

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH EXTRA ORDINARY GENERAL MEETING OF NATIONAL COMMODITIES MANAGEMENT SERVICES LIMITED ('THE COMPANY') WILL BE HELD ON MONDAY 03<sup>rd</sup> JULY, 2023, AT 03:30 P.M. THROUGH VIDEO CONFERENCE ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") ("HEREINAFTER REFERRED TO AS "ELECTRONIC MODE") TO TRANSACT THE BELOW MENTIONED BUSINESS

THE PROCEEDINGS OF THE EGM SHALL BE DEEMED TO BE CONDUCTED AT 601, 6TH FLOOR, SAS TOWER, SECTOR-38 MEDANTA THE MEDICITY, GURGAON HR 122001 WHICH SHALL BE THE DEEMED VENUE OF THE EGM.

#### **Special Business**

#### **To consider and approve alteration of 'object clause' of Memorandum of Association ('MOA') of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for effecting the alteration in the existing Object Clause of the Memorandum of Association (the "MoA") of the Company by inserting the following sub clause (1A) after sub clause (1) of clause III (A) of the Memorandum of Association of Company:

*(1A) "To carry out business of inspection, surveillances, sampling, testing, calibration, data analysis, research [scope of activities for inspection, survey, sampling, and testing includes but not limited to agricultural produce, Food (can be from plant, animal or synthesis source), Food ingredients, Vitamins, nutraceuticals, genetically modified organisms, other products of biotechnology interventions, AYUSH, water from different sources, home care products, personal care products, pharmaceutical, surgical items, building material, electrical items, electronic items, automobile, oil, gas, coke, wood, metals, ores, material used for construction of building and infrastructure projects, polymers, textile, leather, radioactive material, items used required for defence services, sea exploration, space exploration, equipments, tools, machines, instruments, diagnostic and clinical testing for samples from veterinary and human sources, Chemical, fine chemicals and fertilizers etc.] AND certification of establishments, management systems, processes, personnel, raw material and products] and training in the field of inspection, survey, sampling, testing, calibration, research, certification services are provided."*

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#### **NATIONAL COMMODITIES MANAGEMENT SERVICES LIMITED**

**Corporate Office:** Unit no. 601, 6<sup>th</sup> Floor, Tower-B, SAS Tower, Support Area, Medicity, Sector – 38, Gurugram, Haryana - 122001, India  
**Tel.:** (+91-124) 4338200, **Fax:** (+91-124) 4338290

**Registered Office:** D-164, TTC Industrial Area, Nerul MIDC, Navi Mumbai - 400706, Maharashtra. India

**Website :** www.ncml.com , **CIN:** U74140MH2004PLC148859

**RESOLVED FURTHER THAT** the Board of Directors of the Company (the “Board” which term shall be deemed to include any of its committees) or any officer(s) so authorised by the Board, be and are hereby severally authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.”

**By order of the Board**  
**for National Commodities Management Services Limited,**  
**sd/-**  
**Ashima Aneja**  
**Company Secretary**  
**ICSI M.No. – A46045**

**Place:** Gurugram  
**Date:** 09.06.2023  
**Registered Office:**  
D-164, TTC Industrial Area,  
Nerul MIDC, Navi Mumbai MH 400706  
**CIN** - U74140MH2004PLC148859  
**Telephone** – 0124-4338215  
**Website** – [www.ncml.com](http://www.ncml.com)  
**E-mail** - [compliance@NCML.COM](mailto:compliance@NCML.COM)

## Notes and Shareholder's Information:

1. **Extraordinary General Meeting ("EGM") through Video Conferencing ("VC") or any Other Audio-Visual Means ("OAVM"):**

The Ministry of Corporate Affairs ("MCA") has, vide its Circular No. 3/2022 dated 5 May 2022 read with Circular Nos. 17/2020 and 14/2020, dated 13 April 2020 and 8 April 2020 respectively, General Circular No. 11/2022 dated 28.12.2022 (collectively referred to as "MCA Circulars") permitted the holding of the EGM through VC/OAVM without the physical presence of the Members at a common venue. In compliance with the said MCA Circulars, the Company will be conducting this EGM through VC/OAVM ("VC Facility") to transact the special business set out in this notice of EGM. The EGM being conducted through VC Facility shall be deemed to be convened at 601, 6TH FLOOR, SAS Tower, Sector-38 Medanta The Medicity, Gurgaon HR 122001, as stated in the Notice of the EGM. Hence, a Route Map and prominent landmark is not required to be provided in this Notice.

