



Mukka Proteins Limited

(Previously known as 'Mukka Sea Food Industries Limited / 'Mukka Sea Food Industries Private Limited)



ISO 22000
Certified Company



ISO 9001 : 2015
Certified Company

Date: 16-05-2024

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: Postal Ballot Notice

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated 14th May 2024 along with the explanatory statement. The notice is being sent to those shareholders, who hold equity shares of the Company as on the cut-off date i.e. Friday, 10th May 2024, on their registered email id with the Depositories/Company for seeking their approval by way of Special Resolution:

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

Please note that there will be no dispatch of physical copies of Postal Ballot Notice or forms to the Members of the Company and no physical ballot forms will be accepted by the Company. The remote e-voting period commences on Friday, May 17th 2024, at 9.00 a.m. onwards and ends on Saturday, June 15th 2024, at 5.00 p.m. The results of the voting by postal ballot will be announced not later than two working days from the conclusion of the remote e-voting. The Postal Ballot Notice is also available on the website of the Company.

This is for your information and records.

Thank you,

For Mukka Proteins Limited

Mehaboobsab Mahmudgous 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 : U05004KA2010PLC055771

MUKKA PROTEINS LIMITED**Corporate Identity No. (CIN):** U05004KA2010PLC055771**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 **Website:** www.mukkaproteins.com**POSTAL BALLOT NOTICE**

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, as amended from time to time, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force)]

Commencement of Remote e-voting	End of Remote e-voting
Friday, 17th May 2024 (9.00 a.m. IST)	Saturday, 15th June 2024 (5.00 p.m. IST)

Dear Members(s),

Notice of Postal Ballot ('Notice') is hereby given to the Shareholders of Mukka Proteins Limited ('the Company'), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time ('Rules') 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 transact the following special business as set out in this Notice is proposed for consideration, as appended herein under, by the Shareholders of the Company for passing Special Resolution through Postal Ballot only by way of voting through electronic means ('Remote e-Voting')

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

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the Statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Notice of Postal Ballot for your consideration and forms part of this Notice.

In view of the above, please note that the physical copies of the Notice along with the Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the Shareholders.

The Board of Directors of the Company has, in compliance with the Rules, 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 Scrutinizer for conducting this Postal Ballot process through remote e-Voting, in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Members may note that the MCA Circulars has allowed companies to take all decisions requiring members' approval, other than the items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act and the Rules made thereunder.

SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 in compliance with the provisions of the SEBI LODR Regulations by listed entities inter-alia relaxed the applicability of Regulation 44(4) of the SEBI LODR Regulations for general meetings (in electronic mode) held till 30th September, 2024.

In compliance with the aforesaid MCA Circulars and applicable provisions of SEBI LODR Regulations, this Notice is being sent only through electronic mode to those Shareholders whose e-mail IDs are registered with the Company/Depositories/Registrar and Share Transfer Agent ('RTA'). If your e-mail ID is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Notice as well as Login ID and Password for participating in the remote e-Voting. The Members who have not registered their e-mail IDs with the Company/Depositories, can access the Postal Ballot Notice on the website of the Company at <https://www.mukkaproteins.com/>. Members who would like to obtain pdf copy on their e-mail IDs, may write an e-mail to cs@mukkaproteins.com. Pursuant to the MCA Circulars, the Company has not printed the Postal Ballot Notice and hence no hard copies of the Postal Ballot Notice will be sent. Voting through physical ballot papers will not be allowed. The communication of assent/ dissent of the Members will only take place through the remote e-voting facility being offered by the Company instead of physical ballot forms.

The Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for availing remote e-voting facility in compliance with the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

In compliance with the provisions of Sections 108 and 110 of the Companies Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI LODR Regulations read with SS-2, the Company is providing remote e-voting facility to all Members to enable them to cast their votes electronically ("e-Voting"). Accordingly, the Company is pleased to offer remote e-Voting facility to all its Shareholders to cast their votes electronically. Shareholders are requested to read the instructions under the section, 'General information and instructions relating to e-Voting' in this Notice to cast their votes electronically from their respective locations. Members are requested to follow the procedure as stated in the notes and instructions for casting votes by e-Voting. The e-Voting period shall commence from 9.00 A.M. onwards on Friday, 17th May 2024 till 5.00 P.M. on Saturday, 15th June 2024. The e-Voting module will be disabled / blocked after the business hours i.e. 5.00 P.M., on Saturday, 15th June 2024 for voting by the Members. Shareholders are requested to cast their votes through the remote e-Voting process not later than 5.00 pm (I.S.T.) on Saturday, 15th June 2024 failing which it will be strictly considered that no vote has been received from the concerned Shareholder.

The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 10th May 2024 i.e., "Cut-Off date", only those Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date will be entitled to cast their votes by e-Voting.

Upon completion of the votes cast through remote e-Voting, the Scrutinizer shall submit report to the Chairman, or any person authorized by him. The result of the Postal Ballot (e-Voting) will be announced within 2 (two) working days from the closure of e-Voting and will be displayed at the registered office of the Company and communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed. The results along with the

Scrutinizer's Report shall also be intimated to the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') (hereinafter collectively referred to as 'Stock Exchanges') where the Equity Shares of the Company are listed and will also be displayed on the Company's website at <https://www.mukkaproteins.com/> as well as on the website of CDSL at www.evotingindia.com. The Resolutions, if passed with the requisite majority through Postal Ballot(e-Voting), shall be deemed to have been passed, on the last date specified for e-voting i.e. Saturday, 15th June 2024. The last date for e-Voting i.e. Saturday, 15th June 2024 shall be deemed to be the effective date of passing of the Resolution as per SS-2.

SPECIAL BUSINESS

RESOLUTION NO 1: **CONTINUATION OF DIRECTORSHIP OF MR. KALANDAN ABDUL RAZAK** **(DIN:02530917) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR:**

To consider, if thought fit, with or without modification, to pass the following resolution as a **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.”

BY ORDER OF THE BOARD OF DIRECTORS
For MUKKA PROTEINS LIMITED

DATE: 14-05-2024
PLACE: MANGALORE

Sd/-
Company Secretary
MEHABOBSAB MAHMADGOUS CHALYAL
MEMBERSHIP No.: A67502

NOTES:

1. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Act, Secretarial Standards- 2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable, setting out the material facts and reasons is annexed herewith.
2. The Ministry of Corporate Affairs (“MCA”) vide MCA Circulars, has permitted companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, physical copy of the Notice of Postal Ballot along with Postal Ballot Form and pre-paid Business Reply Envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of e-voting only.
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide facility of e-voting, to enable its Members to cast their votes electronically in respect of the resolutions as set out in this Notice of Postal Ballot (‘Notice’). The Company has engaged the services of CDSL to provide e-voting facility to its Members.
4. As required by Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI LODR Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in the English language) and one Kannada daily newspaper circulating in Dakshina Kannada District, Karnataka (in vernacular language, i.e. Kannada)
5. In conformity with the regulatory requirements, the Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on Friday, 10th May 2024 (“Cut-off Date”), and who have registered their e-mail IDs with the Company or with the Depositories. Members may note that this Notice will also be available on the Company’s website at <https://www.mukkaproteins.com/> and on the website of CDSL at www.evotingindia.com.
6. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on Cut-off Date i.e. Friday, 10th May 2024. Only those Members whose names are recorded in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes.
7. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-Voting i.e. Saturday, 15th June 2024. Further, resolutions passed by the Members through e-Voting are deemed to have been passed effectively at a general meeting.
8. Members can vote on the Resolutions only through e-voting. E-voting will commence at 9:00 A.M. (IST) on Friday, 17th May 2024 and will end at 5:00 P.M. (IST) on Saturday, 15th June 2024. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 10th May 2024, i.e. Cut-off Date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
9. The Company hereby requests all its Members to register/ update their e-mail IDs, if not yet registered/updated, to promote green initiative and to enable the Company to provide all communications to the Members through e-mail.

