

73rd
Annual Report
and Accounts
2021

NATIONAL CEREALS PRODUCTS LIMITED

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NATIONAL CEREALS PRODUCTS LIMITED

BOARD OF DIRECTORS

Smt. Pushpa Mohan
Managing Director
DIN: 00229726

Shri Rajan Datt
Non-Executive Director
DIN: 00229664

Shri Subhash Arya
Non-Executive Director
DIN: 00308369

Shri L.N. Malik
Independent Director
DIN: 00481449

Shri Sanjeev Bawa
Independent Director
DIN: 03633427

Shri Minas Kumar
Company Secretary & CFO

Statutory Auditors
K. C. Malhotra & Company
Chartered Accountants
New Delhi-110048

Secretarial Auditors
M/s AKP & Associates
Practicing Company Secretary

Registrar & Transfer Agents
MAS Services Ltd.
T-34, IInd Floor, Okhla Industrial Area
Phase-II, New Delhi-110020

ANNUAL GENERAL MEETING
AT 1:00 P.M. Tuesday, the 28th September, 2021 AT
Solan Brewery, Pin Code-173214 (Himachal Pradesh)

Registered Office:-Solan Brewery PinCode-173214
District: - Solan (Himachal Pradesh)
Works: - Mohan Nagar, Ghaziabad, (U.P.)-201007

NATIONAL CEREALS PRODUCTS LIMITED

NATIONAL CEREALS PRODUCTS LIMITED

CIN:-L99999HP1948PLC001381

REGD. OFFICE: - Solan Brewery-173214, Distt. Solan (H.P.)

E-mail:- ncp@nationalcereals.com, [Tel:-01792-230222](tel:01792-230222)

Website: -www.nationalcereals.com

Invitation to attend the 73rd Annual General Meeting to be held on Tuesday 28th September, 2021

Dear Members,

You are cordially invited to attend the Seventy Third Annual General Meeting of the Company to be held on Tuesday, 28th September, 2021 at 1.00 P.M. IST through video conferencing. The notice convening the Annual General Meeting is attached herewith. In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

Sl No	Particulars	Details
1	URL for participation through Video Conferencing (VC), e-voting during AGM and remote e-voting	https://www.evotingindia.com/login_BO.jsp?t=i1
2	Username and password for VC	Same as remote e-voting
3	Helpline number for VC participation and e-voting	Central Depository Services (India) Limited A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East) Mumbai - 400013 email-helpdesk.evoting@cdslindia.com Phone-022-23058538/42/43
4	Cut-off date for e-voting	21st September, 2021
5	Time period for remote e-voting	Saturday, 25th September, 2021 (10:00 AM) and ends on Monday, 27th September, 2021 (5:00 PM).
6	Book Closure date	Wednesday 22nd September, 2021 to Tuesday, 28th September, 2021 (Both days inclusive)
7	Link for Members to temporarily update e-mail address	info@masserv.com or alternatively the shareholders may write to the company secretary at ncp@nationalcereals.com
8	Last date for publishing results of the E-voting	Within 48 hours after closure of the meeting
9	Registrar and Share Transfer Agent contact details	Mas Services Limited (Registrars & Share Transfer Agents) T-34, 2nd Floor, Okhla Industrial Area, Phase -II, New Delhi - 20 Ph:- 26387281/82/83 website : www.masserv.com
10	Company's contact details	Shareholder may contact company secretary at ncp@nationalcereals.com

We are hopeful that shareholders would find the aforesaid information/details useful and spare their valuable time to participate in 73rd Annual General Meeting of the company through video conferencing on Tuesday, 28th September, 2021 at 1:00 P.M.

Thanking you,

Yours truly,

For National Cereals Products Limited

Minas Kumar
Company secretary

NATIONAL CEREALS PRODUCTS LIMITED

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CIN:-L99999HP1948PLC001381

REGD. OFFICE: - Solan Brewery-173214, Distt. Solan (H.P.)

E-mail:- ncp@nationalcereals.com, [Tel:-01792-230222](tel:-01792-230222)

Website: -www.nationalcereals.com

NOTICE OF MEETING OF 73rd ANNUAL GENERAL MEETING

Notice is hereby given that the 73rd Annual General Meeting of National Cereals Products Limited will be held on Tuesday, 28th September, 2021, at 1.00 P.M. through video conferencing/other Audio-Visual means to transact the following businesses: -

ORDINARY BUSINESSES: -

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2021 and the Profit & Loss Statement for the year ended on that date and the report of Directors and Auditors thereon.
2. To elect a director in place of Mr Rajan Datt (DIN 00229664) who retires by rotation and being eligible offers himself for re-election.

SPECIAL BUSINESSES: -

3. Regularization of Smt. Pushpa Mohan, Woman Managing Director (DIN 00229726)

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

“RESOLVED THAT subject to provisions of section 151, 161, 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013, read with rules and regulations made thereunder and pursuant to recommendations of the Nomination and Remuneration committee, consent of the general meeting be and is hereby accorded towards regularization of Smt. Pushpa Mohan (DIN-00229726), who was appointed to fill the casual vacancy caused by sudden death of Mrs. Comilla Mohan, erstwhile managing director of the company, as Women Managing Director of the Company to hold office till the date the Late Comilla Mohan, erstwhile women managing director would have held office. i.e., up to August 31st, 2023 and that the terms and conditions of appointment of Smt Pushpa Mohan shall be subject to maximum salary of Rs. Seventy five thousand only (75,000).

“RESOLVED FURTHER THAT the Board of Directors, be and is hereby instructed to carry out all necessary acts and deeds including filing of necessary forms to the concerned Registrar of Companies as may be deemed expedient to give effect to the above said Resolution.

4. To insert additional business activity in main object clause of the memorandum of association.

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

“RESOLVED THAT pursuant to the provisions of section 13 of the Companies Act, 2013 (“the Act”) including any modifications or re-enactment thereof and other applicable provisions thereof, the Main object clause of the Memorandum of Association of the company be and is hereby altered and amended to the effect that following new sub-clause i.e. sub-clause 29 (Twenty-Nine) and sub clause 30 (Thirty) be added after existing sub-clause 28 of Clause III (A) of the object clause of the Memorandum of the company be titles as

NATIONAL CEREALS PRODUCTS LIMITED

“MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION” to read as follows:-

- 29) To engage into the business of Liquor, Alcoholic Drinks or various beverages products in such form and capacity and in such mode and manner as may be permissible from time to time including but not limited to running wine shops or chain of wine shops in India and abroad and to apply for wine shops licenses either on its own or in consortium.
- 30) To carry on business of dealers, traders, wholesalers, retailers, exporter, importer, consignor, consignee, agent, broker and stockiest in various types of FMCG Goods, consumer and health care products, food supplements and synthetic and non-synthetic products, cotton material, agro fertilizers products, herbal products, preservable and non-preserved food products and all kind of agriculture products and to carry in India and in any part of world the business of providing services like government sponsored scheme, assisted scheme, indenting, networking business and sales organization, product management, sales and promotion of various type of products and services as above.

“FURTHER RESOLVED THAT any director of the Company/Company Secretary, jointly and/or severally, be and is/are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the concern Registrar of Companies.

5. To adopt fresh memorandum of association as per the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of section 13 of the companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modifications thereof, the new set of Memorandum of Association as tabled and discussed here at the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing Memorandum of Association of the company.”

“RESOLVED FURTHER THAT any Director of the company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

6. To adopt fresh articles of association as per the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of section 14 of the companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modifications thereof, the new set of Articles of Association as tabled and discussed here at the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the existing Articles of Association of the company.”

NATIONAL CEREALS PRODUCTS LIMITED

“RESOLVED FURTHER THAT any Director of the company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

7. Related Party Transactions

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

“RESOLVED THAT pursuant to section 188 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, and in compliance with regulations 23 of the SEBI (Listing obligations & Disclosure Requirements) regulations 2015, consent of the company be and is hereby accorded for entering into the following agreements by the company with Mohan Meakin Limited.

- (i) Lease Agreements : The Company has taken a very limited office space from Mohan Meakin Limited within its premises at Mohan Nagar, Ghaziabad and solan for past many years. National Cereals Products Limited will pay a sum of Rs. 72,000/- in the current financial year towards rent to the MML (inclusive of electricity charges). Effective from 01.04.2021 to 31.03.2022.
- (ii) Purchase Agreements : National Cereals Products Limited is proposing to supply various types of items mainly maize grits, mazie choker, flour, coal etc. as per requirements/specifications of Mohan Meakin Limited and based on prevailing market rates and conditions from time to time. Purchase price is fixed from time to time, considering the local market conditions and prevailing market rates by ensuring that purchase price is according to the market price and the standard business terms and the transactions is at arms-length basis. Effective from 01-04-2020 to 31.03.2022

Regd. Off: -

For National Cereals Products Limited

NATIONAL CEREALS PRODUCTS LIMITED

CIN: -L99999HP1948PLC001381

REGD. OFFICE: - Solan Brewery-173214, Distt.

Solan (H.P.) E-mail:- ncp@nationalcereals.com,

Tel:-01792-230222 Website: -

www.nationalcereals.com

Minas Kumar

Company Secretary

Date: -12.08.2021

Place: -Mohan Nagar, Ghaziabad

NATIONAL CEREALS PRODUCTS LIMITED

Notes:-

- 1) In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No-02/2021 dated 13th January 2021 (collectively “MCA Circulars”), permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 73rd AGM of the Company is being convened and conducted through VC.
- 2) Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended and as per MCA General Circular No. 14/2020, dated 08th April, 2020, MCA General Circular No. 17/2020, dated 13th April, 2020, MCA General Circular No. 20/2020 dated 05th May, 2020 and MCA General Circular No. 02/2021 dated 13th January, 2021, the Company is offering “remote e-voting facility” prior to the date of AGM and “E- voting facility” during the AGM to its Members in respect of all businesses to be transacted at the AGM. Shareholders are requested to refer the detailed instructions for the remote e-voting process and e-voting during the AGM given elsewhere in this Note.
- 3) The Company has enabled the Members to participate at the 73rd AGM through the VC facility provided by Central Depository Services Limited, (“CDSL”). The instructions for participation in the 73rd Annual General Meeting through VC/OAVM Facility and e-Voting during the said Annual General Meeting by the Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
- 4) As per the applicable provisions read with the MCA Circulars, Members attending the 73rd AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5) The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 73rd AGM being held through VC.
- 6) Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
- 7) As per the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 73rd AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 73rd AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 8) Corporate Members are requested send a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf at ncp@nationalcereals.com. Institutional investors are encouraged to attend and vote at the meeting through VC.
- 9) 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.
- 10) The Register of Members and Share Transfer books will remain closed from Wednesday 22nd September, 2021 to Tuesday, 28th September, 2021 (Both days inclusive).

NATIONAL CEREALS PRODUCTS LIMITED

- 11) In line with the MCA Circulars, the notice of the 73rd AGM along with the Annual Report 2020-21 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2020-21 will also be available on the Company's website at <https://www.nationalcereals.com/investors/annual-reports/> , websites of the Stock Exchange i.e. Calcutta Stock exchange at [https:// www.cse-india.com](https://www.cse-india.com) and on the website of CDSL at [https:// www.evotingindia.com](https://www.evotingindia.com) (Notice of AGM only).
- 12) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Mas Services Limited at info@masserv.com. Members may note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by writing to RTA of the company or alternatively they may also write to the company secretary of the company at ncp@nationalcereals.com.
- 13) The details of the Director seeking appointment/re-appointment at the 73rd AGM are provided in "Annexure A" of this Notice. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.
- 14) Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
- 15) Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, Mas Services Limited (Registrars & Share Transfer Agents), T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi – 20, Ph.:- 26387281/82/83, website: www.masserv.com.
- 16) Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.
- 17) In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
- 18) Non-resident Indian shareholders, if any, are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be: -a) the change in the residential status on return to India for permanent settlement, and b) the particulars of the NRE account with a Bank in India, if not furnished earlier.

NATIONAL CEREALS PRODUCTS LIMITED

- 19) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or can be obtained from the Secretarial Department of the Company at its registered office.
- 20) The following documents will be available for inspection by the Members electronically during the 73rd AGM. Members seeking to inspect such documents can send an email to ncp@nationalcereals.com.
 - Certificate from the Statutory Auditors/Secretarial Auditor relating to the compliance as per SEBI (LODR) 2015.
 - Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
- 21) In case of any queries regarding the Annual Report, the Members may write to ncp@nationalcereals.com to receive an email response.
- 22) As the 73rd AGM is being held through VC, the route map is not annexed to this Notice.
- 23) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the RTA/Company.
- 24) Members are requested to intimate to the Company queries, if any, regarding Accounts/Notice at least 7 days before the Meeting at its Registered Office address to enable the Management to keep the information ready at the meeting.
- 25) Your company is offering e-voting facility to all shareholders of the company and accordingly it has entered into an agreement with CDSL enabling participation in the 73rd AGM through VC/OAVM Facility, remote e-voting and e-Voting during the 73rd AGM with a view to enable the shareholders to cast their vote electronically.
- 26) The e-voting will commence on Saturday, 25th September, 2021 (10:00 AM, IST) and ends on Monday, 27th September, 2021 (5:00 PM, IST). The cut-off date for the purpose of e-voting is 21-09-2021. Please read the instructions for e-voting given herein below before exercising your vote electronically.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

- 1) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
- 2) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

NATIONAL CEREALS PRODUCTS LIMITED

- 3) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 4) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 5) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- 6) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.nationalcereals.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. <https://www.cse-india.com>. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- 7) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- 8) In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

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

- (i) The voting period begins on Saturday, 25th September, 2021 (10:00 AM, IST) and ends on Monday, 27th September, 2021 (5:00 PM, IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21st September 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

NATIONAL CEREALS PRODUCTS LIMITED

Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.	
Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL	

NATIONAL CEREALS PRODUCTS LIMITED

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

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

NATIONAL CEREALS PRODUCTS LIMITED

- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN **210903066** for National Cereals Products Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly

NATIONAL CEREALS PRODUCTS LIMITED

authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ncp@nationalcereals.com , if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ncp@nationalcereals.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ncp@nationalcereals.com . These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- 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.

NATIONAL CEREALS PRODUCTS LIMITED

- 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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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

OTHER INSTRUCTIONS

- I. Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication(s)) by writing to RTA/Company
- II. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 21st September 2021 may obtain the login ID and password by sending an email to helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No.
- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.
- IV. Mr. Ashutosh Kumar Pandey, Proprietor of AKP & Associates, Company Secretaries (CP No. 7385) has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting during the meeting in a fair and transparent manner.
- V. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- VI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.nationalcereals.com> and on the website of CDSL at www.evoting.india.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the stock exchange.

Regd. Off: -

For National Cereals Products Limited

NATIONAL CEREALS PRODUCTS LIMITED

CIN: -L99999HP1948PLC001381

REGD. OFFICE: - Solan Brewery-173214, Distt.

Solan (H.P.) E-mail:- ncp@nationalcereals.com,

Tel:-01792-230222 Website: -

www.nationalcereals.com

Minas Kumar

Company Secretary

Date: -12.08.2021

Place: - Mohan Nagar, Ghaziabad

NATIONAL CEREALS PRODUCTS LIMITED

ANNEXURE TO THE NOTICE

Annexure A

Particulars of Directors seeking appointment/reappointment at the ensuing Annual General Meeting as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting are as follows:

Sl No	Particulars		Detailed Information
1	Name	:	Mr. Rajan Datt
	Age	:	62 Years
	Qualification	:	Graduate
	Experience	:	Having Vast Experience of approximately more than 40 years in the Management of various companies
	Other Directorship	:	1. Trade Links Private Limited 2. Mohan Closures Limited 3. Nupack Cartons and Closures Limited 4. Mohan Zupack Limited 5. Brijeshwari Housing and Construction Private Limited
	Shareholding in the Company	:	NIL
Sl No	Particulars		Detailed Information
2	Name	:	Smt. Pushpa Mohan
	Age	:	88 Years
	Qualification	:	Graduate
	Experience	:	Having long experience in the Management of various companies
	Other Directorship	:	1. Trade Links Private Limited 2. Mohan Closures Limited 3. Kapansky Investments Private Limited
	Shareholding in the Company	:	NIL

Regd. Off: -

For National Cereals Products Limited

NATIONAL CEREALS PRODUCTS LIMITED

CIN: -L99999HP1948PLC001381

REGD. OFFICE: - Solan Brewery-173214, Distt.

