN: 07564977)**, as Whole-time Director of the Company for a period of Five (5) years commencing from **31<sup>st</sup> October 2025 to 30<sup>th</sup> October 2030** on terms and conditions including remuneration to be paid during the period of 3 (three) years from the date of his re-appointment, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr Akshay Sancheti.

The Salary Structure of Mr. Akshay Sancheti, as follows:

Sr. no.	Particulars	Composition
i	Annual Gross Salary	₹ 1,46,22,900 /-
ii	Annual CTC (inclusive of Employer's Provident Fund + Annual Bonus)	₹ 1,58,91,492/-
iii.	Perquisites	
	a) Leave Travel Allowance	₹ 37,500/- (Inclusive in CTC)
	b) Club Fees	Fees (excluding initial joining fees) are subject to a maximum of two clubs.
	c) Car/Telephone	Two chauffeur-driven cars and a landline telephone facility at the residence, along



		with two mobile connections in the name of the appointee through the Corporate plan, will be provided to the appointee.
	d) Electricity and water bill	Payment for the electricity bill for one meter and the water bill at the appointee's residence
	e) Security Guard	The expenditure incurred on a Security Guard at the residence shall be borne by the Company.
II	Other Conditions	For all other terms and conditions not specifically mentioned above, the Rules and Order of the Company shall apply.

#### I - Terms and Conditions:

1. **CONSOLIDATED SALARY INCLUDING ALLOWANCES -**

₹ 1,58,91,492/- Per Annum (CTC).

2. **SPECIFIC TERMS & CONDITIONS:**

1. Mr. Akshay Sancheti shall look after all Civil Contract works /projects undertaken /executed by the Company. Subject to the superintendence, control, and direction of the Board, he shall have general control, management, and superintendence of the aforesaid work and shall 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, inter alia, include:
  - i. The authority to sign, execute, and submit on behalf of the Company all forms, applications, documents, returns, objections, and other papers as may be required in connection with or relating 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 business of the company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a Company.
  - iv. To make optimum utilization of the funds of the company.
3. He shall throughout the said term devote your 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 confirm to and comply with the directions and regulations made by the Board, and shall faithfully serve the company and use his utmost endeavors 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.
  5. Providing or extending the personal guarantee as and when required by the Company for the purpose of availing a business loan from time to time.

**Tenure:** Five years, commencing from 31<sup>st</sup> October 2025 to 30<sup>th</sup> October 2030

### 3. OTHER TERMS & CONDITIONS:

For all other terms and conditions not specifically spelled out above, the Rules and Order of the Company shall apply.



**Maximum Remuneration:** The Remuneration shall not exceed the limit specified under Section 197 of the Companies Act, 2013 read Schedule V and Chapter XIII of the 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.

**RESOLVED FURTHER THAT** the above terms and conditions of the said re-appointment may be altered/varied including enhancement in remuneration from time to time by the Board of Directors 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.

**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 thereto in the best interest of the Company"

#### Item no. 5

To consider and approve the Regularisation of the appointment of Mr Pranay Bhatia (DIN:07175286) as Director:

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

**“RESOLVED THAT** pursuant to the provision of Section 152, 160, 161 and other applicable provisions, if any, of the Companies Act 2013 read with the applicable Rules framed thereunder including Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee at its 24<sup>th</sup> meeting dated 18<sup>th</sup> September 2025 and approved by the Board of Directors of the Company vide its 447<sup>th</sup> meeting dated 18<sup>th</sup> September 2025, the Consent of the Members of the Company be and is hereby given to regularize the appointment of **Mr Pranay Bhatia (DIN: 07175286)**, as Director of the Company liable to retire by rotation, who was appointed as Additional Director with effect from 1<sup>st</sup> April 2025 up to the date of ensuing Annual General Meeting.



