

## NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Members of **SMS Limited** is scheduled at a shorter notice at its Registered Office at IT Park, 20 S.T.P.I. Gayatri Nagar, Parsodi, Nagpur-440022 [M.S.] on Thursday, the 22<sup>nd</sup> day of May 2025 at 12.30 P.M. to transact the following:

### SPECIAL BUSINESS:-

1. To consider and approve the re-appointment and remuneration of Mr. Dilip Surana (DIN: 00953495) as Whole Time Director of the Company w.e.f. 24<sup>th</sup> May 2025 u/s 196, 197 & 198 of the Companies Act, 2013:

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 the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee vide its 22<sup>nd</sup> meeting dated 28<sup>th</sup> March 2025 and approved by the Board of Director’s vide its 445<sup>th</sup> meeting dated 28<sup>th</sup> March 2025, the consent of the members of the Company be and is hereby accorded for the re-appointment and terms of remuneration of **Mr Dilip Surana (DIN:00953495)** as Whole-time Director of the company for the further period of 5 years commencing from **24<sup>th</sup> May, 2025 to 23<sup>rd</sup> May, 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 (hereinafter referred to as Board which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) 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 Dilip Surana whose office shall be liable to retire by rotation in terms of the Act and the Articles of Association of the Company.

The salary structure of Mr. Dilip Surana w.e.f. 24<sup>th</sup> May 2025 as follows:

Sr.no	Particulars	Composition
i	Annual Gross Salary	₹ 1,34,96,424/-
ii	Annual CTC (inclusive of Employer's Provident Fund + Annual Bonus)	₹ 1,50,43,992/- (Rupees One Crore Fifty Lakh Forty Three Thousand Nine Hundred Ninety Two only)
iii.	Perquisites	₹ 6,00,000/- Annually (Being part of CTC)
	a) Leave Travel Allowance	NIL
	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 & 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-

₹ 1,50,43,992/- (Rupees One Crore Fifty Lakh Forty Three Thousand Nine Hundred Ninety Two only) Per Annum (CTC).

## 2. SPECIFIC TERMS & CONDITIONS:

1. Mr Dilip Surana, as Whole-time Director, shall look after Electrical Projects and Outsourcing 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 work mentioned aforesaid and exercise such powers as are delegated to him from time to time by the Board.
2. He shall be responsible for the operations of the company, which, inter alia, 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 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 board 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 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 confirm 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. During the period of his tenure he shall not, 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 without the prior consent in writing from the Board,

**Tenure:** Five years, commencing from 24<sup>th</sup> May 2025 to 23<sup>rd</sup> May 2030.

### 3. OTHER TERMS & CONDITIONS:

For all other terms and conditions not specifically spelt out above, the Rules and Orders 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, but wherein any financial year the profits of the Company are inadequate, such remuneration to be paid to the said Whole-time Director shall not exceed the limit specified in Part II Section II of Schedule V read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, of the Companies Act, 2013 or any amendment made thereafter in such manner as may be agreed between the Board and the Whole Time Director, subject to such approvals as may be required.

**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** Sitting fees of ₹100,000/- (Rupees One Lakh only) will be paid to Mr. Dilip Surana, Whole Time Director for attending each meeting of the Board of Directors (includes its Committee) and Executive Committee thereof [not exceeding ₹ 60,00,000/- (Rupees Sixty Lakh only) in one Financial Year].

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 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.”

2. To consider and approve the re-designation and appointment of Mr. Hemant Lodha as the Whole Time Director of the Company w.e.f. 1<sup>st</sup> April 2025 and approve remuneration, in this regard:

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 and as recommended by the Nomination and Remuneration Committee vide its 22<sup>nd</sup> meeting dated 28<sup>th</sup> March 2025 and approved by the Board of Director’s of the Company vide its 445<sup>th</sup> meeting dated 28<sup>th</sup> March 2025, the consent of the members of the Company be and is hereby accorded for re-designation and appointment and terms of remuneration of **Mr. Hemant Kumar Lodha (DIN: 01654145)** as **Whole-time Director** of the company for a period of 5 years commencing from **1<sup>st</sup> April 2025 to 31<sup>st</sup> March 2030** on terms and conditions including remuneration detailed below and as set out in the statement annexed to the notice with liberty to the Board of Directors (hereinafter referred to as Board which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said re-designation and appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Hemant Kumar Lodha whose office shall be liable to retire by rotation in terms of the Act and the Articles of Association of the Company.

