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### **BOARD OF DIRECTORS**

<b>Mr. Sughan Choudhary</b>	Managing Director (w.e.f. 26.07.2023)
<b>Mr. Om Pal Yadav</b>	Managing Director (Resigned w.e.f. 16.05.2023)
<b>Mr. Pankaj Chander</b>	Non-Executive Director(Resigned on 28.12.2022 & reappoint on 30.05.2022)
<b>Mr. Ujjwal Narayan</b>	Independent Director
<b>Mr. Sanjay Singh</b>	Independent Director
<b>Mr.Dhananjai Gupta</b>	Non- Executive Director
<b>Mrs. Meenakshi Gupta</b>	Woman Director (Resigned on 28.12.2022)
<b>Ms. Isha Gupta</b>	Woman Director (w.e.f. 28.12.2022)
<b>Mr. Subham Choudhary</b>	C.F.O.

### **Board of Committees as on March 31, 2023**

#### **AUDIT COMMITTEE**

Mr. Sughan Choudhary	Chairman
Mr. Pankaj Chander	Member
Mr. Dhananjai Gupta	Member
Ms. Charu Varshney	Secretary

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

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

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

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

#### **RISK MANAGEMENT COMMITTEE**

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

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

Ms. Charu Varshney

## **CORPORATE INFORMATION**

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

L74110DL1986PLC025457

### **BANKERS**

Canara Bank,  
HDFC Bank Limited

### **AUDITORS FOR THE FY 2022-23**

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

### **FOR THE YEAR 2023-24**

#### **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

### **37<sup>th</sup> ANNUAL GENERAL MEETING**

Day: Saturday  
Date: 30<sup>th</sup> September, 2023  
Time: 10:00 A.M.  
Venue : 48, Hasanpur, I.P. Extension  
Delhi - 110092

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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 37th ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 37th Annual General Meeting of the Members of NMS Resources Global Limited will be held on Saturday, 30<sup>th</sup> September, 2023 at H.No 48 , HASANPUR, I.P. EXTENSION EAST DELHI -110092 at 10:00 A.M. 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 31<sup>st</sup> March 2023, including Audited Balance Sheet as at 31<sup>st</sup> March, 2023 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 2022-2023 including Balance Sheet as at March 31<sup>st</sup>, 2023 the Statement of Profit And Loss for the year ending March 31<sup>st</sup>, 2023 along with the notes appended thereto and the Cash Flow Statement for the year ending March 31<sup>st</sup>, 2023 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 MR. DHANANJAI GUPTA (DIN: 09313878), 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. Dhananjai Gupta (DIN: 09313878) 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”.

**ITEM NO. 3 – APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY :**

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 AGGARWAL PAWAN, Chartered Accountant, (FRN: 031570N) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office for a term of 1 (ONE) year from the conclusion of this Annual General Meeting till the conclusion of 38th Annual General Meeting of the Company to be held for the financial year 2023-24, at such remuneration and terms and conditions, as set out in the explanatory statement to this notice."

**SPECIAL BUSINESS:**

**ITEM NO. 4 - REGULARIZATION OF Mr. PANKAJ CHANDER (DIN: 00053351) AS DIRECTOR OF THE COMPANY:**

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

**"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. PANKAJ CHANDER (DIN: 00053351) 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.5 -CHANGE IN DESIGNATION OF MR. SUGAN CHAUDHARY (DIN: 07239488) AND APPOINTMENT AS MANAGING DIRECTOR OF THE COMPANY:**

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

**"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) change in Designation from Independent Director to Managing Director of the Company for a term of Five years .

**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:- MERGER OF COMPANIES WITH THEIR WHOLLY OWNED SUBSIDIARIES AND SATURN INFOCOM LIMITED**

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

Pursuant to the provisions of section 230 and subject to the approval of the members/creditors and approval by the Hon'ble Tribunal, Bench at New Delhi, the Scheme of Amalgamation/ Merger in terms of the draft produced at the meeting duly initialled by the Chairman for the purpose of identification, be and is hereby approved for amalgamation of the company with

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
8. SATURN INFOCOM LIMITED

with effect from 1st April, 2023, being the 'Appointed Date'."

Mr. Dhananjai Gupta and Mr Pankaj Chander director of the Company be and here by severally authorized to sign any application, affidavit, petition or any other document as may be required to be signed in connection with the approval of the scheme. They are further authorized to do all such things, deeds and acts as may be deemed necessary and expedient in connection with the approval of the scheme for and on behalf of the company. Further Mr Dhananjai Gupta and Mr Pankaj Chander, directors of the company be and here by authorized to appoint and engage any advocate or firm of advocates and solicitors or any other Consultants in this regard to represent the company for approval of the scheme.