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 thereto in the best interest of the Company"

By Order of the Board  
FOR SMS LIMITED

PLACE: NAGPUR  
DATE: 18.09.2025

Sd/-  
Anand Sancheti,  
Managing Director  
DIN: 00953362  
Add: 10, Hindustan Colony, Amaravati  
Road, Bharat Nagar, Nagpur- 440033 [M.H.]



**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 THAN 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 COMMENCEMENT 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 2024-25 WILL ALSO BE AVAILABLE ON THE COMPANY'S WEBSITE: [WWW.SMSL.CO.IN](http://WWW.SMSL.CO.IN) FOR DOWNLOAD.
10. ELECTRONIC COPY OF THE ANNUAL REPORT FOR 2024-25 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 ADDRESSES (IF ANY), PHYSICAL COPIES OF THE ANNUAL REPORT FOR 2024-25 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/-

Anand Sancheti,  
Managing Director  
DIN: 00953362

Add: 10, Hindustan Colony, Amaravati  
Road, Bharat Nagar, Nagpur- 440033 [M.H.]

PLACE: NAGPUR  
DATE: 18.09.2025



**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 Tuesday, 30<sup>th</sup> day of September 2025 At 11:30 A.M. at registered office of the Company 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 2025, 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 2025, together with the Report of the Auditors thereon.			
2.	To appoint a Director in place of Mr Paramveer Sancheti, Whole Time Director (DIN: 05326947), who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To appoint a Director in place of Mr Nirbhay Sancheti, Whole Time Director (DIN: 08338308), who retires by rotation and, being eligible, offers himself for re-appointment.			
4.	To consider and approve the re-appointment and remuneration of Mr. Akshay Sancheti (DIN: 07564977), as Whole Time Director of the Company w.e.f. 31.10.2025 u/s 196 and 197.			
5.	To consider and approve the regularisation of the appointment of Mr Pranay Bhatia (DIN: 07175286) as Director:			

Signed this ..... day of 2025

Affix  
Revenue  
Stamp of  
not less than  
₹ 1

**Registered & Corporate Office:** IT Park, 20 S.T.P.I. Gayatri Nagar, Parsodi, Nagpur- 440  
022 (India) Ph.:+91-712-6665000,7125000, Fax:+91-712-6665100, web: [www.smsl.co.in](http://www.smsl.co.in)

**SMS LIMITED**

CIN : U80100MH1997PLC107906



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 he may deem appropriate.



To know the AGM Location, scan the following QR with Google Lens



<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>

**Registered & Corporate Office:** IT Park, 20 S.T.P.I. Gayatri Nagar, Parsodi, Nagpur- 440  
022 (India) Ph.:+91-712-6665000,7125000, Fax:+91-712-6665100, web: [www.smsl.co.in](http://www.smsl.co.in)

**SMS LIMITED**

CIN : U80100MH1997PLC107906



**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 in Items Nos. 4 and 5 of the accompanying Notice dated 18.09.2025.

**Item No. 4**

The Board of Directors of the Company at its 447<sup>th</sup> meeting held on 18<sup>th</sup> September 2025 on the recommendation of the Nomination and Remuneration Committee vide its 24<sup>th</sup> meeting dated 18<sup>th</sup> September 2025 and subject to the approval of the Members of the Company approved the re-appointment of Mr Akshay Sancheti (DIN: - 07564977), as the Whole-Time Director of the Company for a period of 5 (five) years with effect from 31<sup>st</sup> October 2025 and the payment of remuneration to him.

Mr. Akshay Sancheti, Whole-Time Director of the Company, holds a Bachelor's degree in Civil Engineering. He commenced his career with the Company as a Management Trainee and was subsequently re-designated as Project Co-coordinator. He was later appointed as an Alternate Director to Mr. Abhay Sancheti, Chairman & Director of the Company. He was appointed as a Whole Time Director in the casual vacancy to hold office up to 30<sup>th</sup> October 2020, as a consequence of the demise of Mr. Abhay Sancheti, the date up to which the Original Director would have held office. Thereafter, he was re-appointed as a Whole-Time Director of the Company. Mr. Akshay Sancheti has been associated with the Company since 2012, and his present tenure as Whole-Time Director is valid up to 30<sup>th</sup> October, 2025.