**Terms and conditions:**

**1. CONSOLIDATED SALARY INCLUDING ALLOWANCES:**

1. As per the terms of appointment and remuneration of the **Wholly Owned Subsidiary Company (SMS Envocare Limited)**.

**Remuneration:** Subject to the terms of remuneration with the Wholly Owned Subsidiary (WOS) Company, namely SMS Envocare Limited, Mr. Lodha, who is appointed as Managing Director of the said WOS. The overall managerial remuneration shall not exceed limits as specified in the

provisions of Section 197, read with Schedule V and other applicable provisions of the Companies Act, 2013 of the Subsidiary Company or such a higher maximum limit as provided by the Subsidiary Company from time to time.

## 2. SPECIFIC TERMS & CONDITIONS:

1. In addition to responsibilities as per the terms of appointment with SMS Envocare Limited (The "Subsidiary Company"), he shall handle the responsibilities as "Whole Time Director" of the Company -SMS Limited, a holding company under the Companies Act, 2013.

Mr. Hemant Kumar Lodha, as Whole Time Director, shall carry out such duties and exercise such powers as may be entrusted to him from time to time by the Board and subject to the superintendence, control, and direction of the Board and shall exercise such powers as are delegated to him from time to time by the Board.

2. He shall be responsible for the operations of the company, which, inter alia, 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 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 board 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 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 confirm 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. During the period of his tenure he shall not, 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 without the prior consent in writing from the Board.

**Tenure:** Five years, commencing from 1<sup>st</sup> April 2025 to 31<sup>st</sup> March 2030.

### 3. OTHER TERMS & CONDITIONS:

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

**Maximum Remuneration:** The Remuneration (From the Wholly Owned Subsidiary -SMS Envocare Limited) 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, but wherein any financial year the profits of the Company are inadequate, such remuneration to be paid to the said Whole-time Director shall not exceed the limit specified in Part II Section II of Schedule V read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, of the Companies Act, 2013 or any amendment made thereafter in such manner as may be agreed between the Board and the Whole Time Director, subject to such approvals as may be required.

**RESOLVED FURTHER THAT** the above terms and conditions of the said re-designation and 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.”

3. To ratify the remuneration to the Cost Auditor for the FY 2025-26:

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 Lakh 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 2025-26.

RESOLVED FURTHER THAT the Managing Director of the Company be and is 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."

4. To consider and approve the re-appointment and remuneration of Mr. Anand Sancheti (DIN: 00953362), as Managing Director & KMP of the Company w.e.f. 11<sup>th</sup> August, 2025:

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(54), 2(78), 196, 197 198 and 203 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 the Articles of Association of the Company, and approved by the Board of Director's of the Company vide its 446<sup>th</sup> meeting dated 21<sup>st</sup> May 2025, the consent of the members of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr Anand Sancheti (DIN:00953362) as Managing Director and Whole-time Key Managerial Personnel of the company for a period of 5 (Five) years commencing from 11<sup>th</sup> August, 2025 to 10<sup>th</sup> August, 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(hereinafter referred to as Board which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) 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 Anand Sancheti whose office shall be liable to retire by rotation in terms of the Act and the Articles of Association of the Company.

The salary structure of Mr. Anand Sancheti w.e.f. 11.08.2025 as follows:-

Sr.no.	Particulars	Composition
i	Annual Gross Salary	₹ 2,21,04,780/-
ii	Annual CTC (inclusive of Employers Provident Fund + Annual Bonus)	₹ 2,34,53,600/-
iii.	Perquisites	₹ 6,00,000/- Annually (Being part of CTC)
	a) Leave Travel Allowance	NIL
	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 & 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.
iv	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 -

₹ 2,34,53,600/- (Rupees Two Crore Thirty Four Lakh Fifty Three Thousand Six Hundred) Per Annum (CTC).

2. **SPECIFIC TERMS & CONDITIONS:**

1. Mr. Anand Sancheti, as Managing Director and Key Managerial Personnel, is entrusted and shall look after all activities related to Mining Division (Own as well as Jobwork projects), Electrical Division and all Finance & Administrative matters at the registered office of the Company and shall be responsible for compliance of Company Law matters and entrusted with substantial powers of management of the affairs of the company and shall devote his whole time and attention to the business of the Company and will be responsible for day to day management and operations of the Company and shall carry out such duties and exercise such powers as may be entrusted to him time to time by the Board of Directors of the Company.
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 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 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 your utmost endeavors to promote the interests of the company.

