



M K PROTEINS

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

29th August, 2019

Reference Scrip Code/ Symbol – MKPL/1NE964W01013

Subject :SUBMISSION OF “NOTICE OF ANNUAL GENERAL MEETING”

Dear Sir/Ma'am,

In consonance with the provision of Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith the “**Notice of Annual General Meeting**” i.e. scheduled to be held on Thursday 26th September, 2019 at 11.30 a.m. at registered office of the company.

This is for the intimation of Exchange and members thereof.

Thanking You,

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

Vinod Kumar
Managing Director
DIN: 00150507

M. K. Proteins Ltd.

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

T: 0174 2670000, M: 9810000000, E: info@mkproteins.com, C: 0174 2670000, F: 0174 2670000

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 7th Annual General Meeting

Notice is hereby given that 7th Annual General Meeting of the members of the Company **M. K. Proteins Limited** will be held on **Thursday 26th day of September 2019 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, 2019, 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 2020 to 31st March 2022 and fix their remuneration. M/s Jayant Bansal & Co., Chartered Accountants, Ambala Cantt, are proposed to be appointed as Statutory Auditors for a period of 3 years from 31st March 2020 to 31st March 2022 being eligible for appointment and approval of their appointment subject to ratification and approval for subsequent years at this Annual General Meeting have agreed to act Statutory Auditors to the Company for the financial year ending 31st March, 2020.

Special Business: Special Resolutions

To ratify the remuneration of the Cost Auditors for the financial year 2018-19 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 2017-18 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 2018-19, 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 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, 2018 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	Rs. In Lacs				
		KAMLA ORGANICS PRIVATE LIMITED	SHREE GANESH FATS PVT. LTD.	KAMLA OLEO PVT. LTD.	KAMLA OIL & FATS PVT. LTD.	SHIB CHARAN DASS INDUSTRIES PVT. LTD.
	Nature of Relationship	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern
	Name of interested Director(s)/KMP(s)	Sh. Parvind Kumar	Sh. Parvind Kumar	Sh. Parvind Kumar	Sh. Parvind Kumar	Sh. Parvind Kumar

		Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar
1.	Sales Purchase of goods or material “**”					
	Sale of Goods by M K Proteins Limited	2500.00	2500.00	2500.00	00.00	1000.00
	Purchase of Goods by M K Proteins Ltd.	0.00	2000.00	0.00	4500.00	500.00
2.	Lease Rent Paid	0.00	0.00	0.00	0.00	9.00
3.	Commission and Brokerage Paid	20.00	0.00	0.00	0.00	0.00
	Total	2520.00	4500.00	2500.00	4500.00	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.”

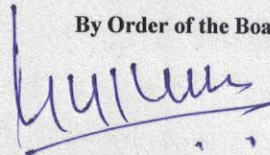
NOTES:

- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under item Nos. 4 of the Notice, is annexed hereto. The relevant details as required under SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, of persons seeking appointment/re-appointment as Directors under items No. 2 of the Notice, is also annexed.
- A member entitled to attend and vote at this meeting is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The Proxy, in order to be effective, must be received at the Company’s Registered Office not less than 48 (Forty-Eight) hours before the meeting. Proxies submitted on behalf of Companies/Societies etc., must be supported by appropriate resolutions/authority, as applicable. The proxy form and attendance slip are enclosed herewith.
- The Register of Members and Transfer books of the Company shall remain closed from Thursday, September 19, 2019 to Thursday 26, 2019, both days inclusive.
- Members are requested to register their e-mail id with the Company or its Registrar or their depository participant to enable the company to send the notices and other reports through email.
- The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- If, any of the members is enable to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form. Resolution(s) passed by Members through Ballot Forms is deemed to have been passed as if they have been passed at the AGM.
- The facility for voting, either through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by ballot form shall be able to exercise their right at the meeting.
- The Members who have cast their vote by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- All documents referred to in this meeting, notice and the accompanying statements are open for inspection at the Registered Office of the company on all working days (except Saturdays and holidays) between 10.30 A.M. to 12.30 P.M. up to the date of Annual General Meeting.
- Members are requested to notify to the company immediately the changes in their registered address, if any.
- Members having any queries relating to the Annual Report are requested to write to the company at least 10 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.

12. Members are requested to bring their copies of Annual report to the meeting.
13. The members/proxies should bring attendance slip sent herewith duly filled and stamped for attending the meeting.
14. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

Place: AMBALA
Dated: 27-08-2019

By Order of the Board of Directors



(VINOD KUMAR)

Managing Director
DIN: 00150507

M. K. Proteins Limited

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

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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

PARTICULARS	PARMOD KUMAR
Date of Birth	04/04/1964
DIN	00126969
Date of Appointment	15/06/2012 (Appointed as Non-Executive Director)
Qualification	Graduate in Commerce
Experience	36 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	M/s Shree Ganesh Fats Private Limited M/s Saatvik Green Energies Private Limited M/s Kamla Oleo Private Limited M/s ShibCharanDass Industries Private Limited M/s Kamla Finvest Private Limited
Number of Shares held in the Company as on 31st March 2019	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 August 06, 2019:

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 2018-19, 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 2018-19 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

Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ As per Listing Agreement	Rs. In Lacs				
		KAMLA ORGANICS PRIVATE LIMITED.	SHREE GANESH FATS PVT. LTD.	KAMLA OLEO PVT. LTD.	KAMLA OIL & FATS PVT. LTD.	SHIB CHARAN DASS INDUSTRIES PVT. LTD.
	Nature of Relationship	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. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar
1.	Sales Purchase of goods or material “*”					
	Sale of Goods by M K	2500.00	2500.00	2500.00	00.00	1000.00

	Proteins Limited					
	Purchase of Goods by M K Proteins Ltd.	0.00	2000.00	0.00	4500.00	500.00
2.	Lease Rent Paid	0.00	0.00	0.00	0.00	9.00
3.	Commission and Brokerage Paid	20.00	0.00	0.00	0.00	0.00
	Total	2520.00	4500.00	2500.00	4500.00	1509.00

Terms and conditions “*”:

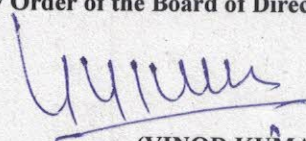
- At market value for each such transaction on an arm’s length basis and in compliance with applicable laws including Domestic Transfer Pricing Guidelines;
- All the above Said transactions are in the ordinary course of business

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: 27-08-2019



(VINOD KUMAR)
Managing Director
DIN: 00150507