Solan (H.P.) E-mail:- ncp@nationalcereals.com,

Tel:-01792-230222 Website: -

www.nationalcereals.com

Minas Kumar

Company Secretary

Date: -12.08.2021

Place: -Mohan Nagar, Ghaziabad

NATIONAL CEREALS PRODUCTS LIMITED

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS GIVEN BELOW.

AGENDA ITEM NO 3: -

Regularization of Smt. Pushpa Mohan, Woman Managing Director (DIN 00229726)

Smt. Pushpa Mohan was appointed as Managing Director (Additional) of the company to fill casual vacancy caused by sudden demise of Late Comilla Mohan, erstwhile Managing Director of the company by way of passing necessary board resolution to this effect subject to approval of the general meeting for the period for which Late Comilla Mohan would have held the office i.e., September 1st, 2020 up to August 31st, 2023, based on recommendation of the Nomination & Remuneration Committee. Accordingly, the agenda item in question is being put before the general meeting for their approval by way of special resolution. The members are requested to consider this resolution in question and pass necessary resolution with or without modification, if thought fit to be passed.

Information as per requirement of Schedule V of the Companies Act, 2013

i. General Information

PARTICULARS

DETAILED INFORMATION

Nature of industry

Manufacturing of Barley Malt

Date or expected date of commencement of commercial production

Commenced business in 1948

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

NA

Financial performance based on given indicators

Kindly refer the audited accounts for the year 2020-21

Foreign investments or collaborations, if any.

NA

ii. Information about the appointee

Background details

The proposed appointee is already having vast experience in the management of various companies. She is well aware of every “pros and cons” of the industry. She has got huge experience in managing affairs of the companies like us and shall add value to the company for sure. Though she is of 88 years of age but has got tremendous ability to manage the things. The board of the company is very much sure that the company is going to be benefited a lot and she, for the sure, will take the company at different height.

Past remuneration

NIL

Recognition or awards

Job profile and his suitability

As Per Explanatory Statement

Remuneration proposed

As Per Explanatory Statement

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration proposed is much below than the remuneration paid to similar senior level in other company’s

Pecuniary relationship directly or indirectly with the company, or

Smt. Pushpa Mohan is not related to any managerial personnel.

NATIONAL CEREALS PRODUCTS LIMITED

relationship with the managerial personnel, if any.

iii. Other Information

Reasons of loss or inadequate profits	The Company has been inoperative since long and hence suffered the loss.
Steps taken or proposed to be taken for improvement	The Company is trying & searching for viability in its operation
Expected increase in productivity and profits in measurable terms	Continuous efforts are being made in this regard

iv. Disclosure

(i) Period of Appointment	Upto 31st August 2023
(ii) Remuneration	Rs. 75,000/- (Seventy-Five Thousand only) per month

Other Terms and Conditions and disclosures:

- 1) The Board shall have power to alter and/or modify the terms and conditions of appointment of Mrs. Pushpa Mohan including but not limited to fixing of Minimum Remuneration
- 2) This appointment/arrangement may be terminated by either party by giving the other party six months' notice.
- 3) There has been no default in re-payment of any of its debts (including public deposits) or debentures or interest payables thereon for a continuous period of thirty days in any preceding financial year

This statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) and other relevant Regulations of the SEBI (Listing obligations & Disclosure Requirements) Regulation 2015; Smt. Pushpa Mohan is concerned or interested in the proposed Special Resolution.

A written Memorandum containing terms and conditions of the appointment, including the variation in terms, shall be open for inspection at the registered office of the Company during normal business hours on all working days between 10 A. M. to 5 P.M. up to the date of Annual meeting as there is no Agreement/Contract entered into by the Company with the Managing Director.

In Compliance with the provisions of Sections 2(94), 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and other relevant Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, the approval of the Members of the Company is sought for the appointment and terms of remuneration of Smt. Pushpa Mohan as Managing Director asset out above.

None of the Directors of Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the special Resolution except to the extent of their shareholding in the company.

AGENDA ITEM NO 4: -

To insert additional business activity in main object clause of the memorandum of association.

The board has decided to enter into some new lucrative business and accordingly it is proposed to add some new sub-clause in the main object of the company. Since, the proposal was subject to approval of the general meeting and hence, the proposed resolution is being put before the general meeting for their consideration and necessary approval. The members are requested to consider the proposed resolution and pass the same with or without modification as special resolution.

NATIONAL CEREALS PRODUCTS LIMITED

None of the Directors of Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the special Resolution except to the extent of their shareholding in the company.

AGENDA ITEM NO 5 & 6: -

To adopt fresh memorandum of association (“MOA”) and article of association (“AOA”) as per the Companies Act, 2013

The board has proposed adoption of new set of memorandum and Articles of Association of the company with a view to make it commensurate with the Companies Act, 2013 and accordingly, the proposed resolution in question is being put before the general meeting for their consideration and necessary approval. The members are requested to consider the proposed resolution and pass the same with or without modification as special resolution.

None of the Directors of Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the special Resolution except to the extent of their shareholding in the company.

AGENDA ITEM NO 7:-

Related Party Transactions

The Company has been operating from the lease hold premise owned by Mohan Meakin limited since last so many years both at Ghaziabad and Solan and also selling various products to it. Mohan Meakin Limited is considered to be a very much important counterparts of the company and all transaction is being conducted at arm’s length price in ordinary course of business. It is worth noting that this arrangement if approved would be beneficial for the company to a great extent. Considering the foregoing, your board has proposed to enter into Lease Agreement and Sell/Purchase Agreement subject to approval of the General Meeting and hence the resolution in question is being put before the general meeting for their consideration and necessary approval. The members are requested to consider the proposed resolution and pass the same with or without modification as an ordinary resolution.

None of the Directors of Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the special Resolution except to the extent of their shareholding in the company.

Regd. Off: -

NATIONAL CEREALS PRODUCTS LIMITED

CIN: -L99999HP1948PLC001381

REGD. OFFICE: - Solan Brewery-173214, Distt.

Solan (H.P.) E-mail:- ncp@nationalcereals.com,

Tel:-01792-230222 Website: -

www.nationalcereals.com

For National Cereals Products Limited

Minas Kumar

Company Secretary

Date: - 12.08.2021

Place: -Mohan Nagar, Ghaziabad

NATIONAL CEREALS PRODUCTS LIMITED

DIRECTORS' REPORT

To
The Members
National Cereals Products Limited

Your Directors have pleasure in presenting the 73rd Annual Report together with Audited Financial Statement of Accounts for the year ended 31st March 2021.

Financial summary and highlights

Particulars	Current Year 31 st March, 2021	Previous Year 31 st March, 2020
Revenue from Operations	-----	-----
Other Income	29,07,215	34,33,729
Loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	(37,39,457)	(42,39,874)
Less:- Depreciation/Amortization/Impairment	-----	-----
Loss before Finance Costs, Exceptional Items and Tax Expense	(37,39,457)	(42,39,874)
Less:- Finance Costs	(2,750)	-----
Profit/Loss before Exceptional items and Tax Expense	(37,42,207)	(42,39,874)
Add/(Less):- Exceptional items	-----	-----
Profit/Loss before Tax Expense	(37,42,207)	(42,39,874)
Less:- Tax Expense (Current & Deferred)	-----	-----
Profit/Loss for the year (1)	(37,42,207)	(42,39,874)
Total Comprehensive Income/Loss (2)	(81,179)	(5,04,442)
Total(1+2)	(38,23,386)	(47,44,316)

FINANCIAL AND OPERATIONAL REVIEW

During the financial year 2020-2021, the revenue from operations was Nil due to no production, however interest income of the company on Fixed Deposit was Rs. 28,65,978/-

WORKING RESULTS

The members are informed that your company was not engaged in any business during the financial year 2020-2021.

TRANSFER TO RESERVE

During the year under consideration, your board has recommended to adjust/transfer the loss of the year against general reserve.

SHARE CAPITAL

There is no change in the share capital of the company during the year and hence no comment is required.

DIVIDEND

Your Board has not recommended any dividend during the year under consideration.

NATIONAL CEREALS PRODUCTS LIMITED

PUBLIC DEPOSITS

The company has not invited and accepted any deposit from the public.

MAJOR EVENTS OCCURRED DURING THE YEAR

a) State of the Company's affairs

(i)	Segment-wise position of business and its operations	Single segment company
(ii)	Change in status of the company	No Change
(iii)	Key business development	No Development
(iv)	Change in the financial year	No Change
(v)	Capital Expenditure Programmes	No Capital Expenditure
(vi)	Details and status of acquisition, merger, expansion, modernization and diversification	No change
(vii)	Development, acquisition and assignment of material intellectual property rights	There is nothing to report under this head
(viii)	Any other material event having an impact on the affairs of the company	There is nothing to report under this head

(b) Change in the nature of business

There is nothing to report under this head as company has not changed its nature of Business during the financial year under consideration.

b) Material changes and commitments, if any, affecting the financial position of the company, having occurred since the end of the year and till the date of the report:-

The management of the company is proposing to start trading business in the company.

BOARD PERFORMANCE EVALUATION:

The Board evaluated the effectiveness of its functioning and that of the committees and of individual directors by seeking their inputs on various aspects of Board/Committee Governance. The evaluation was based on the criteria such as Director's knowledge and understanding of their role, Company's vision and mission, market potential, Director's commitment, qualification, skill and experience, openness in communication, etc.

The performance of the Board was evaluated on the basis of various criteria such as composition of the Board, information flow to the Board and its dynamism, strategic issues, roles and functions of the Board, relationship with the management, engagement with the Board and external stakeholders and other development areas.

The performance of the committee was evaluated after seeking the inputs of committee members on the criteria such as understanding the terms of reference, Committee composition, independence, contribution to Board decisions, etc.

INDEPENDENT DIRECTORS' MEETING:

One Meeting of the Independent Directors was held on 25th March, 2021, without the presence of the Executive Directors or management personnel. At the Independent Directors Meeting held on 25th March, 2021, the Independent Directors carried out performance evaluation of Non-Independent Directors and the Board of Directors

NATIONAL CEREALS PRODUCTS LIMITED

as a whole, performance of Chairman of the Company, the quality, content and timeliness of flow of information between the Management and the Board, based on the Performance Evaluation framework of the Company. All the Independent Directors were present at the aforesaid Meeting.

FAMILIRIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

The Company has in place a Familiarization Program for Independent Directors to provide insights into the Company's business to enable them contribute significantly to its success. The Executive Directors and Senior Management make presentations periodically to familiarize the Independent Directors with the strategy operations and functions of the Company.

NOMINATION AND REMUNERATION POLICY COMPANY'S POLICY ON APPOINTMENT OF DIRECTORS, THEIR REMUNERATION AND OTHER RELATED THINGS

The company is having its policy on appointment of Directors, their Remuneration and other related things which are in conformity of the Laws, Rules and Regulations. The nomination and remuneration committee of the Board has to play a wider role in the matter. The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration which forms an integral part of this Report. Remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

CHANGES IN KEY MANAGERIAL PERSONNEL

There is no change in the Key Managerial Personnel during the year under Report.

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2015 are annexed to this report.

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2015, there were no employee(s) drawing remuneration in excess of the limits set out in the said Rules, hence not applicable.

Further, in compliance of section 136(1) of the Companies Act, 2013, the Annual Report is available for inspection at Registered Office of the Company during working hours. Any member interested in obtaining such information may write to the Company Secretary, at the registered office and the same will be furnished on request. Further the details are also available on the Company's [website: www.nationalcereals.com](http://www.nationalcereals.com)

DECLARATION BY INDEPENDENT DIRECTORS AND STATEMENT ON COMPLIANCE OF CODE OF CONDUCT

The independent Directors of the company, in opinion of the Board, are the person of integrity and possess relevant expertise and experience. They are or were not a promoter of the company or its holding, subsidiary or associate company and they are not related to promoters or directors in the company, its holding, subsidiary or associate company. They including their relatives have or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year. They are not related with the company in any manner or except

NATIONAL CEREALS PRODUCTS LIMITED

being Independent Director. The relevant declaration has been obtained.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

There are no subsidiary/Joint Ventures Companies and hence no comment is required.

COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER

There is no qualification, reservation or adverse remark or disclaimer made by the auditor in his report; and by the company secretary in practice in his secretarial audit report, hence no comment is required.

INTERNAL CONTROL SYSTEM

This is being provided elsewhere in this report

DISCLOSURE ABOUT COST AUDIT AND COST RECORDS

The provisions pertaining to Cost Audit are not applicable to your company

SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act, Rules and Regulations made there under, the company had appointed M/s. AKP & Associates, Company Secretaries (Practicing Company Secretary) as Secretarial Auditor of the company for the year 2020-21. The Board Considers their services valuable as far as betterment of the company is concerned and has proposed their appointment as Secretarial Auditors of the Company for the year 2021-22. The report of the Secretarial Auditors has been obtained and is being annexed to this report. Thereport is self-explanatory and do not call for any further comments.

VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The purpose is to strengthen its policy of corporate policy of corporate transparency; the company has established an innovative and empowering mechanism for employees. Employees can report to the management their concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

RISK MANAGEMENT POLICY

Company is exposed to inherent uncertainties owing to the sectors in which it operates. A key factor in determining a company's capacity to create sustainable value is the risks that the company is willing to take (at strategic and operational levels) and its ability to manage them effectively. Many risks exist in a company's operating environment and they emerge on a regular basis. The Company's Risk Management process focuses on ensuring that these risks are identified on a timely basis and addressed.

The Board of Directors has constituted a Risk Management Committee. The Committee has adopted a Charter that outlines the role, responsibilities and power of the Committee and the procedure for organizing the meeting of the Committee.

HEALTH, SAFETY & WELFARE (HSW)

Safety, occupational health and welfare of the employee has been the prime concerns of the National Cereals Products Limited and accordingly your company has worked upon implementation of various provisions and facilities in this regard and continuously working for betterment of the same.

NATIONAL CEREALS PRODUCTS LIMITED

DETAILS OF THE BOARD MEETING

The Details of the Board meeting held during the year ended on 31-03-2021 is being given somewhere else in the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31, 2021 and is being given elsewhere in this report.

CORPORATE GOVERNANCE

Your Company continues to place greater emphasis on managing its affairs with diligence, transparency, responsibility and accountability. It is the endeavor of the company to implement this value to attain Excellency in all the fields directly or indirectly related to the company. The company has implemented the conditions of Corporate Governance as stipulated in the Listing Agreement with Stock Exchange read with SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 during the year ended 31st March, 2021. A report on corporate governance along with a certificate of compliance from the Auditors of the company is annexed and forms part of this report.

A declaration by the Chairman & Managing Director pursuant to Listing Agreement with Stock Exchange read with SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 stating that all the Board Members and Senior Management of the company have affirmed compliance with the code of conduct, during the financial year ended 31st March, 2021 is also attached with this report.

AUDITORS

Based on recommendation of the Audit Committee and after obtaining certificate required certificate under section 139 read with section 141 of the companies Act, 2013, the Company, at its 69th Annual General Meeting, had appointed M/s K. C. Malhotra & Co., Chartered Accountants, (ICAI Firm Registration No. 000057N), as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of 69th Annual General Meeting till the conclusion of the 74th Annual General Meeting to be held in 2022. The requirement of ratification of appointment of the Statutory Auditors has been dispensed vide the Companies (Audit and Auditors) *Second Amendment Rules, 2018 Dated 7th May 2018 and nothing is required to be mentioned about ratification of appointment of statutory auditors.

AUDITORS' REPORT

The Audit Report does not contain any adverse remarks. The Notes forming part of the Accounts, being self-explanatory, the comments made by the Auditors in their report are not being dealt separately.

REPORTING OF FRAUD BY THE AUDITORS

During the year under review neither the statutory auditors nor secretarial auditors has reported to the Audit Committee, under section 143(12) of the Companies Act, 2013, any instances of fraud committed against the company by its officers and employees, the details of which would need to be mentioned herein the Board Report.

NATIONAL CEREALS PRODUCTS LIMITED

DETAILS OF REVISION OF FINANCIAL STATEMENT OR THE REPORT

There is nothing to report under this head.

General Information

(i)	Overview of the industry and important changes in the industry during the last year	The company was engaged in the business of producing the Malt From barley.
(ii)	External Environment and economic outlook	The business of Malt is very Competitive.
(iii)	Induction of strategic and financial partners during the year; and	There is nothing to report under this head.

