



**NMS**  
RESOURCES GLOBAL LIMITED

**33<sup>rd</sup>**  
**ANNUAL REPORT**  
**2018-19**



### **BOARD OF DIRECTORS**

<b>Mr. Om Pal Yadav</b>	Managing Director
<b>Mr. Sanjay Kumar Gupta</b>	Executive Director
<b>Mr. Ravinder Dixit</b>	Independent Director
<b>Mrs. Udit Gupta</b>	Woman Director
<b>Mr. Chandan Singh</b>	Independent Director
<b>Mr. Abhineet Srivastava</b>	CFO & Company Secretary

### **Board of Committees**

#### **AUDIT COMMITTEE**

Mr. Chandan Singh	Chairman
Mr. Om Pal Yadav	Member
Mr. Ravinder Dixit	Member
Mr. Abhineet Srivastava	Secretary

#### **NOMINATION AND REMUNERATION COMMITTEE**

Mr. Chandan Singh	Chairman
Mr. Ravinder Dixit	Member
Mr. Om Pal Yadav	Member

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Mr. Om Pal Yadav	Chairman
Mr. Chandan Singh	Member
Mr. Ravinder Dixit	Member

#### **RISK MANAGEMENT COMMITTEE**

Mr. Sanjay Kumar Gupta	Chairman
Mr. Chandan Singh	Member
Mr. Om Pal Yadav	Member

#### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Mr. Abhineet Srivastava



## **CORPORATE INFORMATION**

### **CORPORATE IDENTITY NUMBER (CIN)**

L74110DL1986PLC025457

### **BANKERS**

Canara Bank,  
HDFC Bank Limited

### **AUDITORS**

M/s. N Kantan & Associates  
Chartered Accountants  
158, 1<sup>st</sup> Floor D-288/10  
Wadhwa Complex, Near Laxmi Nagar  
Metro Station, Delhi 110092  
Tel No.: 011-40583785

### **INTERNAL AUDITOR**

M/s Anju Gupta & Company  
Chartered Accountants  
#1558, Sector 31, HBC  
Gurgaon- 122001

### **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, 40450193

### **REGISTERED OFFICE**

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

### **COMPLIANCE OFFICER**

Mr. Abhineet Srivastava

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

Day: Monday  
Date: 30<sup>th</sup> September, 2019  
Time: 09:30 AM  
Venue: 419, Udyog Sadan, MCD Canteen,  
Patparganj Industrial Area, New Delhi  
110092



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## **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 BUSINESSSES:**

##### **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 31<sup>st</sup> 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.”

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

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

**Date: 29.08.2019  
Place: New Delhi**

**Abhineet Srivastava  
(Company Secretary)**

**NOTES:**

1. 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.



- 2. 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.**

3. 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.
4. 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).**
5. 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.
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 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.
12. 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.
13. 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.
14. 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.
15. 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.