



# Mukka Proteins Limited



ISO 22000  
Certified Company



ISO 9001 : 2015  
Certified Company

Date: 23-10-2024

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: Notice of 01/2024 Extra-Ordinary General Meeting (“EGM”).**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of 01/2024 Extra-Ordinary General Meeting of the Company.

The 01/2024 EGM of the Members of the Company is scheduled to be held on Saturday, 16th day of November 2024 at 03:00 P.M (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

The Notice of the EGM is also available on the Company's website at <https://www.mukkaproteins.com/> and is being sent by email to all the eligible Members, whose email IDs are registered with the Company/Depositories.

The Company has provided the e-voting facility to its members to exercise their right to vote on the resolutions proposed to be passed at the EGM. The cut-off date for the purpose of determining the Members eligible to vote on the resolutions set out in the Notice of EGM is Saturday, 9th November 2024.

The remote e-voting period begins on Wednesday, 13th November 2024 at 9:00 A.M. and ends on Friday, 15th November 2024 at 5:00 P.M. (IST).

The e-voting facility will also be available during the EGM. Members attending the EGM through VC/ OAVM facility who could not cast their vote by remote e-voting will be able to vote during the EGM. A detailed procedure for remote e-voting before and during the EGM has been provided in the notes to the EGM Notice.

This is for your information and records.

Thank 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

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

E-mail : [info@mukkaproteins.com](mailto:info@mukkaproteins.com) - Website : [www.mukkaproteins.com](http://www.mukkaproteins.com) - CIN : L05004KA2010PLC055771



## MUKKA PROTEINS LIMITED

Corporate Identity No. (CIN): L05004KA2010PLC055771

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

Tel: +918244252889 Email: [investors@mukkaproteins.com](mailto:investors@mukkaproteins.com) Website: [www.mukkaproteins.com](http://www.mukkaproteins.com)

### NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 01/2024 Extra-Ordinary General Meeting (“EGM”) of the members of Mukka Proteins Limited (“the Company”) will be held on Saturday, 16th day of November 2024 at 3:00 P.M. IST through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”) facility, to transact the following business:

#### Special Business:

#### 1. Approval for increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association

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

“**RESOLVED THAT** pursuant to Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 as amended, and the rules made thereunder from time to time including any statutory modifications or re-enactment thereof for the time being in force (“Companies Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 30,00,00,000 (Thirty Crores) equity shares of Re. 1/- (Rupee One only) each to Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 40,00,00,000 (Forty Crores) equity shares of Re. 1/- (Rupee One only) each ranking pari-passu with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the existing Clause 5 of the Memorandum of Association of the Company be and is hereby substituted as follows:

“**5.** The Authorized Share Capital of the Company Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 40,00,00,000 (Forty Crores) Number of Equity Shares of Face Value Re. 1/- (Rupee One only) each with a power to Board of Directors to increase or reduce the capital and to consolidate or sub divide the shares and issue shares of higher or lower denomination and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions attached thereto as may be determined by or in accordance with the articles of association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time be permitted by the articles of association of the company or the legislature provisions for the time being in force in that behalf.”

**RESOLVED FURTHER THAT** the existing directors of the Company and/or the Company Secretary as authorized by the Board be and are hereby severally authorised to sign the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be, and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

#### 2. Approval for raising of funds in one or more tranches through issuance of equity shares and/or other securities to eligible investors

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



**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (**the “Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (**“FEMA”**), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**the “SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the “SEBI Listing Regulations”**) and the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (**the “SEBI Takeover Regulations”**), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs(**“MCA”**), the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**) and/or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (**collectively, the “Stock Exchanges”**) on which the equity shares of the Company having face value of Re. 1/- (Rupee One) each (**“Equity Shares”**) are listed (hereinafter collectively referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent of the Members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches, up to 1,96,00,000 (One Crore Ninety Six Lakhs) fully paid up equity shares of face value of Re. 1/- each at a price of Rs. 50/- (Rupees Fifty only) each payable in cash (**“Issue Price”**), for a total consideration of up to Rs. 98,00,00,000 (Rupees Ninety Eight Crore only), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 and subsequent amendment thereto, to identified persons, as specified below (hereinafter referred to as **“Proposed Allottees”**), by way of a preferential issue in accordance with the terms as set out herein, and in the explanatory statement to this Notice calling Extra-Ordinary General Meeting (**“EGM”**), and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (**the “Preferential Issue”**).

