

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 76th Annual General Meeting to be held on September 26, 2024 at 02:00 P.M.

Dear Members,

You are cordially invited to attend the Seventy Sixth (76th) Annual General Meeting of the Company which is scheduled to be held on September 26, 2024 (Thursday) at 02.00 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 19, 2024 (Thursday)
5	Time period for remote e-voting	September 23, 2024 at 09:00 a.m.(Monday) and ends on September 25, 2024 at 05:00 p.m. (Wednesday)

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6	Book Closure date	Monday, September 23, 2024 to Thursday, September 26, 2024 (both days inclusive)
7	Link for Members to temporarily update e-mail address	investor@masserv.com or alternatively the shareholders may write to the company secretary at ncpmohannagar@yahoo.co.in
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 ncpmohannagar@yahoo.co.in

We are hopeful that shareholders would find the aforesaid information/details useful and spare their valuable time to participate in the 76th Annual General Meeting of the Company through video conferencing/OAVM on Thursday, September 26, 2024 at 02:00 P.M.

Thanking you,

Yours truly,

For **National Cereals Products Limited**

Sd/-

Chitranshi Shukla
Company Secretary

Date: August 12, 2024
Place: Mohan Nagar, Ghaziabad

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NOTICE OF THE 76th ANNUAL GENERAL MEETING

Notice is hereby given that the 76th Annual General Meeting ("AGM") of National Cereals Products Limited is scheduled to be held on Thursday, September 26, 2024 at 02:00 P.M. through video conferencing/other Audio-Visual means to transact the following businesses:

ORDINARY BUSINESSES: -

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, including the audited Balance Sheet as on March 31, 2024, the Statement of Profit & Loss, for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolutions as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2024, including the audited Balance Sheet as on March 31, 2024, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered, approved and adopted."

2. To re-appoint Shri Subhash Arya (DIN: 00308369) who retires by rotation and being eligible offers himself for re-election as a director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, read with rules and regulations made thereunder, Shri Subhash Arya (DIN: 00308369) who retires by rotation at this Meeting, be and is hereby re-appointed as a Director (Rotational Non-Executive & Non-Independent) of the Company.

SPECIAL BUSINESS:-

3. **Appointment of Shri Arun Kumar (DIN: 10559371) as an Non Executive-Independent Director**
To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT Shri Arun Kumar (DIN: 10559371) who was appointed as an Additional Director of the Company with effect from March 21, 2024 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company and who is eligible for appointment as Director in independent category and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his

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candidature for the office of Director consequent to recommendation by the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company.”

“**RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the appointment of Shri Arun Kumar (DIN: 10559371) , who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years commencing from March 21, 2024 to March 20, 2029, and who would not be liable to retire by rotation, be and is hereby approved.”

4. **Appointment of Mrs. Meenakshi Datt (DIN:10713144) as an Executive -Managing Director**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 2(94), 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment & Remuneration of Managerial Personnel), Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and the relevant provisions of the Articles of Association of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee, approval of the members be and is hereby accorded towards appointment of Mrs. Meenakshi Datt (DIN: 10713144) , who was appointed as an Additional Director, Executive Category of the Company, with effect from July 23, 2024, under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director ,as Executive- Managing Director of the Company, for a period of 5 years with effect from July 23, 2024 to July 22, 2029 upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be mutually agreed.

“**RESOLVED FURTHER THAT** the approval of the Members to the appointment of Mrs. Meenakshi Datt (DIN: 10713144) in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as a director not liable to retire by rotation for 5 (five) years till July 22 2029.”

“**RESOLVED FURTHER THAT** notwithstanding anything contained hereinabove, if in any financial year during the ensuing term of said Mrs. Meenakshi Datt (DIN: 10713144), the company has no profit or its profits are inadequate, the company shall ensure to pay her the minimum guaranteed salary, as summarized in the explanatory statement annexed to the Notice convening 76th AGM.”