Capital and Debt Structure

ANY CHANGE IN THE CAPITAL STRUCTURE OF THE COMPANY DURING THE YEAR, INCLUDING THE FOLLOWING:-

There is nothing to report under this head.

CREDIT RATING OF SECURITIES

There is nothing to report under this head.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013, read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules 2016, all unclaimed and unpaid dividends are required to be transferred to the Investor and Education Protection Fund after expiry of Seven Years. Further, according to the rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be Transferred to the DEMAT account of IEPF Authority. The company, during the year, has made below transfer to the IEPF/DEMATS Account of IEPF Authority:-

S. No.	Particulars	Amount/No. of Shares
1.	Unpaid and Unclaimed Dividend	NIL
2.	Corresponding shares on which Dividends were unclaimed for seven consecutive years	NIL (No of Shares)

EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT-9 is placed at the official website of the company at www.nationalcereals.com and can be accessed by clicking on the link <https://www.nationalcereals.com/investor>

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There is nothing to report under this head.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

There is nothing to report under this head.

NATIONAL CEREALS PRODUCTS LIMITED

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013, including certain arm's length transactions under third proviso there to is being disclosed in Form No-AOC-2 which forms an integral part of this report.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has all good intention to adopt a policy for prevention of Sexual Harassment of Women at workplace though it has not a single woman employee. The policy for prevention of Sexual Harassment of Women at workplace will be implemented as and when required. Being NIL woman employees, nothing is to be mentioned about complaint of harassment during the year in question.

FOREIGN EXCHANGE EARNING AND OUTGO

PARTICULARS	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
Expenditure in Foreign Currency		
a) Purchase of Raw Materials and Spare Parts	NIL	NIL
b) Travelling	NIL	NIL
Earnings in Foreign Exchange		
a) Export	NIL	NIL
b) Others	NIL	NIL

CORPORATE SOCIAL RESPONSIBILITY

It is not applicable to your Company hence Company has not implemented any policy for Corporate Social Responsibility.

HUMAN RESOURCE

This forms part of the Management and Discussion Analysis Report annexed with the Board Report.

LISTING

The Company's Shares are listed at Calcutta Stock Exchange. The company has connected to CDSL/NSDL and got its shares dematerialized but partly. It is still in process of getting its entire shares Dematerialized which it is expecting to get done very soon.

DIRECTORS' RESPONSIBILITY STATEMENT AS PER SECTION 134 OF THE COMPANIES ACT, 2013

The financial statements are prepared in accordance with the Indian Accounting Standards (IND AS) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting standard) Rules 2006, the provisions of the Companies Act, 2013, and the guidelines issued by the SEBI. The Board accepts responsibility for integrity and objectivity of these financial statements. The Accounting policy used in preparation of the financial statements has been constantly applied except otherwise mentioned in the Notes. The Board has taken sufficient care to maintain adequate accounting records in accordance with the provisions of the Companies Act, 2013, to safeguard the assets of the company

NATIONAL CEREALS PRODUCTS LIMITED

and to prevent and detect fraud and other irregularities.

Pursuant to the requirement under Section 134 (3) read with 134 (5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable law and that such systems were adequate and operating effectively.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT

The declaration regarding compliance by board members and senior management personnel with the code of conduct of the company has been obtained and forms part of this Annual Report.

LISTING WITH STOCK EXCHANGE:

The Shares of the Company listed with The Calcutta Stock Exchange Ltd. and it has paid the Annual Listing Fees for the year 2021-2022.

BUSINESS RESPONSIBILITY REPORT (BRR)

The BRR is applicable only to the top 500 companies and hence no comment is required.

GO-GREEN INITIATIVE

Electronic Copies of the Annual Report for the year 2020-21 and the notice of the 73rd Annual General Meeting are sent to all members whose email addresses are registered with company/depository participant(s). For members who has not registered their email addresses, physical copies are sent through permitted mode.

NATIONAL CEREALS PRODUCTS LIMITED

Management

Directors and Key Managerial Personnel

Your Board is duly constituted as per the applicable provisions of the Companies Act, 2013, SEBI regulations rules and regulations made there-under.

<p>Names of the persons who have been appointed/ceased to be directors and/or key Managerial personnel of the company</p> <p>(i) During the year;</p> <p>(ii) After the end of the year and up to the date of the Report;</p>	<p>No change in composition of the Board has taken place during the year under consideration.</p> <p>Mrs. Comilla Mohan was appointed as the Managing Director of the Company for a period of 3 years i.e. from September 1st, 2020 to August, 31st, 2023 but due to sad demise of Smt. Comilla Mohan on 12th May, 2021. The Board of Directors in their meeting held on 26th June, 2021 appointed Smt. Pushpa Mohan as Woman Managing Director of the Company subject to approval of the shareholders in the upcoming Annual General Meeting and her office shall be liable to termination on the date up to which Late Smt. Comilla Mohan would have held office i.e. up to August 31st, 2023. It is proposed to the shareholders to consider and approve her regularization and terms and conditions including her remuneration as the “Managing Director” of the company.</p>
<p>Names of the Directors retiring by rotation at the ensuing annual general meeting and whether or not they offer themselves for re-appointment</p>	<p>Shri Rajan Datt (DIN 00229664) Director of the company will retire by rotation on the conclusion of 73rd Annual General Meeting and being eligible, offers himself for re-election.</p>

NATIONAL CEREALS PRODUCTS LIMITED

APPRECIATION

Your Directors wish to thank and deeply acknowledge the co-operation, assistance and support extended by Statutory Auditors, Practicing Company Secretaries.

The Directors also take this opportunity to thank the fraternity of shareholders for their continued confidence & trust reposed in the company.

Smt. Pushpa Mohan
(Managing Director)

Shri Subhash Arya
(Director)

Shri L. N. Malik
(Director)

Shri Sanjeev Bawa
(Director)

Shri Rajan Datt
(Director)

Date: - 12.08.2021
Place: - New Delhi

NATIONAL CEREALS PRODUCTS LIMITED

Annexure to the Directors' Report MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE & DEVELOPMENT

Barley is an important annual cereal plant which belongs to the genus *Hordeum* of the grass family *Poaceae* and is majorly used in cooking and making malts. Malt refers to the grain which is softened by water and then it is germinated and dried. It is primarily made from barley. Malt is generally used for brewing beer and distilling of whiskey.

Barley is one of the important cereal grains. Its nutty flavor is loved by many people. It looks like wheat berries. However, it is lighter in appearance than wheat berries. It is a very ancient cultivated grain.

Malt refers to a grain which is sprouted and then dried by a method known as malting. It is generally made from barley; however, some other grains may also be used to prepare malt. It is usually used for brewing and distilling. The word malt has been derived from the Old English word *melt* which means to melt.

Barley Malt is germinated cereal grains that have been dried in a process known as "malting". The grains are made to germinate by soaking in water, and are then halted from germinating further by drying with hot air.

BREWING

Malt is an essential component for making beer. The production of beer by steeping malt in hot water and fermenting the resulting mixture using yeast is called brewing. The process of brewing using specialty malt can take place in a commercial brewery, a home brewery, or by a variety of traditional methods used by industrial brewers. Beer is usually fermented with a brewer's yeast and flavored with malt. Malt sources that are not often used include sorghum, millet, and cassava.

DISTILLING

One of the major uses of malts is in distilleries whiskey, spirits, and other alcoholic preparations. The main reason behind the growth of the alcoholic beverages segment is the increasing use of malt in breweries and distilleries coupled with the rising demand for flavored whiskeys across the globe.

NON-ALCOHOLIC MALT BEVERAGES

Non-alcoholic malt beverages are generally ready-to-drink beverages with added natural or artificial flavors to achieve the desired taste. Barley is the most commonly used grain in malt beverages; however, some of these beverages may also be based from corn or wheat. The fermentation process involved for malt based soft drinks is similar to that used in beer production. Fermentation also helps to add flavor and texture to the final product. Malt-based drinks have developed a reputation over the centuries for their nutritional value leading to increased demand from developed regions.

NATIONAL CEREALS PRODUCTS LIMITED

BAKERY

Specialty malts have been finding increasing applications in the baking industry being incorporated in several varieties of flavored bread, biscuits, cookies, and other preparations. The constantly changing tastes and preferences of customers for baked goods has forced manufacturers to experiment with different kinds of raw materials, including malt, in their preparations. Bread is a staple household food in most regions; several varieties of malt-infused breads are gaining popularity in developed regions.

MARKET OUTLOOK

Malt Market size is anticipated to witness high growth owing to up surging beer industry. Globally, beer is considered as a casual drink and less harmful relative to other alcoholic beverages. Additionally, usage of organic malt in manufacturing breweries is expected to favor malt market growth.

Rising malt (brew) usage in beverage industry due to its nutritional properties will drive product market size.

The product is used in making energy drinks and milk which is used as a nutritional supplement for adults. Besides, increased sales of dairy products that are brew based and numbers of health-conscious customers are likely to propel malt market size.

Growing population worldwide has positively impacted the food demand, therefore driving brew ingredients market which is widely used in food additive industry.

In India, barley is largely grown in the states of Uttar Pradesh, Rajasthan and Madhya Pradesh, with a contribution of 34%, 30% and 12%, respectively.

Rajasthan ranks second in terms of acreage, it tops in terms of production, due to good yield level in the state.

Rajasthan accounts for 40% of total production followed by Uttar Pradesh (31%), Madhya Pradesh (9%) and Haryana (6%)

Barley is the fourth-largest cereal crop in the world, with a share of 7% of the global cereals production.

The global demand for barley based malt is higher when compared to that from other grains such as wheat, rye, oat & corn, owing to their ease of availability and crucial role in the manufacturing of malt for alcohol.

OPPORTUNITIES AND THREATS

The major challenge today for Indian Malt Industry is unavailability of standard quality of raw material in sufficient quantity. Increasing inflation in India is depleting the purchasing power of parties and is intensifying the cost of living. There is also upward pressure on other costs such as transportation, supplies, equipment and other expenses, and an inability to manage costs or pass increased costs onto parties will lead to compressed returns.

NATIONAL CEREALS PRODUCTS LIMITED

OUTLOOK

The malt sector in India is undergoing a phase of reformed propelled by rapid economic growth. The future looks bright and promising keeping in view the initiatives being taken for Infrastructure Reforms, Automobile Reforms etc.

SEGMENT-WISE AND PRODUCT WISE PERFORMANCE

There is nothing to Report under this head as company is engaged in only one segment i.e. Manufacturing of Malt.

RISKS AND CONCERNS

It has been more than a year and a half since the COVID-19 pandemic penetrated the deepest core of human civilization. In the first wave of COVID-19 in India, Government went through a prolonged national lockdown, which significantly affected business operation of the companies, by way of interruption in production, supply chain disruption, unavailability of personnel, closure/lockdown of production facilities etc. During the second wave, the lockdown were largely designed to limit social gathering and impact on economic activities was restricted. This helped arrest the impact of the second wave on economic growth. However, manufacturing was at the receiving end in both the first and second wave. To control the coronavirus spread, most of the manufacturing sector had to work at a lesser capacity or shut down. The fear of prolonged lockdown led to migration back to villages. In addition, the global and local supply chains had also not fully normalized after the first wave. This has meant higher cost of procuring raw material for both small and large industries. The vaccination hold the key to mitigate the impact of COVID-19 on economic activity and boosting consumer sentiment. The management will continue to closely monitor any material changes to future economic conditions due to the impact of the global health pandemic.

National Cereals Products Limited recognizes that risk is an intrinsic part of the business which covers various aspects viz operational, financial, legal & regulatory etc. These risks can adversely impact the functioning of the company through their effect on operating performance, cash flows, financial performance and over all sustainability of the company. The risks that may affect the functioning of the company viz. inflationary pressures, increasing cost of raw material, transport and storage, competitive market conditions, compliance & regulatory pressures including change of tax laws, technological obsolescence in medical equipment. The company has been trying hard to mitigate these risks by taking adequate measures.

QUALITY ASSURANCE

National Cereals Products Limited has always been in the forefront of providing quality products, continual improvements and technological up gradation, ensuring maximum satisfaction of the users. The company is also fully committed to provide eco-friendly environment thereby complying with all applicable environmental legislations and regulations.

NATIONAL CEREALS PRODUCTS LIMITED

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has a well-established and efficient internal control system and procedures. The Company has a well- defined delegation of the financial powers to its various executives through a well-designed system of delegation. To ensure internal controls, the company has appointed independent firm of chartered accountants for reviewing the effectiveness of operations, systems and procedures. In addition, the audit committee of the Board of Directors reviews advises, and suggests internal auditors to continuously improve upon on their reporting process to ensure inter-alia compliance of various rules and regulations.

FINANCIAL OPERATIONS VERSUS OPERATIONAL PERFORMANCE

During the year under report, the company did not have any income from operations, however the company has recorded interest income of Rs. 28,65, 978/- as compared to interest income of Rs. 33,83,705/-for the previous year ended 31st March 2020. During the year under review, Loss before interest, depreciation and taxation was Rs. 37,42,207/- as compared to Rs. 42,39,874/- in the previous year ended 31st March 2020, as far as operational performance is concerned there is nothing to report.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS, INCLUDING NUMBER OF PEOPLE EMPLOYES

Human Resource Management is an important and focused area for the company. The success of the organization depends on the satisfaction of human needs, aspirations consistent with company's objectives. The company also lays emphasis on identifying and developing talent in the organization with a view to retain them and imparting further training to those capable of handling additional responsibilities recruits and train talented manpower enabling it to achieve its goals in effective and efficient manner. During the financial year ending 31.03.2021 the total number of employees was six out of which four employees on the roll of the company and two employees were on extension.

DETAILS OF ANY CHANGE IN RETURN OR NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF

The net worth of the company in the current financial year is 47.38 as compared to 50.29 in the previous financial year. Decrease in the net worth due to continuous losses suffered by the company because of no production and sale.

NATIONAL CEREALS PRODUCTS LIMITED

CAUTIONARY NOTE

The Management Discussion and Analysis Report contain forward looking statements based on data and information available with the company. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statements as important factors could influence the company's operations such as government policies, global/local, political and economic development, risk inherent to the company's growth and such other factors.

For and on behalf of the Board
National Cereals Products Limited

Date: - 12.08.2021
Place: - New Delhi

Pushpa Mohan
DIN: - 00229726
Managing Director

NATIONAL CEREALS PRODUCTS LIMITED

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER AS PER APPLICABLE REGULATION OF SEBI (LODR) REGULATIONS, 2015.

We, Pushpa Mohan, Managing Director and Minas Kumar, Company Secretary Cum CFO hereby certify that:

- (a) We have reviewed the financial statements for the year ended on 31.03.2021 and that to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For National Cereals Products Limited

Minas Kumar
Company Secretary cum Chief Financial officer

Pushpa Mohan
Managing Director

Date:-12.08.2021
Place: - New Delhi

NATIONAL CEREALS PRODUCTS LIMITED

DECLARATION OF INDEPENDENCE

To
The Board of Directors
National Cereals Products Limited
Solana Brewery, District Solana
Himachal Pradesh-173214

Date: - 12.08.2021

Sub:-Declaration of independence as per Regulation 16 of SEBI (LODR) Regulations 2015 and sub-section (6) of section 149 of the Companies Act, 2013

We, the undersigned, do hereby certify that we are a Non-executive Independent Directors of National Cereals Products Limited, Solana Brewery, Distt. Solana, Himachal Pradesh- 173214 and comply with all the criteria of independent directors as envisaged in SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

We certify that:

We possess relevant expertise and experience to be independent directors in the Company;

- We are/were not promoters of the company or its holding, subsidiary or associate company;
- We are not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding ,subsidiary or associate company;
Apart from receiving directors sitting fees / remuneration, We have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- none of our relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

Neither we nor any of our relatives;

- a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
- a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company ;or

NATIONAL CEREALS PRODUCTS LIMITED

- b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - c. holds together with my relatives 2% or more of the total voting power of the company; or
 - d. a Chief Executive or director, by whatever name called, of any non profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
- We are not a material supplier, service provider or customer or a lessor or lessee of the company;
 - We are not less than 21 years of age.

Declaration

We undertake that we shall seek prior approval of the Board if and when we have any such relationship/transactions, whether material or non-material. If we fail to do so we shall cease to be Independent directors from the date of entering in to such relationship/transactions.