<b>Sl. No.</b>	<b>Name of the proposed allottee</b>	<b>Category</b>	<b>No. of Equity Shares</b>
1.	Kalandan Mohammed Haris	Promoter	26,80,000
2.	Kalandan Mohammad Arif	Promoter	26,80,000
3.	Kalandan Mohammed Althaf	Promoter	26,80,000
4.	Kalandan Abdul Razak	Promoter Group	26,80,000
5.	Umaiyya Banu	Promoter Group	26,80,000
6.	Zareena Banu	Promoter Group	4,00,000
7.	Razeena Khatheeja	Promoter Group	4,00,000
8.	Aisha Shabnam	Promoter Group	4,00,000
9.	Rekha Bhagat	Non-Promoter	15,00,000
10.	Vijay Kumar	Non-Promoter	5,00,000
11.	Pushpa Bhaju	Non-Promoter	20,00,000
12.	Bibi Hajira	Non-Promoter	10,00,000

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue including reduction of the size of the issue, as it may deem expedient.

**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of Equity Shares is **Thursday, 17<sup>th</sup> October 2024**, i.e. 30 days prior to the date of EGM.



**"RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions.

- a) The Proposed Allottee of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, prior to the date of allotment thereof;
- b) The consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Allottee from its bank account(s);
- c) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The Equity Shares to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- e) The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold/transferred, hypothecated or encumbered in any manner during the period of lock-in as provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- f) The Equity Shares shall be allotted within a period of 15 (Fifteen Days) from the date of passing the resolution provided where the allotment of Equity Shares is pending on Account of pendency of any approval or permission for such allotment by any regulatory authority the allotment shall be completed within 15 (days) from the date of such approval or permission.
- g) Allotment shall only be made in dematerialized form.
- h) The new Equity Shares issued and allotted pursuant to this resolution shall be subject to the provisions of Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects with the existing Equity Shares of the Company.
- i) The Equity Shares after allotment shall be listed on the Stock Exchange(s) where the existing Equity Shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchanges i.e., BSE and NSE within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, and the Company Secretary, be and are hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the Members of the Company, including but not limited to the following:

(i) to issue and allot Equity Shares pursuant to the preferential issue and to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Equity Shares to be allotted pursuant to the Preferential Issue, and subsequently for obtaining listing approval and trading approval for the Equity Shares allotted;

(iii) to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Equity Shares;



(iv) to resolve and settle any questions, difficulty or doubt that may arise in regard to the issuance and allotment of the Equity Shares pursuant to the Preferential Issue, and utilization of issue proceeds without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;

(v) to issue clarifications on the offer, issue and allotment of the Equity Shares and listing of the Equity Shares to be allotted pursuant to the Preferential Issue on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;

(vii) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution.”

By the order of the Board  
For **Mukka Proteins Limited**

Date: 21st October 2024  
Place: Mangalore

Sd/-  
Mehaboobsab Mahmadvous Chalyal  
Company Secretary  
Membership No: A67502



**Notes:**

1. In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021 and General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI Circular No. SEBI/HO/DDHS/P/ CIR/2023/0164 dated October 6, 2023 and Circular No. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively “SEBI Circulars”), have permitted companies to conduct EGM through VC or Other Audio Visual Means, subject to compliance of various conditions mentioned therein till September 30, 2025. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the EGM of the Company is being convened and conducted through VC. The deemed venue for the EGM shall be the Registered Office of the Company.
2. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 1 and 2 of the Notice is annexed hereto.
3. 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 the Secretarial Standard-2 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-Voting as well as the e-Voting system on the date of the EGM will be provided by CDSL.
4. The Members can join the EGM 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 EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of EGM will be sent to those Members / Beneficial Owners whose name appears in the Register of Members / list of beneficiaries received from the Depositories as on Friday, 18th October 2024 and whose e-mail address is registered in the records of the DPs / RTA. Members may note that the Notice will also be available on the Company’s website [www.mukkaproteins.com](http://www.mukkaproteins.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock





Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

- Members who would like to express their views or ask questions during the EGM may pre-register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID, Email id, PAN and mobile number at [investors@mukkaproteins.com](mailto:investors@mukkaproteins.com) from 7th November 2024 at 10:00 a.m. up to 11th November 2024 at 05.00 p.m. Only the registered speakers shall be allowed to express their views/ask questions during the meeting for a maximum time of 3 (three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time at the EGM.