It is proposed by the Management to re-appoint him as the Whole Time Director for a further period of Five Years, i.e., from 31<sup>st</sup> October 2025 to 30<sup>th</sup> October 2030, including remuneration to be paid during the period of 3 (three) years from the date of such re-appointment, pursuant to sections 196 and 197 of the Companies Act.

**Broad particulars of the terms of re-appointment of and remuneration payable to Mr Akshay Sancheti are as under:**

**Designation:** Mr. Akshay Sancheti shall hold the office of Whole Time Director of the Company.



**Term:** Mr. Akshay Sancheti shall hold the office of Whole-Time Director of the Company for a period of 5 years with effect from 31<sup>st</sup> October 2025. Mr. Akshay Sancheti shall be liable to retirement by rotation in terms of the Act and the Articles of Association of the Company.

**Remuneration / Perquisites / Allowances:** Mr Akshay Sancheti shall be entitled to an Annual CTC (inclusive of Employer's Provident Fund + Annual Bonus) of ₹ 1,58,91,492/- (Rupees One Crore Fifty Eight Lakh Ninety One Thousand Four Hundred Ninety Two only) and Annual Gross Salary of ₹ 1,46,22,900/- (Rupees One Crore Forty Six Lakh Twenty Two Thousand Nine Hundred Only).

**Club Fees** - Fees (excluding initial joining fees) are subject to a maximum of two clubs.

**Car/Telephone** - Two chauffeur-driven Cars and a landline telephone facility at the residence, along with two mobile connections in the name of the appointee through the Corporate Plan, will be provided to the appointee.

**Electricity & Water bill** - Payment for the electricity bill for one meter and the water bill at the appointee's residence.

**Security Guard** - The expenditure incurred on a Security Guard at the residence shall be borne by the Company.

Members are requested to note that the Company has received consent in writing from Mr. Akshay Sancheti to act as a Whole Time Director of the Company and declaration(s) and confirmation stating that he satisfies all the conditions of appointment as a Whole Time Director as set out in section 196 read with Schedule V of the Act and that he is not disqualified from being appointed as a Director of the Company in terms Section 164 and other provisions of the Act. Therefore, the Board of Directors at its 447<sup>th</sup> meeting dated 18<sup>th</sup> September 2025, on the recommendation of Nomination Remuneration Committee vide 24<sup>th</sup> meeting dated 18<sup>th</sup> September 2025 proposes to place before the meeting, the resolution set out in Item No. 4 for approval by the Members, pursuant to the provisions of section 2(78), 2(94), 196, 197 and 198 of the Companies Act, 2013 as "Ordinary resolution".



Details as required under Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are given hereunder:

Name	Mr Akshay Sancheti
Age	35
Qualification	Bachelor’s degree in Civil Engineering
Experience	Mr. Akshay Sancheti holds a Bachelor’s degree in Civil Engineering and has been associated with the SMS Group since 2012. He served as an Alternate Director to Mr. Abhay Sancheti, erstwhile Chairman and Whole-Time Director of the Company, from 1st July 2016 to 22nd January 2020, and was thereafter appointed as Whole-Time Director in 2020. With over 13 years of extensive experience, he has contributed significantly to the execution of various civil contract works and projects undertaken by the Company. In recognition of his expertise and contributions, he has now been entrusted with the responsibility of overseeing Electrical Projects as well as outsourcing civil contract works and projects executed by the Company.
Terms and Conditions of Appointment	As detailed aforesaid in the notice and explanatory statement.
Remuneration	₹ 1,58,91,492/- including allowances per annum
Remuneration (Last Drawn)	₹ 1,58,91,492/- including allowances per annum
Date of First Appointment on the Board	01 <sup>st</sup> July 2016
Shareholding in the Company	15.66%
Relationship with other Director	Paramveer Sancheti, Whole Time Director-Brother
Number of Board Meeting Attended during the Year	One meeting of the Board was convened and attended during the F.Y. 2025-26 (First Board meeting of 2025-26 held on 21.05.2025)



Manager / Other Directorship/ Chairmanship of Committees of the Board	Corporate Social Responsibility Committee- Member Risk Management Committee-Member Executive Committee- Member Share Transfer Committee-Member
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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. 4 is recommended for approval by the Members in the best interest of the Company.

