

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**  
**(Pursuant to Section 101 of the Companies Act, 2013)**

NOTICE is hereby given that the Extra-Ordinary General Meeting ("EGM") of the Members of NMS Global Limited (Formerly NMS Resources Global Limited) will be held on Saturday, February 28, 2026 at 11:00 A.M. (IST) through video conferencing mode therefore deemed to be held at the Registered office of the company situated at 48, Hasanpur, I.P. Extension, Delhi East, Delhi, Delhi, 110092 to transact the following business:

**SPECIAL BUSINESSES:**

**1. Issue of Convertible Equity Warrants on a preferential basis ("Preferential Issue") to the Non-Promoters for cash consideration**

*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 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013 read with the rules made there-under (including any statutory modifications) or the re-enactment thereof for the time being in force ("**Act**") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**") and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the "**Takeover Regulations**") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the "**LODR Regulations**") and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("**SEBI**") and any other guidelines and clarifications issued by any other appropriate authorities, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited ("**BSE**") and MSEI, subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and 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 exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches **1,17,03,500 (One Crore Seventeen Lakh Three Thousand Five Hundred) Convertible Equity Warrants** (hereinafter referred to as "**Warrants**") on preferential basis ("**Preferential Offer**") to the non-promoters as mentioned below ("**Warrant Holder**" / "**Proposed Allottee**") for cash consideration at a price of Rs.72/- (including Premium of Rs.62/-), as arrived in accordance with the regulation 164 and 166A of ICDR Regulations (including the warrant subscription price and the warrant exercise price) aggregating upto **Rs.84,26,52,000/- (Rupees Eighty-Four Crore Twenty-Six Lakhs Fifty-Two Thousand Only)**, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

Sr. No.	Name of Proposed allottees	PAN	Address	Category	Maximum Number of convertible warrants to be issued and allotted	**Total Amount (In Rs.)
1	CHETAN RASIKLAL SHAH	APUPS9951D	B-401, Avirahi Chs Ltd, S.V.Road,Nr.Star Apts, Shimpoli Signal,Borivali-West, Maharashtra, India, Mumbai, Pin : 400092	Public-Individual	850000	61200000
2	SHAH TELECOM LIMITED	AAGCS5341H	Arch Square Unit No 101 Block Ep, And Gp Sech Bhawan North 24, Parganas Saltlake West Bengal, North 24 Parganas, 700091, West Bengal, India	Public- Bodies Corporate	747500	53820000
3	DAM COMMOSALES LLP	AALFD3777E	Room No 13, Daulat Nagar, Road 7, Near Jain Mandir, Borivali - East, Mumbai 400066	Public-LLP	705000	50760000
4	KANGNA TRADEWING	AAOFK2469D	Office No 101 Floor Plot No 497, Roop Raj 2nd Parswada, Opera House Mumbai, Mumbai, 400004, Maharashtra	Public- Partnership Firm	730000	52560000
5	MUMBA ENTERPRISES PRIVATE LIMITED	AASCM7709F	306, Flr 3, Plot 497, Roop Raj, Svp Road, 2nd Parsiwada Girgaon, Mumbai-400004	Public- Bodies Corporate	745000	53640000
6	RAMAN TRIKHA	AABPT7266L	S-418 G K Part-1, South Delhi, New Delhi, 110048, Delhi, India	Public-Individual	75000	5400000
7	K N CONSULTANTS/KAMAL KISHORE SHARMA	ABBFK5237H	606 Pearls Best, Heights li Plot No. C9 Netaji, Subhash Place Pitampura, Delhi, 110034, Delhi, India	Public- Partnership Firm	250000	18000000
8	G R TRADERS/SACHIN	ABCFG4675J	219 Vikas Royal Arcade, Plot No-26 Road No 44 Community Center, Delhi, 110034, Delhi, India	Public- Partnership Firm	245000	17640000
9	RENUKA TRADING/GAURAV TOMAR	ABJFR5556N	44a Manohar Park, Rohtak Road, Punjabi Bagh, New Delhi, 110026, Delhi, India	Public- Partnership Firm	250000	18000000

10	SHYAM JI ENTERPRIS ES/NITIN BATRI	AFJFS0292Q	17 B/35 Ground Floor, West Punjabi Bagh, New Delhi-New Delhi Pin : 110026	Public- Partnership Firm	245000	17640000
11	SHALINI VIJENDRA MISHRA	BVBPM1093C	D/O Vijendra Mishra, R-26/3 B New Navy Nagar, Colaba, Mumbai-400005 Maharashtra	Public- Individual	125000	9000000
12	JHALA VIJAYSINGH NAHARSIN GH	AAAPZ4150E	28, Pallavi Society, Oswal Bhavan, Shahi Baug, Ahemedabad 380004 Gujrat	Public- Individual	120000	8640000
13	KAILASHCH ANDRA GOPALLAL JAIN	AATPJ9092L	08 Shahibaug Society Shahibaug, Opp, Police Commissioner, Office Ahmedabad, Gujarat, 380004	Public- Individual	130000	9360000
14	CHANDAN SINGH	BXQPS1861P	39/1, 2nd Floor, Front Side, Gali No-1, Opposite Kalkaji Depot, Govindpuri Kalkaji, Post Kalkaji, Dist South Delhi- 110019	Public- Individual	100000	7200000
15	NEERAJ GUPTA	AGCPG5382R	S/O Pawankumar Gupta, F-202, Udyogvihar Cghs, Plot No-12, Sector-22, Dwarka Sec-6, Post Dwarka Dist-South West Delhi-110075	Public- Individual	200000	14400000
16	SACHIN GUPTA	AJVP0841P	Flat 1801, Tower 18 The Close, South Nirvana Contery Sector 50, Gurgaon Haryana, Gurgaon 122018	Public- Individual	50000	3600000
17	ASHOK PANT	AAGPP6570Q	54, Hasan Pur Ip Extn, New Delhi-110092 Delhi	Public- Individual	50000	3600000
18	RAVINDER DIXIT	AEHPD0510M	S/O Op Dixit 32 Siddarth Niketan Sector-14, Kaushambi Sahibabad, Gaziabad 201010 Up	Public- Individual	100000	7200000
19	RHYTHM MALIK	DVKPM2933J	D/O Vineet Malik,Db- 101f,Dda Flats,Hari Nagar,South West Delhi ,Delhi,110064	Public- Individual	50000	3600000
20	SHAKUNTA LA BINDAL	AFUPB2989J	B-1/24,li Nd Floor,Malviya Nagar,New Delhi, 110017	Public- Individual	50000	3600000

