

32nd
ANNUAL REPORT
2017-18

NMS RESOURCES GLOBAL LIMITED
(Formerly 'IFM IMPEX GLOBAL LTD')

CONTENTS

Board of Directors

BOARD OF DIRECTORS

Mr. Om Pal Yadav	Managing Director
Mr. Pankaj Chander	Non-Executive Director
Mr. Ravinder Dixit	Independent Director
Mrs. Meenakshi Gupta	Non-Executive Director
Mr. Rajiv Bajpai	Independent Director
Mr. Hari Prakash Gupta	Independent Director
Mr. Rahul Taneja	Chief Financial Officer (CFO)
Mr. Abhineet Srivastava	Company Secretary & Compliance Officer

Board of Committees

AUDIT COMMITTEE

Mr. Pankaj Chander	Chairman
Mr. Rajiv Bajpai	Member
Mr. Ravinder Dixit	Member
Mr. Abhineet Srivastava	Secretary

NOMINATION AND REMUNERATION COMMITTEE

Mr. Pankaj Chander	Chairman
Mr. Rajiv Bajpai	Member
Mr. Hari Prakash Gupta	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Om Pal Yadav	Chairman
Mr. Pankaj Chander	Member
Mr. Rajiv Bajpai	Member

RISK MANAGEMENT COMMITTEE

Mr. Pankaj Chander	Chairman
Mr. Rajiv Bajpai	Member
Mr. Om Pal Yadav	Member

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Abhineet Srivastava [with effect from February 09, 2018]

CORPORATE INFORMATION

CORPORATE IDENTITY NUMBER (CIN)

L74110DL1986PLC025457

AUDITORS

(Old Auditor)

M/s. Neeraj Ramesh Chandra & Associates.
Chartered Accountants
A-64, Golf View Apartments, Saket,
New Delhi 110017
Tel No.: 011-26855095

(New Auditor)

M/s N Kantan & Associates
Chartered Accountants
D-283. LGF, Nirman Vihar
Delhi-110092

BANKERS

Canara Bank,
Lajpat Nagar Branch, New Delhi

INTERNAL AUDITOR

M/s Pardeep Sharma & Associates
Chartered Accountants
#B-35, 2nd Floor, Kewal Park
Azadpur, N.S. Mandi, Delhi 110033

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

M/s Skyline Financial Services Private Limited
1st Floor, D-153A, Okhla Industrial Area, Phase I,
New Delhi - 110 020
Tel No. 011 2681 2682, 6473 2681

REGISTERED OFFICE

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

COMPLIANCE OFFICER

Mr. Abhineet Srivastava

32nd ANNUAL GENERAL MEETING

Day: Saturday
Date: 29th September, 2018
Time: 10:00 AM
Venue: IPEX Bhawan,
Madhu Vihar Road,
Opposite Plato Public School, Patparganj,
Delhi 110092

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/info@nmsresourcesglobal.com,

Website: www.ifmimpex.com/www.nmsresourcesglobal.com

NOTICE OF 32nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of NMS Resources Global Limited (Formerly 'IFM Impex Global Limited') will be held on Saturday, 29th September, 2018 at 10:00 A.M. at IPEX Bhawan, Madhu Vihar Road, Opposite Plato Public School, Patparganj, 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 31st March 2018, including audited Balance Sheet as at 31st March, 2018 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.”

ITEM NO. 3 –APPOINTMENT OF AUDITORS

To the appointment of Statutory Auditors of the Company, and to fix their remuneration and to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139,142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s N Kantan & Associates, Chartered Accountant, (FRN: 014757C) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this Annual General Meeting till the conclusion of Thirty Seven Annual General Meeting of the Company to be held in the year 2023, subject to ratification as to said appointment at every Annual General Meeting, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

ITEM NO- 4- REGULARISATION AND APPOINTMENT OF MR. PANKAJ CHANDER AS THE DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass 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), Mr. Pankaj Chander (DIN: 00053351), 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- REGULARISATION AND APPOINTMENT OF MRS. MEENAKSHI GUPTA AS THE DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass 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. Meenakshi Gupta (DIN: 01261976), 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- 6 REGULARISATION AND APPOINTMENT OF MR. RAJIV BAJPAI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass 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. Rajiv Bajpai (DIN: 05169212), who was appointed as an Additional Director of the Company with effect from 04th January, 2018 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 04th January, 2018 to 03rd January 2023 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- 7- REGULARISATION AND APPOINTMENT OF MR. RAVINDER DIXIT AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass 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. Ravinder Dixit (DIN: 00309588), who was appointed as an Additional Director of the Company with effect from 04th January, 2018 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 04th January, 2018 to 03rd January 2023 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- 8- REGULARISATION AND APPOINTMENT OF MR. HARI PRAKASH GUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass 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. Hari Prakash Gupta (DIN: 06847881), who was appointed as an Additional Director of the Company with effect from 04th January, 2018 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 04th January, 2018 to 03rd January 2023 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-9- RE-APPOINTMENT OF MR. OM PAL YADAV AS A MANAGING DIRECTOR

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to recommendations of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Om Pal Yadav (DIN: 01607006) as the Managing Director of the Company for the period of Five years with effect from 5th August, 2019 to 4th August, 2024 without remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment, re-appointment of Mr. Om Pal Yadav in the best interests of the Company.”

“RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable for the purpose of giving effect to the above resolution and also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise with respect to the re-appointment of Mr. Om Pal Yadav as Managing Director of the Company.”

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

**By Order of the Board of Director
NMS RESOURCES GLOBAL LIMITED**

**Date: 01.09.2018
Place: New Delhi**

**Abhineet Srivastava
(Company Secretary)**

NOTES:

1. ***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.

2. 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.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, September 21, 2018 to Saturday, September 29, 2018 (both days inclusive).**
4. 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.
5. An Explanatory Statement pursuant to Section 102 of the Act in respect of Item nos. 5 to 10 of the Notice set out above, is annexed hereto.
6. Members are requested to write their folio number/ DP ID/Client ID in the attendance slip for attending the meeting.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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 Wednesday, 26th September, 2018 and will end at 5.00 p.m. on Friday, 28th September, 2018. The Company has appointed Mr. Shivam Rastogi, Practicing Company Secretary, having Membership No. 39199 to act as the Scrutinizer, for conducting the scrutiny of