The shareholders who do not wish to speak during the EGM but have queries may send their queries, mentioning their name, DP ID and Client ID, Email id, PAN and mobile number, to [investors@mukkaproteins.com](mailto:investors@mukkaproteins.com) from 7th November 2024 at 10:00 a.m. up to 11th November 2024 at 05.00 p.m. These queries will be suitably replied by the Company.

- To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify any change in their address and/or bank mandate to their DPs in respect of shares held in electronic form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.
- As per the provisions of the MCA Circulars, Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 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 EGM. The process and instructions for remote e-Voting are provided in the subsequent pages. Such remote e-Voting facility is in addition to voting that will take place at the EGM being held through VC.
- 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 EGM. The Members who have cast their vote by remote e-Voting prior to the EGM may also join the EGM through VC but shall not be entitled to cast their vote again.
- The Board of Directors has appointed Mr. Chethan Nayak K (FCS: 4736, CP: 3140) and failing him, Mrs. Ujala Rani (FCS: 11570, CP: 11814) of Chethan Nayak & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the voting during the EGM and remote e-Voting process in a fair and transparent manner.
- The Results shall be declared within 2 (two) working days of conclusion of the EGM. The results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.mukkaproteins.com](http://www.mukkaproteins.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The same shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- As per the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.



14. Corporate Members are required to access the link [www.evotingindia.com](http://www.evotingindia.com) and upload a certified copy of the Board Resolution authorizing their representative to vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
15. 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.
16. In line with the MCA and SEBI Circulars, the notice of the EGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice will also be available on the Company's website at [www.mukkaproteins.com](http://www.mukkaproteins.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
17. As the EGM is being held through VC, the route map is not annexed to this Notice.
18. The remote e-voting period begins on Wednesday, 13th November 2024 at 9:00 A.M. and ends on Friday, 15th November 2024 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 9th November 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 9th November 2024. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
19. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER**

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

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

- (i) The voting period begins on Wednesday, 13th November 2024 and ends on Friday, 15th November 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 9th November 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (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 Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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</li> </ol>



	<p>to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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.

(iv) Login method for Remote e-Voting 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (v) After entering these details appropriately, click on “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 ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.  
For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN of “MUKKA PROTEINS LIMITED” on which you choose to vote.
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (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](http://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](mailto:helpdesk.evoting@cdslindia.com).



- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@mukkaproteins.com](mailto:investors@mukkaproteins.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013:**

The following explanatory statement sets out all material facts relating to the Business mentioned under Item No. 1 and 2 in the accompanying Notice:

**Item No. 1:**

**Approval for increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association:**

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 30,00,00,000 (Thirty Crores) equity shares of Re. 1/- (Rupee One only) each to Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 40,00,00,000 (Forty Crores) equity shares of Re. 1/- (Rupee One only) each.

Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on 21st October 2024 have recommended to increase the Authorised Share Capital from Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 30,00,00,000 (Thirty Crores) equity shares of Re. 1/- (Rupee One only) each to Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 40,00,00,000 (Forty Crores) equity shares of Re. 1/- (Rupee One only) each. The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of shareholders in general meeting u/s 13, 61 and 64 of the Companies Act, 2013. The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item No. 1 of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as ordinary resolution.

**Item No. 2:**

**Approval for raising of funds in one or more tranches through issuance of equity shares and/or other securities to eligible investors:**

The Board of Directors of the Company at their meeting held on 21st October 2024 have proposed to issue Equity Shares through Preferential Allotment to selected group of people as mentioned in the resolution and also given below in the explanatory statement.

As per Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder ("the Act") and other applicable provisions, if any, of the enactment thereof and Chapter V of SEBI (Issue of capital and Disclosure requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), approval of shareholders by way of special resolution is required for allotment of equity shares on preferential basis.