21	KOMAL AGARWAL	AAEPA9824A	D 96 Pawan Path, Hanuman Nagar Vaishali Jaipur, Jaipur,302021,Rajast han,India	Public- Individual	50000	3600000
22	ARROWSPA CE ADVISORS PRIVATE LIMITED	AAKCA2800K	135, A.C.R.Avenue, 4th Floor, Kolkata, 700007, W.B, India	Public-Bodies Corporate	100000	7200000
23	ZEENAT ALNASIR GILANI	AHCPG8299G	S/O Al Nasir Abdul Aziz Gilani, Flat No-Gb Decan Court Appartment No-53, Coles Road, Frazer Town, Banglore Karnatka-560006	Public- Individual	224000	16128000
24	ANEES ALNASIR GILANI	AMWPG8535A	W/O Al Nasir Abdul Aziz Gilani, Flat No-Gb Decan Court Appartment No-53, Coles Road, Frazer Town, Banglore Karnatka-560006	Public- Individual	224000	16128000
25	ANISA ALNASIR GILANI	AKUPA8443P	Deccan Court Flat No Gb No 53, Coles Road, Frazer Town, Bangalore North, Bengaluru, 560005, Karnataka	Public- Individual	224000	16128000
26	ALNASIR ABDUL AZIZ GILANI	ADVPG8711E	Deccan Court Flat No Gb No 53, Coles Road, Frazer Town, Bangalore North, Bengaluru, 560005, Karnataka	Public- Individual	224000	16128000
27	KALYAN SHUKLA	AWYPS4449M	S/O Kamla Shankar Shukla, 375 Prince Anwar Shah Road, South City Residential Tower, Tower 1, Falt 6c, South City Mall, Jodhpur Park, Circus Avenue. Kolkata- West Bengal-700068	Public- Individual	75000	5400000
28	BHARAT BABULAL JAIN	AAEPJ2184L	B-1 Rockside Appt 112/116, Walkeshwar Road Opp. Afghan Consulate Mumbai, 400006, Maharashtra, India	Public- Individual	800000	57600000

29	HARSH BHARAT JAIN	AVPPJ4765P	B-1,Rockside Appt, 112/116 Walkeshwar Rd, Opp. Afghan Consula Mumbai, 400006, Maharashtra, India	Public- Individual	810000	58320000
30	BHARAT BABULAL JAIN HUF	AACHB9715P	B-1, Rockside Appt., 112/116, Walkeshwar Road, Opp. Afghan Consulate, Walkeshwar, Malabar Hill, Mumbai-400006	Public-HUF	820000	59040000
31	AMI NIRAJ SHAH	AOUPS9279R	145 - A/6, Jain Society, Sion (W), Mumbai, 400022, Maharashtra, India	Public- Individual	1295000	93240000
32	RASHMI RAJNIKANT SHAH	AIJPS9182J	145 - A/6, Jain Society, Sion (W), Mumbai, 400022, Maharashtra, India	Public- Partnership Firm	635000	45720000
33	SHANMUK H NAVIN SHAH	ABWPN3245P	F 1302 The Metrozone Apartment, Next To V R Chennai Anna Nagar West, Anna Nagar, Chennai, 600040, Tamil Nadu	Public- Partnership Firm	100000	7200000
34	HEER KAMLESH GORI	ECQPG6899R	D/O Kamlesh Gori Premier Road Near Vidhyavihar, Station,1301/2 Alexandria Building Skylineo, Oasis Complex,Vtc Ghatkopar West, District Mumbai-400086, Maharashtra,	Public- Individual	125000	9000000
35	PURVA KAMLESH GORI	DCWPG5751D	D/O Kamlesh Gori Premier Road Near Vidhyavihar, Station,1301/2 Alexandria Building Skylineo, Oasis Complex, VTC Ghatkopar West, District Mumbai-400086, Maharashtra,	Public- Individual	125000	9000000
36	SHAHNAW AZ SAYED	CQTPS1883A	Johar Hussain Sayed, Flat No-602, Vishnu Apartment, Nr Don Bosco School,	Public- Individual	40000	2880000

			Juchandara Naigaon East, Juchandara, Poast Vasai East, Dist Palghar, Maharashtra-401208			
37	P JAYCHAND	ABNPJ2660B	C/O Parashmal No-5, Jal Ashray, 8th Crossvictoria Layout, Bangalore South, Bengaluru Karnatka-560047	Public-Individual	10000	720000
38	HOSAMAN E PARAMESH WARA SOWMYA	ALGPP5107Q	C/O Anilkumar N P, 52 Ist Cross, Gandhi Nagara, Shimoga, Karnataka-577201	Public-Individual	5000	360000
<b>Total</b>					<b>1,17,03,500</b>	<b>84,26,52,000</b>

*\*Refer point 6 of the Explanatory Statement under Item No. 1 for the basis on which price has been arrived.*

*\*\* Twenty Five percent of the total consideration amount shall be paid by the allottee on or before the allotment of equity warrants and balance consideration i.e. Seventy-Five Per Cent shall be paid at the time of exercise of option.*

**“RESOLVED FURTHER THAT** in terms of regulation 161 of the ICDR Regulations, the **“Relevant Date”** for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the Warrants is **Thursday, January 29, 2026**, being the working day preceding the date that is 30 (thirty) days prior date of Extra Ordinary General Meeting in which special resolution is proposed to be passed by shareholders i.e. February 28, 2026.”

