



NOTICE

NOTICE is hereby given that an Extra-ordinary General Meeting of **NMS Resources Global Limited (Formerly 'IFM Impex Global Limited')** (the "Company") will be held on Friday, 29th day of March, 2019 at 11.00 AM at IPEX Bhawan, Madhu Vihar Road, Opposite Plato Public School, Patparganj, Delhi 110092 to transact the following business as special business:

ITEM NO: 1.

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

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

"RESOLVED THAT pursuant to the provisions of Section 42 and 62 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013") and in accordance with the provisions of Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement entered into by the Company with the Stock Exchange where the Company's Shares are listed and in accordance with the provisions of the SEBI (Issue of Capital and Disclosures Requirements), Regulations 2018 as amended, Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("SEBI ICDR Regulations) as may be applicable to the preferential issue of Equity Shares and other applicable Regulations of SEBI, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force), Foreign Exchange Management Act, 2000 and rules and regulations as may be prescribed by the RBI and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such consents and approvals of SEBI, Stock Exchanges, ROC, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be prescribed by any of them while granting any such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue, and allot in one or more tranches up to 9,00,000 (Nine Lakhs Only) Equity Shares of Rs. 10/- each at an issue price of Rs. 10/- per Equity Share as determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 in consideration for acquisitions of 5.81% (Appx.) stake in Credible Management And Consultants Private Limited through swapping of shares of Credible Management And Consultants Private Limited after valuation done by Independent Merchant Banker, as mentioned in the Explanatory Statement annexed to this Notice in such manner and on such other terms and conditions as the Board may in its absolute discretion, think fit."

"RESOLVED FURTHER THAT the "Relevant Date", as per the SEBI (ICDR) Regulations for the purpose of determination of issue price of the Equity Shares to be allotted pursuant to the preferential allotment is February 28, 2019 being the date 30 days prior to the date of Extra-ordinary General Meeting scheduled to be held on March 29, 2019."

"RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects."

[Formerly "IFM Impex Global Limited"]

CIN: L74110DL1986PLC025457

REGISTERED OFFICE: 48, Hasanpur, I.P. Extension, East Delhi, DL 110092

PHONE: +91 11 22248139 | E-MAIL ID: info@nmsresourcesglobal.com | WEBSITE: www.nmsresourcesglobal.com

“RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.”

“RESOLVED FURTHER THAT the allottee will swap their proposed Equity Shares stake in Credible Management And Consultants Private Limited to the company as the consideration for preferential issue.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine, vary, modify the price, alter any of the terms and conditions of the issue, if necessary keeping in view the provisions of various Acts, Rules and Regulations in force from time to time.”

“RESOLVED FURTHER THAT the Company do apply for In-Principle Approval, prior to issue and allotment of Equity Shares, and apply for listing of the new Equity Shares on the Stock Exchange and thereby comply with the applicable regulations.”

“RESOLVED FURTHER THAT the Company do make an application to the Depositories for admission of the new Equity Shares.”

“RESOLVED FURTHER THAT the Securities shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of Equity Shares and to do all acts, deeds and things in connection there with and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 2

INCREASE IN THRESHOLD OF LOANS/ GUARANTEES. PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

“RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013, the Companies (Meetings of Board and its Powers) Rules, 2014, Articles of Association of the Company and subject to necessary approvals, if required, approval of the shareholders be and is hereby given to the Board of Directors for : i) giving loans to any person or other body corporate; ii) giving of guarantee or providing security in connection with a loan to any other body corporate or person; and / or iii) for acquiring whether by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate upto an amount, the aggregate outstanding of which should not, at any time, exceed Rs.15 Crore (Rupees Fifteen Crore only) which shall be over and above (i) the aggregate of free reserves and securities premium account, and (ii) the aggregate outstanding amount of loans/ guarantees/ securities/ investments, given/ provided/ made to/ into, wholly owned subsidiary companies and joint venture companies, from time to time.”

“RESOLVED FURTHER THAT the Board of Directors is hereby authorized to decide, from time to time, the amounts to be invested, loans / guarantees to be given and securities to be provided to any person and / or bodies corporate within the above mentioned limits, finalize terms and conditions, execute

necessary documents, delegate all or any of these powers to any Sub-Committee/ Director(s) / Officer(s) of the Company, settle any question, difficulty or doubt that may arise in this regard and do all acts, deeds and things which it considers proper for giving effect to this resolution.”

