



**Date: 29.08.2019**

**The Manager – Listing**  
Department of Corporate Services-CRD  
**BSE Limited**  
PhirozeJeejeebhoy Towers  
Dalal Street  
Mumbai-400001

**The Head – Listing & Compliance**  
**Metropolitan Stock Exchange of India Limited**  
Vibgyor Tower, 4<sup>th</sup> floor, Plot No. C 62,  
G-Block, Opp. Trident Hotel, BandraKurla  
Complex, Bandra (E),  
Mumbai-400098

**Ref.: BSE Scrip Code: 522289 & MSEI Code: IFMIMPX**

**Subject: Outcome of the Meeting of Board of Directors**

Dear Sir/Madam,

This is to inform you that the meeting of the Board of Directors held on Thursday, August 29, 2019 has inter alia approved and considered the following resolutions:

1. The Board considered and approved Notice of 33<sup>rd</sup> Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> day of September, 2019 at 09:30 A.M. at 419, Udyog Sadan, MCD Canteen, Patparganj Industrial Area, New Delhi 110092.
2. Auditors' Report along with complete financial statement for the financial year 2018-19 which has been approved by the Board of Directors of the Company has decided to recommend to the shareholders for the adoption at the Annual General Meeting of the Company.
3. Approval of Directors' Report and annexure thereto.
4. The E-Voting period for the Annual General Meeting was decided to be from 09:00 a.m. on Friday, 27<sup>th</sup> September, 2019 and will end at 5.00 p.m. on Sunday, 29<sup>th</sup> September, 2019.
5. The Board fixed the Book Closure date from Monday, September 23, 2019 to Monday, September 30, 2019 (both days inclusive).
6. The Board fixed the cut-off date on Monday, 23<sup>rd</sup> day of September, 2019 for providing e-voting services.
7. The Board approved the complete 33<sup>rd</sup> Annual Report for the financial year 2018-19 for the printing and dispatched to the shareholders and the concern authorities.
8. The Board considered and approved the appointment of Mr. Nitesh Kumar Singh, Practicing Company Secretary, having Membership No. 40930 as the Scrutinizer for conducting the e-voting process in a fair and transparent manner for the purpose of 33<sup>rd</sup> Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> day of September, 2019 at 09:30 A.M. at 419, Udyog Sadan, MCD Canteen, Patparganj Industrial Area New Delhi 110092.

We hope you will find the same in order.

Kindly take the above information on your records.

Thanking you,

For NMS

(Company

Officer)

[ Formerly "IFM Impex Global Limited" ]

CIN: L74110DL1986PLC025457

REGISTERED OFFICE: 48, Hasanpur, I.P. Extension, East Delhi, DL 110092

PHONE: +91 11 22248139 | E-MAIL ID: info@nmsresourcesglobal.com | WEBSITE: www.nmsresourcesglobal.com



# **NMS RESOURCES GLOBAL LIMITED**

**(Formerly 'IFM IMPEX GLOBAL LTD')**

R.O.: H.No. 48, Hasanpur, I.P. Extension Delhi East Delhi - 110092

CIN: L74110DL1986PLC025457

Tel. No. +91 011 22248139,

Email id: corp.affairs.ifm@gmail.com,

Website: www.nmsresourcesglobal.com

## **NOTICE OF 33<sup>RD</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of NMS Resources Global Limited (Formerly 'IFM Impex Global Limited') will be held on Monday, 30<sup>th</sup> September, 2019 at 09:30 A.M. at 419, Udyog Sadan, MCD Canteen, Patparganj Industrial Area, New Delhi 110092 to transact the following businesses:

### **ORDINARY BUSINESSES:**

#### **ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the financial statements of the Company for the financial year ended on 31<sup>st</sup> March 2019, including Audited Balance Sheet as at 31st March, 2019 and the Profit & Loss Account for the year ended on that date, together with the report of the Directors and Auditors thereon.

#### **ITEM NO. 2 – APPOINTMENT OF DIRECTOR**

To appoint a director in place of Mr. Om Pal Yadav (DIN: 01607006) who retires by rotation and being eligible to offer himself for re-appointment.

