



Mukka Proteins Limited



ISO 22000
Certified Company



ISO 9001 : 2015
Certified Company

Date: 29-05-2024

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex,
Bandra East, Mumbai-400051
Scrip Code: MUKKA

BSE Limited
Listing Department
Dalal Street,
Mumbai-400001
Scrip Code: 544135

Dear Sir/Madam,

Subject: - Annual Secretarial Compliance Report for the year ended 31st March 2024

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Secretarial Compliance Report issued by Chethan Nayak & Associates, Practicing Company Secretaries for the financial year 2023-24.

This is for your information and records.

Thanking you,

For **Mukka Proteins Limited**

Mehaboobsab Mahmados Chalyal
Company Secretary & Compliance Officer

Encl: as above.

Mfrs. & Exporters of Steam Dried Fish Meal, Fish Oil & Fish Soluble Paste

Factory : D. No. 14-161 to 164, Sasihithlu Road, Mukka, Mangaluru - 575021. Karnataka, India

Office : Mukka Corporate House, Door No. 18-2-16/4, First Cross, NG Road, Attavara, Mangaluru, Dakshina Kannada, Karnataka, India - 575001

☎ : (0) +91 824 2420772, 2442889, 4252889 | Fax : +91 824 2426405

E-mail : info@mukkaproteins.com - Website : www.mukkaproteins.com - CIN : L05004KA2010PLC055771

Date: 28.05.2024

To,
Mukka Proteins Limited
Mukka Corporate House, Door No. 18-2-16/4,
First cross, NG Road, Attavara, Dakshina Kannada,
Mangaluru, Karnataka, 575001

Sirs,

Annual Secretarial Compliance Report for the Financial Year 2023-24

We have been engaged by **Mukka Proteins Limited** (hereinafter referred as 'the listed entity') bearing CIN: L05004KA2010PLC055771 whose equity shares are listed on National Stock Exchange of India Limited (NSE) (Scrip Code: MUKKA) and BSE Limited (Scrip Code: 544135) to issue the Annual Secretarial Compliance Report in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with Securities and Exchange Board of India and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023.

It is the responsibility of the Management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable Securities and Exchange Board of India Regulations and Circulars / Guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable Securities and Exchange Board of India Regulations and Circulars / Guidelines issued there under from time to time and issue a report thereon.




Our audit was conducted in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

Place: Mangaluru
Date: 28.05.2024



For Chethan Nayak & Associates
Company Secretaries


28/05/2024
CS Chethan Nayak K
Partner

FCS No: 4736; CP No: 3140

Peer Review Certificate No.: 3095/2023

Annual Secretarial Compliance Report

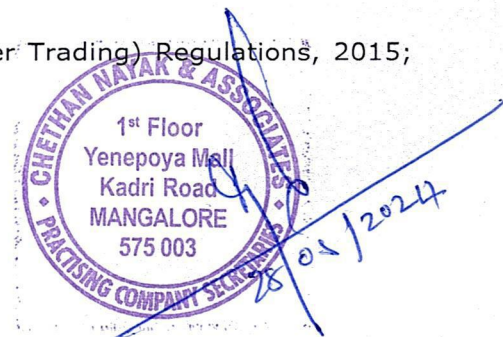
Secretarial compliance report of "Mukka Proteins Limited" for the Financial Year ended 31st March, 2024

We Chethan Nayak and Associates, Practising Company Secretaries have examined:

- a. All the documents and records made available to us and explanation provided by "Mukka Proteins Limited" ("the listed entity"),
- b. The filings/ submissions made by the listed entity to the stock exchanges,
- c. Website of the listed entity,
- d. Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March 2024** ("Review Period") in respect of compliance with the provisions of:
 - a. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
 - b. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(was not applicable to the listed entity during the period under review)**
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(was not applicable to the listed entity during the period under review)**
- f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(was not applicable to the listed entity during the period under review)**
- g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



and

h. circulars/ guidelines issued there under and based on the above examination,

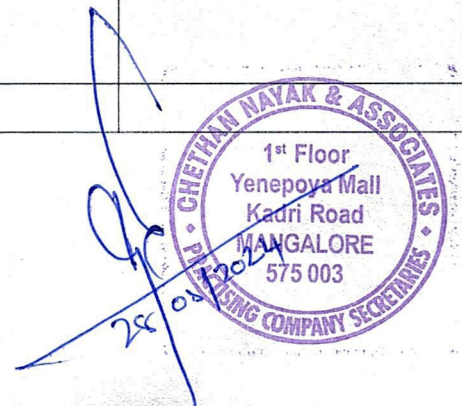
¶ We hereby report that, during the Review Period:

- i. The listed entity has maintained proper records under the provisions of the above Regulations and Circulars/ Guidelines issued thereunder in so far as it appears from ~~my~~ our examination of those records.
- ii. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified in the **Annexure-A** to the report
- iii. The listed entity was not required to take any action with regard to compliance with observations made in previous reports as the same was not applicable.
- iv. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

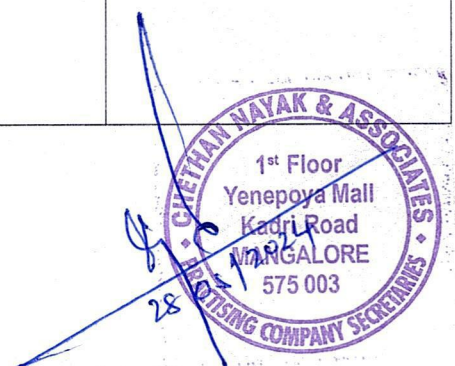
Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & updated	Yes Yes	None None



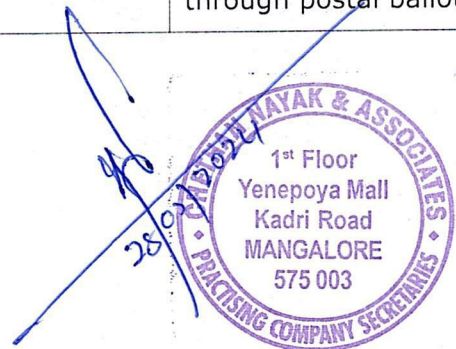
	on time, as per the regulations/ circulars/ guidelines issued by SEBI.		
3.	<p><u>Maintenance and disclosures on Website:</u></p> <p>The Listed entity is maintaining a functional website</p> <p>Timely dissemination of the documents/ information under a separate section on the website</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>None</p> <p>None</p> <p>None</p>
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>Yes</p>	<p>None of the Director(s) of the Company are disqualified</p>
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>Identification of material subsidiary companies</p> <p>Disclosure requirement of material as well as other subsidiaries</p>	<p>Not Applicable</p>	<p>The Company does not have any material subsidiary and the Company has complied with the disclosure requirements with respect to other subsidiaries</p>
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations.</p>	<p>Yes</p>	<p>None</p>
7.	<u>Performance Evaluation:</u>		



	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	<u>Related Party Transactions:</u> The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee, in case no prior approval has been obtained	Yes, the Audit committee has provided omnibus approval.	None
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/	Not Applicable	Not Applicable



	<p>guidelines issued there under except as provided under separate paragraph herein(**)</p>		
<p>12.</p>	<p><u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc except Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which provides for the following: No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.</p>	<p>No</p>	<p>The Company got listed on the BSE and NSE on March 7, 2024, bringing it under the purview of SEBI (LODR) Regulations, 2015. As on the date of listing, Mr. Kalandan Abdul Razak (DIN: 02530917) Non-Executive Director is continuing as director who has attained age of 80 years. In order to ensure the compliance of Regulation 17(1A), the Company has proposed and dispatched Postal Ballot Notice for the continuation of Directorship of Mr. Kalandan Abdul Razak (DIN: 02530917) Non-Executive Director on 16.05.2024 and is in the process of passing the special resolution through postal ballot.</p>