The Board, therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot Equity Shares through Preferential Allotment to the proposed allottees.



The relevant disclosures as required in terms of the Act and SEBI (ICDR) Regulations as amended from time to time are as under:

**1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:**

The Board of Directors, at its meeting held on Monday, 21<sup>st</sup> October 2024, has subject to the approval of the Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of up to **1,96,00,000 (One Crores Ninety-Six Lakhs only)** equity shares, fully paid-up, at the price of **Rs. 50 (Rupees Fifty only)** per equity share (including premium of **Rs. 49 (Rupees Forty-Nine only)** per equity share, for an aggregate amount of up to **Rs. 98 crore** for cash on a preferential basis, such price being not less than the minimum price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**2. Objects of the Issue:**

The Company is proposing to raise funds (i) to make strategic investments in M/s. GSM Marine Export, M/s. Aqua Marine & M/s. Delta Marine Products, partnership firms engaged in fishmeal industry; (ii) to make strategic investment in M/s. FABBCO Bio Cycle and Bio Protein Technology Private Limited; (iii) to undertake a project for processing Biodegradable Waste; (iv) to give loan to Ocean Aquatic Proteins LLC (OAP), based in Oman, a foreign subsidiary of Mukka Proteins Limited.

The proceeds raised through the Preferential Issue (“Issue Proceeds”) shall be used as follows:

Particulars	Total estimated amount to be utilised for each of the Objects (in Rupees)	Tentative timeline for utilisation
Investment in Delta Marine Products	11,10,00,000	Within 12 months from the date of receipt of funds
Investment in Aqua Marine	15,00,00,000	
Investment in GSM Marine Products	11,10,00,000	
Investment in FABBCO Bio Cycle and Bio Protein Technology Private Limited	6,00,00,000	
Project for processing Biodegradable Waste	20,00,00,000	
Loan to Ocean Aquatic Proteins LLC, Oman (foreign subsidiary of Mukka Proteins Limited)	25,00,00,000	
General Corporate Purpose*	9,80,00,000	
<b>Total</b>	<b>98,00,00,000</b>	

\* Proposed deployment of the Preferential Issue proceeds towards general corporate purposes as approved by our management from time to time, shall not exceed 25% of the total proceeds of the Preferential Issue, in compliance with applicable laws.

- 1) Strategic Investment in entities engaged in fish meal industry: Mukka Proteins Limited's strategic investments in GSM Marine Export, Aqua Marine, and Delta Marine Products - entities engaged in the fishmeal industry, are poised to significantly enhance their operations. By leveraging Mukka Proteins Limited's expertise and industry leadership, these partnerships will focus on capacity expansion and optimization of operational processes, leading to improved production efficiency and broader market reach. This investment is expected to drive accelerated growth for each company, reinforcing Mukka Proteins Limited's position as a dominant force in the sector and ensuring sustained success for all involved.
- 2) Strategic Investment in FABBCO Bio Cycle and Bio Protein Technology Private Limited (FABBCO): FABBCO specializes in sustainable waste management and resource recovery through the innovative use of BSF larvae. By utilizing BSF larvae, to turn organic waste streams from various sources, such as agriculture, food processing, and household waste, into valuable resources. These larvae are nature's





efficient recyclers, converting waste into nutrient-rich biomass that can be used as a sustainable protein source for animal feed, aquaculture, and more.

- 3) Project for processing Biodegradable Waste: Mukka Proteins Limited proposes to undertake a project for processing 200 Tonnes of Biodegradable Waste using Black Soldier Fly Larvae in Bangalore. The waste processing involves using BSF larvae to convert organic waste into compost and larvae meal. The operation includes waste segregation, feeding larvae, compost production, and larvae meal production.
- 4) Loan to Ocean Aquatic Proteins LLC, Oman: Ocean Aquatic Proteins LLC (OAP), based in Oman, is a foreign subsidiary of Mukka Proteins Limited, in which Mukka holds a 63% stake. OAP is undergoing a strategic location shift of its fishmeal plant along with its ice plant, to a more advantageous site to optimize operations and access to resources. This location is a critical move aimed at enhancing operational efficiency, logistics, and overall business growth & Mukka Proteins Limited is providing financial assistance to OAP in the form of a loan, which will be specifically utilized to complete the process and manage the company's operational requirements.

