



NOTICE

NOTICE is hereby given that the **Extraordinary General Meeting** of the Members of **NMS Global Limited** (Formerly NMS Resources Global Limited) will be held on Thursday, 04th January, 2024 through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') at 10:00 A.M. to transact the following businesses:

Special Business:

ITEM NO. 01

APPOINTMENT OF STATUTORY AUDITORS:

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors Rules) 2014, as amended from time to time and SEBI (LODR) Regulations, 2015 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) or any other law for the time being in force and pursuant to the recommendation made by the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to appoint **M/s. Mukul Garg & Associates, Chartered Accountants (Firm Registration Number: 019503C)** as Statutory Auditors of the Company who were appointed by the Board of Directors w.e.f 05th October, 2023 to fill the casual vacancy caused due to the resignation of **Pawan K. Aggarwal, Proprietor of Aggarwal Pawan & Associates(FRN-031570N)**, subject to the approval of the shareholders.

RESOLVED FURTHER THAT M/s. Mukul Garg & Associates, Chartered Accountants (Firm Registration Number: 019503C) be and are hereby appointed as the Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting (38th AGM) of the Company and that they shall conduct the Statutory Audit for the period ended 31st March, 2024 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Board of Directors, on the recommendation of the Audit Committee in consultation with them.

RESOLVED FURTHER THAT any of the Board of Directors or Chief Financial Officer or Company Secretary of the Company, be and are hereby severally or jointly empowered and authorized to take such steps in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper,



NMS GLOBAL LIMITED

(Formerly NMS Resources Global Limited) CIN No.: L74110DL1986PLC025457
Registered Office : UG-9, Plot No. 48, Hasanpur, I.P. Extn., Patparganj, Delhi-110092
Ph.: 011-45261214 | Email : info@nmslimited.in | Web.: www.nmslimited.in

expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

ITEM NO. 02

AMENDMENT IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as a **Special Resolution**:

“ **RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), applicable laws and subject to the approval of the concerned Registrar of Companies Ministry of Corporate Affairs the consent of the Company be and is hereby accorded for add/amendment the Main object clause of the Memorandum of Association of the Company after existing Clause III A (14) with the following clause:

(15) To carry on the business of providing solutions and services related to Web-Technologies, Internet and E-commerce, including to design, develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sale, purchase, licence or otherwise deal in Internet portals, Internet networks, Media Portals, Internet solutions, Internet gateways, Internet service providers, E-commerce, Web-site designing, Web based and Web enabled services and applications, E-commerce service provider, E-commerce solutions, E-commerce platforms, E-commerce education, E-commerce technologies and E-business solutions.

(15A) To provide consultancy services addressed to business process engineering, information technology and the design and implementation of information technology solutions for Industry and to establish computer network, either as part of international network or as standalone network or otherwise, development of websites, Portal Sites and provide high speed digital / analog communication links to other networks and to establish and offer internet services, internet service provider and any other service which is feasible by using internet or any other such international networks.

(15B) To carry on the business of FinTech Payment Gateway / Payment Aggregator / E-commerce and Banking Switch Solution Provider and Artificial Intelligence based Software designing, development, customisation, implementation maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centres using owned /hired or third party infrastructure and equipment, providing recruitment and HR related services, providing and taking personnel / consultants/ human resources to / from other organisations, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, Accounting, HR and payroll processing, Insurance claims processing, credit card processing, loans and letters of credit processing, cheque processing, data warehousing and database management, to carry on the business of manufacturing, dealing and maintenance of computer hardware, computer



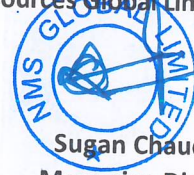
systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerised telecommunication systems and network, their components, spare parts, equipment's and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data centre management and in providing consultancy services in all above mentioned areas. To carry on the business of Software Development and to undertake IT enabled services like call Centre Management, Medical and legal transcription, Data processing, warehousing and database management and designing and dealing Computer Software, and to import, export, sell purchase or otherwise deal in Computer Software packages and to carry on the business of dealing in computer hardware, Computer systems and Assemble Data processors, Programmed designs and to buy, sell or otherwise deal in such Hardware and Software packages and all types of tabulating machines, accounting machines, calculators, Computerised telecommunication Systems and Network, their components, spare parts, equipment's and devices and to carry on the business of establishing, running and managing Institutions, Schools and academics for imparting education in Computer Technology.