Regd. Office:

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

**By order of the Board of Directors
NMS Resources Global Limited
(Formerly 'IFM Impex Global Limited')**

Date: 26.02.2019

Place: New Delhi

**SD/-
O. P. Yadav
Managing Director
DIN: 01607006
C-351/9, Majlis Park,
Adarsh Nagar Delhi 110033**

NOTES:

1. The Statement setting out the material facts relating to Special Business at the meeting pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY 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. Members/Proxies should bring the attendance slips duly filled in and PHOTO ID proof for attending the meeting.
4. Members are requested to bring their Attendance Slip while attending the Extra Ordinary General Meeting.
5. 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 Meeting.
6. 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.
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. To support the 'Green Initiative', the members who have not registered their e-mail address are requested to register the same and to intimate the changes, if any their address and e-mail ID to the Company/or Registrar and Share Transfer Agent for better communication in future and as part of effective Corporate Governance.
9. The Notice of EGM 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 EGM 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 EGM 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 EGM.
10. 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 09.00 a.m. on Tuesday, 26th March, 2019 and will end at 5.00 p.m. on Thursday, 28th March, 2019. The Company has appointed Mr. Shivam Rastogi, Practicing Company Secretary, having Membership No. 39199 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.
11. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be allowed to cast their vote again.
12. The facility for voting through electronic voting system or ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

13. Members holding shares in Demat form are requested to write their DP ID and Client ID and those holding Shares in Physical form are requested to write their Folio Numbers on the attendance slip for attending the meeting.
14. For more assistance or information about shares etc., members may contact the Company or the Registrars.
15. Members are required to quote their Folio Number/Demat Number and contact details such as email address, contact number and complete address in all correspondences with the Company or its Registrars.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 09.00 a.m. on Tuesday, 26th March, 2019 and will end at 5.00 p.m. on Thursday, 28th March, 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, Friday, 22nd March, 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.
- (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 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:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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. - 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.
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 IFM Impex 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.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders & Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 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.

Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Annexure to the Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out material facts relating to the business mentioned in the accompanying Notice dated February 26, 2019.

ITEM NO. 1 - ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH:

Material Facts relating to the Preferential Issue of Equity Shares:

Your Company proposes to issue Equity Shares for consideration other than Cash on a Swap Share basis. For the said purpose, the Board of Directors has approved execution of a Swap Arrangement amongst NMS Resources Global Limited (Formerly 'IFM Impex Global Limited'), IDM Enterprises Private Limited promoter of Credible Management And Consultants Private Limited. According to the terms of the Swap Arrangement, it is proposed to issue upto 9,00,000 Equity Shares of your Company to the IDM Enterprises Private Limited. Your Board has approved the same at its meeting held on February 26, 2019. The Proposed preferential issue is for consideration other than cash by way of share swap, will be subject to customary compliances including receipt of Shareholders' approval, compliance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendments thereto and the provisions of the Companies Act, 2013, Listing Agreement, Memorandum and Articles of Association of your Company, other applicable rules, regulations and guidelines.

Information pertaining to the proposed preferential allotment in terms of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendments thereto and the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 are given below:

1. Object(s) of the preferential Issue: Item No.1

To meet general business requirements addressing Working Capital needs as well as expansion of Business activities. Therefore, the Company has proposed the Issue of Shares on Preferential Basis to selected person to meet its capital requirements in due course. To acquire 5.81% (Appx.) stake in Credible Management and Consultants Private Limited by way of swapping of Shares from the Shareholders of IDM Enterprises Private Limited. It is proposed to issue and allot upto 9,00,000 (Nine Lakhs) equity shares as the Purchase Consideration.

2. Number of shares and names of Allottee: Item No. 1

Sr. No.	Name of the Proposed Allottee	Category	No. of shares proposed to be allotted	Names of the Ultimate Beneficiaries/Owners
1	IDM Enterprises Private Limited*	Promoter Group	9,00,000	Mr. Pankaj Chander

*Post allotment IDM Enterprises Private Limited will form part of the promoter group in terms of Regulation 2(pp) of SEBI (ICDR) Regulations 2018

3. The proposal of the Promoters / Directors / Key Management Personnel of the Issuer to subscribe to the offer:

None of the Directors or Key Management Personnel of the Company intends to subscribe to the Offer being proposed under Special Resolution of the Notice for approval of Members at this meeting.