Further, we do hereby declare and confirm that the above said information's are true and correct to the best of our knowledge as on the date of this declaration of independence and we shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

We further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,
Yours faithfully,

(Lachmi Narain Malik)
DIN:-00481449
8, South Patel Nagar, New Delhi-110008

(Sanjeev Bawa)
DIN:-03633427
E-74, IFS Apartments, Mayur Vihar,
Phase-1, Delhi-110091

NATIONAL CEREALS PRODUCTS LIMITED

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	No Contracts or arrangements or Transactions have been entered into which were not at arm's length basis for the year 2020-21
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of materials contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Details given below
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

Pushpa Mohan
Managing Director

Subhash Arya
Director

L. N. Malik
Director

Sanjeev Bawa
Director

Shri Rajan Datt
Director

Date:-12.08.2021
Place: - New Delhi

NATIONAL CEREALS PRODUCTS LIMITED

Part of Form AOC-2

Sr. No	Name of the Party and Nature of relationship	Nature of transaction / Agreement	Duration of Agreement	Salient terms of Agreement	Date of Approval by the Board	Amount Paid as Advance, if any
1	Mohan Meakin Limited (MML) Solan Brewery, Solan, (H. P.) – 173214	NCP has been taken a very limited office space of MML within its premises at Mohan Nagar, Ghaziabad and Solan for past many years. NCP will pay a sum of Rs. 72,000/- in the current financial year towards rent to the Company. (Inclusive of Electricity Charges)	1.04.2021 to 31.03.2022	NCP has been taken a very limited office space of Company within its premises at Mohan Nagar, Ghaziabad and Solan for past many years, NCP will pay Rs. 72,000/- Per Annum (payable either monthly or quarterly on pro-rata basis or at the close of the year) inclusive of electricity charges.	26.06.2021	NIL
2.	Mohan Meakin Limited, Solan Brewery, Solan, (H. P.) – 173214 (Purchase Agreement)	NCP proposed to be engaged in the business of trading of supplies of various types of items mainly maize grits, maize choker, flour, coal etc. Company executes a “Purchase Agreement” with National Cereals Products Ltd.	1.04.2021 to 31.03.2022	National Cereals Products is proposing to supply various types of items mainly maize grits, maize choker, flour, coal etc. as per requirement/specification of MML and based on prevailing market rates and conditions from time to time. Purchase price is fixed from time to time, considering the local market conditions and prevailing market rates by ensuring that purchase price is according to the market price and the standard business terms and the transaction is at arms-length basis.	26.06.2021	NIL

NATIONAL CEREALS PRODUCTS LIMITED

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2021
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
National Cereals Products Limited Solan
Brewery, Distt. Solan Himchal Pradesh-
173214

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by National Cereals Products Limited (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's records and also the information provided by the Company, its officers, agents and authorized representatives during conduct of the secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2021, according to the provisions of:

- I) The Companies Act, 2013 (the Act) and the rules made thereunder;
- II) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; *[Not Applicable as the Company has not issued any further capital under the regulations during the period under review]*
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *scheme for direct or indirect benefit of employees involving dealing in or subscribing to or purchasing securities of the company, directly or indirectly]*
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 *[Not Applicable as the Company has not issued and listed any debt securities during the financial year under review];*
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client *[Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review];*
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 *[The Company is suspended by the Stock Exchange, however, the company has not proposed delisting of its equity shares during the financial year under review];*
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 *[Not applicable as the Company has not bought back and there was no proposal for buy-back of its securities during the financial year under review].*

Apart from other applicable laws, the Management has identified and confirmed the following laws as specifically applicable to the Company: -

- a) The Environment (Protection) Act, 1986.
- b) The Minimum Wages Act, 1948.
- c) The Payment of Wages Act, 1936.
- d) The Negotiable Instrument Act, 1881.

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- b) The Listing Agreements entered into by the Company with Calcutta Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except and to the extent of the reporting made herein this Report

I further report that: -

- a) I have relied upon the explanation of the company, its officers and agents, to the effect that the company does not have any foreign direct investment nor it has any overseas direct investment except and to the extent of few equity shares held by foreign national. In this regard, it is represented by the management that these shares are coming in the book before implementation of FERA/FEMA and all these shareholders are non-traceable. The board of the company is advised to identify those shares and take effective steps to transfer the same to IEPF.
- b) As represented, the company in general is regular in securing compliance of the applicable laws, rules and regulations made thereunder, however, the company is suspended by the Calcutta Stock Exchange. The Board of Directors are advisable to take the effective steps to ensure pending compliances, if any, and get the company activated. Further, all equity shares including that of the promoter's holding are in the form otherwise than that of the dematerialize.
- c) In respect of other laws specifically applicable to the Company, I have relied on information/records produced by the company during the course of my audit and the reporting is limited to that extent only.
- d) I have relied upon the explanation of the company, its officers and agents, to the effect that the company has complied with provisions of PF/ESI and there is no proceeding having material effect with regards to PF/ESI initiated and/or pending during the year under review.
- e) I have relied upon the explanation of the company, its officers and agents, to the effect that the company has complied with provisions of Income Tax/TDS and there is no proceeding having material effect with regards to Income Tax/TDS initiated and/or pending during the year under review.
- f) I have relied upon the explanation of the company, its officers and agents regarding other litigation which are subsisting as on date and which might have the potential to materially affect the company. Accordingly, I report that Litigation under UP Krishi Utpadan Mandi Adhiniyam, 1964, which is subsisting before Honourable High Court, Allahabad seems to have the potential to affect the company in either way which has been properly mentioned and quantified in the Balance Sheet and its Annexures wherever it is necessary.
- g) The Board of Directors of the Company is duly constituted with balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director.
- h) Adequate notice is given to all Directors to schedule the Board / Committee Meetings, agenda and detailed notes on agenda are sent generally seven days in advance.
- i) A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- j) All decisions of the Board and Committees are carried with requisite majority.
- k) The status of the company is showing as suspended on the official website of the Calcutta Stock Exchange. The management of the company is advised to take effective steps towards the same.

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I further report that based on review of compliance mechanism established by the Company, I am of the opinion that there are adequate systems and processes in place in the Company which commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines except and to the extent of the report mentioned herein above.

I further report that during the audit period there were no instances of:

- a) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- b) Redemption / buy-back of securities
- c) Merger / amalgamation / reconstruction, etc.
- d) Foreign technical collaborations

For AKP & Associates
Company Secretaries

Ashutosh Kumar PandeyFCS-
6847: CP-7385
Proprietor
Place: Noida
Date: 28.08.2021
UDIN-F006847C000848798

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Annexure A

The Members,
National Cereals Products Limited Solan
Brewery, Distt. Solan Himchal Pradesh-
173214

Our Secretarial Audit Report for the financial year 31st March, 2021 is to be read along with this letter.

Management's Responsibility

- a) It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
- b) It is the responsibility of the management of the Company to file all e-forms and returns with the concerned authority and to ensure that the delay, if any, is duly condoned unless specifically reported.

Auditor's Responsibility

- c) My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
- d) I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
- e) Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

- f) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- g) I have not verified the correctness and appropriateness of financial records and books of account of the Company.

For AKP & Associates
Company Secretaries

Ashutosh Kumar Pandey FCS-
6847: CP-7385
Proprietor
Place: Noida
Date: 28.08.2021
UDIN-F006847C000848798

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Disclosure to the Board Report pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

S. No.	Particulars	
(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	2.20%
(ii)	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Normal Increase
(iii)	The percentage increase in the median remuneration of employees in the financial year	5%
(iv)	the number of permanent employees on the rolls of company;	Four (4)
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	1.80%
(vi)	Affirmation that the remuneration is as per the remuneration policy of the company	Yes

Pushpa Mohan
(Managing Director)

Subhash Arya
(Director)

L.N. Malik
(Director)

Sanjeev Bawa
(Director)

Rajan Datt
(Director)

Date:- 12.08.2021
Place: - New Delhi

NATIONAL CEREALS PRODUCTS LIMITED

A	Power and Fuel Consumption	Current Year	Previous Year
1	Electricity		
(a)	Purchased		
	Hydle Unit	-	-
	Total Amount	-	-
	Rate Per Unit	-	-
	Generated Unit	-	-
	Total Amount	-	-
	Rate Per Unit	-	-
(b)	Own Generated	-	-
(i)	Through Diesel Generator Unit	-	-
	Units Per Ltrs of Diesel oil cost/unit	-	-
	Through steam turbine/generator	-	-
	Units	-	-
	Units per ltr. of fuel oil/gas	-	-
	Cost/units	-	-
2	Coal (used in klin):	-	-
(a)	Soft Coke	-	-
	Quantity (Tonnes)	-	-
	Total Cost	-	-
	Average Rate	-	-
(b)	Charcoal:-	-	-
	Quantity (Tonnes)	-	-
	Total Cost	-	-
	Average Rate	-	-
3	Furnace oil:-	-	-
	Quantity (K Ltrs)	-	-
	Total Amount	-	-
	Average Rate	-	-
4	Others/Internal Generation	-	-
(i)	Malt Per Tonne Standard (if any)	-	-
	Electricity	-	-
	Furnace oil	-	-
	Soft coke & Charcoal	-	-
	Others	-	-

Pushpa Mohan
(Managing Director)

Subhash Arya
(Director)

L.N. Malik
(Director)

Sanjeev Bawa
(Director)

Rajan Datt
(Director)

Date:- 12.08.2021
Place: - New Delhi

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Annexure to the Directors' Report Report on Corporate Governance

PHILOSOPHY

National Cereals Products Limited has a strong legacy of following fair, transparent and ethical governance practices. National Cereals Products Limited Corporate Governance policy is based on the belief that a good governance is an essential elements of business, which helps the company to fulfill its responsibility to all its stakeholders. The fundamental of the governance at National Cereals Products Limited includes transparency, accountability, integrity and independence.

Board of Directors

Composition of the Board

As on March, 31st 2021, National Cereals Products Limited consists of five Directors. The Board comprises of executive, non-executive and woman Directors who bring a broad perspective to the Board's deliberations and decisions.

The size and composition of the Board is in accordance of the requirements of the Corporate Governance code under the Listing Agreement with the Stock Exchanges read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details relating to the directors as on 31st March 2021 are as follows

Name of Directors	Position held in the company	Number of other directorship in companies incorporated in India excluding Private Companies	Committee Membership in other Companies	Committee Chairmanship in other companies
Mrs. Comilla Mohan	Managing Director	NIL	NIL	NIL
Mr. Satish Mohan	Director	1	NIL	NIL
Mr. Subhash Arya	Director	NIL	NIL	NIL
Mr. Lachmi Narain Malik	Director	2	NIL	NIL
Mr. Sanjeev Bawa	Director	1	NIL	NIL

*Represent membership / chairmanship of Audit Committee

None of the directors on the Board is a member in more than 10 committees and / or act as chairman as more than 5 committees across all the companies in which he is a director. The company does not have any direct pecuniary relationship / transaction with any of its Non-Executive Director.

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Remuneration Policy for Directors

The remuneration paid to Executive Director is recommended by Remuneration Committee and approved by Board of Directors subject to the approval of shareholders in General Meeting. Non-Executive Directors are paid sitting fee for the meetings of the Board and Committees. If any, attended by them, the details of the Remuneration paid to the Directors for the year ended 31st March, 2021 is detailed below:

Name of the Director	Relationship with other Directors	Remuneration paid/payable for the year ended 31 st March, 2021			
		Sitting Fee	Remuneration	Commission	Total
Smt. Comilla Mohan	Not related to others except Mr. Satish Mohan	NIL	10,98,937	NIL	10,98,937
Shri Satish Mohan	Not related to others except Mrs. Comilla Mohan	20,000/-	NIL	NIL	20,000/-
Shri Subhash Arya	Not related to others	20,000/-	NIL	NIL	20,000/-
Shri Lachmi Narain Malik	Not related to others	20,000/-	NIL	NIL	20,000/-
Shri Sanjeev Bawa	Not related to others	20,000/-	NIL	NIL	20,000/-

Board Procedure

- a) Number of Board meeting held and dates on which held

Number of Board meeting Held: - Four

Date on which Board Meeting Held: - 27/06/2020, 10/08/2020, 12/11/2020, 02/02/2021

- b) Attendance details of each director at the Board Meetings and at the last AGM are set out below:

Name of the Director	Number of Board Meeting Held	Number of Board Meetings Attended	Last AGM attendance (Yes/NO)
Smt. Comilla Mohan	Four	Four	Yes
Shri Rajan Datt	Four	Four	Yes
Shri Subhash Arya	Four	Four	NO
Shri Lachmi Narain Malik	Four	Four	NO
Shri Sanjeev Bawa	Four	Four	Yes

- c) Availability of information to the members of the Board

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As required under applicable clause of the listing agreement read with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, to the extent applicable, following information is placed before the Board.

- Annual operating plans and budgets and any updates thereto.
- Capital expenditure plan and any updates.
- Quarterly results for the Company and its operating divisions or business segments.
- Minutes of meetings of audit, risk & controls committee and other committees of the Board.
- The information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the company, or substantial non-payment for services rendered by the company.
- Any issue, which involves possible public liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by Management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

d) Statutory Compliances

The Board periodically reviews the mechanism put in place by the Management to ensure the compliances with Laws and Regulations as may be applicable to the Company as well as the steps taken by the Company to rectify the instances of non-compliances, if any.

e) Code of Conduct

The Board has prescribed a Code of Conduct (“Code”) for all employees of the Company including Senior Management and Board Members, which covers the transparency, behavioral conduct, a gender friendly work place, legal compliance and protection of the Company’s property and information.

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All employees including Senior Management and Board Members have confirmed the compliance with the Code for the financial year 2020-21. A declaration to this effect signed by the Chairman & Managing Director of the Company is provided elsewhere in this Report.

3. Board of Committees

The company has constituted various committees in order to comply with applicable laws, rules and regulations made there-under.

a) Audit Committee

The Company has an Audit Committee, the terms of reference of which includes the matters specified under the Listing Agreement entered into with the Stock Exchanges read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, as well as those in section 177 of the Companies Act, 2013 and include the reviewing of quarterly, half-yearly and annual financial statements before submission to the Board, ensure compliance of internal control systems and internal audit, timely payment of statutory dues and other matters.

Number of Audit Committee meeting held and dates on which held

Number of Audit Committee meeting Held: - Four

Date on which Audit Committee Meeting Held: -27/06/2020, 10/08/2020, 12/11/2020, 02/02/2021

The composition of committee and attendance at its meetings is given below:

Name of Director	Chairman/Member	Category	Number of Meeting Attended
Shri Rajan Datt	Chairman	Non-Executive	Four
Shri Lachmi Narian Malik	Member	Independent	Four
Shri Sanjeev Bawa	Member	Independent	Four

The meetings of the Audit Committee are attended by internal auditors, Chief Financial Officer and operation heads are invited to the meetings. The Company Secretary acts as Secretary to the Committee.

Powers of the Audit Committee

The powers of the Audit Committee include the following

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

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Functions of the Audit Committee

The role of the Audit Committee includes the following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to the statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to;
- Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 of the Companies Act, 2013.
- Changes, if any, in accounting policies and practices and reasons for the same and major accounting entries involving estimates based on the exercise of judgment by management.
- Significant adjustments made in the financial statements arising out of audit finding and Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of any related party transactions and qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing, with the management, performance of the statutory and internal auditors and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any including the structure of the internal audit department, staffing and seniority of the officials heading the department, reporting structure coverage and frequency of internal audit.
- Discussing with internal auditors any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post- audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower Mechanism and Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

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The Audit Committee shall mandatorily review the following information.

- Management discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions (as defined by the audit committee and submitted by management)
- Management letters / letters of internal control weaknesses issued by the statutory auditors.
- Internal audit reports relating to internal control weaknesses; and
- The appointment/removal and terms of remuneration of the Internal Auditors shall be subject to review by the Audit Committee.

In addition to the areas noted above, the audit committee looks into controls and security relating to the Company's critical IT applications, the internal and control assurance audit reports of all major divisions and profit centers and deviations from the code of business principle, if any.

b) Nomination & Remuneration Committee

The Scope of the Nomination & Remuneration Committee includes the following

- 1) To submit recommendations to the Board with regard to:-
 - a) Filling up of vacancies in the Board that might occur from time to time and appointment of additional Non-Executive Directors. In making these recommendations, the Committee shall take into account the special professional skills required for efficient discharge of the Board's functions;
 - b) Retirement of Directors liable to retire by rotation; and
 - c) Appointment of Executive Directors.
- 2) To determine and recommend to the Board from time to time
 - a) The amount of commission and fees payable to the Directors within the applicable provisions of the Companies Act, 2013.
 - b) The amount of remuneration, including performance or achievement bonus and perquisites payable to the Executive Directors.