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“RESOLVED FURTHER THAT Any Director of the company, be and is hereby authorized to take all such action as may be deemed necessary to give effect to the above resolution, including filing of necessary statutory forms and to perform all such acts and deeds, statutory, contractual or otherwise, in relation to the above and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

5. **Appointment of Mr. Gaurav Gupta (DIN: 00516126) as an Non Executive-Independent Director**
To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT Mr. Gaurav Gupta (DIN: 00516126), who was appointed as an Additional Director of the Company with effect from August 12, 2024, by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company and who is eligible for appointment as Director in independent category and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director consequent to recommendation by the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company.”

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the appointment of Mr. Gaurav Gupta (DIN: 00516126), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years commencing from August 12, 2024 to August 11, 2029, and who would not be liable to retire by rotation, be and is hereby approved.”

6. **Related Party Transactions**

To consider and, if thought fit, to pass the following Resolution as a **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 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.

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- (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 plus GST to the MML in the current financial year towards lease rent for both the premises (inclusive of electricity charges) effective from 01-04-2024 to 31-03-2025.
- (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 01-04-2024 to 31-03-2025.

Regd. Off: -

For **National Cereals Products Limited**

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CIN: -L99999HP1948PLC001381

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Distt. Solan (H.P.)-173214

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

Website: -www.nationalcereals.com

Sd/-

Chitranshi Shukla

Company Secretary

Date: August 12, 2024

Place: Ghaziabad

Notes:-

- 1) Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the 76th AGM of the Company is being held through Video Conference (VC)/ Other Audio-Visual Means (OAVM) on Thursday, September 26, 2024 at 02.00 P.M. (IST). The deemed venue for the 76th AGM shall be the Registered Office of the Company 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, General Circular No.

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2/2022 dated May 5, 2022, and General Circular No 10/2022 dated December 28, 2022, and 9/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') 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 76th AGM through the VC facility provided by Central Depository Services Limited, ("CDSL"). The instructions for participation in the 76th 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 76th 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 76th 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 76th 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 76th 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 ncpmohannagar@yahoo.co.in. 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) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTA MB/P/ CIR/ 2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's Registrar and Transfer Agents, MAS Services Limited at <https://www.masserv.com/> . It may be noted that any service request can be processed only after the folio is KYC Compliant.

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- 11) SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or R & TA, for assistance in this regard.
- 12) The Register of Members and Share Transfer books will remain closed from September 23, 2024 to September 26, 2024 (both days inclusive)
- 13) In line with the MCA & SEBI Circulars, the notice of the 76th AGM along with the Annual Report 2023-24 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 76th AGM and Annual Report for the year 2023-24 will also be available on the Company's website at <https://www.nationalcereals.com>, websites of the Stock Exchange i.e. Calcutta Stock exchange at <https://www.cse-india.com> and on the website of CDSL at <https://www.evotingindia.com> (Notice of AGM only). The Company shall send the physical copy of Annual Report FY 2023-24 to those Members who request the same at ncpmohannagar@yahoo.co.in mentioning their Folio No./DP ID and Client ID at least 15 days in advance.
- 14) 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 ncpmohannagar@yahoo.co.in.
- 15) A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary and special businesses to be transacted at the 76th AGM is annexed hereto as "**Annexure-1**". All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to ncpmohannagar@yahoo.co.in.
- 16) The details of the Directors seeking appointment/re-appointment at the 76th AGM are provided in "Annexure-2" 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.
- 17) 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 the name of the deceased joint holder and change in the bank account details.

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- 18) 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. Or at investor@masserv.com
- 19) 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.
- 20) 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.
- 21) 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.
- 22) 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 at investor@masserv.com or can be obtained from the Secretarial Department of the Company at its registered office.
- 23) The following documents will be available for inspection by the Members electronically during the 76th AGM. Members seeking to inspect such documents can send an email to ncpmohannagar@yahoo.co.in.
 - 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.
- 24) In case of any queries regarding the Annual Report, the Members may write to ncpmohannagar@yahoo.co.in to receive an email response.
- 25) As the 76th AGM is being held through VC, the route map is not annexed to this Notice.
- 26) 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.

