

NATIONAL CEREALS PRODUCTS LIMITED

NATIONAL CEREALS PRODUCTS LIMITED

CIN:-L99999HP1948PLC001381

REGD. OFFICE: - Solan Brewery, District Solan, Himachal Pradesh-173214

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

Website: -www.nationalcereals.com

Invitation to attend the 74th Annual General Meeting to be held on September 24, 2022 at 03:00 P.M.

Dear Members,

You are cordially invited to attend the Seventy Fourth (74th) Annual General Meeting of the Company which is scheduled to be held on September 24, 2022 (Saturday) at 03.00 P.M. IST through video conferencing/other audio visual means (OAVM). The deemed venue of the AGM shall be the Registered office of the Company at Solan Brewery, District Solan, Himachal Pradesh-173214.

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://evoting.cdslindia.com/Evoting/EvotingLogin
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	September 17, 2022, Saturday
5	Time period for remote e-voting	September 21, 2022 at 09:00 a.m.(Wednesday) and ends on September 23, 2022 at 05:00 p.m. (Friday)

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6	Book Closure date	Thursday, September 22, 2022 to Saturday, September 24, 2022 (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 the 74th Annual General Meeting of the Company through video conferencing/OAVM on Saturday, September 24, 2022 at 03:00 P.M.

Thanking you,

Yours truly,

For **National Cereals Products Limited**

Sd/-

Chitranshi Shukla
Company Secretary

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NOTICE OF THE 74th ANNUAL GENERAL MEETING

Notice is hereby given that the 74th Annual General Meeting of National Cereals Products Limited is scheduled to be held on Saturday, September 24, 2022 at 03:00 P.M. through video conferencing/other Audio-Visual means to transact the following businesses:

ORDINARY BUSINESSES: -

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon.
2. To elect a director in place of Mr. Subhash Arya (DIN: 00308369) who retires by rotation and being eligible offers himself for re-election.
3. To appoint M/s K. C. Malhotra & Co., Chartered Accountants, (ICAI Firm Registration No. 000057N), as Statutory Auditors of the Company for another term of five consecutive years, from the conclusion of the 74th AGM until the conclusion of 79th AGM at such remuneration and other terms and conditions as may be determined by the Board of Directors of the Company and to pass the following resolution as an ordinary resolution: -

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended, M/s K. C. Malhotra & Co., Chartered Accountants, (ICAI Firm Registration No. 000057N), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the 74TH Annual General Meeting (AGM) until the conclusion of the 79TH Annual General Meeting (AGM) to be held in the year 2027, to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

SPECIAL BUSINESS:-

1. 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, and based

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on the recommendation and approval of the Audit Committee, consent of the members 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 at Solan for past so many years. The Company will pay a sum of Rs. 72,000/- per month to the MML in the current financial year towards lease rent for both the premises (inclusive of electricity charges) effective from 01.04.2022 to 31.03.2023.
- (ii) Purchase Agreements : National Cereals Products Limited is proposing to supply various types of items mainly maize grits, maize choker, flour, coal etc. to Mohan Meakin Limited as per its requirements/specifications, from time to time, on such terms and conditions as are prevailing in the market and at an Arm's Length Price in ordinary course of business effective from 01-04-2022 to 31.03.2023.

Regd. Off: -

For **National Cereals Products Limited**

NATIONAL CEREALS PRODUCTS LIMITED

CIN: -L99999HP1948PLC001381

REGD. OFFICE: - Solan Brewery,

Distt. Solan (H.P.)-173214

E-mail:- ncp@nationalcereals.com,

[Tel:-01792-230222](tel:01792-230222)

Website: -www.nationalcereals.com

Sd/-

Chitranshi Shukla

Company Secretary

Date: August 10, 2022

Place: -Mohan Nagar, Ghaziabad

Notes:-

- 1) 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, General Circular No-02/2021 dated 13th January 2021, 21/2021 dated December 14, 2021, and General Circular No. 2/2022 dated May 5, 2022 (collectively "MCA Circulars"), and the Securities and Exchange Board of India ("SEBI") vide its circular nos. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/ HO/CFD/CMD2/ CIR/P/2021 /11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 ('SEBI Circulars'), permitted companies to conduct their 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

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and applicable provisions of Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 74th AGM of the Company is being convened and conducted through VC. The deemed venue of the AGM shall be the registered office at Solan Brewery, Solan, Himachal Pradesh-173214.