**“RESOLVED FURTHER THAT** the minimum price of the warrants so issued shall not be less than the price arrived at in accordance with Chapter V of the ICDR) Regulations. The equity shares of the company have been frequently traded as on the relevant date; therefore, the price of the equity share of the Company as per regulation 164 of ICDR Regulations. *Further as per Regulation 166A of ICDR Regulations, “any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price”,* hence the price has been determined by taking into account the Valuation Report dated January 29, 2026 issued by Sejal Ronak Agrawal, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13106). (Please refer to paragraph 6 of item no. 4 of explanatory for the details of the valuation report obtained in relation to determine the price of equity shares of the Company. The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also be access at Company’s website i.e. [www.nmslimited.in](http://www.nmslimited.in)).”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of the equity shares issued on conversion of said warrants shall be subject to the Memorandum of Association and Articles of Association of the company and shall rank *pari-passu* in all respects including dividend with the existing fully paid-up equity shares of the company.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and the Equity Shares to be allotted on conversion of warrants shall be subject to the following terms and conditions:

- a) The tenure of the warrants in accordance with the regulation 162 of ICDR Regulations shall not be exceeding Eighteen months from the date of allotment.
- b) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder at any time before the expiry of Eighteen months from the date of allotment of the Warrants.
- c) In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holder to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid up Equity Shares of the Company, against each such Warrants held by the Warrant Holder.
- d) The Warrant Holder shall be entitled to exercise its option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holder.
- e) The Warrant Holder shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.
- f) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months from the date of allotment of Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited;
- g) In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.
- h) Upon exercise of the option by Warrant Holder, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder.
- i) The Equity Shares arising from the exercise of Warrants will be listed on the Stock Exchange i.e. BSE Limited and MSEI Limited, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
- j) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holder thereof any rights with respect to that of an Equity shareholder of the Company."

**"RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Warrant Holder, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company."

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form **PAS-4** to the allottee inviting the Investor to subscribe to the warrants in accordance with the provisions of the Act.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to 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 Warrant holder.”

**“RESOLVED FURTHER THAT** the Board or company secretary of the company be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to stock exchange i.e. BSE Limited for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, (**“ROC”**), National Securities Depository Limited (**“NSDL”**), Central Depository Services (India) Limited (**“CDSL”**) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holder, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise 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** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company (**“Committee”**), any director(s) and / or Company Secretary and / or any person associated with the Company.”

**“RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

## **Item No. 2**

### **Appointment of Director Meenakshi Gupta**

**Appointment of Ms. Meenakshi Gupta (DIN 01261976) as Non Independent Non Executive 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 the provisions of Section 149, 150 & 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Meenakshi Gupta, her candidature for the office of Director and who has submitted a declaration that she meets the criteria for Director as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as Non Independent Non-Executive Director of the Company, not liable to retire by rotation, for a term of 05 (Five) consecutive years commencing from the date of this Extra General Meeting .

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/ or Company Secretary of the Company and / or Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board of Directors  
For NMS Resources Global Limited  
(Formerly NMS Resources Global Limited)**

**Place: Delhi**

**Date: 29/01/2026**

**Sd/-  
Mr. Dhananjai Gupta  
Director  
DIN: 09313878**

**Registered Office:**

48, Hasanpur, I.P. Extension, Delhi East,  
Delhi, Delhi, 110092

**CIN:** L74110DL1986PLC025457

**Phone No.:** 011-45261214

**Email:** [info@nmslimited.in](mailto:info@nmslimited.in)

**Website:** [www.nmslimited.in](http://www.nmslimited.in)

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**NOTES:**

1. A statement setting out material facts pursuant to section 102 of the Companies Act, 2013 (the Act) with respect to the items covered under special business of the notice is annexed hereto.
2. In view of the continuing Covid-19 pandemic in the country, social distancing norms to be followed and continuing restriction on movement of persons at several places, the Ministry of Corporate Affairs (“MCA”) has, vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, General Circular No 10/2022 dated 28.12.2022 & General Circular No 11/2022 dated 28.12.2022, 09/2023 dated 25.09.2023, 09/2024 dated 19.09.2024 as amended from time to time till date, (collectively referred to as “MCA Circulars”), directed that companies shall hold the General Meeting through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) only and accordingly, in compliance with the

provisions of the Companies Act, 2013 (the “Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, General Meeting of the members of the Company (EGM) will be held through VC/OAVM only (hereinafter referred to as “EGM”).

3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on with a copy marked to [www.evotingindia.com](http://www.evotingindia.com) from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
6. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on January 31, 2026. Members may note that Notice has been uploaded on the website of the Company at [www.nmslimited.in](http://www.nmslimited.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 (“Act”) is annexed hereto
8. EGM is held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) hence in terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM and proxy form and attendance slip are not enclosed.
9. The Board has appointed Ms. Prachi Bansal and Associates (C. P No - 23670), Practicing Company Secretaries, as ‘Scrutinizer’ to scrutinize EGM process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.
10. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, through Voting system for all those members who are present at the EGM.
11. The Scrutinizer shall, after the conclusion of voting at the EGM, count the votes cast at the meeting and shall submit within 48 hours of the conclusion of the EGM, a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him / her in writing, who shall counter sign the same and declare the result of the voting forthwith.
12. In view of the ‘Green Initiatives in Corporate Governance’ introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/

reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).

13. Instructions for remote e-voting and procedure to join the EGM are provided as under.
14. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to [info@nmslimited.in](mailto:info@nmslimited.in) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
15. Members may send an email request to [admin@skylinerta.com](mailto:admin@skylinerta.com) along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to [admin@skylinerta.com](mailto:admin@skylinerta.com) or contact RTA at 011 – 26812682/83.
16. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at [admin@skylinerta.com](mailto:admin@skylinerta.com). Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Skyline Financial Services Private Limited either by email to <a href="mailto:admin@skylinerta.com">admin@skylinerta.com</a> or by post to D-153-A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi-110020.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR – 2
	For nomination as provided in the Rules 19 (1) of Companies (Share Capital and Debentures) Rules, 2014	Form ISR – 13
	Declaration to opt out	Form ISR – 3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR – 4
	The forms for updating the above details are available at <a href="http://www.nmslimited.in">www.nmslimited.in</a>	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

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

- Step : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders  
1 holding shares in demat mode.
- Step : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode  
2 and non-individual shareholders in demat mode

The voting period begins on Wednesday, February 25, 2026 from 9.00 a.m. (IST) and shall end on Friday, February 27, 2026 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, February 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode	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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab.

with CDSL Depository	<p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Provide<sup>र</sup></p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 2109911
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no 022 - 4886 7000 and 022 - 2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on “Shareholders” module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

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	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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)	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. 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.