Nomination & Remuneration Committee

The Board of Directors of the company have constituted a Nomination & Remuneration Committee of Directors mainly for the purposes of recommending the Company's policy on Remuneration Package for the Managing/ Executive Directors, reviewing the structure, design and implementation of remuneration policy in respect of key management personnel. As on 31st March, 2021, the Nomination & Remuneration Committee consisted of 3 Directors.

NATIONAL CEREALS PRODUCTS LIMITED

The name of members, Chairman and their attendance at the Remuneration Committee Meeting are as under:

Number of Nomination & Remuneration Committee meeting held and dates on which held

Number of Nomination & Remuneration Committee meeting Held: - One

Date on which Nomination & Remuneration Committee Meeting Held: -27/06/2020

Members	Category	Meeting Held	Meeting Attended
Shri Subhash Arya	Non-Executive (Chairman)	One	One
Shri Lachmi Narain Malik	Independent (Member)	One	One
Shri Sanjeev Bawa	Independent (Member)	One	One

(c) Share Transfer and Shareholder Grievance Committee

The Board has constituted a Share Transfer and Shareholder Grievance Committee comprising Shri Subhash Arya as Chairman of the committee, and Shri Lachmi Narain Malik & Shri Sanjeev Bawa as member. The committee approves and monitors transfers, transmission, splits and consolidation of shares and investigates and directs redressal of shareholder grievance. Share transfers are processed well within the period stipulated by SEBI.

The Committee oversees the performance of M/s Mas Services Limited, the Registrars and Share Transfer Agents of the company and recommends measures to improve the level of investor related services. Though the powers to approve share transfer/transmission are delegated to the Registrar and Share Transfer Agents, all the share transfer/transmission cases approved by the Registrar are reported by the committee. During the year under review, no investor complaint was received directly from the shareholder and no complaints were pending as on 31st March, 2021. The company is taking all measures to improve investor relations through its Registrars and Share Transfer Agents.

Number of Share Transfer & Grievance Committee meeting held and dates on which held

Number of Share Transfer & Grievance Committee meeting Held: - One

Date on which Share Transfer & Grievance Committee Meeting Held: -27/06/2020

Members	Category	Meeting Held	Meeting Attended
Shri Subhash Arya	Non-Executive (Chairman)	One	One
Shri Lachmi Narain Malik	Independent (Member)	One	One
Shri Sanjeev Bawa	Independent (Member)	One	One

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c) Risk Management Committee

The Board has constituted Risk Management Committee in due compliance of the applicable laws, rules and regulations made there-under.

Number of Risk Management Committee meeting held and dates on which held

Number of Risk Management Committee meeting Held: - One

Date on which Share Transfer & Grievance Committee Meeting Held: -27/06/2020

Members	Category	Meeting Held	Meeting Attended
Shri Subhash Arya	Non-Executive (Chairman)	One	One
Shri Lachmi Narain Malik	Independent (Member)	One	One
Shri Sanjeev Bawa	Independent (Member)	One	One

4. Subsidiaries

The company has no subsidiary company

5. Disclosures

There were no transactions of a material nature with the promoters, the Directors or the Management, or relatives, subsidiaries, etc. that may have potential conflict with the interest of the Company at large.

There were no instances of non-compliance nor have any penalties, strictures been imposed by Stock Exchange or SEBI or any other statutory authority during the last three years on any matter related to the capital markets.

A Related Party Transactions

There were no materially significant related party transactions, pecuniary transactions or relationships between the Company and its directors, promoters or the management that may have potential conflict with the interests of the Company at large.

The details of related party transactions are disclosed in Notes forming part of the Accounts as required under Accounting Standard 18 of the Institute of Chartered Accountants of India, and all related party transactions are negotiated on an arm's length basis.

All details relating to financial and commercial transactions, where directors may have a potential interest are provided to the Board and the interested Directors neither participate in the discussion, nor do they vote in such matters. The Audit Committee of the Company also reviews related party transactions periodically.

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B. Accounting Treatment

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and in preparation of financial statements, the Company has not adopted a treatment different from that prescribed by any Accounting Standard.

C. Management Discussion and Analysis Report

The Management Discussion and Analysis Report is appended to this report

D. Shareholders

1. Disclosures regarding appointment or re-appointment of Directors

This is already there in the Directors' Report. The resumes of all these directors are provided as part of the Notice of the Annual General Meeting.

2. Communication to shareholders

The unaudited quarterly/half yearly financial statements are announced within forty five days from the end of the quarter. The aforesaid financial statements are taken on record by the Board of Directors and are communicated to the Stock Exchanges where the Company's securities are listed. Once the Stock Exchanges have been intimated, these results are communicated by way of a Press Release to various news agencies/ analysts and published within 48 hours in two leading daily newspapers-one in English and one in Hindi.

The quarterly/half yearly and the annual results of the company are put on the Company's website <http://www.nationalcereals.com>

3) Share Transfer and Share Grievances

The Company has a Board level Share Transfer and Share Grievances Committee to examine and redress shareholders and investors complaints. The status on complaints and share transfers is reported to the committee. For matters regarding share transferred in physical form, share certificates, change address etc., shareholders should send in their communication to M/s Mas Services Limited, our Registrar and Share Transfer Agent. Their address is given in the section on shareholder information.

4) Details of Non-Compliances

There are no non-compliances by the Company and no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

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5) General Body Meetings

The date, venue and time of the Annual General Meetings held during the preceding three years are given below:-

Financial year	Location	Date	Time	Special Resolution
2017-2018	Solan	26.09.2018	12:00 Noon	Yes
2018-2019	Solan	28.09.2019	12:00 Noon	Yes
2019-2020	VC/OAVM	28.09.2020	12:00 Noon	Yes

6) Postal Ballots

During the year no ordinary or special resolutions were required to be put through postal ballot.

7) CEO/CFO Certification

Certificate from CEO / CFO for the financial year ended 31st March 2021 is annexed to the Directors' Report and the Management Discussion and Analysis Report.

8) Compliance with Corporate Governance Norms

a) Mandatory Requirements

The Company has complied with all the mandatory requirements of Corporate Governance norms as enumerated in the Listing Agreement with the Stock Exchange read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Non-Mandatory Requirements

The status of compliance in respect of non-mandatory requirements of the Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

The Board:-

- a) There is no Non-Executive Chairman for the Company.
- b) Specific tenure has been specified for the Independent Directors

Audit Qualifications:-

During the year under review, there was no audit qualification in the Company's financial statements.

The Company has also adopted other non-mandatory requirements up to certain extent. However the Company has fully complied with SEBI guidelines relating to Corporate Governance in respect of compliance Of mandatory requirements.

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6) Compliance Certificate of the Auditors

Certificate from the Secretarial/Statutory Auditors, conforming compliance with all the conditions of corporate governance as stipulated in the Listing Agreement of the Stock Exchanges is annexed to the Directors' Report and the Management Discussion and Analysis Report.

7) Means of Communication

- Quarterly Results are published in Financial Express (English) and Danik Tribune (Hindi version) respectively.
- The Quarterly results are sent to Stock Exchanges on which the Company shares are listed in the prescribed format and time.
- During the period no presentation were made to any institutional Investors or analysts.
- The Management Discussion and Analysis Report (MD&A) is attached and forms a part of the Annual Report.

8) General Shareholders' Information

Annual General Meeting:-

a) Date, Time and Venue of AGM

28th day, September 2021 at 1:00 P.M. at Solan Brewery, Solan, HP

b) Financial Calendar 2020-2021 (tentative & subject to change)

Tentative Schedule	Tentative Date	Tentative Date
Financial Reporting for the quarter ending 30th June 2021	14/08/2021	13/08/2021
Financial Reporting for the quarter ending 30th September 2021	14/11/2021	13/11/2021
Financial Reporting for the quarter ending 31 st December 2021	14/02/2022	13/02/2022
Financial Reporting for the quarter ending 31 st March 2022	30/05/2022	29/05/2022
Annual General Meeting for the year ending 31st March, 2022	30/09/2022	29/09/2022

c) Book Closure Date

The Share Transfer Books and Register of Members of the Company will remain closed from Wednesday the 22nd day of September 2021, to Tuesday, 28th day of September 2021, (both days inclusive).

d) Dividend Payment date

The company has not declared any dividends; hence there is nothing to report under this head.

e) Listing on Stock Exchanges

Calcutta Stock Exchange

Address:- 7, Lyons Range, Dalhousie Murgighata

B.B.D. Bagh Kolkatta

West Bengal-700001

Phone # 033-40253000

NATIONAL CEREALS PRODUCTS LIMITED

f) Listing Fee

Paid within time

DEMAT ISIN in NSDL & CDSL-NA. The company has started taking effective steps for converting promoters shareholding into DEMAT

g) Registrar and Transfer Agents

Mas Services Limited

(Registrar & Share Transfer Agents)

T-34, 2nd Floor, Okhla Industrial Area

Phase-II, New Delhi-110020

New Delhi-110020

Phone: - 26387281/82/83, Fax:- 26387384

h) Category of Shareholders as on 31st March, 2021

S. No.	Category	No of Shareholders	Shareholding
1.	Promoters	591893	45.03
2.	Private Bodies Corporate	121660	9.26
3.	Indian Public	493319	37.53
4.	NRI/OCBs	98256	7.48
5.	Others	9400	0.71

i) **Dematerialization of Shares**

The company's shares are in the process of dematerialization both for promoters and public and are capable of being traded in both the form i.e. physical and DEMAT. The shares are proposed to be dematerialized, both through National Securities Depositories Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) shareholders can open account with any of the depository participants registered with any of these depositories. As on 31st March, 2021 0.0123% of the company shares were held in dematerialized form.

j) Location of the Factory

Mohan Nagar, Ghaziabad

NATIONAL CEREALS PRODUCTS LIMITED

k) Address for Investors' Correspondence

Mas Services Limited
(Registrars & Share Transfer Agents)
T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New
Delhi - 110 020
Ph: - 26387281/82/83, Fax:- 26387384
Email: info@masserv.com,
website: www.masserv.com
The Company Secretary
National Cereals Products Limited, Mohan
Nagar, Ghaziabad - 201007 (UP),
Email-ncp@nationalcereals.com
Phone:- 91-9910730748

l) Go Green Initiative

The ministry of corporate affairs, New Delhi ("MCA") has taken a "Green Initiative" in the Corporate Governance by permitting paperless compliances by companies, vide Circular No. 17/2011 dated April 21, 2011 and Circular No. 18/2011 dated April 29, 2011 which validates the sending of documents through electronic mode and clarified that the service of documents by a company can be made through electronic mode instead of sending the physical copy of the document(s).

Accordingly, the Annual Report for the year 2020-21, Notice for the Annual General Meeting, etc., each being sent in electronic mode to the members of the company who have registered their email id to do their respective depository participant(s). The members, who do not opt to receive the communication / documents in electronic form, will continue to receive the same in physical form.

The company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rule, 2014. The instruction for e-voting is provided in the Notice.

Declaration

The Board of the Company has laid down a Code of Conduct for the directors and employees of the company. A declaration dated 12th August, 2021, signed by the Managing Director to the effect is produced herein below.

NATIONAL CEREALS PRODUCTS LIMITED

Declaration as required under relevant clause of the Listing Agreement read with SEBI (LODR) Regulations 2015

I, Pushpa Mohan, Managing Director of the Company, hereby declare that the Board of Directors has laid down a Code of Conduct for its Board Members and Senior Management Personnel of the Company and the Board Members and Senior Management Personnel have affirmed compliance with the said code of conduct.

For National Cereals Products Limited

Date:-12.08.2021
Place: - New Delhi

Pushpa Mohan
Managing Director
DIN 00229726

NATIONAL CEREALS PRODUCTS LIMITED

CERTIFICATE

To
The Members
National Cereals Products Limited

I have examined the compliance of conditions of corporate governance by M/s. National Cereals Products Limited for the year ended on 31st March, 2021 as stipulated in SEBI (LODR) Regulations 2015.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

I further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Place: - Noida
Date: - 12.08.2021

For AKP & Associates
Company Secretary
Signature:- Ashutosh Kumar Pandey
Name of Company Secretary:- Ashutosh Kumar Pandey
Proprietor
FCS:- 6847 CP:-7385

NATIONAL CEREALS PRODUCTS LIMITED

K.C. MALHOTRA & CO.
CHARTERED ACCOUNTANTS

**R-79, GREATER KAILASH-I,
NEW DELHI- 110 048 (INDIA)**
Phone: + 91-11-41608133, 26418337
E.mail: rcm_kcmalhotra@yahoo.co.in

INDEPENDENT AUDITOR'S REPORT

To the Members of National Cereals Products Limited
Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of National Cereals Products Limited (“the Company”), which comprise the Balance sheet as at March 31 2021, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, (“IND AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the loss, and total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘*Auditor’s Responsibilities for the Audit of the Standalone Ind AS Financial Statements*’ section of our report. We are independent of the Company in accordance with the ‘Code of Ethics’ issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that in our, professional judgment were of most significance, in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report

NATIONAL CEREALS PRODUCTS LIMITED

K.C. MALHOTRA & CO.

Key audit matter

Accuracy of recognition, measurement, presentation and disclosures of revenue and other related balances IND AS 115 "Revenue from contracts with Customers" The application of this revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the bases used to measure revenue recognized over a period. Additionally, this standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

Auditor's Response

The said revenue accounting standard is not applied by the company as the company has not been carrying on any commercial operations and thus there are no sales and therefore no disclosure has been made on account of revenue accounting standard. Refer note 2(h) to the standalone IND AS financial statements.

Emphasis of Matter

We draw attention to Note 28 to the standalone financial statements which describes the management's evaluation of impact of uncertainties related to COVID-19 and its consequential effects on the operations of the Company. Our opinion is not modified in respect of this matter.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's information, but does not include the standalone Ind AS financial statements and our auditor's thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

NATIONAL CEREALS PRODUCTS LIMITED

K.C. MALHOTRA & CO.

Responsibility of Management for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

NATIONAL CEREALS PRODUCTS LIMITED

K.C. MALHOTRA & CO.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of the such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that an uncertainty exists, we are required to draw attention in auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matter communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone IND AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) The matter described in Emphasis of Matter paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
- (f) On the basis of the written representation received from the directors as on 31st.March,2021 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
- (g) With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

NATIONAL CEREALS PRODUCTS LIMITED

K.C. MALHOTRA & CO.

- (i) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration for the year ended 31st.March,2021 has been paid/provided by the Company to its managing director is in accordance with the provisions of section 197 of the Act.

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone IND AS financial statements -refer Note 19 to the standalone IND AS financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For K.C.Malhotra & Co.
Chartered Accountants
(Firm Regn.No.000057N)

Sd/-
Partner
Membership Number: 013624
UDIN: 21013624AAAABQ1887
Place of Signature: New Delhi
Date: 26.06.2021

NATIONAL CEREALS PRODUCTS LIMITED

K.C. MALHOTRA & CO.
CHARTERED ACCOUNTANTS

R-79, GREATER KAILASH-I,
NEW DELHI- 110 048 (INDIA)
Phone: + 91-11-41608133, 26418337
E.mail: rcm_kcmalhotra@yahoo.co.in

Annexure 'A' to the Independent Auditors' Report

(Referred to in paragraph '1' under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of National cereals Products Limited of even date)

- i) a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- b) The management has certified that it has conducted a physical verification of the property, plant and equipment during the year, and no material discrepancies were noticed on such verification.
- c) The Company does not have any immovable property acquired in its own name
- ii) The Company's business does not involve inventories and accordingly the requirements paragraph 4(ii) of the Order are not applicable to the Company and hence not been commented upon.
- iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to, companies, Limited Liability partnership, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- iv) In our opinion and according to the information and explanations given to us, the company has not granted any loans to directors in terms of Section 185 of the Companies Act, 2013. Further, the Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- v) The Company has not accepted any deposits from the public.
- vi) Maintenance of cost records has not been prescribed to the company by the Central Government under Section 148(1) of the Companies Act, 2013
- vii) According to the information and explanations given to us, in respect of statutory dues:
- a) The Company is generally been regular in depositing undisputed statutory dues including , provident fund, employee's state insurance, income-tax, goods and service tax and other material statutory dues applicable to it with the appropriate authorities
- b) There were no undisputed amounts payable in respect of provident fund, employee's state insurance , income-tax, goods and service tax and other material statutory dues as applicable were outstanding, at the year end, for a period of more than six months from the date they became payable.
- c) There are no dues of income tax, sales tax, duty of custom, duty of excise duty, value added tax, outstanding on account of any dispute except as under:

Name of the Statue	Nature of Dues	Period to which the amount relates	Amount* (Rs.)	Amount Paid under Protest (Rs.)	Forum where dispute is pending
U.P. Krishi Utapadan Mandi Adhiniyam, 1964	Mandi Cess	1990 to 95	70,75,772	24,92,898	High Court of Allahabad

*Amount as per demand orders including interest and penalty wherever indicated in the order.