**ITEM NO.7 Issuance of 37,87,500 Fully Convertible Warrants on Preferential Basis**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed {"Stock Exchange(s)"}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines

issued thereon, from time to time, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is

hereby accorded to the Board to create, issue, offer and allot, on a preferential basis up to 37,87,500 Fully Convertible Warrants (“Warrants”), at an issue price of Rs. 20/- per warrant at price determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, aggregating to Rs7,57,50,000/- to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid-up Equity Shares of face value of Rs. 20/- each, for consideration other than cash (conversion of Debt) and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below-mentioned persons belonging to the promoter & promoter group and non-Promoter category, in the manner as follows:

S.NO	Name of Proposed allottee	No. of Warrants proposed to be allotted	Category
1	Gurdev Narain Foundation	25,00,000	Promoter
2	Rhythm Malik	10,000	Non-Promoter
3	Rakesh Gupta	7,500	Non-Promoter
4	Sachin Gupta	1,25,000	Non-Promoter
5	Komal Aggarwal	10,000	Non-Promoter
6	Chandan Singh	5,250	Non-Promoter
7	Sharjil Hasim	1,750	Non-Promoter
8	Sanjay Vishwakarma	2,625	Non-Promoter
9	Shubhara Dixit	10,325	Non-Promoter
10	Sandeep	450	Non-Promoter
11	Anju Choudhary	800	Non-Promoter
12	Aman Kumar Choudhary	800	Non-Promoter
13	Gaurav Mull	43,000	Non-Promoter
14	Kush Nanda	50,000	Non-Promoter

15	Raja Kanwar	1,25,000	Non-Promoter
16	Rakesh Gupta	50,000	Non-Promoter
17	Ramashish Prasad Singh	25,000	Non-Promoter
18	Ashish Aggarwal	35,000	Non-Promoter
19	BMD Renewable Energy	1,25,000	Non-Promoter
20	Siya Kant Sarvesh	1,50,000	Non-Promoter
21	Sanjay Gupta	5,00,000	Non-Promoter
22	Shakuntla Bindal	10,000	Non-Promoter
	<b>Total</b>	3787500	

**“RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Warrants shall be Thursday, 31<sup>st</sup> August, 2023, being the date 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held, i.e., Saturday, 30<sup>th</sup> September, 2023.”

**“RESOLVED FURTHER THAT** aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) Each Warrant held by the Proposed Allottee(s) shall entitle such allottee(s) to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the **“Warrant Exercise Period”**).
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018 which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.



- e) Warrants shall be issued and allotted by the Company only in dematerialized form.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.”

**“RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Directors and the Chief Financial Officer of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Equity, Warrants, application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

#### **ITEM NO. 08 : Change in Name 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 the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, and subject to the approval of Central Government, Registrar of Companies, NCT of Delhi & Haryana, the Stock Exchanges, where the shares of the company are listed and other Regulatory Authority/ies, as may be required, the consent of the members of the Company be and is hereby accorded to change the

name of the Company from “**NMS Resources Global Limited**” to “**NMS Global Limited**” or to such other name as may be approved by the Registrar of Companies, National Capital Territory of Delhi and Haryana.

**RESOLVED FURTHER THAT** consequent to the aforesaid change, the name “**NMS Resources Global Limited**” wherever appearing in the Memorandum and Articles of Association of the Company be substituted with “**NMS Global Limited**” or with such other name as may be approved by the Registrar of Companies, National Capital Territory of Delhi and Haryana.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorized to apply for another name in the eventuality the proposed name “**NMS Global Limited**” is not made available by the Registrar of Companies, National Capital Territory of Delhi and Haryana without requiring the Board to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all the Directors of the Company and/or Mr. SUBHAM CHAUDHARY, CFO of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required including but not limited to delegate all or any of the aforesaid powers in favour of any person / Official / Consultants / Practicing Company Secretary / Law firm etc, to act, represent and appear before any Statutory Authority for and on behalf of the Company for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** all the Directors of the Company and/or Mr. SUBHAM CHAUDHARY, CFO of the Company be and are hereby severally authorized to file the necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements and to do all such acts, deeds and things as may be required for the purpose of giving effect to this resolution.”

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

**Sd/-**

**Sugan Chaudhary  
Managing Director  
DIN: 07239488**

**Date : 28.08.2023**

**Place : Delhi**