After entering these details appropriately, click on “SUBMIT” tab.

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. For shareholders 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 **260202004** on which you choose to vote.

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.

Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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.

There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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](http://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](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.

It is Mandatory that, 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 mandatory 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 Scrutinizer and to the Company at the email address viz; \_\_\_\_\_ & [info@nmslimited.in](mailto:info@nmslimited.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/DEPOSITORYES.

1. 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.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 2109911

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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 2109911

17. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by September 30, 2023 vide its circulars dated November 3, 2021, December 14, 2021 and March 16, 2023. It is also mandatory to link PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars Skyline Financial Services Private Limited at [www.skylinerta.com](http://www.skylinerta.com).
18. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002
19. Pursuant to Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020 had fixed March 31, 2021 as the last date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission or transposition of securities shall be processed only in dematerialized form. Shareholders can contact the Company or Company's RTA for any assistance in this regard.

**By Order of the Board of Directors  
For NMS Resources Global Limited  
(Formerly NMS Resources Global Limited)**

**Place: Delhi  
Date: 29/01/2026**

**Sd/-  
Mr. Dhananjai Gupta  
Director  
DIN: 09313878**

**Registered Office:**  
48, Hasanpur, I.P. Extension, Delhi East,  
Delhi, Delhi, 110092  
**CIN:** L74110DL1986PLC025457  
**Phone No.:** 011-45261214  
**Email:** [info@nmslimited.in](mailto:info@nmslimited.in)  
**Website:** [www.nmslimited.in](http://www.nmslimited.in)



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

### **Item No. 1**

Pursuant to provisions of Section 62 and Section 42 of the Companies Act, 2013 ("the Act") and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, any preferential allotment of securities need to be approved by the shareholders by way of Special Resolution.

The consent of the shareholders is being sought by a Special Resolution to enable the Board to issue Warrants for cash consideration as may be permitted under applicable laws in accordance with the provisions of Companies Act, 2013 and rules made there-under, SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 as amended from time to time till date, and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

Therefore, in compliance with the provision of applicable laws, proposed resolutions as set out at item no. 1 is recommended for the approval of shareholders as Special Resolutions.

The Company is eligible to make the Preferential Allotment in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of Warrants including equity shares to be allotted upon exercise of right attached to the Warrants.

Further in terms of Rule 13 of Companies (Share Capital and Debentures) Rule, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the following disclosures are required to be made in the explanatory statement to the notice.

#### **1. Objects of the preferential issue:**

The Company intends to utilize the proceeds raised through the issue ("Issue Proceeds") towards the following objects:

- a) For meeting the working capital requirements of the Company
- b) Investment in shares for acquisition of company/business
- c) General Corporate Purposes

#### **Utilization of proceeds of the Preferential Issue**

The intended use of the proceeds of the Preferential Issue is as under: -

<b>S.N.</b>	<b>Particulars</b>	<b>Total estimated amount utilized (Rs. In Crores)</b>	<b>Tentative timelines for utilization of issue proceeds from the date of receipt of funds</b>
1	Working Capital (50%)	42.13	Upto Twenty-Five Percent amount By March, 2026 and remaining amount by June, 2027
2	Investment in shares for acquisition of company/business (25%)	21.07	Upto Twenty-Five Percent amount By March, 2026 and remaining amount by June, 2027

3	General Corporate Purposes (25%)	21.07	Upto Twenty-Five Percent amount By March, 2026 and remaining amount by June, 2027
<b>Total</b>		<b>84.27</b>	

**Note:** In terms of BSE Notice No. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon future circumstances

### **Schedule of Implementation and Deployment of Funds**

The issue proceeds of amount equivalent to 25% of the Warrants received by the company at the time of subscription within a period of 15 days from the date of Shareholder's approval by way of special resolution or In-Principle Approval received by the stock exchange i.e. BSE Limited, whichever is later. The balance 75% shall be received the company upon exercise of Warrants by the warrant holder (within eighteen months from the date of allotment of the warrants) and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, Upto Twenty-Five Percent amount By March, 2026 and remaining amount by June, 2027, as provided in detail in above table.

### **Monitoring of Utilization of Funds**

Appointment of monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations is not applicable as the Issue Size is less than 100 crores.

## **2. Maximum number of specified securities to be issued:**

Upto 1,17,03,500 (One Seventeen Lakh Three Thousand Five Hundred), each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company presently have face value of Rs.10/- (Rupee Ten Only) ("**Equity Share**") each at a price (including the Warrant Subscription Price and the warrant exercise price) of Rs.72/- (including Premium of Rs.62/-) each to be payable in cash ("**Warrant Issue Price**"), aggregating upto **Rs.84,26,52,000/- (Rupees Eighty-Four Crore Twenty-Six Lakhs Fifty-Two Thousand Only)**, ("**Total Issue Size**"), out of which 25% (Twenty-Five Percent) of the Warrant Issue Price shall be paid by the Warrant Holder to the Company before the allotment of Warrants ("**Warrants Subscription Price**") and 75% (Seventy-Five Percent) of the Warrant Issue Price ("**Warrant Exercise Price**") shall be paid by the Warrant Holder to the Company upon exercise of Warrant entitlement.

