



To,
Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

04th September, '2021

Reference Scrip Code/ Symbol – MKPL/1NE964W01013

Subject: INTIMATION OF “NOTICE OF ANNUAL GENERAL MEETING”

Dear Sir/Ma'am,

This is to inform you that the 9th Annual General Meeting of the Company will be held on Wednesday 30th day of September 2021 at 11:30 A.M at registered office of the company. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2021 to 30th September, 2021 (both days inclusive) for the purposes of the Annual General Meeting.

Kindly find the Notice of Annual General Meeting enclosed herewith

This is for the intimation of Exchange and members thereof.

Thanking You,

Yours, Faithfully
For **M. K. Proteins Limited**

Prerna Mehta
Company Secretary & Compliance Officer

M. K. Proteins Ltd.

Naraingarh Road, Village Garnala, Ambala City(Haryana), India - 134003

T : 0171-2679358 | W : www.mkproteins.in | E : mkproteins1@gmail.com | info@mkproteins.in

CIN : L15500HR2012PLC046239

M. K. Proteins Limited

Regd. Office: Naraingarh Road, Village Garnala, Ambala City (Haryana), India - 134003

T: 0171-2679358 | W: www.mkproteins.in | E: info@mkproteins.in

TIN: 06291043467 CIN: L15500HR2012PLC046239

Notice: Convening 9th Annual General Meeting

Notice is hereby given that 9th Annual General Meeting of the members of the Company **M. K. Proteins Limited** will be held on **Thursday 30th day of September 2021 at 11:30 A.M.** at the registered office of the Company, address, given above to transact the following business with or without modification.

Ordinary Business: Ordinary Resolutions:

- To receive, consider and adopt the Financial Statements including Audited Balance Sheet of the Company as at 31st March, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with reports of the Board of Directors and the Auditors thereon.
- To re-appoint Sh. Parmod Kumar, Director who retires by rotation at this meeting and, being eligible, offered himself for re-appointment.
- To ratify and approve appointment of Auditors for the year ending from 31st March 2022 and fix their remuneration. Appointment of M/s Jayant Bansal & Co., Chartered Accountants, Ambala Cantt, proposed to be ratified as Statutory Auditors for Financial Year ending 31st March 2022 being eligible to continue as Statutory Auditors from the conclusion of this meeting till the conclusion of next Annual General Meeting to be held for Financial Year ending 31st March, 2022.

Special Business: Special Resolutions

- To ratify the remuneration of the Cost Auditors for the financial year 2020-21** and in this regard, to consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the total consolidated remuneration payable during the year 2020-21 to **M/s K. K. Sinha & Associates, Cost Accountants, #3396, Sector - 46C, Chandigarh- 160047** (Firm Regn. No. 100279) appointed by the Board of Directors to conduct the audit of cost records of the Company for the financial year 2020-21, on a remuneration to be agreed between CMA and Managing Director and Fees for Cost XBRL Filing of Cost Compliance on completion of the assignment be and is hereby ratified and confirmed.”

- Approval for Material Transactions with Related Parties:**

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 Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement /Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, consent of the shareholders be and is hereby accorded for the following arrangements/transactions (including transfer of resource, service or obligation) hitherto entered or to be entered into by the Company for the financial year commencing on April 1, 2021 and for every financial year thereafter:

Value of Related Party Transactions/ Arrangements per financial year

Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ As per Listing Agreement	Nature of Relationship	Value of Related Party Transactions/ Arrangements per financial year					Rs. In Laacs	
			KAMLA ORGANICES PVT. LTD.	SHREE GANESH FATS PVT. LTD.	KAMLA OLEO PVT. LTD.	KAMLA OIL & FATS PVT. LTD.	SAATVIK GREEN ENERGY PVT. LTD	SHIB CHARAN DASS INDUSTRIES PVT. LTD.	
	Name of interested Director(s)/KMP(s)	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern	
		Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar	Sh. Parmod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar		

		Sh. Vinod Kumar	Sh. Vinod Kumar	Sh. Vinod Kumar	Sh. Vinod Kumar		Sh. Vinod Kumar
1.	Sales Purchase of goods or material “*”						
	Sale of Goods	1500.00	1500.00	2500.00	1000.00	1500.00	1000.00
	Purchase of Goods	1000.00	2000.00	1000.00	4500.00	0.00	500.00
2.	Lease Rent Paid	0.00	0.00	0.00	0.00	0.00	9.00
3.	Commission and Brokerage Paid	5.00	0.00	0.00	0.00	0.00	0.00
	Total	2505.00	3500.00	3500.00	5500.00	1500.00	1509.00

