



Mukka Proteins Limited



ISO 22000
Certified Company



ISO 9001 : 2015
Certified Company

Date: 04-07-2024

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: Minutes of Postal Ballot

With reference to the captioned subject, please find enclosed the minutes of the special resolution passed by way of Postal Ballot through remote e-voting process by the shareholders of the Company as set out in the Postal Ballot Notice dated 14th May 2024. The results of the Postal Ballot were declared on 18th June 2024.

This is for your information and records.

Thanking you,

For **Mukka Proteins Limited**

Mehaboobsab Mahmadgous 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

MINUTES OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT OF MUKKA PROTEINS LIMITED ON 15TH JUNE 2024 THROUGH REMOTE E-VOTING HELD FROM FRIDAY, 17TH MAY 2024 TO SATURDAY, 15TH JUNE 2024, RESULT OF WHICH WAS DECLARED ON TUESDAY, 18TH JUNE 2024.

The Board of Directors of the Company (“Board”) at its meeting held on 14th May, 2024 approved the proposal to conduct a postal ballot (“Postal Ballot”) by remote e-voting process (“Remote E-voting”) pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (“Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022, and Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (‘MCA’) (hereinafter collectively referred to as ‘MCA Circulars’) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (‘SEBI Listing Regulations’), Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time), to seek approval of the Members on the below mentioned special resolution:

Sl. No.	Particulars
1.	Continuation of Directorship of Mr. Kalandan Abdul Razak (DIN:02530917) as a Non-Executive Non-Independent Director

The following actions were conducted pursuant to the approval of the Board and in compliance with the provisions of the Act and MCA Circulars:

- a) The Company had availed the services of Central Depository Services (India) Limited (“CDSL”) for providing remote e-voting facility to the Members.

- b) 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 were appointed by the Board of Directors of the Company vide board resolution dated 14th May 2024 as Scrutinizer for conducting the Postal Ballot through remote e-voting in a fair and transparent manner.

- c) In accordance with applicable MCA and SEBI circulars, the postal ballot notice was sent through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., 10th May 2024 seeking approval as set out in the postal ballot notice.
- d) The total number of shareholders as on the cut-off date was 1,18,953.
- e) Pursuant to the above, the postal ballot notice was sent to all eligible shareholders electronically, on 16th May 2024.
- f) A newspaper advertisement as required under Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations was published on 18th May 2024 in English newspaper “Business Standard” and Kannada (vernacular language) newspaper “Vijaya Karnataka” respectively.
- g) The remote e-voting period commenced at 9.00 a.m. (IST) on Friday, 17th May 2024 and ended at 5.00 p.m. (IST) on Saturday, 15th June 2024.
- h) The Members holding shares as on the cut-off date i.e. 10th May 2024 were only entitled to vote on the resolution.
- i) The Members were required to communicate their assent or dissent only through remote e-voting system in terms of the aforesaid MCA Circulars. The register in accordance with the Act was maintained electronically to record the assent or dissent received.
- j) The Scrutinizer unblocked the votes casted under e-voting and downloaded the details at 5.22 PM IST on 15th June 2024 from CDSL portal in the presence of two witnesses.
- k) The Scrutinizer submitted his report on postal ballot through remote e-voting process to the Chairman of the Company on 17th June 2024.
- l) The Chairman took the report on record and declared that the resolution set out in the postal ballot notice dated 14th May 2024 was passed with requisite majority. The details of voting are as below:

Resolution	Continuation of Directorship of Mr. Kalandan Abdul Razak (DIN:02530917) as a Non - Executive Non-Independent Director
Total shares as on the cut-off date	30,00,00,000
No. of votes polled	22,02,25,830
No. of votes – in favour	22,02,10,196
% of votes in favour	99.99%
No. Of Votes – Against	15,634
% of Vote against	0.01%

- m) The results were declared on 18th June 2024 and simultaneously intimated to Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited and also uploaded on website of the Company on the same day.
- n) Based on the Scrutinizer's Report dated 17th June 2024, special resolution as set out in the Notice of the Postal Ballot dated 14th May 2024 was passed with the requisite majority.

The text of resolution as set out in the Postal Ballot Notice dated 14th May 2024 that was passed by the shareholders was as follows:

1. Continuation of Directorship of Mr. Kalandan Abdul Razak (DIN:02530917) as a Non - Executive Non-Independent Director.

Nature of Resolution: Special Resolution

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the SEBI Listing Regulations’) and other applicable provisions of the Companies Act, 2013, as amended, and relevant rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and on the basis of recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. Kalandan Abdul Razak (DIN: 02530917) as a Non-Executive Non-Independent Director of the company liable to retire by rotation, on the existing terms and conditions, who has already attained the age of 80 (Eighty) years.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary incidental or ancillary to give effect to this resolution, and to settle any question or doubt that may arise in this regard.”

“RESOLVED FURTHER THAT the above referred resolution has been passed in accordance with the mechanism prescribed by Ministry of Corporate Affairs vide General Circular No. 14/2020 dated 8th April 2020 and General circular No. 17/2020 dated 13th April 2020 and in compliance with the applicable provisions of the Companies Act 2013 and rules thereof.”

Result of voting through Postal Ballot by remote e-voting was as follows:

Particulars	Remote e-voting	
	No. of Members voted through remote e-voting system	No. of votes cast by Members
Total votes cast	287	22,02,25,830
Invalid votes	-	-
Votes in favour of the resolution	236	22,02,10,196
Votes against the resolution	51	15,634

Resolution passed by requisite majority.

Accordingly, above-mentioned special resolution, as set out in the Postal Ballot Notice dated 14th May 2024, was duly approved through Postal Ballot by the Members of the Company with requisite majority on 15th June 2024.

The Chairman authorized the Company Secretary to disseminate the results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and post the same on the website of the Company.

Entered on: 04-07-2024

Place: Mangalore

**Sd-
Chairman
Karkala Shankar Balachandra Rao
DIN: 03589394**