4. Shareholding Pattern of the Company before and after the proposed Issue:

The shareholding pattern before and after the offer would be as under:

Sr. No.	Category	Pre Issue*		Preferential Allotment of Equity Shares	Post Issue#	
		No. of Equity Shares held	% of Equity Share holding		No. of Equity Shares held	% of Equity Share holding
A	Promoters' holding :					
	1.Indian					
	Individual /HUF	1,200,700	39.95	0	1,200,700	30.74
	Bodies Corporate	300,000	9.98	900,000	1,200,000	30.73
	Sub Total	1,500,700	49.93	900,000	2,400,700	61.47
	Foreign Promoters	-	-	-	-	-
	Sub Total (A)	1,500,700	49.93	900,000	2,400,700	61.47
B	Non-Promoters' holding :					
	2. Mutual funds /UTI	-	-	-	-	-
	Financial Institutions/ Banks	-	-	-	-	-
	Insurance Companies / Govt. Institutions	-	-	-	-	-
	Foreign Institutional Investors	-	-	-	-	-
	Sub Total	-	-	-	-	-
	3. Bodies Corporate	84,755	2.82	-	84,755	2.17
	Individual holding	1,410,838	46.94	-	1,410,838	36.12
	Foreign Companies	-	-	-	-	-
	Non-Resident Individuals	-	-	-	-	-
	Clearing Member	-	-	-	-	-
	HUF	9,307	0.31	-	9,307	0.24
	Others	-	-	-	-	-
	Sub Total (B)	1,504,900	50.07	-	1,504,900	38.53
	Grand Total	3005600	100.00	900000	3905600	100.00

*Above shareholding pattern is prepared based on Shareholding of the Company as on December 31, 2018.

On assumption that entire 900,000 Equity Shares may be allotted pursuant to the shareholders' resolution. However, if any Equity Shares are not issued / allotted, the figures will change accordingly.

5. Consequential Changes in the Voting Rights:

Voting Rights will change according to the change in the shareholding pattern mentioned above.

6. Proposed time within which the allotment shall be completed:

The equity shares shall be allotted within a period of 15 days from the date of passing of the Resolution by the Shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI or Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approval as the case may be.

7. Approvals:

The Company will take necessary steps to obtain the required approvals from the Stock Exchange, SEBI or any other regulatory agency as may be applicable for the proposed preferential issue of Equity shares.

8. Change in control consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

9. The Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of the Proposed Allottee	Category	Pre-issue shareholding		Allotment	Post issue shareholding	
			No. of Shares	%	No. of Shares	No. of Shares	%
1	IDM Enterprises Private Limited*	Promoter Group	-	-	900,000	900,000	23.04

***Post allotment IDM Enterprises Private Limited will form part of the promoter group in terms of Regulation 2(pp) of SEBI (ICDR) Regulations 2018**

10. Pricing of Preferential Issue:

The proposed preferential issue of 900,000 Equity Shares of Rs. 10 each for consideration other than Cash on preferential basis will be made at such Price not less than the price determined in accordance with Chapter V of SEBI (ICDR) Regulations as per the Valuation Report.

11. Basis on which price has been arrived at along with report of the Independent Merchant Banker:

The shares of the Company are listed on BSE Ltd (BSE) and Metropolitan Stock Exchange of India Limited (MSEI). Shares of the Company are not frequently traded on BSE and the issue price will be determined under Regulation 165 of the SEBI (ICDR) Regulations 2018.

Your Company has appointed M/s. 3 D Financial Services Private Limited, Merchant Bankers for carrying out the Valuation of Credible Management and Consultants Private Limited ("CMC"), who have vide their report dated September 15, 2018 computed the Value of per Equity Share of CMC at Rs. 310 and fair value of per Equity Share of NMS Resources Global Limited at Rs. 10.

These reports will be made available for inspection on any working day between 11:00 a.m. to 1.00 p.m. on all working days except Saturdays, Sunday and holidays, up to the date of the Extra-Ordinary General Meeting.

12. Relevant Date:

The "Relevant Date" in terms of Regulation 161 of the SEBI (ICDR) Regulations for determination of issue price of Equity Shares is February 28, 2019 being the date 30 days prior to the date of Extra-Ordinary General Meeting scheduled to be held on Friday, 29th day of March, 2019.

13. Auditors' Certificate:

A copy of the certificate from Statutory Auditors certifying that the issue of Equity Shares is being made in accordance with the requirements of SEBI (ICDR) Regulations, and will be made available for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Extra-Ordinary General Meeting. The Auditors' Certificate shall also be laid before the Extra-Ordinary General Meeting.

14. Lock in Period:

The Equity Shares allotted on preferential basis shall be subject to lock-in for such periods as prescribed in Regulation 167 of SEBI (ICDR) Regulations.

15. Sale / Transfer of Equity Shares:

The proposed allottee has confirmed to the Company that they have not sold / transferred any Equity Shares of the Company during the period of six months prior to the Relevant Date.

Others:

The Issuer its Promoters and Directors have not been categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

As it is proposed to issue and allot the aforesaid Equity Shares on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 ("the Act") and Rules made thereunder, and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations").

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its members. The Board recommends the resolutions as set out in the accompanying notice for the approval of the members as a Special Resolutions.

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

ITEM NO. 2

INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a company can give any loan, guarantee, provide security or make investment in shares, debentures etc. up to an amount of 60% of its paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher.