2. **Proxy Form:**

PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Since this EGM is being held through VC Facility pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the EGM and hence the Proxy Form is not annexed to this Notice.

3. **Dispatch of Notice through electronic means:**

Pursuant to Section 101 of the Companies Act, 2013 ("Act") read with rules framed thereunder (as amended from time to time) and in compliance with the said MCA Circulars, the Notice of the EGM is being sent only through electronic mode to Members whose e-mail address is registered with the Company/the Depository Participants. Members may note that the Notice of EGM is made available on the Company's website at [www.ncml.com](http://www.ncml.com).

4. **Instructions for Members for attending the EGM through VC Facility:**

- i. The Company is providing a two-way VC facility for attending the EGM via Microsoft Teams platform.
- ii. The video streaming link of the EGM will be kept open for the Members to join 30 minutes before the time scheduled to start the EGM i.e. from 03:00 p.m. (IST) on Monday, July 03, 2023 and will be open throughout the proceeding of the EGM.
- iii. Members may note that the VC Facility made available by the Company allows participation for all the Members of the Company
- iv. Members are encouraged to join the EGM through laptops/desktops with front camera and good speed internet connection to avoid any disturbance during the EGM and have a seamless experience.
- v. Please note that Members connecting from their mobile devices or tablets or through laptop/desktops 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 glitches.

Members may submit their questions/queries, with regard to agenda item to be placed at the EGM (at least 24 hours in advance) at designated email id - ashima.a@ncml.com / [compliance@NCML.COM](mailto:compliance@NCML.COM) so as to enable to respond suitably. Members can also pose questions/queries concurrently during the course of the EGM.

vi. To attend the EGM of the Company through VC facility, Members shall log-on to the link provided in the e-mail by which this Notice is being sent and follow the procedure mentioned below:

- a. The EGM meeting link received on your registered e-mail Id
- b. Click and select - Join Teams Meeting to join the EGM. Members can join through any web browser or through Microsoft Teams Application.
- c. You have two choices: (a) Download the Windows app: Download the Teams app. (b) Join on the web instead: Join a Teams meeting on the web.
- d. Type in your name / Authorized Representative on behalf of – ‘Name of the Bank / Institution’ and turn-on the Camera and Microphone before joining the EGM.
- e. Select Join now.
- f. You will now enter the meeting, through the lobby admission.
- g. Members who need any technical or other assistance before or during the EGM, can contact IT Helpdesk at 8448592000 (Suvendu Dhal, System Administrator - IT, Technology, NCML)

5. **Quorum:**

Members attending the EGM through VC Facility will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. **Manner of Voting at the EGM:**

The agenda item proposed to be transacted at this EGM will be put up for voting by show of hands for Members to provide their votes (assent/dissent) thereon. Members may also communicate their votes (assent/dissent) on the proposal by sending an e-mail to ashima.a@ncml.com with CC to compliance@NCML.COM (“Designated email IDs”), prior to the EGM, from their e-mail address registered with the Company/Depository Participant quoting their folio no./DP-ID and Client ID, number of shares held and self-attested PAN card copy.

**In case Poll is demanded at the EGM:** If during the EGM, a poll on the matter proposed to be transacted at the EGM is required or demanded under Section 109 and other applicable provisions of the Act read with rules framed thereunder the same shall be conducted in compliance with the said provisions of the Act and the MCA circulars electronically. Members shall cast their votes on resolution on poll only through their e-mail address registered with the Company/Depository Participant by sending an e-mail quoting their folio no./DP-ID Client ID, number of shares along with self-attested PAN card copy to the Company’s Designated e-mail IDs. The Resolution shall be deemed to be passed at 601,6<sup>TH</sup> Floor, SAS Tower, Sector-38 Medanta The Medicity, Gurgaon HR 122001 on the date of the EGM, i.e. on Monday, July 03, 2023 subject to receipt of the requisite number of votes in favour of the Resolution.