4. During the period of his tenure he shall not, 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 your 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 without the prior consent in writing from the Board,.

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 11<sup>th</sup> August, 2025 to 10<sup>th</sup> August, 2030.

3. **OTHER TERMS & CONDITIONS:**

For all other terms and conditions not specifically spelt 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, but wherein any financial year the profits of the Company are inadequate, such remuneration to be paid to the said Managing Director shall not exceed the limit specified in Part II Section II of Schedule V read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, of the Companies Act, 2013 or any amendment made thereafter in such manner as may be agreed between the Board and the Managing Director, subject to such approvals as may be required.

**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** Sitting fees of ₹100,000/- (Rupees One Lakh only) will be paid to Mr. Anand Sancheti, Managing Director for attending each meeting of the Board of Directors (includes its Committee) and Executive Committee thereof [not exceeding ₹ 60,00,000/- (Rupees Sixty Lakh only) in one Financial Year.

**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.”

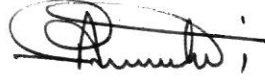
5. To consider and approve the Appointment of Mr Sharad Chandak (DIN: 11100096), as a Non-Executive Independent Director of the Company:

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 as approved and proposed by the Board of Director’s of the Company the appointment of Mr Sharad Chandak (DIN: 11100096) as non-executive Independent Director vide its 446<sup>th</sup> meeting dated 21<sup>st</sup> May 2025, 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 Sharad Chandak 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 of the Company be and is hereby given to appoint Mr Sharad Chandak (DIN: 11100096), as Non Executive Independent Director and that he shall hold office for a first term of the consecutive period of five years effective from 21<sup>st</sup> May 2025 to 20<sup>th</sup> May 2030 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  
SMS Limited



Anand sancheti  
Managing director

DIN: 00953362

Add: 10 Atulya Amravati Road Bharat  
Nagar Hindustan Colony University  
Campus Nagpur- 440033 MH IN

Date:21/05/2025

Place: Nagpur

## 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, 2, and 4 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 to avail 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 also be 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 a shorter period notice is obtained by the company.
- 8) A route map giving directions to reach the venue of the 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.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 Extra Ordinary general meeting of the company, to be held on the 22<sup>nd</sup> May 2025 At 12.30 P.M. at "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 consider and approve the re-appointment and remuneration of Mr. Dilip Surana (DIN: 00953495) u/s 196, 197 & 198 of the Companies Act, 2013, as Whole Time Director of the Company w.e.f. 24 <sup>th</sup> May 2025.			
2.	To consider and approve the re-designation of Mr. Hemant Lodha, Non-Executive, Non-Independent Director, as the Whole Time Director of the Company w.e.f. 1 <sup>st</sup> April 2025.			
3.	To ratify the remuneration to the Cost Auditor for the FY 2025-26.			
4.	To consider and approve the re-appointment and remuneration of Mr. Anand Sancheti (DIN: 00953362), as Managing Director & KMP of the Company w.e.f. 11 <sup>th</sup> August, 2025.			
5.	To Consider and Approve the Appointment of Mr Sharad Chandak (DIN: 11100096), as a Non-Executive Independent Director of the Company			

Signed this .....day of.....2025

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.

Affix Revenue Stamp of not less than ₹ 1
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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. 1, 2 & 4 of the accompanying Notice dated 21.05.2025.

**Item No. 1**

The Board of Directors of the Company at its 445<sup>th</sup> meeting held on 28<sup>th</sup> March 2025 on the recommendation of the Nomination and Remuneration Committee vide its 22<sup>nd</sup> meeting dated 28<sup>th</sup> March 2025 and subject to the approval of the Members of the Company approved the re-appointment of Mr Dilip Surana (DIN: -00953495), as the Whole-Time Director of the Company for a period of 5 (five) years with effect from 24<sup>th</sup> May, 2025 and the payment of remuneration to him.