Eligible Members are required to provide their e-mail IDs to cs@mukkaproteins.com before 5:00 P.M. (IST) on Saturday, 15th June 2024, pursuant to which any Member may receive on the e-mail address provided by the Member, the Notice and the procedure for e-voting. Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs.

10. 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, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of e-voting will be final.
11. All the documents referred to in this Notice and Explanatory Statement will be available for inspection by the Members between 11.00 A.M. and 1.00 P.M. on all working days, except Saturdays & Sundays, from the date hereof until the last date of e-voting. Members seeking to inspect such documents can send a request over an e-mail to cs@mukkaproteins.com.

THE INTRUCTIONS FOR REMOTE E-VOTING:

- 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 shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Friday, 17th May 2024 and ends on Saturday, 15th June 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 Friday, 10th May 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 CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal

	Computer or on a mobile. Once the home page of 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

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

- (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.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant **MUKKA PROTEINS LIMITED** on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- 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 delink 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; cs@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 Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through 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 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 or call at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

**RESOLUTION NO 1:
CONTINUATION OF DIRECTORSHIP OF MR. KALANDAN ABDUL RAZAK
(DIN:02530917) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR:**

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that the listed entities shall be required to pass a special resolution indicating the justification in the explanatory statement annexed to the notice, for appointing or continuing the directorship of any person as a non-executive director who has attained the age of 75 (Seventy-Five) years.

Mr. Kalandan Abdul Razak (DIN: 02530917) was appointed as a Non-Executive Non-Independent Director of the company by the members in the Extra Ordinary General Meeting of the Company held on 22nd February 2021.

Mukka Proteins Limited ('the Company') listed its equity shares on BSE Limited and National Stock Exchange of India Limited 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) who was acting as the Non-Executive Non-Independent Director had already attained the age of 80 years. Hence continuation of his directorship will require the approval of the members by way of a Special Resolution as required under Regulation 17(1A) of the SEBI LODR Regulations, 2015.

As per the recommendation of the Nomination and Remuneration Committee in their meeting held on 14th May 2024, subject to the applicable provisions under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on his valued skills, rich experience, knowledge, continued contribution to the company, has recommended for continuation of directorship of Mr. Kalandan Abdul Razak (DIN: 02530917) as a Non-Executive Non-Independent Director of the company.

Further, the Board of Directors at their meeting held on 14th May 2024, on the recommendation of Nomination and Remuneration Committee ("NRC") have proposed the continuation of the directorship of Mr. Kalandan Abdul Razak (DIN: 02530917) as a Non-Executive Non-Independent Director of the company, subject to approval of members of the Company ("Members") through Postal Ballot.

Members may note that Mr. Kalandan Abdul Razak (DIN: 02530917), has played a pivotal role as the Board Member of the Company.

Mr. Kalandan Abdul Razak (DIN: 02530917), aged 80 years, is the Non-Executive Non-Independent Director of our Company. He has been on the Board of the Company since its inception. He does not hold a formal education certification. He was one of the initial promoters of the Company and has over 5 decades of experience in fish meal and fish oil industry. The continuation of directorship of Mr. Razak is a strategic decision deeply rooted in his unparalleled expertise and extensive experience spanning over five decades in the fish meal and fish oil industry. As the founding member and initial promoter of the company, Mr. Razak possesses an intimate understanding of the Company's history, culture, and strategic direction. His wealth of knowledge, garnered through years of hands-on experience, provides invaluable insights into the nuances of the industry, market dynamics, and emerging trends. Despite attaining the age of 80 years, Mr. Razak's continued presence on the Board ensures continuity in leadership and governance, offering stability and wisdom essential for navigating the company through evolving challenges and seizing new opportunities. His continuation of directorship underscores the recognition of his indispensable contributions to the Company and

reinforces the commitment to harnessing his expertise for the sustained growth and success of the company. The Board believes that his continuation and guidance on the Board will significantly contribute to Company's growth and long-term value creation and would bring immense benefit to the Company.