Terms and conditions “*”

- At market value for each such transaction on an arm’s length basis and in compliance with applicable laws including Domestic Transfer Pricing Guidelines;
- All the above Said transactions are in the ordinary course of business

AND to do all such acts, deeds, matters and things, etc. as may be necessary or desirable including any negotiation/ re-negotiation/ modification/ amendments to or termination thereof, of the subsisting arrangements/ transactions or any future arrangements/ transactions and to make or receive/ pay monies in terms of such arrangements/ transactions.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company and/or a Committee thereof, to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related parties and severally execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

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TIN: 06291043467 CIN: L15500HR2012PLC046239

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED IN TERMS OF CLAUSE 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I.

PARTICULARS	PARMOD KUMAR
Date of Birth	04/04/1964
DIN	00126965
Date of Appointment	15/02/2017
Qualification	Graduate in Commerce
Experience	38 years experience in Edible Oil Industry
Address	550, Sector 8B, Chandigarh – 160009
Directorships held in other Public Companies/Foreign Companies	NIL
Directorships held in other Private Limited Companies	1. KAMLA OLEO PRIVATE LIMITED 2. SHREE GANESH FATS PVT LTD 3. SHIB CHARAN DASS INDUSTRIES PRIVATE LIMITED 4. SAATVIK GREEN ENERGY PRIVATE LIMITED 5. KAMLA FINVEST PRIVATE LIMITED
Number of Shares held in the Company as on 31st March 2021	NIL

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Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under item no. 4 and 5 of the accompanying Notice dated September 4, 2021:

Items No. 4

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of **M/s K. K. Sinha & Associates, Cost Accountants, 3396, Sector - 46C, Chandigarh- 160047** (Firm Regn. No. 100279) appointed by the Board of Directors to conduct the audit of cost records of the Company for the financial year 2021-22, on a remuneration to be agreed between CMA and Managing Director and Fees for Cost EXBL Filing of Cost Compliance on completion of the assignment, subject to ratification by shareholders.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors during the year 2021-22 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the directors or KMP or their relatives are concerned or interested in the aforesaid resolution and your board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders in the interest of the Company.

Items No. 5

Pursuant to provisions of Section 188(1) of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of Special Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds limit prescribed in Rule 15(3) of the said Rules. Further as required under Clause 49 of the Listing Agreement/Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, all material related party transactions (other than as specified under Clause 49 (VII)(E) of the Equity Listing Agreement) shall require approval of the shareholders through special resolution. Accordingly, the approval of the shareholders by way of Special Resolution is sought under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Clause 49 of the Equity Listing Agreement, to enable the Company to enter into related Party Transactions in one or more trenches. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Value of Related Party Transactions/ Arrangements per financial year

Rs. In Lacs							
Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ As per Listing Agreement	KAMLA ORGANICES PVT. LTD.	SHREE GANESH FATS PVT. LTD.	KAMLA OLEO PVT. LTD.	KAMLA OIL & FATS PVT. LTD.	SAATVIK GREEN ENERGY PVT. LTD	SHIB CHARAN DASS INDUSTRIES PVT. LTD.
	Nature of Relationship	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern
	Name of interested Director(s)/KMP(s)	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parmod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar
1.	Sales Purchase of goods or material ^{**}						
	Sale of Goods	1500.00	1500.00	2500.00	1000.00	1500.00	1000.00
	Purchase of Goods	1000.00	2000.00	1000.00	4500.00	0.00	500.00
2.	Lease Rent Paid	0.00	0.00	0.00	0.00	0.00	9.00
3.	Commission and Brokerage Paid	5.00	0.00	0.00	0.00	0.00	0.00
	Total	2505.00	3500.00	3500.00	5500.00	1500.00	1509.00

Terms and conditions “*”:

- At market value for each such transaction on an arm’s length basis and in compliance with applicable laws including Domestic Transfer Pricing Guidelines;
- All the above Said transactions are in the ordinary course of business

All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.

The Board of Directors recommends the resolution set forth in item No. 5 for approval of the Shareholders as a Special Resolution. Except for the Director(s) and Key Managerial Personnel whose names are mentioned hereinabove and their relatives (to the extent of their shareholding interest in the Company), none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution. Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the resolutions under Item No. 5 as set in this Notice.

By Order of the Board of Directors

Place: AMBALA
Dated: 04-09-2021

Sd/-
(VINOD KUMAR)
Managing Director
DIN: 00150507