A company may give loan, guarantee, provide security or make investment in shares, debentures etc. exceeding the above limits with the prior approval of shareholders by means of a special resolution.

In terms of Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, the above limits are not applicable in case a company gives loan or guarantee or provides security to its wholly owned subsidiary companies or joint venture companies or makes investment in securities of its wholly owned subsidiary companies.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

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

By order of the Board of Directors
NMS Resources Global Limited
(Formerly 'IFM Impex Global Limited')

Date: 26.02.2019
Place: New Delhi

SD/-
O. P. Yadav
Managing Director
DIN: 01607006
C-351/9, Majlis Park,
Adarsh Nagar Delhi 110033

NMS RESOURCES GLOBAL LIMITED**(Formerly 'Ifm Impex Global Limited')**

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

CIN: L74110DL1986PLC025457

Tel. No. +91 011 22248139,

Email id: corp.affairs.ifm@gmail.com/info@nmsresourcesglobal.com,

Website: www.nmsresourcesglobal.com

Form No. MGT - 12

Sl. No.

BALLOT PAPER

Extra-Ordinary General Meeting of the Members of **NMS RESOURCES GLOBAL LIMITED (Formerly 'Ifm Impex Global Limited')** will be held on Friday, March 29, 2019 at 11:00 AM at IPEX Bhawan, Madhu Vihar Road, Opposite Plato Public School, Patparganj, Delhi 110092.

Folio No./DPID & Client ID	
No. of Shares held	
Name of the Shareholder or name of the Proxy	

S. No.	Brief of Resolutions	In favor of resolutions*	Against the Resolutions
1.	Issue of Equity Shares on Preferential Basis for consideration other than cash		
2.	Increase In Threshold Of Loans/ Guarantees, Providing Of Securities And Making Of Investments In Securities Under Section 186 Of The Companies Act, 2013		

Signature of Member(s)/proxy

* Please tick in the appropriate column

NMS RESOURCES GLOBAL LIMITED
(Formerly 'Ifm Impex Global Limited')

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

CIN: L74110DL1986PLC025457

Tel. No. +91 011 22248139,

Email id: corp.affairs.ifm@gmail.com/info@nmsresourcesglobal.com,

Website: www.nmsresourcesglobal.com

Form No. MGT - 11
PROXY FORM

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]**

NMS RESOURCES GLOBAL LIMITED
(Formerly 'Ifm Impex Global Limited')

Name of Member(s)	
Registered Address	
Folio No./DP ID Client Id:	
E-mail Id:	

I/We, being the member(s) of shares of the above named Company, hereby appoint:

Name	
Address	
Email Id	
Signature	

Or falling him/her

Name	
Address	
Email Id	
Signature	

Or falling him/her

Name	
Address	
Email Id	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Friday, March 29, 2019 at 11:00 AM at IPEX Bhawan, Madhu Vihar Road, Opposite Plato Public School, Patparganj, Delhi 110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Brief of Resolutions	In favor of resolutions*	Against the Resolutions
1.	Issue of Equity Shares on Preferential Basis for consideration other than cash		
2.	Increase In Threshold Of Loans/ Guarantees, Providing Of Securities And Making Of Investments In Securities Under Section 186 Of The Companies Act, 2013 :		

Affix
Revenue
Stamp

Signed this _____ day of _____ 2019.

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- This Form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
- A Proxy need not be member of the Company.
- In case of joint holders, the signature of one holder will be sufficient, but names of all joint holders should be stated.
- A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy, however, such person shall not act as proxy for any other person or Shareholder.

NMS RESOURCES GLOBAL LIMITED
(Formerly 'Ifm Impex Global Limited')

H.No. 48, Hasanpur, I.P. Extension

Delhi East Delhi DL 110092

CIN: L74110DL1986PLC025457

Tel. No. +91 011 22248139,

Email id: corp.affairs.ifm@gmail.com/info@nmsresourcesglobal.com,

Website: www.nmsresourcesglobal.com

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

EXTRA-ORDINARY GENERAL MEETING

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held on Friday, 29th March, 2019, at 11:00 A.M. at the IPEX Bhawan, Madhu Vihar Road, Opposite Plato Public School, Patparganj, Delhi 110092.

Full Name of the Member (in BLOCK LETTERS)

.....

Regd. Folio No.

No. of Shares held.....

Client Id*

DP Id*

Full Name of the Proxy (in BLOCK LETTERS)

.....

Member's/Proxy's Signature

.....

* Applicable for members having shares in electronic form.

ROUTE MAP TO THE VENUE OF EXTRA-ORDINARY GENERAL MEETING

Address of venue of EGM:

**IPEX Bhawan, Madhu Vihar Road, Opposite Plato Public School,
Patparganj, Delhi 110092**