**“RESOLVED THAT** Mr. Om Pal Yadav having DIN (01607006), who retire by rotation in terms of section 152 of companies Act, and being eligible be and is hereby re-appointed as a Director of the Company whose office shall be liable to retirement by rotation.”



## **SPECIAL BUSINESS**

### **ITEM NO- 3- APPOINTMENT OF MR. SANJAY KUMAR GUPTA AS WHOLE TIME DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time of the said Act) and in terms of the Memorandum and Articles of Association of the Company, consent of the Company be and hereby accorded to appoint Mr. Sanjay Kumar Gupta (DIN: 01219963) as a Whole Time Director of the Company for a period of Five years with effect from 25<sup>th</sup> July, 2019 to 24<sup>th</sup> July, 2024, with the liberty given to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration in such manner as may be agreed to by and between the Company and Mr. Sanjay Kumar Gupta (DIN: 01219963) provided however such alterations are within the maximum limits laid down in the Companies Act, 2013 for the time being in force.”

**“RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

### **ITEM NO-4- APPOINTMENT OF MRS. UDITA GUPTA AS THE DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Udit Gupta (DIN: 06545020), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”

**“RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”



#### **ITEM NO- 5 APPOINTMENT OF MR. CHANDAN SINGH AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Chandan Singh (DIN: 06957479), who was appointed as an Additional Director of the Company with effect from 25<sup>th</sup> July, 2019 under Section 161 of the Act. He is a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term upto five consecutive years commencing from 25<sup>th</sup> July, 2019 to 24<sup>th</sup> July 2024 and shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

#### **ITEM NO. 6 ALTERATION OF OBJECT CLAUSE OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to provisions of Section 13 and other applicable provisions, if any of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder, if any, consent of the members of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, for the insertion of new sub clause no. 15 to Clause (A) of Part III of the Memorandum of Association of the Company as follows:

**15.** To carry on the business of consultancy, liasoning, marketing, soliciting to act as Engineering & Procurement contractors in relation to and to erect, construct, supervise, maintain, alter, repair, pull down, either alone or jointly with other companies or persons, works of all descriptions, including water works, Water Resource Planning, Water Needs and Demands Analysis, Bulk Water, Reservoirs and Dams, water treatment plants and to undertake turnkey projects of every description and to undertake the supervision of any plant and factory.

**“FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorised to take necessary steps to



obtain confirmation of requisite authority in respect of the aforesaid alteration of the Object Clause of the Memorandum of Association of the Company and to agree to such modification, terms and conditions in the proposed new sub-clause as may be directed by the said authority and to modify the same accordingly.”

**ITEM NO. 7 APPROVAL OF LIMITS FOR THE LOANS, GUARANTEES AND INVESTMENT BY THE COMPANY AS PER SECTION 186 OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 and any other applicable provisions of the

Companies Act, 2013 (“the Act”) and Rules made there under (including any statutory modification(s) thereof for the time being in force and as may be enacted from time to time), consent of members be and is hereby accorded to the Board of Directors to give loans to/ invest in shares, debentures and securities etc., to give corporate guarantees, on behalf of the Company, up to a sum not exceeding Rs. 200 crore (Rupees Two Hundred Crores only) in aggregate in Joint Ventures, subsidiaries or any other associate companies’/ body corporate / SPVs/JVs or other form of entity / entities which the Company may be required to form or acquire or as may be approved by the Board of Directors, from time to time, and as they may deem fit, notwithstanding the fact that the said loans/ investments/ guarantees together with the loans / investments / guarantees already made/ provided may exceed 60% of its paid up share capital, free reserves or 100% of its free reserves whichever is more.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds and things as may be appropriate and necessary in the best interest of the Company and its shareholders for the purpose of making loans/ investments/ giving guarantees etc. on behalf of the Company, from time to time or may authorize the officials of the company to give effect to the foregoing resolution.”

**By Order of the Board of Director**

**Reg. Office:**

**H.No. 48, Hasanpur  
I.P. Extension Delhi  
Delhi – 110092**

**Date: 29.08.2019**

**Place: New Delhi**

**NMS RESOURCES GLOBAL LIMITED**

**Sd/-**

**Abhineet Srivastava  
(Company Secretary)**



## **NOTES:**

The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item no. 3 to 7 of the Notice, Is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.