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- 27) 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.
- 28) 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 76th AGM through VC/OAVM Facility, remote voting and e-Voting during the 76th AGM with a view to enable the shareholders to cast their vote electronically.
- 29) The e-voting will commence on September 23, 2024 at 09:00 a.m.(Monday) and ends on September 25, 2024 at 05:00 p.m. (Wednesday) at 5:00 PM, IST. The cut-off date for the purpose of e-voting is September 19, 2024. 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:

REMOTE E-VOTING THROUGH ELECTRONIC MEANS

The instructions for shareholders for remote e-voting are as under: -

- (i) The voting period begins on **September 23, 2024 at 9.00 A.M.** and ends on **September 25, 2024 at 05.00 P.M.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e, **September 19, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently or cast the vote again.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iii) 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

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Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

- (iv) Pursuant to aforementioned 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 e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meetings & 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, the 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.
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

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	<p>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 the 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 the e-voting system is launched, click on the icon “Login” which is available under the ‘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 the NSDL Depository site wherein you can see the e-Voting page. Click on the company name or e-voting service provider name and you will be redirected to the e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meetings & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also log in using the login credentials of your DEMAT account through your Depository Participant registered with NSDL/CDSL for the e-voting facility. After Successful login, you will be able to see the e-Voting option. Once you click on the e-voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on the company name or e-voting service provider name and you will be redirected to the e-voting service provider website for casting your vote during the remote e-voting period or joining a virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve their User ID/ Password are advised to use the Forget User ID and Forget Password option available at the above-mentioned website.

NATIONAL CEREALS PRODUCTS LIMITED

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43 or 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.
- 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.

NATIONAL CEREALS PRODUCTS LIMITED

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.
--	---

- (v) After entering these details appropriately, click on the “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in DEMAT form will now reach the ‘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 the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the **EVSN 240903004** for the relevant ‘National Cereals Products Limited’ on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) **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.

NATIONAL CEREALS PRODUCTS LIMITED

- 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.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ncpmohannagar@yahoo.co.in if they have voted from individual tab & not uploaded 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 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 a 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.
2. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
3. 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.
4. 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.
5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. 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.
8. 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 3 days prior to the meeting (i.e. before 26th September, 2024) mentioning their name, DEMAT account number/folio number, email id, mobile number at ncpmohannagar@yahoo.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their

NATIONAL CEREALS PRODUCTS LIMITED

queries in advance 3 days prior to the meeting (i.e. before 26th September, 2024) mentioning their name, demat account number/folio number, email id, mobile number at ncpmohannagar@yahoo.co.in. These queries will be replied to by the company suitably by email.

9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. 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.
11. 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. At ncpmohannagar@yahoo.co.in/ investor@masserv.com , respectively.
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 the Depository.**

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 19, 2024** may obtain the login ID and password by sending an email to investor@masserv.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

NATIONAL CEREALS PRODUCTS LIMITED

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 Calcutta Stock Exchange Limited.
- VII. Members who need assistance before or during the AGM, or have any queries or issues regarding e-voting, may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
- VIII. 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.

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-1

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 attached. The relevant details, pursuant to regulation 36(3) of the LODR regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment is annexed as **Annexure-A**.

EXPLANATORY STATEMENT Pursuant to Section 102(1) of the Companies Act, 2013:

The following Explanatory Statement sets out the material facts concerning each Item of Special Business to be transacted at the Annual General Meeting under Item Nos. 3 to 6 of the accompanying Notice of Meeting:

Item No 3:

Appointment of Mr. Arun Kumar (DIN: 10559371) as an Independent Director of the Company. To consider and, if thought fit, to pass, with or without modification, as a **Special Resolution** The members may kindly be informed that on recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of Members, Mr. Arun Kumar (DIN: 10559371) was appointed as an Additional Director (Independent Category) of the Company by the Board of Directors vide a resolution passed at the board meeting held on March 21, 2024 in compliance of section 149, 152 & 161 of the Companies Act, 2013, read with rules and regulations made thereunder. The members may also be informed that pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and moreover, as per opinion of the board, said Mr. Arun Kumar is eligible for appointment as an Independent Director of the company, not liable to retire by rotation, for a period of 5 year commencing from March 21, 2024 till March 20, 2029, and he fulfils the conditions specified in this Act for such an appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Arun Kumar, as a candidate for the office of a Director.