- viii) The Company did not have any outstanding due from banks, financial institutions, debenture holders or government.

NATIONAL CEREALS PRODUCTS LIMITED

K.C. MALHOTRA & CO.

- ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year and hence, reporting under clause (ix) of the order is not applicable to the Company
- x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi) In our opinion and according to the information and explanations given to us, the company has paid or provided for the managerial remuneration in accordance with the requisite approvals mandated by the provisions of the section 197 read with Schedule V to the Companies Act,2013.
- xii) In our opinion, the Company is not a nidhi company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of such transactions have been disclosed in the financial statements, as required by the applicable accounting standards.
- xiv) During the year, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit and hence reporting under clause 3(xiv) of the Order is not applicable.
- xv) In our opinion, and according to the information and explanations given to us, the Company has not entered into any non cash transactions with directors or persons connected to its directors and hence provisions of section 192 of the Companies Act 2013 are not applicable.
- xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934

For K.C.Malhotra & Co.
Chartered Accountants
(Firm Regn.No.000057N)

Sd/-
Partner
Membership No.013624
UDIN: 21013624AAAABQ1887
Place of Signature: New Delhi
Date: 26.06.2021

NATIONAL CEREALS PRODUCTS LIMITED

K.C. MALHOTRA & CO.
CHARTERED ACCOUNTANTS

**R-79, GREATER KAILASH-I,
NEW DELHI- 110 048 (INDIA)**
Phone: + 91-11-41608133, 26418337
E.mail: rcm_kcmalhotra@yahoo.co.in

**Annexure 'B' to the Independent Auditor's Report
(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of National cereals Products Limited of even date)**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of National Cereals products limited ("the Company") as of March 31, 2021 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended March 31, 2021.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

NATIONAL CEREALS PRODUCTS LIMITED

K.C. MALHOTRA & CO.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external Purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K.C.Malhotra & Co
Chartered Accountants
(Firm Regn.No.000057N)

Sd/-
Partner
Membership No: 013624
UDIN: **21013624AAAABQ1887**
Place of signature: New Delhi
Date: 26.06.2021

National Cereals Products Limited
CIN: L99999HP1948PLC001381
Balance Sheet as at 31st March,2021

	Note	31.03.2021	31.03.2020
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	65	65
(b) Financial Assets			
(i) Investments	4(a)	1,937,751	1,937,751
(ii) Others	4(d)	17,908,064	22,833,111
(c) Deferred tax assets (Net)	5	13,283,138	13,283,138
(d) Other Non-current assets	6	-	-
Total non-current assets		33,129,018	38,054,065
Current assets			
(a) Inventories		-	-
(b) Financial Assets			
(i) Trade receivables		-	-
(ii) Cash and cash equivalents	4(b)	28,116,842	28,470,239
(iii) Loans	4(c)	16,443	77,540
(iv) Others	4(d)	2,391,478	702,426
(c) Current Tax Assets (Net)	7	204,968	660,503
(d) Other Current assets	6	242,171	342,915
Total current assets		30,971,902	30,253,623
Total assets		64,100,920	68,307,688
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	8(a)	1,314,528	1,314,528
(b) Other Equity			
- Reserves and surplus	8(b)	60,963,729	64,787,115
Total equity		62,278,257	66,101,643
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities		-	-
(b) Provisions	11	142,383	126,609
(c) Deferred tax liabilities (net)		-	-
(d) Other Non-current liabilities	10	908,653	882,692
Total non-current liabilities		1,051,036	1,009,301
Current liabilities			
(a) Financial liabilities			
(i) Trade payables			
(a) Total outstanding dues to micro enterprises and small enterprises		-	-
(b) Total outstanding dues of creditors other than to micro enterprises and small enterprises	9	119,070	158,470
(b) Other current liabilities	10	647,499	832,709
(c) Provisions	11	5,058	205,565
(d) Current tax liabilities (Net)			
Total current liabilities		771,627	1,196,744
Total Equity and liabilities		64,100,920	68,307,688

The accompanying significant policies and notes form an integral part of the standalone financial statements

As per our report of even date attached
For K.C.Malhotra & Co.
Chartered Accountants
(Firm Regn.No.000057N)

Pushpa Mohan
Managing Director
DIN 00229726

Ramesh Malhotra
Partner
Membership No.013624
Place of Signature:New Delhi
Date: 26.06.2021

Subhash Arya
Director
DIN 00308369

Lachmi Narain Malik
Director
DIN 00481449

Sanjeev Bawa
Director
DIN 03633427

Rajan Datt
Director
DIN 00229664

Minas Kumar
Company Secretary & CFO

National Cereals Products Limited**CIN: L99999HP1948PLC001381****Statement of Profit and Loss for the year ended 31st March,2021**

Income	Note	31.03.2021	31.03.2020
Revenue from operations	12	-	-
Other Income	13	2,907,215	3,433,729
Total Income		2,907,215	3,433,729
Expenses			
Employee Benefit expense	14	4,289,829	5,338,511
Finance Costs	15	2,750	-
Other Expenses	16	2,356,843	2,335,092
Total Expenses		6,649,422	7,673,603
Loss before tax		(3,742,207)	(4,239,874)
Tax Expense:	17		
(a) Current Tax		-	-
(b) Deferred Tax		-	-
Loss for the year		(3,742,207)	(4,239,874)
Other Comprehensive Income/(loss)			
Items that will not be reclassified to profit or loss	18	(81,179)	(504,442)
Total comprehensive loss for the year		(3,823,386)	(4,744,316)
Earning per equity share in Rs			
Basic & diluted	23	(2.85)	(3.23)

The accompanying significant policies and notes form an integral part of the standalone financial statements

As per our report of even date attached**For K.C.Malhotra & Co.**

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Director Director
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Minas Kumar
Company Secretary & CFO

Cash Flow Statement for the year ended 31st March,2021

	31.03.2021	31.03.2020
Cash Flow from Operating activities		
Profit/(Loss) before tax	(3,742,207)	(4,239,874)
Adjustments for :		
Dividend and interest income classified as investing cash flows	(2,907,215)	(3,420,187)
Operating cash flow before changes in assets and liabilities	(6,649,422)	(7,660,061)
Increase/(Decrease) in trade receivables	-	-
(Increase)/Decrease in other current loans	61,097	(13,575)
(Increase)/Decrease in other current financial assets	(1,689,052)	1,144,828
Increase/(Decrease) in other Non- current financial assets	4,925,047	(11,854,495)
Increase /(Decrease) in other current assets	100,744	25,409
Increase /(Decrease) in other Non-current assets	-	-
(Increase)/Decrease in current tax assets (Net)	455,535	(32,349)
(Increase) /Decrease in other current liabilities - provisions	(200,507)	195,023
(Increase)/Decrease in other current liabilities	(185,210)	(607,193)
Increase/(Decrease) in other non-current liabilities -provisions	15,774	(187,263)
(Increase)/Decrease in other non-current liabilities	25,961	25,960
Increase/(Decrease) in Trade Payable	(39,400)	87,600
Cash generated from operations	(3,179,433)	(18,876,116)
Income tax paid/(refund received)	(39,942)	(11,920)
Net cash inflow/(outflow) from operating activities (A)	(3,219,375)	(18,888,036)
Cash flow from investing activities		
Dividend received	-	5,880
Interest received	2,865,978	3,383,705
Net cash inflow / (outflow) from investing activities (B)	2,865,978	3,389,585
Cash flows from financing activities		
Net cash flow/(outflow) from financing activities (C)		-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(353,397)	(15,498,451)
Cash and cash equivalents at the beginning of the financial year	28,470,239	43,968,690
Cash and cash equivalents at the end of the financial year	28,116,842	28,470,239
Components of cash and cash equivalents		
Cash and stamps on hand	45033	53664
Balance with scheduled banks	2236484	1020318
Bank fixed deposits	25835325	27396257
Cash and cash equivalents	28,116,842	28470239

The accompanying significant policies and notes form an integral part of the standalone financial statements

Notes:

- 1.The above cash flow statement has been prepared under the Indirect method set out in Indian Accounting Standard (IND AS)
- 2.Reconciliation of liabilities arising from financing activities

Particulars	Short-term borrowings
Opening balance as on 1st.April,2020	-
Non-cash changed due to:	
-Interest expense	-
-Others	-
Cash flows during the year	-
Closing balance as o 31st.March,2021	-

Previous year figures have been regrouped and recast wherever necessary to conform to the current year classification.

As per our report of even date attached

For K.C.Malhotra & Co.

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(Firm Regn.No.000057N)

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Company Secretary & CFO

National Cereals Products Limited

Notes to standalone financial statements for the year ended 31st March, 2021

Statement of changes in equity

A : Equity share capital

(IN INR)

As at April 1,2019	1,314,528
Changes during the year	-
As at March 31,2020	1,314,528
Changes during the year	-
As at March 31,2021	1,314,528

B: Other equity

(IN INR)

Particulars	Reserves and surplus		Items of other comprehensive income		Total
	General reserve	Retained earnings	Equity Instruments Through Other Comprehensive Income	Remeasurement of Defined Benefit obligations	
Balance as at April 1, 2019	68,349,889	(197,196)	1,833,429	(454,691)	69,531,431
Add/(less): Transfer from retained earnings	(4,239,874)				(4,239,874)
Profit/(Loss)for the year		(4,239,874)			(4,239,874)
Less:transferred to General reserve		(4,239,874)			(4,239,874)
Other comprehensive income			(461,920)	(42,522)	(504,442)
Balance as at March 31,2020	64,110,015	(197,196)	1,371,509	(497,213)	64,787,115
Balance as at April 1,2020	64,110,015	(197,196)	1,371,509	(497,213)	64,787,115
Add/(Less) : Transfer from profit & lo	(3,742,207)				(3,742,207)
Profit/(Loss)for the year		(3,742,207)			(3,742,207)
Less: transferred to General reserve		(3,742,207)			(3,742,207)
Other comprehensive income				(81,179)	(81,179)
Balance as at March 31,2021	60,367,808	(197,196)	1,371,509	(578,392)	60,963,729

The accompanying significant policies and notes form an integral part of the standalone financial statements

As per our report of even date attached

For K.C.Malhotra & Co.

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Minas Kumar
Company Secretary & CFO

National Cereals Products Limited

Note 1: Corporate information

The company is a Public Limited Company incorporated and domiciled in India and has its registered office at Solan Brewery, Simla Hills, Himachal Pradesh. The company is listed on the Calcutta Stock Exchange (CSE). The Company is engaged in manufacture of Barley Malt but the company has not carried out any commercial production.

Note 2: Significant accounting policies

(a) Basis of preparation and Statement of Compliance

These financial statements are prepared in accordance with the Indian Accounting standards (IND AS) under the historical cost convention on accrual basis (except certain financial instruments which are measured at fair value), the provisions of the Companies Act, 2013 (the Act) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The IND AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment Rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements were authorized for issue by the Company's Board of Directors on 26.06.2021

(b) Accounting estimates, assumptions and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, Uncertainty about these assumptions and estimates could result in outcomes requiring a material adjustment to the carrying amounts of assets and liabilities in future period. The area involving critical estimate or judgment is recognition of deferred tax assets for carried forward losses, impairment of trade receivables and estimation of tax expense.

b (i) Impact of uncertainties related to COVID-19 (Global pandemic) – Refer note 28 to the Standalone financial Statements

c) Current versus Non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is classified as current when it is

* expected to be realized or intended to be sold or consumed in normal operating cycle,

* Held primarily for the purpose of the trading,

*Expected to be realized within twelve months after the reporting period, or

*Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

A liability is classified as current when:

*it is expected to be settled in normal operating cycle,

National Cereals products limited

Significant accounting policies contd.

*it is held primarily for the purpose of the trading,

*it is due to be settled within twelve months after the reporting period, or

*there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The company classifies all other liabilities as non-current

Deferred tax assets and liabilities are classified as non-current assets and liabilities

(d) (i) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

ii) Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the written down value method to allocate their cost, net of residual values, over their estimated useful lives of the assets as prescribed under schedule II to the Companies Act,2013 up to 31st.March,2019, and after that no depreciation is calculated as the carrying amount represents residual value.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable values.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within gains / (losses).

(e) Cash and cash equivalents

Cash and cash equivalents includes cash on hand and deposit with banks. Cash equivalents are short term, highly liquid investments that readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value

The cash flow statement is prepared in accordance with the Indian Accounting Standard (IND AS) -7 "Statement of Cash Flows" using the indirect method for operating activities.

National Cereals products limited
Significant accounting policies contd.

(f) Provisions, Contingent Liabilities and Contingent assets

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A contingent liability is disclosed when there is a possible obligation from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain events not wholly within the control of the entity or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

A contingent asset is disclosed when a possible asset that arises from past events and whose existence will be confirmed only by the Occurrence or non-occurrence of one or more uncertain events not wholly within the control of the entity. Contingent liabilities and assets are not recognized but are disclosed in notes.

(g) Income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid/payable to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting period date. However, no provision for tax has been made in view of losses of the company.

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and Unused tax losses only if it is probable that future taxable profit will be available to utilize those temporary differences and the carry forward of unused credits and unused tax losses.

However, during the year ended 31st.March,2021(Previous year ended 31st.March,2020),the company has not recognized deferred tax asset for all temporary differences and unabsorbed depreciation and unused tax losses as there is no probability that taxable profits will be available against which those temporary differences and losses can be utilized.

National Cereals products limited Significant accounting policies contd.

(h). Revenue recognition Revenue from contracts with customers

The core principle of ND AS 115, Revenue from Contract with Customers is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Since the company has not been carrying on any commercial operations, therefore there are no disclosure is to be provided on account of this standard other than those provided in the financial statements.

Interest income

Interest income is recognized using the bank interest rates which is considered to be effective rate of interest. The effective rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (For example prepayments, extension, call and similar options) but does not consider the expected credit losses.

(i) Borrowing costs

Other borrowing costs are expensed in the period in which they are incurred.

(j) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current benefit obligations in the Balance sheet.

(ii) Other long term employee benefit obligations

The liabilities for earned leave and sick leave are expected to be settled wholly within twelve months after the end of the period in which the employee render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

National Cereals products limited

Significant accounting policies contd.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method, is funded with Life Insurance Corporation of India.

The net interest cost is calculated by applying the liability discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re-measurement gains and losses arising from the expected interest income on plan assets and the return actually achieved and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans are recognized directly in other comprehensive income and subsequently not reclassified in the statement of profit and loss.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Defined contributions plan

The company's contributions to provident fund are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. The company has no further payment obligations once the contributions have been paid.

Bonus plans

The company recognizes a liability and an expense for bonus. The company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(k) Earnings per share

Basic and diluted earnings is computed by dividing the profit/(Loss) attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year

(l) Financial instruments

(i) Measurement

An initial recognition, the company measures a financial asset at its fair value plus, in the case of financial asset not at fair value through profit and loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

National Cereals products limited

Significant accounting policies contd.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and cash flow characteristics of the asset. There are three measurement categories into which the company classifies its debt instruments:

***Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit and loss when the asset is derecognized or impaired these. Interest income from these financial assets is included in finance income using the effective interest rate method.

***Fair value through other comprehensive income(FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI).Movements in the carrying amount are taken through OCI ,except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit and loss and recognized in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate.