## **3. Price and Size of the preferential issue and the amount which the Company intends to raise by way of such securities:**

The minimum issue price or Floor Price for issue of Warrants as determined in accordance with Regulation 164 and 166A read with Regulation 161 of Chapter V of the ICDR Regulations is **Rs.84,26,52,000/- (Rupees Eighty-Four Crore Twenty-Six Lakhs Fifty-Two Thousand Only)**. In view of the above, the Board of directors has approved the same price for issuance of 1,17,03,500 (One Seventeen Lakh Three Thousand Five Hundred) warrants aggregating to **Rs.84,26,52,000/- (Rupees Eighty-Four Crore Twenty-Six Lakhs Fifty-Two Thousand Only)**. ("**Issue Size**")

## **4. Date of Board Resolution:**

Date of passing of Board resolution for approving preferential issue: Thursday, January 29, 2026

## **5. Relevant Date**

In accordance with the provisions of Regulation 161 of the ICDR Regulations, the "**Relevant Date**" for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the Warrants is **Thursday, January 29, 2026**, being the working day preceding the date

that is 30 (thirty) days prior date of Extra Ordinary General Meeting in which special resolution is proposed to be passed by shareholders i.e. February 28, 2026.

**6. Basis on which the minimum issue price has been arrived at and justification for the price (including premium, if any) along with report of the Independent registered valuer:**

The equity shares of the company are listed on BSE Limited and have been frequently traded on the stock exchange as per sub regulation (1) of regulation 164 of ICDR Regulations as on the relevant date, further, *as per Regulation 166A of ICDR Regulations, “any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price”*, therefore, the price of equity shares of the company is determined as per valuation report dated January 29, 2026 issued by Mrs. Sejal Ronak Agrawal, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13106) for issuance of Warrants through preferential issue for cash consideration arrived at Rs.65/- (including Premium of Rs.55/-), per warrant in pursuance to regulation 165 of ICDR Regulations (“**Valuation Report**”).

The Board of Directors of the company has accepted the price as arrived in accordance with the valuation report as mentioned above.

The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also be access at Company’s website i.e. [www.nmslimited.in](http://www.nmslimited.in).

It is to be noted that the Articles of Association of the Company does not provide any condition for the valuation of equity shares of the company.

There is no change in control consequent to the present preferential issue to the proposed allottee.

**7. Intention of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or Senior Management to subscribe to the preferential issue.**

None of the Promoters /Promoter Group/ Directors, Key Managerial Personnel or Senior Management of the Company intend to subscribe the shares pursuant to the aforementioned preferential issue

**8. Names of the proposed allottees to whom allotment is proposed to be made and the percentage (%) of post-preferential offer capital that may be held by them and Change in Control, if any, consequent to the Preferential Allotment:**

Sr. No.	Name of the Proposed Allottees	PAN	Address	Category	Pre- Preferential Allotment		Number of Warrants proposed to be issued	Post-Preferential Allotment	
					No. of Shares	% of voting rights		No. of Shares	% of voting rights
1	CHETAN RASIKLAL SHAH	APUPS 9951D	B-401, Avirahi Chs Ltd, S.V.Road, Nr. Star Apts, Shimpoli Signal, Borivali-West, Maharashtra, India, Mumbai, Pin: 400092	Public-Individual	0	0.00	850000	850000	5.78

2	SHAH TELECOM LIMITED	AAGC S5341 H	Arch Square Unit No 101 Block Ep, And Gp Sech Bhawan North 24, Parganas Saltlake West Bengal, North 24 Parganas, 700091, West Bengal, India	Public- Bodies Corporate	0	0.00	747500	747500	5.08
3	DAM COMMOS ALES LLP	AALFD 3777E	Room No 13, Daulat Nagar, Road 7, Near Jain Mandir, Borivali - East, Mumbai 400066	Public-LLP	0	0.00	705000	705000	4.79
4	KANGNA TRADEWI NG	AAOF K2469 D	Office No 101 Floor Plot No 497, Roop Raj 2nd Parswada, Opera House Mumbai, Mumbai, 400004, Maharashtra	Public- Partnershi p Firm	0	0.00	730000	730000	4.96
5	MUMBA ENTERPRI SES PRIVATE LIMITED	AASC M770 9F	306, Flr 3, Plot 497, Roop Raj, Svp Road, 2nd Parsiwada Girgaon, Mumbai-400004	Public- Bodies Corporate	0	0.00	745000	745000	5.06
6	RAMAN TRIKHA	AABPT 7266L	S-418 G K Part-1, South Delhi, New Delhi, 110048, Delhi, India	Public- Individual	0	0.00	75000	75000	0.51
7	K N CONSULT ANTS/KA MAL KISHORE SHARMA	ABBFK 5237H	606 Pearls Best, Heights li Plot No. C9 Netaji, Subhash Place Pitampura, Delhi, 110034, Delhi, India	Public- Partnershi p Firm	0	0.00	250000	250000	1.70
8	G R TRADERS/ SACHIN	ABCF G4675 J	219 Vikas Royal Arcade, Plot No-26 Road No 44 Community Center, Delhi, 110034, Delhi, India	Public- Partnershi p Firm	0	0.00	245000	245000	1.67
9	RENUKA TRADING/ GAURAV TOMAR	ABJFR 5556N	44A Manohar Park, Rohtak Road, Punjabi Bagh, New Delhi, 110026, Delhi, India	Public- Partnershi p Firm	0	0.00	250000	250000	1.70
10	SHYAM JI ENTERPRI SES/NITIN BATRI	AFJFS 0292Q	17 B/35 Ground Floor, West Punjabi Bagh, New Delhi- New Delhi Pin : 110026	Public- Partnershi p Firm	0	0.00	245000	245000	1.67
11	SHALINI VIJENDRA MISHRA	BVBP M109 3C	D/O Vijendra Mishra, R-26/3 B New Navy Nagar, Colaba, Mumbai- 400005 Maharashtra	Public- Individual	0	0.00	125000	125000	0.85

