



NMS
RESOURCES GLOBAL LIMITED

36th _____ Annual Report 2021-2022

NMS RESOURCES GLOBAL LIMITED



CONTENTS

BOARD OF DIRECTORS

Mr. Om Pal Yadav	Managing Director
Mr. Pankaj Chander	Non-Executive Director
Mr. Sugan Choudhary	Independent Director
Mr. Ujjwal Narayan	Independent Director
Mr. Sanjay Singh	Independent Director
Mr. Dhananjai Gupta	Non-Executive Director
Mrs. Meenakshi Gupta	Woman Director
Mr. Subham Choudhary	CFO

Board of Committees as on March 31, 2022

AUDIT COMMITTEE

Mr. Sugan Choudhary	Chairman
Mr. Pankaj Chander	Member
Mr. Ujjwal Narayan	Member
Ms. Akansha Trivedi	Secretary

NOMINATION AND REMUNERATION COMMITTEE

Mr. Ujjwal Narain	Chairman
Mr. Sugan Choudhary	Member
Mr. Om Pal Yadav	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Ujjwal Narain	Chairman
Mr. Sanjay Singh	Member
Mr. Sugan Choudhary	Member

RISK MANAGEMENT COMMITTEE

Mr. Sanjay Singh	Chairman
Mr. Ujjwal Narain	Member
Mr. Om Pal Yadav	Member

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Akansha Trivedi

CORPORATE INFORMATION

CORPORATE IDENTITY NUMBER (CIN)

L74110DL1986PLC025457

BANKERS

Canara Bank,
HDFC Bank Limited

AUDITORS FOR THE FY 2021-22

M/s. SPS Associates
Chartered Accountants
FRN : 012358IN

FOR THE YEAR 2022-23 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 – 110020, Tel No. 011 2681 2682,
40450193

REGISTERED OFFICE

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

36th ANNUAL GENERAL MEETING

Day: Friday
Date: 30th September, 2022
Time: 10:30 A.M.
Mode: Video Conferencing (VC)/Other
Audio Visual Means (OAVM)

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NMS RESOURCES GLOBAL LIMITED

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

CIN: L74110DL1986PLC025457

Tel. No. +91 011 22248139,

Email id: info@nmsresourcesglobal.com,

Website: www.nmsresourcesglobal.com

NOTICE OF 36th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th Annual General Meeting of the Members of NMS Resources Global Limited will be held on Friday, 30th September, 2022 at 10:30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESSES:

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Standalone and Consolidated financial statements of the Company for the financial year ended on 31st March 2022, including Audited Balance Sheet as at 31st March, 2022 and the Profit & Loss Account and Cash Flow Statement for the year ended on that date, together with the report of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to section 134 of the Companies Act, 2013, and other applicable provisions of this Act, and rules made thereunder, including any amendment thereto for the time being in force, the annual financial statements for the F.Y 2021-2022 including Balance Sheet as at March 31st, 2022 the Statement of Profit And Loss for the year ending March 31st, 2022 along with the notes appended thereto and the Cash Flow Statement for the year ending March 31st, 2022 and explanatory notes annexed thereto, or forming part of any document referred above be and are hereby received, considered and approved."

ITEM NO. 2 – APPOINTMENT OF AUDITOR :

To appoint Statutory Auditors of the Company, and to fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as 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 SPS Associates, Chartered Accountant, (FRN: 012358N) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office for a term of 5 (five) year from the conclusion of this Annual General Meeting till the conclusion of 40th Annual General Meeting of the Company to be held for the financial year 2025-26, at such remuneration and terms and conditions, as set out in the explanatory statement to this notice."

ITEM NO. 3- REGULARIZATION OF MRS. MEENAKSHI GUPTA (DIN: 01261976) AS DIRECTOR OF THE COMPANY:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, Mrs. Meenakshi Gupta (DIN: 01261976) whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Director of the Company;

RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

ITEM NO. 4- REGULARIZATION OF MR. SUGAN CHAUDHARY (DIN: 07239488) AND APPOINTMENT AS INDEPENDENT DIRECTOR OF THE COMPANY:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, Mr. Sugan Chaudhary (DIN: 07239488) whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Independent Director of the Company;

RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

ITEM NO. 5- REGULARIZATION OF MR. DHANANJAI GUPTA (DIN: 09313878) AS DIRECTOR OF THE COMPANY:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, Mr. Dhananjai Gupta (DIN: 09313878) whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Director of the Company;

RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

ITEM NO. 6- REGULARIZATION OF MR. SANJAY SINGH (DIN: 09313879) AND APPOINTMENT AS INDEPENDENT DIRECTOR OF THE COMPANY:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, Mr. Sanjay Singh (DIN: 09313879) whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Independent Director of the Company;

RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

ITEM NO. 7:- APPOINTMENT OF MR. PANKAJ CHANDER GUPTA (DIN: 00053351), DIRECTOR RETIRE BY ROTATION

“Resolved That pursuant to the provisions of Section 152 & other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (as amended) and the rules and regulations framed there under, Mr. Pankaj Chander Gupta (DIN:

00053351) who retires by rotation at this meeting and being eligible, offered herself for re-appointment, be and is hereby re-appointed as a director of the company, liable to retire by rotation”.

Special Business

ITEM NO. 8:- MERGER OF COMPANIES WITH THEIR WHOLLY OWNED SUBSIDIARIES

The Board Of Directors discussed the aspect of merger of all its present wholly owned subsidiaries into one entity i.e. **NMS RESOURCES GLOBAL LIMITED**. The Name of the Subsidiaries are as Follows:

1. GEO IT & INFRA PVT LTD
2. M S CORRIDOR MANAGEMENT PRIVATE LIMITED
3. EBONY & IVORY ADVERTISING INDIA PVT LTD
4. KUBERAKSHI ADVISORY SERVICES PRIVATE LIMITED
5. CREDIBLE MANAGEMENT SOLUTIONS PVT LTD
6. IDM ENTERPRISES PVT LTD
7. MSC-BVI CONSULTING PVT LTD

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

“RESOLVED THAT pursuant to the applicable provisions of companies act 2013 and subject to the approval of shareholders, consent of the board of directors be and is hereby accorded to merge all the existing subsidiaries of company in the existing company namely **"NMS RESOURCES GLOBAL LIMITED"**

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

**Date: 01.09.2022
Place: New Delhi**

**O. P. Yadav
Managing Director
DIN:- 01607006**

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning with respect to special business provided under the Notice, is annexed hereto.
2. The relevant details, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings (SS-2) 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.
3. Register of Members and Share Transfer Books will remain closed from Friday 23, September 2022 to Friday, September 30, 2022. (both days inclusive).
4. i) Members are requested to quote their folio, DP and client ID No. in all correspondence with the Company.

ii) If there is any change in the postal address / email ID, members may update their new address or email ID with their respective DP in case of holding shares in demat form and if holding shares in physical form they should write to the Company.

iii) Members holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company may send Form SH- 13 for the purpose which is available at the Registered Office of the Company

iv) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities Market. Members holding shares in demat form are requested to update their PAN details with their respective DPs and those holding shares in physical form may send self-attested copy of PAN card to the Company.
5. Members holding shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
6. The Ministry of Corporate Affairs (MCA) has undertaken a "Green Initiative in Corporate Governance" and allowed Companies to send documents through electronic mode to its members. As per Regulation 36(1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies shall send soft copies of the Annual Report and other notices to all those members who have registered their email ids for the said purpose.

Members are requested to support this Green Initiative by registering/ updating their email ids for receiving electronic communications. Members holding shares in electronic mode are

requested to update their email ids with their respective DPs and those holding shares in physical mode are requested to update their email ids with the Company.

Voting through electronic means :

7. The MCA in continuation to its previous General Circulars (including General Circular No. 21/2021 dated 14th December 2021) issued two new circulars to allow Companies to hold AGM through video conferencing or other audio-visual means up to 31st December 2022.

Accordingly, the Companies can now conduct their EGM through VC or OAVM or transact items through the postal ballot in accordance with the provisions/framework provided in the previous General Circulars (in accordance with the requirements laid down in Para 3 & 4 of General Circular Nos. 20/2020 dated 05.05.2020) up to 31st December 2022.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
9. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
10. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
11. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <https://www.nmsresourcesglobal.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com and www.msei.in respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on 9:00 A.M on Tuesday, 27th September, 2022 and ends at 5:00 P.M on Thursday, 29th September, 2022. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type	of	Login Method
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