7. **Attendance Slip:**

Since this EGM is being held through VC Facility and physical attendance of Members has been dispensed with, the Attendance Slip is not annexed to this Notice.

8. **Corporate Representations:**

Corporate Members are encouraged to attend the EGM through their Authorized Representatives and vote thereat. Pursuant to the provisions of Section 113 of the Act, Corporate Members (i.e. Members other than Individuals, HUF, NRIs, etc.) are requested to send a certified true copy of the Board Resolution/Authority letter authorising their representative(s) to attend and vote at the EGM on their behalf, to the Company at the Designated email IDs.

9. **Registrar and Share Transfer Agent ("RTA"):** The Company's RTA for its share registry work is Link Intime India Pvt. Ltd.

10. **Inspection of Statutory Registers/documents:**

Relevant statutory registers and documents referred to in this Notice of EGM and Explanatory Statement will be made available for inspection electronically on all working days of the Company between 11:00 a.m. and 1:00 p.m. (IST) from the date of circulation of this Notice up to the date of EGM i.e. Monday, July 03, 2023 and during the EGM. Members seeking to inspect such documents can send an e-mail request with details of their DP ID and Client ID/Folio No. to Company's Designated email IDs.

11. **Transcript of the EGM:** The transcript of the EGM shall be made available on the website of the Company at [www.ncml.com](http://www.ncml.com)

**By order of the Board**  
**for National Commodities Management Services Limited,**  
**sd/-**  
**Ashima Aneja**  
**Company Secretary**  
**ICSI M.No. -A46045**

**Place:** Gurugram  
**Date:** 09.06.2023  
**Registered Office:**  
D-164, TTC Industrial Area,  
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## **Explanatory Statement**

(Pursuant to Section 102 (1) of the Companies Act)

In conformity with the provisions of Section 102 of the Companies Act, 2013 ("the Act") and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement setting out all material facts relating to the special business at Item No. 1 mentioned in the accompanying Notice, should be taken as forming part of this Notice.

### **Item No. 1**

#### **To consider and approve alteration of 'object clause' of Memorandum of Association ('MOA') of the Company.**

The Company has applied for the grant of fund for upgradation of its Hyderabad Lab and in this regard the Company is required to address the requirement of scheme evaluators of Ministry of Food Processing Industries, which states that the object clause of MOA of the company should specifically include 'Food testing'

Apart from testing and certification, including food, the Company is also working to expand its testing and certification business for other items / material based on the facilities we have in our labs.

Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of its MoA. The Board of Directors vide circular resolution dated June 09, 2023 has approved the aforesaid alteration in the object clause of the MoA of the Company, subject to the approval of the Members of the Company. The special resolution passed by shareholders shall be filed with the Registrar of Companies who shall register the alteration of the MoA with respect to the objects of the Company and certify the registration.

In light of the above facts, the approval of the Members is sought through this EGM for effecting the alteration in the existing Object Clause of the MoA of the Company by appending sub clause (1A) after sub clause (1) of clause III (A) of the Memorandum of Association of Company

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the resolution for approval of the Members.

The Board accordingly recommends the resolution set forth at Item no. 1 for approval of the members as a Special Resolution

The relevant documents referred to in this notice and explanatory statement will be open for inspection by the members of the Company as per the instructions provided in note no. 10 of this Notice. Members can request inspection of such documents by sending an e-mail to **E-mail - [ashima.a@ncml.com](mailto:ashima.a@ncml.com) / [compliance@NCML.COM](mailto:compliance@NCML.COM)**

**By order of the Board  
for National Commodities Management Services Limited,  
sd/-  
Ashima Aneja  
Company Secretary**

**Place:** Gurugram  
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