12	JHALA VIJAYSINGH NAHARSINGH	AAAPZ 4150E	28, Pallavi Society, Oswal Bhavan, Shah Baug, Ahemedabad 380004 Gujarat	Public- Individual	0	0.00	120000	120000	0.82
13	KAILASHCHANDRA GOPALLAL JAIN	AATPJ 9092L	08 Shahibaug Society Shahibaug, Opp. Police Commissioner, Office Ahmedabad, Gujarat, 380004	Public- Individual	0	0.00	130000	130000	0.88
14	CHANDAN SINGH	BXQPS 1861P	39/1, 2nd Floor, Front Side, Gali No- 1, Opposite Kalkaji Depot, Govindpuri Kalkaji, Post Kalkaji, Dist South Delhi- 110019	Public- Individual	0	0.00	100000	100000	0.68
15	NEERAJ GUPTA	AGCP G5382 R	S/O Pawankumar Gupta, F-202, Udyogvihar Cghs, Plot No-12, Sector- 22, Dwarka Sec-6, Post Dwarka Dist- South West Delhi- 110075	Public- Individual	0	0.00	200000	200000	1.36
16	SACHIN GUPTA	AJVP G0841P	Flat 1801, Tower 18 The Close, South Nirvana Contery Sector 50, Gurgaon Haryana, Gurgaon 122018	Public- Individual	0	0.00	50000	50000	0.34
17	ASHOK PANT	AAGP P6570 Q	54, Hasan Pur Ip Extn, New Delhi- 110092 Delhi	Public- Individual	0	0.00	50000	50000	0.34
18	RAVINDER DIXIT	AEHP D0510 M	S/O Op Dixit 32 Siddarth Niketan Sector-14, Kaushambi Sahibabad, Gaziabad 201010 Up	Public- Individual	0	0.00	100000	100000	0.68
19	RHYTHM MALIK	DVKP M293 3J	D/O Vineet Malik, DB-101F, DDA FLATS, Hari Nagar, South West Delhi, Delhi-110064	Public- Individual	0	0.00	50000	50000	0.34
20	SHAKUNTALA BINDAL	AFUPB 2989J	B-1/24, II Nd Floor, Malviya Nagar, New Delhi, 110017	Public- Individual	0	0.00	50000	50000	0.34
21	KOMAL AGARWAL	AAEPA 9824A	D 96 Pawan Path, Hanuman Nagar Vaishali Jaipur, Jaipur,302021,Raja sthan,India	Public- Individual	0	0.00	50000	50000	0.34
22	ARROWSPACE ADVISORS PRIVATE LIMITED	AAKC A2800 K	135, A.C.R.Avenue, 4th Floor, Kolkata, 700007, W.B, India	Public- Bodies Corporate	0	0.00	100000	100000	0.68

23	ZEENAT ALNASIR GILANI	AHCP G8299 G	S/O Al Nasir Abdul Aziz Gilani, Flat No- Gb Decan Court Appartment No-53, Coles Road, Frazer Town, Banglore Karnatka-560006	Public- Individual	0	0.00	224000	224000	1.52
24	ANEES ALNASIR GILANI	AMW PG853 5A	W/O Al Nasir Abdul Aziz Gilani, Flat No- Gb Decan Court Appartment No-53, Coles Road, Frazer Town, Banglore Karnatka-560006	Public- Individual	0	0.00	224000	224000	1.52
25	ANISA ALNASIR GILANI	AKUP A8443 P	Deccan Court Flat No Gb No 53, Coles Road, Frazer Town, Bangalore North, Bengaluru, 560005, Karnataka	Public- Individual	0	0.00	224000	224000	1.52
26	ALNASIR ABDUL AZIZ GILANI	ADVP G8711 E	Deccan Court Flat No Gb No 53, Coles Road, Frazer Town, Bangalore North, Bengaluru, 560005, Karnataka	Public- Individual	0	0.00	224000	224000	1.52
27	KALYAN SHUKLA	AWYP S4449 M	S/O Kamla Shankar Shukla, 375 Prince Anwar Shah Road, South City Residential Tower, Tower 1, Falt 6c, South City Mall, Jodhpur Park, Circus Avenue. Kolkata-West Bengal-700068	Public- Individual	0	0.00	75000	75000	0.51
28	BHARAT BABULAL JAIN	AAEPJ 2184L	B-1 Rockside Appt 112/116, Walkeshwar Road Opp.Afghan Consulatemumbai, 400006, Maharashtra, India	Public- Individual	0	0.00	800000	800000	5.44
29	HARSH BHARAT JAIN	AVPPJ 4765P	B-1,Rockside Appt,112/116 Walkeshwar Rd,Opp.Afghan Consula Mumbai, 400006, Maharashtra, India	Public- Individual	0	0.00	810000	810000	5.51
30	BHARAT BABULAL JAIN HUF	AACH B9715 P	B-1, Rockside Appt., 112/116, Walkeshwar Road, Opp. Afghan Consulate, Walkeshwar, Malabar Hill, Mumbai-400006	Public- HUF	0	0.00	820000	820000	5.57

31	AMI NIRAJ SHAH	AOUP S9279 R	145 - A/6, Jain Society,Sion (W), Mumbai, 400022, Maharashtra, India	Public-Individual	0	0.00	1295000	1295000	8.80
32	RASHMI RAJNIKANT SHAH	AIJPS9182J	145 - A/6, Jain Society,Sion (W), Mumbai, 400022, Maharashtra, India	Public-Partnership Firm	0	0.00	635000	635000	4.32
33	SHANMUKH NAVIN SHAH	ABWP N3245 P	F 1302 The Metrozone Apartment, Next To V R Chennai Anna Nagar West, Anna Nagar, Chennai, 600040, Tamil Nadu	Public-Partnership Firm	0	0.00	100000	100000	0.68
34	HEER KAMLESH GORI	ECQP G6899 R	D/O Kamlesh Gori Premier Road Near Vidhyavihar, Station,1301/2 Alexandria Building Skylineo, Oasis Complex,Vtc Ghatkopar West, District Mumbai-400086, Maharashtra	Public-Individual	0	0.00	125000	125000	0.85
35	PURVA KAMLESH GORI	DCWP G5751 D	D/O Kamlesh Gori Premier Road Near Vidhyavihar, Station,1301/2 Alexandria Building Skylineo, Oasis Complex,Vtc Ghatkopar West, District Mumbai-400086, Maharashtra,	Public-Individual	0	0.00	125000	125000	0.85
36	SHAHNA WAZ SAYED	CQTPS 1883A	Johar Hussain Sayed, Flat No-602, Vishnu Apartment, Nr Don Bosco School, Juchandara Naigaon East, Juchandara, Poast Vasai East, Dist Palghar, Maharashtra-401208	Public-Individual	0	0.00	40000	40000	0.27
37	P JAYCHAND	ABNPJ 2660B	C/O Parashmal No-5, Jal Ashray, 8th Cross victoria Layout, Bangalore South, Bengaluru Karnatka-560047	Public-Individual	0	0.00	10000	10000	0.07
38	HOSAMANE PARAMESHWARA SOWMYA	ALGPP 5107Q	C/O Anilkumar N P, 52 Ist Cross, Gandhi Nagara, Shimoga, Karnataka-577201	Public-Individual	0	0.00	5000	5000	0.03