- 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, 21/2021 dated December 14, 2021, and General Circular No. 2/2022 dated May 5, 2022, 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 process during the AGM given elsewhere in this Note.
- 3) The Company has enabled the Members to participate in the 74th AGM through the VC facility provided by Central Depository Services Limited, (“CDSL”). The instructions for participation in the 74th 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 74th 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 74th 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 74th 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 74th AGM and hence the Proxy Form and Attendance Slip are not annexed with 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 to vote on their behalf at ncp@nationalcereals.com. Institutional investors are encouraged to attend and vote at the meeting through VC.

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- 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 Thursday, September 22, 2022 to Saturday, September 24, 2022 (Both days inclusive).
- 11) In line with the MCA Circulars, the notice of the 74th AGM along with the Annual Report 2021-22 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 Notice calling 74th AGM and Annual Report for the year 2021-2022 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 74th 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

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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.
- 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 74th 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 74th 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 74th AGM through VC/OAVM Facility, remote voting and e-Voting during the 74th AGM with a view to enable the shareholders to cast their vote electronically.
- 26) The e-voting will commence on Wednesday, 21st September, 2022 (09:00 AM, IST) and ends on Friday, 23rd September, 2022 (5:00 PM, IST). The cut-off date for the purpose of

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e-voting is September 17, 2022. 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, Circular No. 20/2020 dated May 05, 2020, 21/2021 dated December 14, 2021, and General Circular No. 2/2022 dated May 5, 2022. The forthcoming AGM 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, May 05, 2020, 21/2021 dated December 14, 2021, and General Circular No. 2/2022 dated May 5, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 AGM will be provided by CDSL.
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.

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6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, read with general circular No-21/2021 dated December 14, 2021, and General circular No. 2/2022 dated May 5, 2022, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.nationalcereals.com/>. The Notice can also be accessed from the websites of the Calcutta Stock Exchanges at <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/EGM) 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, MCA Circular No. 20/2020 dated May 05, 2020 MCA Circular No-21/2021 dated December 14, 2021, and MCA Circular No- 2/2022 dated May 5, 2022.
8. In continuation of this Ministry's [General Circular No. 20/2020](#), dated 05th May, 2020 MCA Circular No No-21/2021 dated December 14, 2021, and MCA Circular No- 2/2022 dated May 5, 2022, and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022, to conduct their AGMs in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020.

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

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

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

- (i) The voting period begins on September 21, 2022 at 09:00 a.m. (Wednesday) and ends on September 23, 2022 at 05:00 p.m. (Friday). 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. September 17, 2022 (Saturday) 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.

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Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

(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 Depository	<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

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	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal 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</p>
<p>Individual Shareholders (holding securities in demat</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on</p>

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mode) login through their Depository Participants (DP)	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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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

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

(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.

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- 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.
- (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 (**220826003**) for the 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.

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- (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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address ncp@nationalcereals.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM 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 **(220826003)** 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 **at least 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 cast 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

NATIONAL CEREALS PRODUCTS LIMITED

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 info@masserv.com
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 toll free no. 1800 22 55 33

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 toll free no. 1800 22 55 33.

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. September 17, 2022 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 74th 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.

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- 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.

NATIONAL CEREALS PRODUCTS LIMITED

CIN: -L99999HP1948PLC001381

REGD. OFFICE: - Solan Brewery

Distt. Solan (H.P.)

E-mail:- ncp@nationalcereals.com,

Tel:-01792-230222

Website: -www.nationalcereals.com

For **National Cereals Products Limited**

Sd/-

Chitranshi Shukla

Company Secretary

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. Subhash Arya
	Age	:	79 Years
	Qualification	:	Higher Secondary
	Experience	:	Leading Businessman
	Other Directorship	:	Trade Links Private Limited
	Shareholding in the Company	:	450 Shares

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](tel:01792-230222)

Website: -www.nationalcereals.com

Sd/-

Chitranshi Shukla

Company Secretary

ANNEXURE TO THE NOTICE

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

NOTICE ITEM NO 4 :-

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

NATIONAL CEREALS PRODUCTS LIMITED

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](tel:01792-230222)

Website: -www.nationalcereals.com

For **National Cereals Products Limited**

Sd/-

Chitranshi Shukla

Company Secretary

Date: August 10, 2022

Place: Mohan Nagar, Ghaziabad