The Company has received inter alia, the following consent, declarations and confirmation from Mr. Kalandan Abdul Razak (DIN: 02530917), with regard to his proposed continuation of directorship:

- (i) Consent to act as Director of the Company in terms of Section 152 of the Companies Act and declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act;
- (ii) Declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;

In view of the above and after careful consideration of his performance over the past years and on recommendation of the Nomination and Remuneration Committee, the Board subject to approval of the Members, approved the continuation of Mr. Kalandan Abdul Razak (DIN: 02530917) as Non-Executive and Non-Independent Director. Considering the above, the Board recommends his continuation as Director by way of Special Resolution as set out in Resolution no 1 of this Notice.

The brief profile of Mr. Kalandan Abdul Razak (DIN: 02530917) as required under Regulation 36(3) of SEBI LODR Regulations and Secretarial Standard 2 (SS-2), is provided below:

Sl. No.	Nature of Information	Resolution No. 1 of Notice
1.	Name	Mr. Kalandan Abdul Razak
2.	DIN	02530917
3.	Age	80 years
4.	Nationality	Indian
5.	Director of Company since/ Date of first appointment on the board	Mr. Kalandan Abdul Razak was serving on the Board of the Company since inception till 14 th June 2018. Subsequently, Mr. Kalandan Abdul Razak was again appointed on the Board with effect from 22 nd February 2021.
6.	Remuneration last drawn, (including sitting fees, if any) /	Sitting fees paid to Mr. Kalandan Abdul Razak is Rs. 2,25,000 during FY 2023-24.
7.	Remuneration proposed to be paid	Nil
8.	Experience	Over 5 decades of experience in fish meal and fish oil industry.
9.	Expertise in specific functional areas	As mentioned above in the explanatory statement.
10.	Qualification	He does not hold a formal education certification
11.	Terms and Conditions of appointment / reappointment	As per the details provided under the Resolution and Explanatory Statement
12.	Relationships between Directors inter-se	<ul style="list-style-type: none"> • Husband of Umaiyya Banu • Father of Kalandan Mohammed Haris • Father of Kalandan Mohammad Arif • Father of Kalandan Mohammed Althaf
13.	Directorship in other Listed entities	None
14.	Membership of Committee of the Board in other Listed entities	None
15.	No. of shares held in the Company/Shareholding in the company	2,20,00,000 equity shares representing 7.33% of the share capital
16.	Listed entities in which the director has resigned in the past	None



	three years	
17.	Number of meetings of the Board attended during the Financial Year 2023-24	Attended 13 meetings of the Board during FY 2023-24.
18.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Director of Haris Marine Products Private Limited
19.	Brief resume/skills and capabilities required for role and manner	He is an Industrialist having vast knowledge and good experience of management and administration. He was also one of the initial promoters of the Company and has over 5 decades of experience in fish meal and fish oil industry.

The Board of Directors recommended the resolutions as set out in Resolution No.1 of this Notice for your approval as a special resolution.

Save and except Mr. Kalandan Abdul Razak and his relatives Mrs. Umaiyya Banu, Mr. Kalandan Mohammed Haris, Mr. Kalandan Mohammad Arif, Mr. Kalandan Mohammed Althaf, none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

**BY ORDER OF THE BOARD OF DIRECTORS
For MUKKA PROTEINS LIMITED**

DATE: 14-05-2024

PLACE: MANGALORE

**Sd/-
Company Secretary
IEHABOBSAB MAHMADGOUS CHALYAL
MEMBERSHIP No.: A67502**