Mr. Dilip Surana has Diploma in Civil Engineering. He has been associated with the SMS Group since 1984 and was appointed as Whole Time Director in 2007. He has vast experience of 35 years and Mr Surana has been in association with the Company since 24.05.2007, Considering his expertise, contribution and vast experience in all Civil Contract Works/ Projects undertaken/executed by the Company, now he has been entrusted to look after Electrical Projects and outsourcing Civil Contract Works/ Projects undertaken/executed by the Company.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr Dilip Surana are as under:

**Designation:** Mr. Dilip Surana shall hold the office of Whole Time Director of the Company.

**Term:** Mr. Dilip Surana shall hold the office of Whole-Time Director of the Company for a period of 5 years with effect from 24<sup>th</sup> May 2025. Mr. Dilip Surana shall be liable to retirement by rotation in terms of the Act and the Articles of Association of the Company.

**Remuneration / Perquisites / Allowances:** Mr Dilip Surana shall be entitled to Annual CTC (inclusive of Employers Provident Fund + Annual Bonus) of ₹ 1,50,43,992/- (Rupees One Crore Fifty Lakh Forty Three Thousand Nine Hundred Ninety Two 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. Dilip Surana 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 445<sup>th</sup> meeting dated March 28 2025, on the recommendation of Nomination remuneration committee vide 22<sup>nd</sup> meeting dated 28<sup>th</sup> March 2025 proposes to place before the meeting, the resolution set out in Item No. 1 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 Dilip Surana
Age	59 years
Qualification	Diploma in Civil Engineering
Experience	Mr. Dilip Surana is Diploma in Civil Engineering. He has been associated with the SMS Group since 1984 and was appointed as Whole Time Director in 2007. He has vast experience of 35 years and Mr Surana has been in association with the Company since 24.05.2007, Considering his expertise, contribution and vast experience in all Civil Contract Works/ Projects undertaken/executed by the Company, now he has been entrusted to look after Electrical Projects and outsourcing Civil Contract Works/ Projects

	undertaken/executed by the Company.
Terms and Conditions of Appointment	As detailed aforesaid in the notice and explanatory statement.
Remuneration	₹ 1,50,43,992/- including allowances per annum
Remuneration (Last Drawn)	₹ 1,50,43,992/- Annual CTC
Date of First Appointment on the Board	24 <sup>th</sup> May, 2007
Shareholding in the Company	Nil
Relationship with other Director	NONE
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	SMS-AABS India Tollways Private Limited

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

#### **Memorandum of Interest**

None of the Directors or Key Managerial Personnel of the Company and/or their relatives other than Mr Dilip Surana, 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. 1 of the Notice for approval by the members.

The Board recommends the resolution for approval of the members.

## Item No. 2

The Board of Directors of the Company at its 445<sup>th</sup> meeting held on 28<sup>th</sup> March 2025 on the recommendation of the Nomination and Remuneration Committee vide its 22<sup>nd</sup> meeting dated 28<sup>th</sup> March 2025 and subject to the approval of the Members of the Company approved the re-designation and appointment of Mr Hemant Lodha (DIN: 01654145), as the Whole-Time Director of the Company for a period of 5 (five) years with effect from 24<sup>th</sup> May, 2025 and the payment of remuneration to him.

Mr. Hemant Kumar Lodha was appointed as additional director on the Board of SMS Limited on 1<sup>st</sup> of March 2020 and was regularized as Director (Non-Executive Director) on 28<sup>th</sup> of December 2022. Mr Lodha is B.Com, Advanced Diploma in Business Management, and FCA. worked with companies like Indorama Industries, FACOR, Coventry Springs, Kalpataru Group, etc.

The Board, considering his vast experience in the field of Instrumental and Clean Energy decision and as an instrumental in setting up the Environment division for the group, the management recognized his visionary leadership, resulting in a huge contribution, development, and growth of the company, has recommended to re-designate Mr. Lodha as the Whole Time Director pursuant to sections 196 and 197 of the Companies Act and to continue the same even after attaining the age of 70 years till the completion of the said tenure.

Broad particulars of the terms and conditions of re-designation, appointment, and remuneration to be paid to Mr Hemant Kumar Lodha during the tenure of his office are as under:

**Designation:** Mr Hemant Kumar Lodha shall hold the office as Whole Time Director of the Company.

**Term:** Mr Hemant Kumar Lodha shall hold the office of Whole Time Director of the Company for the period of 5 (Five) years with effect from 1<sup>st</sup> April 2025 to 31<sup>st</sup> March 2030. He shall be liable to retirement by rotation in terms of the Act and the Articles of Association of the Company.”

**Remuneration / Perquisites / Allowances:** As per the terms of appointment and remuneration of the Wholly Owned Subsidiary Company (SMS Envocare Limited).