Further in terms of BSE Notice No. 20221213-47 dated December 13, 2022 and in terms of NSE Master Circular No. NSE/CML/2024/10 dated April 29, 2024, if the issue size of preferential issues exceeds Rs. 100 Crore (Rupees Hundred Crores) then each object for which the funds are proposed to be raised, amount of funds to be utilized against each object, tentative timeline for utilization of issue proceeds for each object to be stated. Since the issue does not exceed Rs. 100 Crore (Rupees Hundred Crore), the provisions of said notice are not applicable, however as matter of good corporate governance the Company has disclosed the details of each object and tentative timeline for utilization of issues proceeds.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Till the time the proceeds are not utilised by the Company, it will be kept in a Separate Bank Account of the Company. Pending utilization of the proceeds from the Preferential Issue, the Company shall be entitled to invest such proceeds in fixed deposits in scheduled commercial banks, or any other investment as permitted under applicable laws.

### 3. Maximum number of specified securities to be issued:

The Board of Directors in their meeting held on 21st October 2024 had approved the issue of Equity Shares on Preferential Basis and accordingly proposes to issue and allot in aggregate upto **1,96,00,000 (One Crores Ninety-Six Lakhs only)** equity shares, fully paid-up, at a price of **Rs. 50 (Rupees Fifty only)** per Equity Share (including a premium of **Rs. 49 (Rupees Forty-Nine only)** per Equity Share on a preferential basis.

### 4. Issue Price, Relevant Date, and Name & address of the Registered Valuer:

- The issue price of the Equity Shares to be fixed at Rs.50/- per Equity Share of the Face value of Re.1/- each in accordance with the price determined in terms of Regulation 164 of the SEBI ICDR Regulations (as applicable).
- The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of Equity Shares is Thursday, 17<sup>th</sup> October 2024, i.e. 30 days prior to the date of EGM.
- The issue price has been determined on the basis of the value per share determined by the Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 by his Valuation Report dated 21<sup>st</sup>



October 2024 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004.

**5. Basis on which the price has been arrived at and justification for the price (including premium, if any):**

The Equity Shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

The value of Equity Shares for the proposed preferential issue of Mukka Proteins Limited has been determined as per the Valuation Report prepared by A. N Gawade, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, behind café Good Luck, Deccan Gymkhana, Pune-411004 being made in accordance with the requirements of the SEBI (ICDR) Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares in preferential issues has to be calculated as:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;
- b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

In terms of the provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the equity shares may be issued computes to **Rs. 47.34/- each** as per the above-mentioned valuation report. Further, method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottees at **Rs. 50/- (Rupees Fifty Only)** being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the Company is not required to obtain a valuation report from an independent registered valuer under Regulation 166A of SEBI (ICDR) Regulations.

The valuation report shall be available electronically for inspection without any fee by the members from the date of circulation of this postal ballot notice up to the closure of remote e-voting and will also be made available on the Company's website and can be accessed at [www.mukkaproteins.com](http://www.mukkaproteins.com). The members desirous to inspect the valuation report may send an email to [investors@mukkaproteins.com](mailto:investors@mukkaproteins.com), for inspection of said Report certificate electronically during the EGM, at least 5 days before the date of EGM, in advance.

Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 Trading Days prior to the Relevant Date, it is not required to re-compute the issue price per Equity Share and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.

**6. Amount which the company intends to raise by way of preferential issue:**

Aggregating up to Rs. 98,00,00,000/- (Rupees Ninety-Eight Crores only). The consideration for the proposed issue shall be received in cash by way of banking channel only.



**7. The class or classes of persons to whom the allotment is proposed to be made:**

The Preferential Issue of equity shares is proposed to be made to the Proposed Allottees, belonging to Promoter, Promoter Group & Non-Promoter (Public) category.

**8. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:**

The preferential issue is being made to the individuals belonging to the Promoters & Promoter Group of the Company along with Non-Promoters as per the list of the Proposed Allottees given in Point 12. Apart from the Proposed Allottees, none of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer.