***Fair value through profit or loss :** Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of profit and loss within other gain/(losses)in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments:

Investments in equity instruments classified under financial assets are initially measured at fair value, the company may on initial recognition, irrevocably effect to measure the same either at FVOCI or FVTPL. The company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognized as other income in the Statement of profit and loss unless the company has elected to measure such instrument at FVOCI.

(ii) Impairment of financial assets

In accordance with IND-AS 109, the company applies expected credit loss (ECL) mode for measurement and recognition of impairment loss on financial assets and credit risk exposures. Financial assets that are debt instruments, and are measured at amortized cost e.g. loans, deposits, trade receivables and bank balance. Financial assets that are

National Cereals products limited

Significant accounting policies contd.

debt instruments and are measured as at FVTOCI the Company follows simplified approach for recognition of impairment loss allowance on trade receivables. Concentration of credit risk with respect to trade receivables is limited being amount due only from a related party The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its recognition.

(iii) DE recognition of financial assets

A financial asset is derecognized only when the company has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients. When the entity has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

(m) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

(n) Trade payables

The amount represents liabilities for services provided to the company prior to the end of the period which are unpaid .The amounts are unsecured non-interest bearings and are usually paid within 60 days of recognition. Trade payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized at amortized cost, and the carrying amounts are reasonable approximation of fair value.

(m) Leases

The company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether (i) the contract involves

National Cereals products limited

Significant accounting policies contd.

the use of an identified asset, (ii) the company has substantially all of the economic benefits from the use of the asset through the period of lease, and (iii) the company has the right to direct the use of the asset.

The company applies the modified retrospective approach and therefore accordingly comparatives information has not been restated. The company recognizes a ROU asset and a corresponding lease liability for all leases arrangements under which it is a lessee, except for short term lease and low value leases.

The company has elected not to recognize right-of-use assets and lease liabilities for short- term leases of real estate properties that have a lease term upto 12 months or less and leases of low-value. The company recognizes the lease payments associated with these leases as expense over the lease term, and rent payment as an expense on yearly basis as there is no lease contract or rent agreement.

n) New and amended standards and interpretations

Ind AS 116 Leases

Amendments to Ind AS 116: Covid-19-Related Rent Concessions.

The amendments to Ind AS 116 provides a practical expedient to lessees in accounting for rent concessions that are a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a covid-19 related rent concession from a lessor is a lease modification.

A lessee that makes this election accounts for any change in lease payments resulting from the covid-19 related rent concession the same way it would account for the change under IFRS 16, if the change were not a lease modification.

The practical expedient applies only to rent concessions occurring as a direct consequence of the covid-19 pandemic and only if all of the following conditions are met:

- i) The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change.
- ii) Any reduction in lease payments affects only payments originally due on or before 30 June 2021 (for example, a rent concession would meet this condition if it results in reduced lease payments before 30 June 2021 and increased lease payments that extend beyond 30 June 2021).
- iii) There is no substantive change to other terms and conditions of the lease.

The new and amended accounting standard is not applicable to the company and therefore no disclosures are to be provided on account of new accounting standard

National Cereals products limited
Significant accounting policies contd.

o) Recent Accounting Developments

Ministry of Companies affairs (MCA) notifies new standards or amendments to the existing standards. There is no such Notification which would have been applicable from 1st.April,2021.MCA issued notifications dated 24th.March,2021 to amend Schedule III to the Companies Act,2013 to enhance the disclosures required to be made by the company in its financial statements. These amendments are applicable to the Company for the financial year starting from 1st.April, 2021

National Cereals Products Limited

Notes to the standalone financial statements for the year ended 31st March ,2021

Note 3 :- Property,Plant and Equipment

(IN INR)

Particulars	Plant and machinery	Furniture and fittings	Office equipments	Data Processing Machines	Total
Year ended March 31,2020					
Gross carrying amount					
As at April 1 ,2019	1,586,034	64,093	38,400	164,564	1,853,091
Additions					
Disposals					
Closing gross carrying value	1,586,034	64,093	38,400	164,564	1,853,091
Accumulated depreciation					
Opening accumulated depreciation	1,586,031	64,035	38,398	164,562	1,853,026
Depreciation charged during the year					
Disposals					
Closing accumulated depreciation	1,586,031	64,035	38,398	164,562	1,853,026
Net carrying amount	3	58	2	2	65
Year ended March 31,2021					
Opening Gross carrying amount	1,586,034	64,093	38,400	164,564	1,853,091
Additions					
Disposals					
Closing gross carrying value	1,586,034	64,093	38,400	164,564	1,853,091
Accumulated depreciation					
Opening accumulated depreciation	1,586,031	64,035	38,398	164,562	1,853,026
Depreciation charged during the year					
Disposals					
Closing accumulated depreciation	1,586,031	64,035	38,398	164,562	1,853,026
Net carrying amount *	3	58	2	2	65

Note (i) Disclosure under IND AS 16

There is no item of property,plant and equipment which has retired from active use and has not been classified as held for sale in accordance with IND AS 105

* represents residual value-refer note 2 (d) (ii) of Significant accounting policies

National Cereals Products Limited

Notes to the standalone financial statements for the year ended 31st March ,2021

Note 4:- Financial assets

4 (a) : Non-current financial assets -Investments

(IN INR)

Particulars	31.03.2021		31.03.2020
Investments in equity instruments (fully paid up)			
Investments at fair value through other comprehensive income (FVTOCI)			
Quoted			
Trade			
4000 equity shares of Rs 5 each of Mohan Meakin limited *	400,000		400,000
Others			
4900 equity shares of Rs10 each of John Oakey and Mohan Limited	784,000		784,000
Unquoted			
Trade:			
10000 equity shares of Rs 10 each of Mohan Goldwater Breweries Limited		100,250	
Less: Provision for diminution(at the time provision was made company's performance was not satisfactory)	1	100,249	1
9000 equity shares of Rs10 each of Mohan Rocky Springwater Breweries Limited	753,750		753,750
Total Non-current investments	1,937,751		1,937,751
	102,293		102,293
Aggregate amount of quoted investments and market value thereof	1,184,000		1,184,000
Aggregate amount of unquoted investments	753,751		753,751

*The carrying amount is considered to be fair value as the market value was not available at the reporting date

National Cereals Products Limited

Notes to the standalone financial statements for the year ended 31st March,2021

4 (b) : Cash and cash equivalents**(IN INR)**

Particulars	31.03.2021		31.3.2020
Balances with banks in			
Current accounts	2,236,484		1,020,318
Fixed deposit with original maturity of with in twelve months	25,835,325		27,396,257
Cash on hand	44,594		53,563
Stamps in hand	439		101
Total Cash and cash equivalents	28,116,842		28,470,239

4 (c) : Loans

Particulars	31.03.2021	31.03.2020	
	Current	Non-current	Current
*Advance to employees	16,443		77,540
Total loans	16,443		77,540

* Effective rate of interest is not applied as this has had no material effect on the statement of profit and loss.

4 (d) : Other financial assets**(IN INR)**

Particulars	31.03.2021	31.03.2020	
	Current	Non-current	Current
Security deposits		31,500	
Market fee deposited under protest with Mandi Samiti		2,492,898	
Fixed deposit with original maturity more than twelve months		18,015,470	
Interest accrued on deposits	2,391,478	2,293,243	702,426
Total other financial assets	2,391,478	22,833,111	702,426

Note 5: Deferred tax assets / (Liabilities) (net)

The balance comprises temporary differences attributable to: (IN INR)

Particulars	31.03.2021	31.03.2020
Deferred tax assets		
Property ,Plant and Equipment	7,160	7,160
Employee Benefit obligation	28,753	28,753
Tax losses	13,076,695	13,076,695
Provision for Bonus	-	-
Allowance for doubtful debts	170,530	170,530
Total deferred tax assets	13,283,138	13,283,138
Deferred tax liabilities		
Net deferred tax assets / (liabilities)	13,283,138	13,283,138

Movements in deferred tax assets / (Liabilities)

(IN INR)

Particulars	Defined Benefit obligation	Tax losses	Other items	Total
Deferred Tax Assets				
As at April 1,2019	28,753	13,076,695	170,530	13,283,138
(charged)/ credited				
-to profit and loss				
-to other comprehensive income				
As at March 31,2020	28,753	13,076,695	170,530	13,283,138
(charged)/ credited				
-to profit and loss				
-to other comprehensive income				
As at March 31,2021	28,753	13,076,695	170,530	13,283,138

The company has not recognised deferred tax asset for all temporary difference and unabsorbed depreciation and unused tax losses during the year as there is no probability that taxable profits will be which the carry forward of unused tax credits and carried forward losses can be utilised.available against

Note 6 : Other assets

(IN INR)

Particulars	31.03.2021	31.03.2020	
	Current	Non- Current	Current
Advance to suppliers			
Unsecured considered doubtful-		551,877	
Less: Allowance for doubtful advance		551,877	
Others	-	-	
Balance with Government authorities			
Group gratuity fund	52,259		150,636
Prepaid expenses	36,302		38,669
NP Ltd Employees provident fund	153,610		153,610
Total other assets	242,171		342,915

Note 7 : current tax assets (net)

(IN INR)

Particulars	31.03.2021	31.03.2020	
	Current	Non-current	Current
Advance tax	204,968		660,503
Less: Provision for tax			
Total current tax assets (net)	204,968		660,503

National Cereals Products Limited

Notes to the standalone financial statements for the year ended 31st March ,2021

Note 8: Equity share capital and other equity

Note 8 (a) : Equity share capital

(IN INR)

Particulars	31.03.2021		31.03.2020	
	No.of shares	Amount	No.of shares	Amount
Authorised share capital				
3,000,000 Equity shares of Rs.1/-each with voting rights	3,000,000	3,000,000	3,000,000	3,000,000
	3,000,000	3,000,000	3,000,000	3,000,000
Issued ,subscribed and fully paid up				
Equity shares of Rs.1/-each fully paid up with voting rights	1,314,528	1,314,528	1,314,528	1,314,528
Total Equity share capital	1,314,528	1,314,528	1,314,528	1,314,528

Terms and rights attached to equity shares

The company has only one class of equity shares having a per value of Rs 1 per share.Each shareholder is eligible for one vote share held. The dividend proposed by the Board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting .In the event of liquidation,the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts to their shareholdings.

(ii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

(IN INR)

Particulars	31.03.2021		31.03.2020	
	No.of shares	Amount	No.of shares	Amount
Equity shares				
At the commencement of the year	1,314,528	1,314,528	1,314,528	1,314,528
Add: issued during the year	-	-	-	-
At the end of the year	1,314,528	1,314,528	1,314,528	1,314,528

Detail of shares held by each shareholder holding more than 5% of total number of equity shares

Name of the shareholder	31.03.2021		31.03.2020	
	Number of shares	% of holding	Number of share	% of holding
Mohan meakin Limited	213,683	16.26	213,683	16.26
Shri Hemant Mohan (Trustee Ram Rakhi Mohan Trust)	123,784	9.42	123,784	9.42
Smt.Usha Mohan	115,204	8.76	115,204	8.76
Major Johnnie George Skiptonker	79,992	6.09	79,992	6.09

National Cereals Products Limited

Notes to the standalone financial statements for the year ended 31st March ,2021

Note 8(b) : Other equity

	(IN INR)	
Particulars	31.03.2021	31.03.2020
General Reserve		
Opening Balance	64,110,015	68,349,889
Add: Additions during the year	-	-
Less: Loss during the year	(3,742,207)	(4,239,874)
Closing Balance	60,367,808	64,110,015
Retained earnings		
Opening Balance	(197,196)	(197,196)
Profit/(Loss) for the year	(3,742,207)	(4,239,874)
Less: Transferred to general reserve	(3,742,207)	(4,239,874)
Closing Balance	(197,196)	(197,196)
Items of other comprehensive income		
Equity instruments through other comprehensive income	1,371,509	1,371,509
Re-measurement gains/(Loss) on defined benefit plan	(578,392)	(497,213)
Closing Balance	793,117	874,296
Total other equity	60,963,729	64,787,115

General reserve

This represents appropriation of profits after tax by the company

Retained earnings

This comprise company's losses till date less transfer to general reserve

National Cereals Products Limited

Notes to the standalone financial statements for the year ended 31st March,2021

Note 9 :Trade Payables

(IN INR)

Particulars	31.03.2021		31.03.2020	
	Non-current	Current	Non-current	Current
Dues to Micro,small and medium enterprises * Payable to other parties	-	119,070		158,470
Total trade payables	-	119,070		158,470

*Disclosures as per Micro,Small and Medium Enterprises Development Act,2006 (MSMED)

Particulars	31.03.2021		31.03.2020	
	Non- Current	Current	Non- Current	Current
Amount remaining unpaid to any supplier as at year end -Principal amount remaining unpaid	-	-	-	-
Interest due there in	-	-	-	-
Principal amount paid to suppliers beyond the appointed date during the year				
Interest paid other than Section 16 of MSMED Act to suppliers beyond the appointed date during the year	-	-	-	-
Interest paid under Section 16 of MSMED Act to suppliers beyond the appointed date during the year	-	-	-	-
Interest due and payable towards suppliers for payments already made	-	-	-	-
Further interest remaining due and payable for earlier years				

National Cereals Products Limited

Notes to the standalone financial statements for the year ended 31st March,2021

Note 10: Other liabilities

(IN INR)

Particulars	31.03.2021		31.03.2020	
	Non-current	Current	Non-current	Current
Statutory remittances		52,826		115,210
Employee dues *		329,221		504,156
Gratuity payable to the Managing director -refer note 22.2	908,653		882,692	
Other payables **		265,452		213,343
Total other liabilities	908,653	647,499	882,692	832,709

*Including due to the managing director -refer note 22.2

53,940

188,997

** include due to a related party -refer note 22.2

-

4,470

Note 11: Provisions

(IN INR)

Particulars	31.03.2021		31.03.2020	
	Non-current	Current	Non-current	Current
Provision for employee benefits -Leave encashment	142,383	5,058	126,609	205,565
Total provisions	142,383	5,058	126,609	205,565.00

National Cereals Products Limited

Notes to the standalone financial statements for the year ended 31st March,2021

Note 12:Revenue from operations

(IN INR)

Particulars	31.03.2021	31.03.2020
Total Revenue from operations	-	-

Note 13:Other Income

(IN INR)

Particulars	31.03.2021	31.03.2020
Interest income		
-On deposits	2,865,978	3,383,705
-On Income tax refund	41,237	30,602
Dividend income	-	5,880
Provision no longer required	-	13,542
Total other income	2,907,215	3,433,729

Note 14:Employees benefit expense

(IN INR)

Particulars	31.03.2021	31.03.2020
Salaries, wages and bonus	3,693,172	4,503,925
Contribution to Provident and other Funds	325,219	358,245
Staff Welfare Expenses	271,438	476,341
Total employees benefit expense	4,289,829	5,338,511

Note 15:Finance cost

(IN INR)

Particulars	31.03.2021	31.03.2020
Interest on delayed payment of tax	2,750	-
Total finance cost	2,750	-

Note 16: Other Expenses

(IN INR)

Particulars	31.3.2021	31.3.2020
Advertisement	263,379	405,408
Power and Fuel	30,000	30,000
Rent	30,000	30,000
Donation	-	100,000
Other repairs	-	12,735
Insurance	9,023	3,005
Rates and Taxes	93,304	105,020
Legal and Professional charges	213,097	24,520
Miscellaneous Expenses	969,524	818,049
Directors sitting fee	80,000	80,000
Vehicle expenses	316,489	318,225
*Audit fee	41,300	41,300
Travelling expenses	310,727	361,346
Amount written off	-	5,484
Total other expenses	2,356,843	2,335,092

*Include GST

6,300

6,300

National Cereals Products Limited

Notes to financial statements for the year ended 31st March, 2021

Note 17 :Income tax Expense

(IN INR)

Particulars	31.3.2021	31.3.2020
(a) income tax expense		
Current Tax	(941,839)	(1,067,091)
Total current tax	(941,839)	(1,067,091)
Deferred tax		
Total deferred tax expense /(benefit)	-	-
Total income tax expense	(941,839)	(1,067,091)

(b) Reconciliation of tax expense and the accounting profit/(Loss) multiplied by tax rate:-

Particulars	31.3.2021	31.3.2020
Profit/(Loss) before income tax expense	(3,742,207)	(4,239,874)
Tax rate @25.168 % (2019-20@ 25.168 %)	(941,839)	(1,067,091)
Deductible expenses	(79,917)	(155,760)
Effect of tax on exempt income	-	(899)
Disallowable expenses	29,676	87,783
Income not considered for tax purpose	(731,688)	(859,313)
Impact of deferred tax adjustment	781,929	928,189
Income tax expense	(941,839)	(1,067,091)

Note 18: Other Comprehensive Income

(IN INR)

Particulars	31.3.2021	31.3.2020
A(i) Items that will not be reclassified to profit and loss		
-Remeasurement of defined benefit obligation	(81,179)	(42,522)
-Equity instruments through other comprehensive income Change in fair value of FVOCI equity instruments	-	(461,920)
(ii) Income tax relating to items that will not be reclassified to profit and loss		-
Total other comprehensive income	(81,179)	(504,442)

Note 19: Contingent liabilities

(IN INR)

Particulars	31.3.2021	31.3.2020
Claims against the company not acknowledged as debts in respect of U.P.krishi Utpadan Mandi Adhinyam,1964	7,075,772	7,075,772
In the opinion of the management,the Company has good prospects of success in proving its claims,and thus will not have any material effect on its financial position.		