***A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.***

***A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.***

Corporate members are requested to send to the Company, a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.

The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, September 23, 2019 to Monday, September 30, 2019 (both days inclusive).**

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

Members are requested to write their folio number/ DP ID/Client ID in the attendance slip for attending the meeting.

SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

As a measure of economy and a step toward green initiative, Members are requested to bring their copy of Annual Report to the meeting. Members/ Proxies should bring the attendance slip duly filled



in and signed for attending the meeting.

To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.

The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s). Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The e-voting period will commence at on 09:00 a.m. on Friday, 27th September, 2019 and will end at 5.00 p.m. on Sunday, 29th September, 2019. The Company has appointed Mr. Nitesh Kumar Singh, Practicing Company Secretary, having Membership No. 40930 to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given note no. 15.

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.

The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may only cast their vote at the AGM through ballot paper.

At the 32nd AGM held on September 29, 2018 the members approved appointment of M/s N Kantan & Associates, Chartered Accountants (Firm Registration No. 014757C) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 37th AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 33rd AGM.

In terms of Section 108 of the Companies Act, 2013 Read with the rule 20 of the Companies (Management & Administration) Rules, 2014 it is mandatory on the part of the Company to provide e-Voting



facility. Company is providing facility for Voting by electronic means and the business may be transacted through such voting.

**The instructions for members for voting electronically are as under:-**

- (i) **The voting period begins on 09:00 a.m. on Friday, 27th September, 2019 and will end at 5.00 p.m. on Sunday, 29th September, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date day, Monday, 23<sup>rd</sup> September 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio number / Client ID in the PAN field.</li> <li>In case the Folio Number/Client ID is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Folio/ Client ID 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in DD/MM/YYYY format.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.



- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of NMS Resources Global Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders & Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions



("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**By Order of the Board of Director**

**Reg. Office:**

**H.No. 48, Hasanpur  
I.P. Extension Delhi  
Delhi - 110092**

**Date: 29.08.2019**

**Place: New Delhi**

**NMS RESOURCES GLOBAL LIMITED**

**Sd/-**

**Abhineet Srivastava  
(Company Secretary)**

### **Explanatory Statement**

(Pursuant to section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 7 of the accompanying Notice:

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

#### **ITEM NO: 3**

Mr. Sanjay Kumar Gupta (DIN: 01219963) is proposed to be appointed as whole Time Director of the company. The duties of the Whole time Director shall be discharged subject to the superintendence, control and direction of the Board and he shall perform on behalf of the company in the ordinary course of business including all such acts, deeds, and things, which in the ordinary course of business, he may consider necessary or proper or are in the interest of the company.

In view of his extensive experience, knowledge and dedicated efforts made for the Company, Board is considering his involvement, a necessity for Company's future growth.

Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Mr. Sanjay Kumar Gupta (DIN: 01219963) as Whole Time Director by members of the Company.

Except, Mr. Sanjay Kumar Gupta (DIN: 01219963), none of the Director(s) is/are interested in the said resolution.

#### **Terms & Conditions**



**Designation:** Whole Time Director

**Term:** 5 years starting with effect from 25<sup>th</sup> July, 2019

**Salary:** INR 4,50,000 P.A.

#### Brief Profile of Mr. Sanjay Kumar Gupta

He is very dynamic personality; he is having experience more than 15 years in the Skill India projects and also having experience of engineering projects. He is an active investor and advisor to startups in the areas of Training, Construction, Infrastructure Consultancy, Information Technology, HRD and Marketing as well.

Keeping in view the experience and expertise, the Board of Directors recommends the proposed Ordinary Resolution for his appointment set out at Item No.3 for your approval.

Except Mr. Sanjay Kumar Gupta, None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 3 of the Notice calling AGM.