**9. Lock-in Period:**

The pre-preferential allotment shareholding of the proposed allottees and the Equity Shares to be allotted on preferential basis to the persons belonging to Promoters and Promoter Group shall be subject to lock-in', in accordance with Regulation 167 of the SEBI ICDR Regulations, 2018.

**10. Shareholding pattern before and after the preferential issue:**

The pre and post preferential issue capital will be as follows:

Sr. No.	Category	Pre-issue holding		Post-issue holding	
		No. of shares held	%	No. of shares held	%
<b>A</b>	<b>Promoters' holding:</b>				
1	Indian:				
	Individual	22,00,00,000	73.33	23,46,00,000	73.40
	Bodies Corporate	-	-	-	-
	Sub Total	22,00,00,000	73.33	23,46,00,000	73.40
2	Foreign Promoters	-	-	-	-
	<b>Sub Total (A)</b>	<b>22,00,00,000</b>	<b>73.33</b>	<b>23,46,00,000</b>	<b>73.40</b>
<b>B</b>	<b>Non- Promoters' holding:</b>				
1	Institutional Investors	1,44,53,619	4.82	1,44,53,619	4.52
2	Non-Institution:				
	Private Corporate Bodies	54,35,981	1.81	54,35,981	1.70
	Directors and Relatives	-	-	-	-
	Indian Public	5,79,49,429	19.32	6,29,49,429	19.70
	Others (Including NRIs)	21,60,971	0.72	21,60,971	0.68
	<b>Sub Total (B)</b>	<b>8,00,00,000</b>	<b>26.67</b>	<b>8,50,00,000</b>	<b>26.60</b>
	<b>Grand Total</b>	<b>30,00,00,000</b>	<b>100</b>	<b>31,96,00,000</b>	<b>100</b>

**11. Time frame within which the preferential issue shall be completed:**

The equity shares shall be allotted within a period of 15 days from the date of passing of the Resolution by the Shareholders provided where the allotment is pending on account of any approval from any Regulatory Authority / Body the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

**12. The Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:**

Name of proposed allottee	Category	Pre-issue shareholding		Allotment	Post issue shareholding	
		No. of shares	%	No. of shares	No. of shares	%
Kalandan Mohammed Haris	Promoter	9,06,86,800	30.23	26,80,000	9,33,66,800	29.21



Kalandan Mohammad Arif	Promoter	4,84,00,400	16.13	26,80,000	5,10,80,400	15.98
Kalandan Mohammed Althaf	Promoter	4,84,00,400	16.13	26,80,000	5,10,80,400	15.98
Kalandan Abdul Razak	Promoter Group	2,20,00,000	7.33	26,80,000	2,46,80,000	7.72
Umaiyya Banu	Promoter Group	1,05,11,200	3.50	26,80,000	1,31,91,200	4.13
Zareena Banu	Promoter Group	400	0.00	4,00,000	4,00,400	0.13
Razeena Khatheeja	Promoter Group	400	0.00	4,00,000	4,00,400	0.13
Aisha Shabnam	Promoter Group	400	0.00	4,00,000	4,00,400	0.13
Rekha Bhagat	Non-Promoter	0	0.00	15,00,000	15,00,000	0.47
Vijay Kumar	Non-Promoter	0	0.00	5,00,000	5,00,000	0.16
Pushpa Bhaju	Non-Promoter	0	0.00	20,00,000	20,00,000	0.63
Bibi Hajira	Non-Promoter	0	0.00	10,00,000	10,00,000	0.31

The Company has obtained and verified the details of the Permanent Account Number (PAN) of each of the Proposed Allottee.

The proposed preferential allotment will not result in any change in management control of the Company as Mr. Kalandan Mohammed Haris, Mr. Kalandan Mohammed Althaf, Mr. Kalandan Mohammad Arif, Mr. Kalandan Abdul Razak, Mrs. Umaiyya Banu, Mrs. Zareena Banu, Mrs. Razeena Khatheeja, and Mrs. Aisha Shabnam belongs to Promoter and Promoter group.