National Cereals Products Limited

Notes to financial statements for the year ended 31st March, 2021

Note 19.1 : Other Notes to financial statements

(i) No Provision for tax has been made in the accounts for industrial dispute arising out of suspension of one workman since matter is prejudice with labour court and liability is not ascertainable.

(ii) No Provision for tax has been made in the accounts in view of losses of the company.

Note 20 : Segment information

The company business activity falls within a single primary business segment viz, Barley malt, identified in accordance with Principles enunciated in Accounting Standard-108, Segment reporting. Hence, separate business segment information is not applicable. The Board of Directors of the company has been identified as the Chief Decision Maker (CDM) The company has not carried any commercial operations during the year and therefore there are no other additional disclosures to be provided other than those already provided in the financial statements.

National Cereals Products Limited
Notes to the standalone financial statements for the year ended 31st March,2021
Note 21: Employee benefits -As per IND AS 19
(a) Defined Contribution plan:

The Company has recognised, in the statement of profit and loss, expenses for the following Defined Contribution Defined contribution plans:

Particulars	(IN INR)	
	31.03.2021	31.03.2020
Provident fund	204,562	235,799
Pension scheme	15,000	18,750
Employees State Insurance	-	6,391
	219,562	260,940

(b) Defined Benefit Plan

The liability for Employee Gratuity and Leave encashment is determined on actuarial valuation using projected unit Credit Method
The obligations are as under:

Particulars	(IN INR)			
	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2020-2021	2019-2020	2020-2021	2019-2020
(i) Change in Present Value of Obligation				
Present value of obligation at the beginning of the year	1,609,668	1,398,707	332,174	324,414
Interest cost	105,433	102,385	21,757	23,747
Current service cost	27,065	65,385	24,579	29,972
Benefits paid	(1,644,930)	-	(241,970)	(35,801)
Actuarial (gain)/loss on obligation	65,156	43,191	10,901	(10,158)
Present value of obligation at end of the year	162,392	1,609,668	147,441	332,174
(ii) Change in the Fair Value of Plan Assets				
Fair value of plan assets at the beginning of the year	1,760,304	1,639,615	-	-
Return on plan assets	108,047	130,638	-	-
Contributions	-	-	-	-
Mortality charges	(8,770)	(9,949)	-	-
Benefits paid	(1,644,930)	-	-	-
Actuarial gain/(loss) on plan assets	-	-	-	-
Fair value of plan assets at the end of the year	214,651	1,760,304	-	-
(iii) Reconciliation of Fair value of assets and obligations				
Fair value of plan assets as at the end of the year	214,651	1,760,304	-	-
Present value of obligation at the end of the year	162,392	1,609,668	147,441	332,174
Amount recognised in the Balance sheet	52,259	150,636	147,441	332,174
(iv) Expenses recognised in the statement of profit & loss				
Current service cost	27,065	65,385	24,579	29,972
Net interest cost(income)	(9,867)	(17,635)	21,757	23,747
Net actuarial (gain)/loss recognised in the year	-	-	10,901	(10,158)
Amount recognised in statement of profit and loss	17,198	47,750	57,237	43,561
(v) Recognised in other comprehensive income:				
Net cumulative unrecognised actuarial gain/(loss) opening	-	-	-	-
Actuarial gain/(loss) for the year on present benefit obligation	(65,156)	(43,191)	-	-
Actuarial gain/(loss) for the year on asset	(16,023)	669	-	-
Unrecognised actuarial gain/(loss) for the year	(81,179)	(42,522)	-	-
(vi) Actuarial Assumption				
(a) Economic Assumption				
Discount Rate (Per annum)	6.80%	6.55%	6.80%	6.55%
Future salary increases	5.50%	5.50%	5.50%	5.50%
(b) Demographic Assumption				
(i) Retirement age			60	60
(ii) Mortality rates inclusive of provision for disability	100% IALM (2012-14)	100% IALM (2012-14)	100% IALM (2012-14)	100% IALM (2012-14)
(iii) Ages				
Withdrawal rate %				
- upto 30 years	3.00%	3.00%	3.00%	3.00%
-From 31 to 44 years	2.00%	2.00%	2.00%	2.00%
-Above 44 years	1.00%	1.00%	1.00%	1.00%

National Cereals Products Limited
Notes to financial statements for the year ended 31st March , 2021

(c) The major categories of plan assets of the fair value of the total plan assets are as follows:

(IN INR)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2020-21	2019-20	2020-21	2019-20
Fund managed by insurer	100%	100%	-	-

(d) Maturity profile of defined benefit obligation

(IN INR)

Year	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2020-21	2019-2020	2020-21	2019-2020
0 to 1 year	4,273	1,478,164	5,058	205,565
1 to 2 year	3,574	2,889	3,218	10,907
2 to 3 year	3,529	2,848	3,177	2,562
3 to 4 year	1,980	2,810	1,783	2,528
4 to 5 year	2,003	1,547	1,803	1,391
5 to 6 year	2,031	1,560	1,829	1,404
6 year onwards	145,002	119,850	130,573	107,817

(e) Sensitivity analysis of the defined benefit obligation

(IN INR)

Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2020-21	2019-2020	2020-21	2019-2020
(a) Impact of the change in discount rate				
Present value of obligation at the end of the year	162,392	1,609,668	147,441	332,174
(i) Impact due to change to increase of 0.50 %	(11,549)	(15,688)	(10,737)	(10,105)
(ii) Impact due to decrease of 0.50%	12,617	16,709	11,569	10,905
b) Impact of the change in the salary				
Present value of obligation at the end of the year	162,392	1,609,668	147,441	332,174
(i) Impact due to change to increase of 0.50 %	12,716	16,798	11,711	10,993
(ii) Impact due to decrease of 0.50 %	(11,738)	(15,911)	(10,812)	(10,174)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions as shown above at the end of the reporting period. Sensitivity due to mortality and withdrawals are insignificant and impact of change due to these are not calculated. Sensitivity as rate of increase of pensions in payment, rate of increase of pension before retirement and life expectancy are not applicable.

National Cereals Products Limited

Notes to the standalone financial statements for the year ended 31st March ,2021

Note 22: Related party disclosures

	Country of Incorporation	31.03.2021	31.03.2020
a)Enterprise holding equity interest Mohan Meakin Limited	India	16.26%	16.26%
b) Key Management Personnel			
i)Mrs Comilla Mohan (Expired on 12th.May,2021)	Managing Director		
ii)Mr Sanjiv Bawa	Independent, Non-Executive Director		
iii)Mr Subhash Arya	Independent, Non-Executive Director		
iv)Mr.Lachmi Narain Malik	Non-Independent, Non-Executive Director		
v) Mr Rajan Datt	Non-Independent, Non-Executive Director		
v) Mr Minas kumar	Company Secretary & Chief Financial Officer		
c) Trust for post employment benefit	Principal place of operation/ Country of Incorporation	Principal Activities	
-National Cereals Products Limited Employees Group-Gratuity cum Life Assurance scheme	India	Company's employees gratuity trust	
-National Cereals Products Limited Employees Provident Fund trust	India	Company's employees Provident fund trust	
Note 22.1:Transactions with related parties:		(IN INR)	
Name of related party	Accounts affected	31.03.2021	31.03.2020
Mohan Meakin Limited	Rent *	35,400	35,400
Mohan Meakin Limited	Power and fuel	30,000	30,000
Mohan Meakin Limited	Staff welfare	1,080	15,648
Mohan Meakin Limited	Employees contribution to Mohan club	2,400	2,850
*Inclusive of GST		5,400	5,400
Key Management Personnel compensation			
Mrs. Comilla Mohan		1,222,714	1,381,094
Mr Manoj Madan,Ex-CFC(Resigned on 30.6.2019)		-	305,893
Mr Minas Kumar,		1,043,760	990,975
Total		2,266,474	2,677,962
Key Management Personnel Sitting fees			
Mr Sanjiv Bawa		20000	20000
Mr Subhash Arya		20000	20000
Mr Rajan Datt		20000	-
Mr.Lachmi Narain Malik		20000	20000
Mr Satish Mohan		-	20,000
Total		80,000	80,000

Note 22.2:Year end balances of related parties

(IN INR)

Name of related party	Accounts affected	31.03.2021	31.03.2020
Mrs Comilla Mohan,Managing Director	Other current liabilities	53940	188997
Mrs Comilla Mohan,Managing Director	Other current liabilities	908653	882692
Mohan meakin limited	Other current liabilities	-	4470
Mohan meakin limited	Investments	400000	400000

Note 22.3: Terms and conditions of transactions with related parties:

The transactions with the related parties are made on terms equivalent to those that present in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash.

Note 23 : Earnings per share (EPS)**(IN INR)**

Particulars	31.03.2021	31.03.2020
Net Profit /(Loss) available to equity holders	(3,742,207)	(4,239,874)
Weighted average number of equity shares used as denominator for calculating of earning per share	1,314,528	1,314,528
Nominal value of equity shares	1.00	1
Basic and diluted earnings per share	(2.85)	(3.23)

Note 24: Legal and professional charges include payment to auditors for taxation matters Rs 20000/- (Previous year Rs 5000/-) and other services Rs 2450/- (Previous year Rs 2450/-)

Note 25: Leases

The company is not having any lease contract or rent agreement for office use. The company recognises rent payment as an expense on yearly basis. The rent charged Rs 30000 (Previous year Rs 30000) exclusive of GST Rs 5400 (Previous year Rs 5400) in statement of profit and loss which is of low value

Note 26 : Financial risk management

The company's financial liabilities comprises of trade payable for services. The main purpose of these financial liabilities is to manage finances for the company's operations and financial assets include loans, other receivables, investment in marketable securities, cash and cash equivalents and other financial assets. The company is exposed to Market risk, credit risk and liquidity risk.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price and commodity price risk. Financial instruments affected by market risks include loans, deposits investments and derivative financial instruments.

(b) Credit risk

Credit risk is the risk that a counter party will not meet the obligation under a financial instrument or customer contract, leading to a financial loss. The company is exposed from its financing activities including deposits with banks and other financial instruments. Credit risk on cash and cash equivalents is limited as the company generally invest in deposits with banks. Other loans are mainly provided to employees which have very minimum risk because of the nature of loans.

The board of directors reviews and agrees policies for managing each of these risks. The limits are set to minimise the concentration of risks, and therefore mitigate loss through counterparty's potential failure to make payments.

(b) Liquidity risk

Liquidity risk is defined as the risk that company will not be able to settle or meet its obligation on time or at a reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and its liquidity requirements. The company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate source of financing through the use of short term bank deposits. In addition, processes and policies related to such risk are overseen by senior management. Management monitors the Company's liquidity position through rolling, forecast on the basis of expected cash flows.

Maturities of financial liabilities

The following table summaries the maturity profile of the company's financial liabilities based on contractual undiscounted payments

(IN INR)

As at March 31,2021	Note	Carrying Amount	On demand	Less than 12 months	More than 12 months	Total
Trade payable	9	119070		119070		119,070
Total		119070		119070		119,070
As at March 31,2020						
Trade payable	9	158470		158470		158,470
Total		158470		158470		158470

(IN INR)

Particulars	Note	31.3.2021	31.3.2021	31.3.2021	31.03.2020	31.03.2020	31.03.2020
		Amortised Cost	*FVTPL	*FVTOCI	Amortised Cost	*FVTPL	*FVTOCI
Financial assets							
Investments	4(a)			1,937,751			1,937,751
Trade receivables					-		
Cash and cash equivalents	4(b)	28,116,843			28,470,239		
Advance to employees	4(c)	16,443			77,540		
Security deposits	4(d)	31,500			31,500		
Other financial assets	4(d)	20,268,042			23,504,037		
Total financial assets		48,432,828		1,937,751	52,083,316		1,937,751
Financial liabilities							
Trade payables	9	119,070			158,470		
Total financial liabilities		119,070			158,470		

* FVTPL -Fair Value Through Profit and Loss

* FVTOCI -Fair Value Through Other Comprehensive Income

(i) Fair value hierarchy

This section explains the judgement and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value, and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Level 1: includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds, and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in stock exchanges is valued using the closing price at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case of unlisted equity securities, contingent consideration and identification asset included in level 3.

Note 27 contd.

(IN INR)

Particulars	Note	Fair value Measurement using			
		Carrying value 31.03.2021	Level 1	Level 2	Level 3
Financial assets at fair value through other comprehensive income					
Investments in equity instruments	4(a)	1,937,751	1,184,000		753,751
Total		1,937,751	1,184,000		753,751
Financial assets and liabilities measured at amortised cost for which fair values are disclosed at 31st March, 2021					
Financial assets :					
Loans-					
-Advance to employees	4(c)	16,443			16,443
Security deposits	4(d)	31,500			31,500
Total financial assets		47,943			47,943
Financial liabilities					
Trade payables	9	119,070			119,070
Total financial liabilities		119,070			119,070

(IN INR)

Particulars	Note	Fair value Measurement using			
		Carrying value 31.03.2020	Level 1	Level 2	Level 3
Financial assets at fair value through other comprehensive income					
Investments in equity instruments	4(a)	1,937,751	1,184,000		753,751
Total		1,937,751	1,184,000		753,751
Financial assets and liabilities measured at amortised cost for which fair values are disclosed at 31st March, 2020					
Financial assets :					
Advance to employees	4(c)	77,540			77,540
Security deposits	4(d)	31,500			31,500
Total financial assets		109,040			109,040
Financial liabilities					
Trade payables	9	158,470			158,470
Total financial liabilities		158,470			158,470

(ii) Valuation technique used to determine fair value

The company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement value

Specific techniques used to value financial instruments included:

- > the use of quoted market prices or dealer quotes for similar instruments
- > the fair value of financial assets and liabilities at amortised cost is determined using discounted cash flow

The following method and assumptions are used to estimate fair values:

The carrying amounts of trade payables, cash and cash equivalents, short-term deposits etc. are considered to be their fair value, due to their short term nature. Financial assets and liabilities measured at fair value and the carrying amount is the fair value.

Note 28: Estimation uncertainty relating to the Global health pandemic Covid 19

The Company has considered the possible effect that may result from the pandemic relating to COVID-19 on the carrying amounts of assets. In developing to the assumptions relating to the possible future possible uncertainties in the global conditions because of this pandemic, the company, as at the date of approval of these financial statements has used internal and external sources of related information including continued cutting of interest rate on fixed deposit and on the expected future performance of the company, and considered such impact to the extent known and available currently. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration. The company expects that carrying amounts of these assets will be realised.

Note 29: The Code of Social Security, 2020 ("Code") relating to employee benefits during employment and post employment benefits received Indian Parliament's approval and Presidential assent 2020. The Code has been published in the Gazette of India and subsequently on November 13th, 2020, draft rules were published, and shareholder's suggestions were invited. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any impact in the period the Code becomes effective.

Note 30: Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per our report of even date attached

For K.C.Malhotra & Co.
Chartered Accountants
(Firm Regn.No.000057N)

Pushpa Mohan
Managing Director
DIN 00229726

Ramesh Malhotra
Partner
Membership No.013624
Place of Signature: New Delhi
Date: 26.06.2021

Subhash Arya
Director
DIN 00308369

Lachmi Narain Malik
Director
DIN 00481449

Sanjeev Bawa
Director
DIN 03633427

Rajan Datt
Director
DIN 00229664

Minas Kumar
Company Secretary & CFO