The Company in due compliance of the Act, rules and regulations made thereunder, has received the following statutory disclosures/declarations;

- (i) Form DIR-8 intimating the Company that he stands free from any disqualification, under Section 164(1) and 164(2) of the Act.
- (ii) Declaration under section 149(7) of the Act and regulation 25(8) of LODR regulations.
- (iii) Declarations that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and given his consent to act as director of the company.
- (iv) Confirmation that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.
- (v) A notice in writing by a Member proposing his candidature under section 160(1) of the Act.

NATIONAL CEREALS PRODUCTS LIMITED

- (vi) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;
- (vii) Form MBP-1 disclosing his interests in other companies in terms of section 184(1) of the Act.

The Board noted that Mr. Arun Kumar brings significant experience in various fields which would immensely benefit the Company operating in a highly regulated industry.

There is no inter-se relationship between Mr. Arun Kumar and any director and Key Managerial Personnel of the Company. The terms and conditions of the said appointment are available for inspection by the Members at the registered office of the Company during business hours on all working day till the date of Annual General Meeting. The relevant details, pursuant to regulation 36(3) of the LODR regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment is annexed as **Annexure-A**.

Item No 4:

Appointment of Mrs. Meenakshi Datt (DIN:10713144) as an Executive -Managing Director

To consider and, if thought fit, to pass, with or without modification, as a **Special Resolution** Pursuant to Regulation 17 (1E) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and as per Section 161 of the Companies Act 2023 and rules made thereunder, if the office of any director appointed by the company in General meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board of Directors, at the earliest and endeavour shall be made to fill the vacancy within three months from the date such vacancy, which shall be approved by members in the next general meeting.

Accordingly, the Board is required to fill the vacancy of the Women Managing Director within three months, which was caused by the sudden demise of Smt. Pushpa Mohan, erstwhile Women Managing Director of the Company, on April 24, 2024.

The members may kindly be informed that on recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of members by special resolution, Mrs. Meenakshi Datt (**DIN:10713144**) was appointed as an Additional Director (Executive Category) of the Company by the Board of Directors vide a resolution passed at the Board meeting held on July 23, 2024 for five years commencing from July 23, 2024 to July 22, 2029, not liable to retire by rotation. She shall hold office upto the date of the ensuing Annual General Meeting.

Mrs. Meenakshi Datt (**DIN:10713144**), who is having requisite qualifications & experience in Management & Administration, has given her consent in form DIR-2 along with Interest in other entities and is not disqualified to be appointed as a Director. Except Mr. Rajan Datt- Director, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above resolution, except and to the extent of their shareholding, if any.

NATIONAL CEREALS PRODUCTS LIMITED

Remuneration of Mrs. Meenakshi Datt as a Women Managing Director shall be Rs. 50000/- per month i.e Rs. 6 lakhs per annum with such increments as may be decided by the Board upon recommendation of the Nomination and Remuneration Committee from time to time. No other commission, perquisites, allowances and benefits will be given to her, except aforementioned remuneration. The relevant details, pursuant to regulation 36(3) of the LODR regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment is annexed as **Annexure-A**.