(15C) To provide Electronic Commerce Solutions and services but not limited to meet the requirements of the following EDI Services, Integrated Electronic Mail and messaging, Electronic Funds Transfer, Corporate Purchasing services, Electronic Bulletin Boards, Electronic Marketing Services, Electronic Information and Data Base Services, voice mail, Data Comm. and other Services using VSAT's, Audiotex and videotext Services, Video Conferencing, enhanced Fax services, other intercompany network applications such as File transfers, remote login facilities, Protocol conversion services, Workflow and Workgroup services, Providing Messaging based Information Exchanges, Provide mail enabled applications, Design, Build, and manage and information superhighway which mail standards Messaging infrastructure with features(as may be available) from time to time) such as, but not limited to High Speed Connectivity, Intercompany Security, Information Integrity, Document management systems, Networking and Information systems, which among others, accommodate business information that combines, Text. Forms, Drawings, Images, Bar Codes, Voice and video in single documents, Internet Services, Data Broadcast Services, Virtual Private network services, ISDN application development and Services, VSAT Services, Multi- media network applications, virtual Reality applications, and also to Provide System Integration Solution and Services including Business Process Re- Engineering, Architectural Consulting, LanDesign/ Installation, WAN Integration, E-Mail Integration, Outsourcing Services, Facilities Management, program Management which include life cycle services from Technical needs Analysis, Solution Design, Application Development, Solution Integration, Solution Deployment, Ongoing Support, Solution Continuation, Computer Technology Integration(CTI) services(Voice and Data) on screen dialing, file transfers, video mail, Fax transmission and reception, Office automation, Software Development.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority in respect of any matter(s) arising from or incidental to the said amendment.”

By Order of the Board of Director
NMS GLOBAL LIMITED
(Formerly NMS Resources Global Limited)



Sugan Chaudhary
Managing Director
DIN: 07239488

Date : 08.12.2023
Place : Delhi

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Appointment of Statutory Auditors to fill casual vacancy caused due to resignation of Pawan K. Aggarwal, Proprietor of Aggarwal Pawan & Associates(FRN-031570N)at this Extra Ordinary General Meeting ("EGM") is furnished as Annexure-1 to this Notice.
2. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at this General Meeting.
3. Queries proposed to be raised at the Extra Ordinary General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Extra Ordinary General Meeting to enable the management to keep the information ready at the meeting.
4. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned under Note of this Notice. The facility of participation at the EGM through VC/OAVM will be made available for all, 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 .
5. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and route map for the venue of the EGM are not annexed to this Notice.**
7. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 28th December, 2023 to Thursday, 04th January, 2024 (both days inclusive) for the purpose of the EGM.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.



9. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
10. The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
11. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday, between 2 P.M. to 4 P.M. up to the date of the Extra Ordinary General Meeting.
- 12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. Members holding shares in physical form are requested to convert their shareholdings into DEMAT form with their respective Depository Participants.**
13. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
- 14. Members/Promoters holding shares in demat form are requested to submit their Permanent Account Number (PAN), to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company or to its RTA as well as to get their shares dematerialized pursuant to SEBI notification number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018. Please note that as per the aforesaid SEBI's notification, the requests for effecting transfer of securities shall not be processed on or after 05th December, 2018 unless the securities are held in dematerialised form with a Depository. In view of the above all the shareholders holding shares in physical form are requested to open a de-mat A/c with a Depository participants and get their shares dematerialised. Necessary communication in this regard has already been sent separately to the shareholders by the Company.**
- 15. Members/Promoters holding shares, of the Company in demat form shall provide the details of their Bank Account and E-mail Id to the RTA i.e Skyline Financial Services Pvt. Ltd. having registered office is D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi, Delhi 110020 and those holding shares in physical form will provide their Bank A/c details and E-mail Id to the Company or to its RTA. Necessary communication in this regard has already been sent separately to the shareholders by the Company.**
16. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the evoting facility to the members to exercise their right to vote by electronic means. The Company has fixed 28th Decemeber, 2023 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the Extra Ordinary General Meeting (EGM) by electronic means under the



Companies Act, 2013 and rules thereunder. Consequently, the same cut-off date, i.e., 28th December, 2023 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the EGM on 04.01.2024.