#### ITEM NO: 4

Your Board, on recommendation by Nomination and Remuneration Committee, at its meeting held on August 14, 2019 has appointed Mrs. Udit Gupta (DIN: 06545020) as an Additional Director on the Board of Company to hold office till the next Annual General Meeting of the Company and therefore, her office is liable to be vacated at this Annual General Meeting. Your Board recommends appointment of Mrs. Udit Gupta (DIN: 06545020) as a Non-Executive Director of the Company and the term is liable to retire by rotation. A brief profile of Mrs. Udit Gupta is attached herewith.

Except Mrs. Udit Gupta, None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 4 of the Notice calling AGM.

#### Terms & Conditions

**Designation:** Non-Executive Director

**Salary:** INR 3,50,000 P.A.

#### Brief Profile of Mrs. Udit Gupta

She is having experience in the field of Business Management and Administration more than 10 years. She is very professional and has strong business acumen.

Keeping in view the experience and expertise, the Board of Directors recommends the proposed Ordinary Resolution for her appointment set out at Item No. 4 for your approval.

#### ITEM NO- 5

Your Board, on recommendation by Nomination and Remuneration Committee, at its meeting held on July 25, 2019 has appointed Mr. Chandan Singh (DIN: 06957479) as an Additional Director on the Board of Company to hold office till the next Annual General Meeting of the Company and therefore, his office is liable to be vacated at this Annual General Meeting. Your Board recommends appointment of Mr. Chandan Singh (DIN: 06957479) as an Independent Director of the Company for a period of 5 (Five) years, w.e.f. July 25, 2019 and the term is not liable to retire by rotation. A brief resume of Mr. Chandan Singh (DIN: 06957479) is attached herewith. Mr. Chandan Singh has submitted a declaration to the Company to the effect that he meets the criteria of



independence as provided under Section 149(6) of the Act.

#### **Brief Profile of Mr. Chandan Singh**

Mr. Chandan Singh graduated with a Bachelor of Commerce and in degree followed by MBA from Punjab Technical University in Finance and also PGPM from Institute of Management and Development, New Delhi. He has more than 9 years of experience of Business Management, Finance, Accounts, Audit, Skill Development, Payroll, Infrastructure, Consultancy etc.

In the opinion of the Board, Mr. Chandan Singh fulfils the conditions specified in the Act and the Rules framed there under for appointment as Non-Executive Independent Director and he is independent of the management. Mr. Chandan Singh has submitted, a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, consent to act as Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1.

If appointed, Mr. Chandan Singh will act as an Independent Non Executive Director, not liable to retire by rotation.

Keeping in view the experience and expertise, the Board of Directors recommends the proposed Ordinary Resolution for his appointment set out at Item No.5 for your approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 5 of the Notice calling AGM.

#### **ITEM NO-6**

In view of new emerging business opportunities in the similar line of business in which your company operates, it is proposed to supplement the existing Main Objects by restating/ elaborating clause 15 of existing Main objects of Memorandum of Association as provided in the Item No.6 of the accompanying notice.

Approval of the members by way of special resolution is sought in terms of Section 13 of the Companies Act, 2013 for such restatement of Main Objects clause 15 of the Memorandum of Association of the company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 6 of the Notice calling AGM.

#### **ITEM NO-7**

As part of requirement under various Contracts of the company and also to achieve long term strategic and business objectives, Company proposes to invest in other bodies corporate or grant loans, give corporate guarantees or provide securities to other persons or other body corporate as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is higher.

Accordingly, the Board of Directors of the Company proposes to seek approval of shareholders by way of special resolution to authorize the Board to exercise powers for an amount not exceeding Rs. 200 crore (Rupees Two Hundred Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.



None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 7 of the Notice calling AGM.