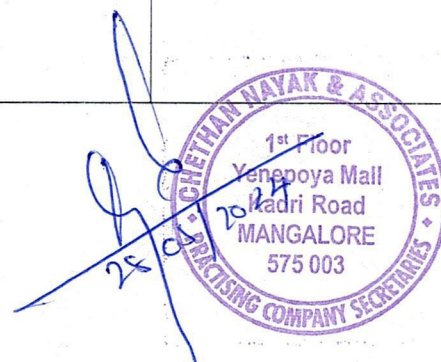


Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	Not Applicable	Not Applicable
	If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	Not Applicable	Not Applicable
	If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	Not Applicable	Not Applicable
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit	Not Applicable	Not Applicable



	<p>Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>
3.	The listed entity/ its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in	Not Applicable	Not Applicable



Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.		
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Place: Mangaluru

Date: 28.05.2024

UDIN: F004736F000472445



For Chethan Nayak & Associates
Company Secretaries

CS
28/05/2024

CS Chethan Nayak K
Partner

FCS No: 4736; CP No: 3140

Peer Review Certificate No. : 3095/2023

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records ad Books of Accounts of the listed entity.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Mangaluru

Date: 28.05.2024

UDIN: F004736F000472445



For Chethan Nayak & Associates
Company Secretaries

28/05/2024
CS Chethan Nayak K
Partner

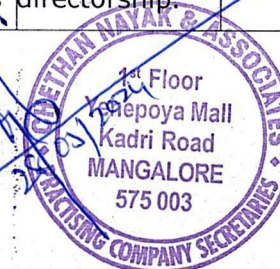
FCS No: 4736; CP No: 3140

Peer Review Certificate No. : 3095/2023



() Annexure-A**

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:


Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remark
1	No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special	Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015	Delay in passing the special resolution.	Stock Exchange	Fine	The Company got listed on the BSE and NSE on March 7, 2024, bringing it under the purview of SEBI (LODR) Regulations, 2015. As on the date of listing, Mr. Kalandan Abdul Razak (DIN: 02530917) Non-	Rs. 118,000	The Company got listed on the BSE and NSE on March 7, 2024, bringing it under the purview of SEBI (LODR) Regulations, 2015. As on the date of listing, Mr. Kalandan Abdul Razak (DIN: 02530917) Non-Executive Director is	We understand the regulation's requirement for shareholder approval to continue Mr. Kalandan Abdul Razak's directorship.	



	<p>resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.</p>				<p>Executive Director is continuing as director who has attained age of 80 years. In order to ensure the compliance of Regulation 17(1A), the Company has proposed and dispatched Postal Ballot Notice for the continuation of Directorship of Mr. Kalandan Abdul Razak (DIN: 02530917) Non-Executive Director on 16.05.2024 and is in the process of passing the special resolution through</p>		<p>continuing as director who has attained age of 80 years. In order to ensure the compliance of Regulation 17(1A), the Company has proposed and dispatched Postal Ballot Notice for the continuation of Directorship of Mr. Kalandan Abdul Razak (DIN: 02530917) Non-Executive Director on 16.05.2024 and is in the process of passing the special resolution through postal ballot.</p>	<p>• We are actively in the process of passing a special resolution seeking approval for Mr. Kalandan Abdul Razak's continuation. • The Company vide its Postal Ballot notice dated 14th May 2024 (the Postal Ballot Notice submitted</p>	
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						postal ballot.				with NSE on 16th May 2024) have sought the approval of its shareholders for the continuation of Mr. Kalandan Abdul Razak on the Board of the Company.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NOT APPLICABLE										

For Chethan Nayak & Associates
Company Secretaries

Place: Mangaluru

Date: 28.05.2024

UDIN: F004736F000472445



[Handwritten Signature]
28/05/2024
CS Chethan Nayak K
Partner

FCS No: 4736; CP No: 3140

Peer Review Certificate No. : 3095/2023