17. The e-voting period will commence at 09.00 A.M. on 01st January, 2024 and will end at 05.00 P.M. on 03rd January, 2024. The Company has appointed Ms. Prachi Bansal (Membership No. A4335 & CP No. 23670), Company Secretary in Practice to act as 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 as Annexure to the Notice.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
 - a. For shares held in electronic form: to their Depository Participants (DPs)
 - b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.
19. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Skyline Financial Services Private Limited in case the shares are held in physical form.
20. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
21. *Securities and Exchange Board of India, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03.11.2021, has mandated all shareholders holding shares in physical form in the Company, to furnish PAN, Email Id, Bank Account No., Bank MICR/IFSC –Code, Nominee, Mobile No details (including of joint holders) to the Registrar and Share Transfer Agent of the Company (RTA)*

Procedure to be followed for complete/update of above detail.

Sr.	Detail to be update or	Document required	Form required
-----	------------------------	-------------------	---------------



no.	incorporate		
1	PAN(S)	Self-attested copy of pan card (please make sure pan to be linked with aadhar before 31/03/2022)	ISR-1
2.	Change of address	Copy of any one Valid Passport Registered Lease or Sale Agreement of Residence Driving License Flat Maintenance bill Utility bills like Telephone bill (only land line) Electricity bill or Gas bill (not more than 3 months old) Id card document with address issued by any of the following : (Central/State Government and its	ISR1
3	Email	Mention e-mail id in ISR-1	ISR-1
4.	Mobile number	Mention mobile number in ISR-1	ISR-1
5.	Bank detail	Copy of cancelled cheque (name printed on its)	ISR-1
6.	Change of signature	Original Cancelled cheque (name printed on its) and signature attested by bank on ISR-2	ISR-2 & ISR-1
7	Incorporation of Nomination	Detail of nominee in SH-13	SH13
8.	Change of nomination	Detail of new nominee in SH-14	SH14
9	Removal of nomination or declaration to opt-out	Declaration in ISR-3	ISR-3

In absence of any of the above mentioned details, no request/complaint shall be processed by RTA. As per above circular, after October 01, 2023, such folios shall be frozen and no request/complaint/payment of dividend shall be made unless the information mentioned as above is furnished/updated successfully.



If the folio remains frozen till 31st December 2025, it shall be referred to the Administering Authority under Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

Link your PAN with your Aadhar number, otherwise your folio shall also be frozen.

You can submit the documents to our RTA only by any one of the following mode:

- a) Through hard copies which should be self-attested and dated.
- b) Through Electronic mode, provided that it is to be sent through email id of the holder registered with RTA and all documents should be electronically/digitally signed by shareholder.

Please note the following contact details of our RTA to enable you to submit your PAN/KYC/Nomination/Bank details etc.:

Skyline Financial Services Pvt. Ltd.

D-153/A, 1st Floor, Okhla Industrial Area

Phase -1, New Delhi-110020.

Ph. No.:011-40450193-97, Fax No.:011- 26812682

Website: <http://www.skylinerta.com/>

All documents/performa can be downloaded from RTA website i.e <http://www.skylinerta.com/> under download tab

22. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorised Agencies to provide e-voting facilities.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Company has approached CDSL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the EGM of the Company can be downloaded from the link www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- I. **The e-voting period begins on 01.01.2024 at 09.00 A.M. and ends 03.01.2024 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e., 28.12.2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to



change it subsequently. E-voting shall not be allowed beyond the said date and time. A member may participate in the general meeting even after exercising his right to vote through e – voting but shall not be allowed to vote again in the Extra Ordinary General Meeting.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **cut off date, i.e., 28.12.2023**.

- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- 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.

23. Pursuant to above said 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 shareholders	Login Method
Individual	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for



<p>Shareholders holding securities in Demat mode with CDSL</p>	<p>users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal</p>



	Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

24. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10digit 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

25. After entering these details appropriately, click on "SUBMIT" tab.
26. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
27. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the **NMS GLOBAL LIMITED (Formerly NMS Resources Global Limited)** on which you choose to vote. **EVSN of the Company is 231209003.**

28. 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.



29. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
30. 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.
31. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
32. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
33. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
34. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login should be mailed to 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; info@nmssltd.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**



For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting& joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

General Instructions:

In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available to the Downloads section of <https://www.evoting.nsdl.com>

You can also update your mobile number and e-mail id in the profile details of the folio which may be used for sending future communication(s).