**Reg. Office:**  
**H.No. 48, Hasanpur I.P. Extension Delhi**  
**Delhi - 110092**  
**Date: 29.08.2019**  
**Place: New Delhi**

**By Order of the Board of Director**  
**NMS RESOURCES GLOBAL LIMITED**  
**Sd/-**  
**Abhineet Srivastava**  
**(Company Secretary)**

**Details of Directors seeking Appointment or Re-appointment at the Annual General Meeting**  
**(In pursuance of Regulation 36 of SEBI Listing Regulations)**

Name of Director	Mr. O.P. YADAV
Date of Birth	15.06.1976
Age (Years)	41
Date of Appointment	31.10.1999
Qualification	B. Com
Terms and condition of Appointment/reap- pointment	Retiring by rotation and being eligible offer himself for re-appointment
Details of Remuneration	Nil
No. of Meeting attended	8 meeting has been attended
Relations with Other Director (Inter-Se)	Nil
Expertise in specific functional areas	He has rich experience in import Export Business
Directorship held in Other listed Companies	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company	1, Chairman of Stakeholder Relationship Committee 2. Member of Risk Management Committee 3. Member of Audit Committee 4. Member of Nomination And Remuneration Committee
Number of Shares held	842750



## **NMS RESOURCES GLOBAL LIMITED**

**(Formerly 'Ifm Impex Global Limited')**

H.No. 48, Hasanpur, I.P. Extension Delhi East Delhi DL 110092

CIN: L74110DL1986PLC025457

Tel. No. +91 011 45261214,

Email id: corp.affairs.ifm@gmail.com,

Website: [www.nmsresourcesglobal.com](http://www.nmsresourcesglobal.com)

### **Form No. MGT - 12**

Sl. No. ....

### **BALLOT PAPER**

33<sup>rd</sup> Annual General Meeting of the Members of **NMS RESOURCES GLOBAL LIMITED (Formerly 'Ifm Impex Global Limited')** will be held on Monday, 30<sup>th</sup> September, 2019 at 09:30 A.M. at 419, Udyog Sadan, MCD Canteen, Patparganj Industrial Area, New Delhi 110092

Folio No./DPID & Client ID	
No. of Shares held	
Name of the Shareholder or name of the Proxy	

S. No.	Brief of Resolutions	In favor of resolutions*	Against the Resolutions
1.	Adoption of Financial Statements of the Company for the year ended 31 March, 2019 including Balance Sheet as at 31 March, 2019 and the Statement of Profit & Loss, Reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. O.P Yadav, who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	Appointment of Mr. Sanjay Kumar Gupta as a whole time director of the company		
4.	Appointment of Mrs. Udit Gupta as the director of the company		
5.	Appointment of Mr. Chandan Singh as an Independent Director of the Company		
6.	To approve Alteration of Object Clause of the Company		
7.	Approval of limits for the loans, guarantees and investment by the Company as per Section 186 of the Companies Act, 2013		

Signature of Member(s)/proxy\*

Please tick in the appropriate column



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### **Form No. MGT – 11**

#### **PROXY FORM**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of Member(s)	
Registered Address	
Folio No./DP ID Client Id:	
E-mail Id:	

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint:

Name	
Address	
Email Id	
Signature	

Or falling him/her

Name	
Address	
Email Id	
Signature	

Or falling him/her

Name	
Address	
Email Id	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2019 at 09.30 A.M. at 419, Udyog Sadan, MCD Canteen, Patparganj Industrial Area, New Delhi 110092 and at any adjournment thereof in respect of such resolutions as are indicated below:



S. No.	Brief of Resolutions	In favor of resolutions*	Against the Resolutions
1.	Adoption of Financial Statements of the Company for the year ended 31 March, 2019 including Balance Sheet as at 31 March, 2019 and the Statement of Profit & Loss, Reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Mr. O.P Yadav, who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	Appointment of Mr. Sanjay Kumar Gupta as a whole time director of the company		
4.	Appointment of Mrs. Udit Gupta as the director of the company		
5.	Appointment of Mr. Chandan Singh as an Independent Director of the Company		
6.	To approve Alteration of Object Clause of the Company		
7.	Approval of limits for the loans, guarantees and investment by the Company as per Section 186 of the Companies Act, 2013		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

Signature of Shareholder

Signature of Proxy holder(s)

#### Notes:

- This Form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
- A Proxy need not be member of the Company.
- In case of joint holders, the signature of one holder will be sufficient, but names of all joint holders should be stated.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy, however, such person shall not act as proxy for any other person or Shareholder.



## ROUTE MAP

419, Udyog Sadan, MCD Canteen, Patparganj Industrial Area, New Delhi 110092