#### **Memorandum of Interest**

None of the Director or Key Managerial Personnel of the Company and/or their relatives other than Mr. Akshay Sancheti and Mr. Paramveer Sancheti, Whole Time Directors of the Company, and Ms. Bharti Sancheti, being a relative of Mr. Akshay Sancheti and Mr. Paramveer Sancheti in their capacity, is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary resolution set out at **Item No. 4** of the Notice for approval by the members.

#### **Item No. 5**

The members are informed that Mr. Pranay Bhatia was appointed as Additional Director (Non-Executive) on the Board of SMS Limited w.e.f. 01<sup>st</sup> April 2025, vide resolution passed by the Board of Directors on its 445<sup>th</sup> Board Meeting held on 28<sup>th</sup> March 2025.

The Members are further informed that in accordance with the provisions of the Companies Act, 2013, read with the Articles of Association of the Company, the office of the Additional Director viz., Mr Pranay Bhatia, was to end at the forthcoming Annual General Meeting.

The Members are further informed that Mr. Bhatia is Chartered Accountant by profession having wide knowledge and expertise in the field of Finance, Taxation, Accounting etc., the Board of Directors of the Company after considering Mr. Bhatia's vast experience in the field of the management and recognising his visionary leadership which results into a huge contribution, development and growth of the company, has recommended to regularise Mr. Bhatia as Non-Executive Director pursuant to Section 152(2) of the Companies Act, 2013 and rules made there under.



**Broad particulars of the terms of appointment and remuneration payable to Mr Pranay Bhatia are as under:**

**Designation:** Mr. Pranay Bhatia shall hold the office as Non-Executive Director of the Company.

**Remuneration / Perquisites / Allowances:** Mr. Pranay Bhatia shall be entitled to payment of sitting fees of ₹ 1,00,000/- (Rupees One Lakh only) for attending each meeting of the Board, including its Committees thereof, subject to and in compliance with the provisions of the Act.

Members are requested to note that the Company has received consent in writing from Mr. Pranay Bhatia to act as a Non-Executive Director and appointed in the professional category of the Company and declaration(s) and confirmation stating that he satisfies all the conditions of appointment as Director as set out in section 152(5) read with Rule 8 Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013 and that he is not disqualified from being appointed as a Director of the Company in terms section 164 and other provisions of the Act.

Therefore, the Board of Directors at its 447<sup>th</sup> meeting dated 18<sup>th</sup> September 2025, on the recommendation of Nomination Remuneration Committee vide 24<sup>th</sup> meeting dated 18<sup>th</sup> September 2025, the resolution set out in Item No. 5 for approval by the Members, pursuant to the provisions of Section 152, 160, 161 and other applicable provisions, if any, of the Companies Act 2013 read with the applicable Rules framed thereunder including Companies (Appointment and Qualification of Directors) Rules, 2014 as “Ordinary resolution”.

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. 5** is recommended for approval by the Members in the best interest of the Company.



**Memorandum of Interest**

None of the Director or Key Managerial Personnel of the Company and/or their relatives other than Mr. Pranay Bhatia in his personal capacity is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary resolution set out at **Item No. 5** of the Notice for approval by the members.

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

**PLACE: NAGPUR  
DATE: 18.09.2025**

**Sd/-  
Anand Sancheti,  
Managing Director  
DIN: 00953362  
Add: 10 Atulya Amravati Road Bharat Nagar  
Hindustan Colony University Campus  
Nagpur-440033 MH IN**