**Car/telephone:** Mobile connection in the name of the Appointee through the corporate plan will be provided from the said Wholly Owned Subsidiary Company (SMS Envocare Limited).

Members are requested to note that the Company has received consent in writing from Mr. Hemant Kumar Lodha 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 445<sup>th</sup> meeting dated March 28 2025, on the recommendation of Nomination remuneration committee vide 22<sup>nd</sup> meeting dated 28<sup>th</sup> March 2025 proposes to place before the meeting, the resolution set out in Item No. 2 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 Meeting ("SS-2"), issued by the Institute of the Company Secretaries of India, are given hereunder

Age	68 years
Qualification	<ol style="list-style-type: none"> <li>1. B.Com</li> <li>2. Advanced Diploma in Business Management</li> <li>3. FCA</li> </ol>
Experience	<p>Mr. Hemant Kumar Lodha serves on the Board of the Wholly Owned Subsidiary (WOS) Company as Non-Executive Director w.e.f. In October 2007, and was further appointed as Managing Director of said WOS from 1<sup>st</sup> April 2013.</p> <p>Mr. Hemant Kumar Lodha was appointed as additional director on the Board of SMS Limited on 1<sup>st</sup> of March 2020 and was regularized as Director (Non-Executive Director) on 28<sup>th</sup> of December 2022. Mr Lodha is B.Com; Advanced Diploma in Business Management, and FCA. worked with companies like Indorama Industries, FACOR, Coventry Springs, Kalpataru Group, etc.</p>
Terms and Conditions of Appointment	As per the terms of appointment in the WOS - SMS Envocare Limited.
Remuneration (Proposed)	As per the terms of appointment and remuneration of the Wholly Owned Subsidiary Company (SMS Envocare Limited).

Remuneration (Drawn)	As per the terms of appointment and remuneration of the Wholly Owned Subsidiary Company (SMS Envocare Limited).
Date of First Appointment	1 <sup>st</sup> March 2020
Shareholding in the Company	NIL
Relationship with other Director	NONE
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)
<del>Manager / Other Directorship/ Chairmanship of Committees of the Board</del>	1. SMS Envocare Limited 2. SMS Infolink Private Limited 3. Helplink Charitable Foundation

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 by the Members in the best interest of the Company.

#### **Memorandum of Interest**

None of the Directors or Key Managerial Personnel of the Company and/or their relatives other than Mr Hemant Lodha, 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. 2 of the Notice for approval by the members.

The Board recommends the resolution for approval of the members.

#### Item No. 4

The Board of Directors of the Company at its 446<sup>th</sup> meeting held on 21<sup>st</sup> May 2025 and subject to the approval of the Members of the Company approved the re-appointment of Mr Anand Sancheti (DIN: -00953362), as the Managing Director and Key Managerial Personnel of the Company for a period of 5 (five) years with effect from 11<sup>th</sup> August, 2025 and the payment of remuneration to him. Due to the Completion of the tenure of 2<sup>nd</sup> and final term of five consecutive year of the existing Independent Director, Mr. Lakhota, on 30.03.2025, and the change in designation of Mr. Hemant Lodha from Non-Executive Director to Whole-time Director, the Nomination and Remuneration Committee (NRC) could not be constituted in accordance with the requirements of the Companies Act, 2013. Consequently, the Board of Directors, in compliance with the provisions of Section 178(2) of the Companies Act, 2013, identified the qualification criteria for the re-appointment of Mr. Anand Sancheti as Managing Director, as part of the senior management.

A Commerce Graduate with a diploma in Entrepreneurship Administration & Business Laws, and has been associated with the Company since its incorporation. He has vibrant experience in Management and the industry and is acquainted with thorough knowledge of handling various businesses. Under his leadership, SMS Limited has executed/executing various prestigious projects along with the successful implementation of the first PPP project in the Roads Sector, in India. He has been involved in Project implementation for a period of more than 19 years. He has won the prestigious award - "Transformational Business Leader of the Year 2016.

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

**Designation:** Mr. Anand Sancheti shall hold the office of Managing Director and Key Managerial Personnel of the Company.

**Term:** Mr. Anand Sancheti shall hold the office of Managing Director and Key Managerial Personnel of the Company for the period of 5 (Five) years with effect from 11<sup>th</sup> August, 2025. Mr Anand 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. Anand Sancheti shall be entitled to Annual CTC (inclusive of Employer's Provident Fund + Annual Bonus) of ₹ 2,34,53,600/-.