The e-voting period commences 01.01.2024 at 09.00 A.M. and ends on 03.01.2024 at 05.00 P.M. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (record date) of 28.12.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 28.12.2023.

Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company; holding either in physical form or in dematerialized form, as on the cut-off date of 28.12.2023 and not casting their vote electronically, may only cast their vote at the Extra Ordinary General Meeting.

Ms. Prachi Bansal Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting and make a Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the EGM.

The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the



resolutions shall be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolutions

The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.nmsresourcesglobal.com and on the website of CDSL immediately after the declaration of the results by the Chairman.

By Order of the Board of Director
NMS GLOBAL LIMITED
(Formerly NMS Resources Global Limited)


Sugan Chaudhary
Managing Director
DIN: 07239488

Date : 08.12.2023

Place : Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Appointment of Statutory Auditors to fill casual vacancy caused due to resignation of Pawan K. Aggarwal, Proprietor of Aggarwal Pawan & Associates (FRN-031570N):

Sh. Pawan K. Aggarwal, Proprietor of M/s. Aggarwal Pawan & Associates (FRN-031570N) were appointed as the Statutory Auditors of the Company on 19.08.2023 to hold office for a term of 1(one) year from the conclusion of 38th AGM of the company to be held for the F.Y. 2023-24. But due to his health issues, they have tendered their resignation from the position of Statutory Auditors vide their letter dated 30.09.2023, without doing any Statutory Audit in respect of Financial Statements of any Financial Year nor any limited review of financial results .

This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013 ("Act"). As Casual vacancy caused by the resignation of Statutory Auditor can only be filled by the shareholders in General Meeting within 3 (three) months from the date of recommendation of the Board of Directors of the Company. The Audit Committee in its meeting held on 05.10.2023 have recommended the appointment of M/s. Mukul Garg & Associates, Chartered Accountants M/s. Mukul Garg & Associates, Chartered Accountants (FRN-019503C) as Statutory Auditors of the Company to fill up the casual vacancy caused by resignation of M/s. Aggarwal Pawan & Associates(FRN-031570N).

The Board of Directors of the Company in their meeting held on 05.10.2023 has approved and recommended the appointment of M/s. Mukul Garg & Associates, Chartered Accountants M/s. Mukul Garg & Associates, Chartered Accountants (FRN-019503C) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. M/s. Aggarwal Pawan & Associates. Proposed fees payable to M/s. Mukul Garg & Associates, Chartered Accountants M/s. Mukul Garg & Associates, Chartered Accountants (FRN-019503C) as statutory auditor(s) would be Rs. 1,50,000/- per annum.

Further, there is no material change in the fees payable to new Auditor from that paid to the outgoing Auditor.

A brief profile of Mukul Garg & Associates, Chartered Accountants is as under:

Mukul Garg & Associates. is a leading Chartered Accountancy firm rendering comprehensive professional services which include Audit, Management Consultancy, Tax Consultancy, Accounting Services, Manpower Management, Secretarial Services etc.

Mukul Garg & Associates a professionally managed firm. The team consists of distinguished Chartered Accountants, Corporate Financial Advisors and Tax Consultants. The firm represents a combination of specialized skills, which are geared to offers sound financial advice and personalized proactive services. Those associated with the firm have regular interaction with industry and other professionals which enables the firm to keep pace with contemporary developments and to meet the needs of its clients.

Mukul Garg & Associates have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, the Board of Directors recommends the resolution set forth in Item No. 1 for approval of the Member as an Special Resolution.



None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the Resolution.

ITEM NO. 2

The Company is in the process of commencing new business activities and consequently the company wants to add/amend its main objects. The Board of Directors of the Company is in the view that the Company should be in consonance to the new main objects of the Company. Therefore, the Board of Directors of the Company seeks your approval for addition/amendment in object clause of the company.

The Board at its meeting held on 08th December, 2023 has approved the addition/amendment in the main object clause in the Memorandum of Association of the Company, subject to the approval of the shareholders of the Company in forthcoming Extraordinary General meeting.

The Board recommends adoption of the resolution set out in Resolution No. 2 of the accompanying Notice as a special resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

By Order of the Board of Director
NMS GLOBAL LIMITED
(Formerly NMS Resources Global Limited)



Sugan Chaudhary
Managing Director
DIN: 07239488

Date : 08.12.2023
Place : Delhi