*The above table shows the expected holding in the Company upon consummation of the allotment, and assuming the conversion of Warrants, if allotted into Equity Shares and that, holdings of all other shareholders shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.*

There shall be no change in the management or control of the Company pursuant to the abovementioned Preferential Allotment. However, voting rights will change in accordance with the shareholding pattern, further, allotment to the proposed allottee, singly, is less than five percent of the post issue diluted share capital of the company.

**9. Current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter.:**

No change in control is proposed, pursuant to present preferential issue.

**10. Shareholding pattern of the issuer before and after the preferential issue:**

The pre-issue shareholding pattern of the Company and the post-issue shareholding pattern is given below:

Sr. No.	Category of shareholders	Pre- Issue Shareholding		*Post-Issue Shareholdings	
		No. of Shares	% of Total shareholding	No. of Shares	% of Total shareholding
A	Promoter and Promoter Group				
1.	Indian Promoters	11,56,685	38.48	11,56,685	7.86
2	Foreign Promoters	--	--	--	--
<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1) +(A)(2)</b>		<b>11,56,685</b>	<b>38.48</b>	<b>11,56,685</b>	<b>7.86</b>
B	Non-Promoters Holding–				
1.	Institutions (Domestic)	--	--	--	--
2.	Institutions (Foreign)	--	--	--	--
3.	Central Government / State Government(s)	--	--	--	--
4.	Non-Institution				
a.	Directors and their relatives	2,623	0.09	2,623	0.02
b.	Key Managerial Personnel	--	--	--	--
c.	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	11,42,517	38.01	11,57,517	7.87



d.	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1,70,065	5.66	70,21,065	47.73
e.	Non-Resident Indians (NRIs)	216	0.01	216	0.00
f.	Bodies Corporate	5,29,875	17.63	21,22,375	14.43
g.	Any Other	3,619	0.12	32,48,619	22.09
	Sub-Total (B)(4)	18,48,915	61.52	1,35,52,415	92.14
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+ (B)(4)	18,48,915	61.52	1,35,52,415	92.14
	<b>Total (A+B)</b>	<b>30,05,600</b>	<b>100.00</b>	<b>1,47,09,100</b>	<b>100.00</b>

*\*The post issue paid up capital is arrived after considering the preferential allotments proposed to be made under this notice and on fully diluted basis. Therefore, the post issue paid-up capital of the Company is subject to alterations on account of conversion of convertible warrant into Equity Shares by Proposed Allottee. Consequently, the post issue shareholding percentage mentioned above may stand altered.*

**11. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable. Since, the allotment of Warrants is made for consideration payable in cash.

**12. Proposed time frame within which the preferential issue shall be completed:**

Pursuant to Regulation 170 of ICDR Regulations, preferential allotment of the Warrants is required to be completed within a period of 15 (fifteen) days from the date of passing of the Special Resolution of the Shareholders of the Company or within such other statutory time limits as may be prescribed by the regulatory authorities (including but not limited to the in-principle approval of the stock exchange i.e. BSE Limited for the issuance of the warrants to the Proposed Allottee on a preferential basis subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority(ies) for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

**13. The change in control or allotment of more than five percent to an allottee or to allottees acting in concert if any, of the Company that would occur consequent to preferential offer:**

There shall be no change in the management or control of the Company upon the issuance and allotment of the warrants and equity shares in exchange/conversion of the Warrants, there is no likely change of control of the Company. The allotment to the proposed allottee is less than five percent of the post issue fully diluted share capital of the issuer.

**14. Lock-in Period:**

The proposed allotment of warrants shall be subject to lock-in as per the requirement of SEBI (ICDR) Regulations, 2018.

In accordance with Regulation 167 of the SEBI ICDR Regulations, the Lock-in-period are as follows:

- The Equity shares allotted on a preferential basis to proposed allottee (promoters and promoter group) shall be locked-in for a period of **Eighteen Months** from the date of Trading Approval.

- The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of **90 trading days** from the date of trading approval.

**15. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotments during the year 2024-25.

**16. Listing:**

The Company will make an application to BSE Limited and MSEI Limited ("Stock Exchanges") at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

**17. Principle terms of assets charged as securities:** Not Applicable

**18. Name and address of valuer who performed valuation**

Even if, the equity shares of the issuer company have been frequently traded on the stock exchange but post issue share capital of the issuer company exceeds five percent of the post issue capital on fully diluted basis for allottees, as mentioned in regulation 166A of the SEBI ICDR, therefore, as per regulation 165 read with 166A of SEBI ICDR Regulations, the Valuation was performed by independent valuer, Mrs. Sejal Ronak Agrawal, a Registered Valuer (Reg. IBBI/RV/06/2020/13106) having office at 7, Ritu Apartment, Bhairavnath Road, Maninagar, Ahmedabad-380008. The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and further shareholders can also access the valuation report from the Company's website i.e. [www.nmsresourcesglobal.com](http://www.nmsresourcesglobal.com).

**19. Practicing Company Secretary Certificate**

The Certificate dated August 25, 2025 issued by Ms. Prachi Bansal, (Membership no: 43355, COP: 23670) Practicing Company Secretary having office at House No. 837, Sector 28, Faridabad-121008, Haryana, certifying that the preferential issue is being made in accordance with the requirements contained in the chapter V of ICDR Regulations, will be placed before the shareholders at the Extraordinary General Meeting and is also available for inspection at the Registered Office of the company during the business hours on any working days, such certificate is hosted on the Company's website and is accessible at link [www.nmslimited.in](http://www.nmslimited.in).