**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 a 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. Anand Sancheti to act as a Managing Director, and Key Managerial Personnel(KMP) of the Company and declaration(s) and confirmation stating that he satisfies all the conditions of appointment as a Managing Director and KMP as set out in section 196 and 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 446<sup>th</sup> meeting dated May 21, 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(54), 2(78), 196, 197, 198 and 203 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 is given hereunder:

Age	53 years
Qualification	Bachelor of Commerce and Diploma in Entrepreneurship Administration & Business Laws.
Experience	<p>Mr. Anand Sancheti is associated with the Company initially as Promoter Director of the Company and appointed as Joint Managing Director of the Company in the year 2010 and Presently, he is the Managing Director of the Company.</p> <p>He has been involved in Project implementation for a period of more than 19 years. He was also involved in the successful implementation of the first PPP project in the Roads Sector in India.</p> <p>Under his leadership, SMS Limited has won the Award "Indian Affairs Infrastructure Company of the Year 2016", Best Concrete</p>

	Structure Award in Irrigation, and Best Structure Award for Katraj Tunnels. Best Structure Award at Bhandewadi, STP Plant, Nagpur. He has won the prestigious award - "Transformational Business Leader of the Year 2016".
Terms and Conditions of Appointment	As detailed aforesaid in the notice and explanatory statement.
Remuneration (Proposed)	₹ 2,34,53,600/- including allowances per annum.
Remuneration (Last Drawn)	₹ 2,34,53,600/- Annual CTC
Date of First Appointment on the Board	08 <sup>th</sup> May 1997
Shareholding in the Company	24,10,997 share
Relationship with other Director	NONE
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	1. Veetrag Hospitality Private Limited 2. Valencia Constructions Private Limited 3. Atul Multi Objectives Organisation 4. SMS Mining Limited 5. Sancheti Seva Foundation(Formally know as SMS Multi Objective Organisation). 6. SMS Hazardous Waste Management Private Limited 7. Sancheti Foundation

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 Directors or Key Managerial Personnel of the Company and/or their relatives other than Mr Anand Sancheti, 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.

The Board recommends the resolution for approval of the members.

### Item No. 5

The Company has received from Mr Sharad Chandak 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 he 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 Sharad Chandak 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 Sharad Chandak 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 21<sup>st</sup> May 2025.

Mr. Sharad Chandak holds a Post Graduate Diploma in Financial Advising (PGDFA) and is a Certified Associate (CAIIB) of the Indian Institute of Banking & Finance. He has held several senior positions during his distinguished career, including Regional Manager in Bhopal, Deputy General Manager and Branch Head of Mid Corporate Branches in Nagpur (Maharashtra) and Raipur (Chhattisgarh), and General Manager & Sector Head for the Steel Sector in the Stressed Asset Resolution Group of SBI. He also served as Nominee Director at India Infrastructure Finance Company (UK) Ltd for a tenure of three years and

another three years. Additionally, he held the position of Chief General Manager of the Lucknow Circle for two years. He has been awarded Freedom of the City of London in 2022 and Bank of the Year 2021 by the Asian Business Awards, UK, and also Lifetime Achievement Award by the Indian Investor Federation, Lucknow, in 2024.

In the opinion of the Board, Mr Sharad Chandak, who is proposed to be appointed as an Independent Director of the Company with effect from 21<sup>st</sup> May 2025 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 Chandak 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. Chandak 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 Sharad Chandak as Non-Executive Independent Director on the Board of the Company for a first term of 5 (five) consecutive years commencing from 21<sup>st</sup> May 2025 to 20<sup>th</sup> May 2030, set out in the resolution at Item No. 5 of the Extra Ordinary General Meeting Notice to the Members for their consideration and approval, by way of Ordinary Resolution.

## Memorandum of Interest

None of the Directors or Key Managerial Personnel of the Company and/or their relatives other than Mr Sharad Chandak, 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.

The Board recommends the resolution for approval of the members.

By Order of the Board  
SMS Limited



Anand Sancheti  
Managing director

DIN: 00953362

Add: 10 Atulya Amravati Road, Bharat  
Nagar, Hindustan Colony, University  
Campus, Nagpur- 440033, MH, India

Date: 21/05/2025

Place: Nagpur

## 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>