Item No 5:

Appointment of Mr. Gaurav Gupta (DIN: 00516126) as an Independent Director of the Company. To consider and, if thought fit, to pass, with or without modification, as a **Special Resolution**

The members may kindly be informed that on recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of Members, Mr. Gaurav Gupta (DIN: 00516126) was appointed as an Additional Director (Independent Category) of the Company by the Board of Directors vide a resolution passed at the board meeting held on August 12, 2024 in compliance of section 149, 152 & 161 of the Companies Act, 2013, read with rules and regulations made thereunder. The members may also be informed that pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and moreover, as per opinion of the board, said Mr. Gaurav Gupta (DIN: 00516126) is eligible for appointment as an Independent Director of the company, not liable to retire by rotation, for a period of 5 year commencing from August 12, 2024 to August 11, 2029, and he fulfils the conditions specified in this Act for such an appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Gaurav Gupta (DIN: 00516126) as a candidate for the office of a Director.

The Company in due compliance of the Act, rules and regulations made thereunder, has received the following statutory disclosures/declarations;

- (i) Form DIR-8 intimating the Company that he stands free from any disqualification, under Section 164(1) and 164(2) of the Act.
- (ii) Declaration under section 149(7) of the Act and regulation 25(8) of LODR regulations.
- (iii) Declarations that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and given his consent to act as director of the company.
- (iv) Confirmation that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.
- (v) A notice in writing by a Member proposing his candidature under section 160(1) of the Act.
- (vi) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;
- (vii) Form MBP-1 disclosing his interests in other companies in terms of section 184(1) of the Act.

NATIONAL CEREALS PRODUCTS LIMITED

The Board noted that Mr. Gaurav Gupta (DIN: 00516126) brings significant experience in various fields which would immensely benefit the Company operating in a highly regulated industry.

There is no inter-se relationship between Mr. Gaurav Gupta (DIN: 00516126) and any director and Key Managerial Personnel of the Company. The terms and conditions of the said appointment are available for inspection by the Members at the registered office of the Company during business hours on all working day till the date of Annual General Meeting. The relevant details, pursuant to regulation 36(3) of the LODR regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment is annexed as **Annexure-A**.

Item No 6:

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 and to the extent of their shareholding in the company.

- (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 plus GST to the MML in the current financial year towards lease rent for both the premises (inclusive of electricity charges) effective from 01-04-2024 to 31-03-2025.
- (ii) Purchase Agreements : National Cereals Products Limited is proposing to supply various types of items mainly maize grits, mazie 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 01-04-2024 to 31-03-2025.

NATIONAL CEREALS PRODUCTS LIMITED

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

NATIONAL CEREALS PRODUCTS LIMITED

Annexure-A

Brief Profile of proposed Directors:

Name of Directors	Mrs. Meenakshi Datt Executive- Women Managing Director	Mr. Subhash Arya (Non-Independent-Non-Executive Director)	Mr. Arun Kumar (Independent-Non-Executive Director)	Mr. Gaurav Gupta (Independent-Non-Executive Director)
Director Identification Number (DIN)	10713144	00308369	10559371	00516126
Date of Birth	21-08-1965	12-04-1943	16-01-1947	14-03-1980
Age (in Years)	59 years	81 years	77 years	44 years
Nationality	Indian	Indian	Indian	Indian
Date of Appointment	23-07-2024	29-02-2008	21-03-2024	12-08-2024
Qualification	Bachelor of Arts and B.ED from Punjab University, Chandigarh	Higher Secondary	MBBS and MD	MBA In Finance and International Marketing From Clark University, Ma , USA
Nature of expertise in specific functional areas	Expertise in Corporate Governance & Business management	Leading Businessman	Research & strategic decisions	Market capturing and business operations including Risk analysis
Number of Equity shares held in the company	NIL	450	NIL	NIL
By self	NIL	NIL	NIL	NIL
As a Beneficial owner				
Directorship held in other companies*	NIL	Trade Links Private Limited	NIL	Divya Alcobev Private Limited
Chairmanship of committees in other companies**	-----None-----	-----None-----	-----None-----	-----None-----

NATIONAL CEREALS PRODUCTS LIMITED

Membership of Committees in other companies	-----None-----	-----None-----	-----None-----	-----None-----
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Regd. Off: -

NATIONAL CEREALS PRODUCTS LIMITED
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For **National Cereals Products Limited**

Sd/-
Chitranshi Shukla
Company Secretary