**20. Identity of the Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottees:**

The name of the proposed allottees and the identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted after conversion of warrants and/or who ultimately control the proposed allottees, is as follows:

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial Ownership	Pre-Issue status of the allottees	Post-Issue status of the allottees	Change in control, if any
1	Shah Telecom Limited	Aparna A Gaurav	Public, Body Corporate	Public, Body Corporate	No

2	Dam Commosales LLP	Tushar Vilas Pansare	Public, LLP	Public, LLP	No
3	Kangna Tradewing	Deepak Yallappa Mane	Public, Partnership Firm	Public, Partnership Firm	No
4	Mumba Enterprises Private Limited	Jaysing Hanumant Nawale	Public, Body Corporate	Public, Body Corporate	No
5	K N Consultants	Kamal Kishore Sharma	Public, Partnership Firm	Public, Partnership Firm	No
6	G R Traders	Sachin	Public, Partnership Firm	Public, Partnership Firm	No
7	Renuka Trading	Gaurav Tomar	Public, Partnership Firm	Public, Partnership Firm	No
8	Shyam Ji Enterprises	Nitin Batri	Public, Partnership Firm	Public, Partnership Firm	No
9	Arrowspace Advisors Private Limited	Deepak Singh	Public, Body Corporate	Public, Body Corporate	No
10	Bharat Babulal Jain HUF	Bharat Babulal Jain	Public, HUF	Public, HUF	No

**21. Particulars of the issue including the material terms of issue, date of passing of Board resolution, kind of securities offered, total / maximum number of securities to be issued and the issue price:**

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the proposed allottees are set out in the previous paragraphs. The Equity Shares upon conversion of warrants shall be fully paid-up and listed on BSE Limited (the stock exchange) and rank pari-passu with the existing equity shares of the Company in all respects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company, if any.

**22. SEBI Takeover code:**

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

**23. Terms of issue and conversion of convertible warrants to be issued to the proposed allottees**

- a) The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted.
- b) For issuance of warrant for cash consideration an amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder on the exercise of the right attached to Warrants. The amount paid

against Warrants shall be adjusted / appropriate against the Issue Price for the resultant equity share(s).

- c) In the event that, Warrant holder does not exercise the right attached to Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holder on such Warrants shall stand forfeited by Company
- d) The Warrants by themselves, until exercise of the conversion right and allotment of Equity Shares, do not give the holder thereof any rights akin to that of shareholders of the Company, except to the extent stated in clause (i) below.
- e) The Company shall apply for the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations subject to receipt of necessary permission(s), sanction(s) and approval(s).
- f) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, and voting rights with the then existing Equity Shares of the Company.
- g) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations, 2018 from time to time.
- h) The Warrants and Equity Shares allotted to the Promoter Group on conversion of such Warrants will be transferable within the Promoter Group of the Company, as per applicable laws.
- i) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.

#### **24. Other disclosures/undertaking**

- a) The Proposed Allottee has confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- b) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- c) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- d) Neither the Company nor any of its directors or Promoters are categorized as willful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI (ICDR) Regulations, 2018 are not applicable.
- e) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f) The entire pre-preferential allotment shareholding of the Proposed Allottee, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the ICDR Regulations.
- g) The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations. Since the Companies equity shares are listed on recognized Stock Exchange (BSE)

for a period of more 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

- h) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee;
- i) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- j) The Company shall be making application seeking in-principle approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution
- k) The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations.

The Company shall made adjustment in the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

The documents (including Valuation Reports) referred to in the Notice, for which this shareholder's approval is being obtained, will be available for inspection during business hours on all working days of the Company (Except Saturday, Sundays and Public holidays) without any fee by the members from the date of circulation of this Notice up to the date of EGM i.e. February 28, 2026.

Save as above, none of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 1 of this Notice, except to their shareholding in the Company.

Your directors recommend the passing of the Resolution No. 1 of the Notice as a **Special Resolution** by the Members.

The company has obtained approval of shareholders on 29.9.2025 for 11312000 convertible warrant under preferential issue. The Company has filed application for obtaining in-principle approval with BSE Ltd. However, later on, some of proposed allottee has withdrawn their interest and hence the Company has withdrawn its in-principle approval application from BSE on 22.12.2025

## **Item No. 2. Appointment of Meenakshi Gupta**

A brief profile of Ms Meenakshi Gupta is given below:

Mrs. Meenakshi Gupta aged 54 years, holds a Graduate degree and she is a Graduate. She has a rich experience of more than 30 years in various aspects of HR management and Administration.

Ms Meenakshi Gupta holds the directorship and membership of the Committees of the Board of Directors of the following listed/unlisted public limited companies.

Sl. No.	Name of the Company	Designation
1	NMS Enterprises Limited	Director
2	RMA Consultants Private Limited	Director
3	MSC-BVI Consulting Private Limited	Director
4	IDM Enterprises Limited	Director

Ms Meenakshi Gupta does not hold any equity shares of the Company.

Details of listed companies in which Ms Meenakshi Gupta resigned in the past three years – NIL

The Board considers that her association would be of immense benefit to the Company as she is having a good administrative skill

The Board of Directors recommends the resolution at Item no.2 for approval of the Members as a Special Resolution.

**By Order of the Board of Directors  
For NMS Resources Global Limited  
(Formerly NMS Resources Global Limited)**

**Place: Delhi**

**Date: 29/01/2026**

**Sd/-  
Mr. Dhananjai Gupta  
Director  
DIN: 09313878**

**Registered Office:**

48, Hasanpur, I.P. Extension, Delhi East,  
Delhi, Delhi, 110092

**CIN:** L74110DL1986PLC025457

**Phone No.:** 011-45261214

**Email:** [info@nmslimited.in](mailto:info@nmslimited.in)

**Website:** [www.nmslimited.in](http://www.nmslimited.in)