**13. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees**

Not Applicable

**14. The current and proposed status of the allottee(s) post the preferential issues namely, Promoter or Non-promoter**

Sr. No.	Name of the Proposed Allottee	Pre-Preferential Issue	Post-Preferential Issue
		Category (Promoter/ promoter Group/ Non - Promoter)	Category (Promoter/ promoter Group/ Non - Promoter)
1	Kalandan Mohammed Haris	Promoter	Promoter
2	Kalandan Mohammad Arif	Promoter	Promoter
3	Kalandan Mohammed Althaf	Promoter	Promoter
4	Kalandan Abdul Razak	Promoter Group	Promoter Group
5	Umaiyya Banu	Promoter Group	Promoter Group
6	Zareena Banu	Promoter Group	Promoter Group
7	Razeena Khatheeja	Promoter Group	Promoter Group
8	Aisha Shabnam	Promoter Group	Promoter Group
9	Rekha Bhagat	-	Non-Promoter
10	Vijay Kumar	-	Non-Promoter
11	Pushpa Bhaju	-	Non-Promoter
12	Bibi Hajira	-	Non-Promoter



**15. Consequential changes in the Voting Rights:**

Voting rights will change in tandem with the shareholding pattern.

**16. Change in control, if any, in the company that would occur consequent to the preferential offer:**

As a result of the proposed preferential issue there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**17. Principal terms of assets charged as securities**

Not applicable.

**18. Practicing Company Secretary's Certificate:**

The certificate from Mr. Abbas Vithorawala, Practising Company Secretary, certifying that the preferential issue of shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The said Certificate shall be available for inspection at the registered office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up to the date of EGM and shall also be available during the EGM. The members desirous to inspect the certificate may send an email to [investors@mukkaproteins.com](mailto:investors@mukkaproteins.com), for inspection of said certificate electronically during the EGM, at least 5 days before the date of EGM, in advance. The copy of said certificate is made available on the Company's website at [www.mukkaproteins.com](http://www.mukkaproteins.com).

**19. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

From 1st April 2024 till the date of the EGM Notice, the Company has not issued any Equity Shares on preferential basis.

**20. Listing:**

The Company will make an application to the Stock Exchanges at which the existing Equity Shares of the Company are listed, for listing of the Equity Shares to be created, offered, issued and allotted pursuant to this resolution. Such Equity Shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company in all respects.

**21. Other disclosures:**

- The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- The proposed preferential issue is not being made to any body corporate incorporated in, or a national of a country which shares a land border with India.
- The proposed Preferential Issue is not more than 5% to any persons acting in concert.
- Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- None of the Company's Directors or promoters is a fugitive economic offender as defined under the ICDR Regulations.
- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees, before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- The Company is in compliance with the conditions for continuous listing.
- The proposed allottees have neither sold nor transferred any Equity Shares during the period of 90 trading days preceding the Relevant Date.



- This preferential issue is not ultra-vires to the provisions of the Articles of Association of the Company.
- The consideration, in the form of issue price, for Equity Shares shall be paid in cash and not in consideration other than cash.
- The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.
- Principal terms of assets charged as securities: Not applicable.
- Material term of raising equity shares: No material terms other than as stated in the resolution & explanatory statement.
- As the amount for which the funds are being raised by way of preferential issue on a private placement basis does not exceed Rs. 100 crores, our Company has not appointed any monitoring agency to monitor the use of proceeds raised through this Preferential Issue.

In terms of Section 62(1)(c) read with Section 42 of the Act and rules framed thereunder, and in accordance with the provisions of Chapter V “Preferential Issue” of the SEBI ICDR Regulations, the issue of Equity Shares by way of Preferential Approval requires approval of the Members by way of a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and the Shareholders.

The Board recommends Special Resolution as set out at Item No. 2 of the Notice for approval of the members.

Other than Mr. Kalandan Mohammed Haris, Mr. Kalandan Mohammed Althaf, Mr. Kalandan Mohammad Arif, Mr. Kalandan Abdul Razak, Mrs. Umaiyya Banu, Mrs. Zareena Banu, Mrs. Razeena Khatheerja, and Mrs. Aisha Shabnam who are the proposed allottees, none of the Promoters, Directors and Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, in the resolution. No. 2.

By the order of the Board  
For **Mukka Proteins Limited**

Date: 21st October 2024  
Place: Mangalore

Sd/-  
Mehaboobsab Mahmadgous Chalyal  
Company Secretary  
Membership No: A67502