



Date: June 12, 2026

To, The Chief General Manager Listing Operation, BSE Limited, 20th Floor, P. J.Towers, Dalal Street, Mumbai – 400 001.	To, The General Manager, Listing Operation, National Stock Exchange of India Limited, "Exchange Plaza", 5th Floor, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai - 400051.
---	--

Sub: Intimation regarding submission of application for In-Principle Approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

This is to inform you that Mukka Proteins Limited ("the Company") has today submitted an application to BSE Limited and National Stock Exchange of India Limited seeking In-Principle Approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed issue and allotment of 2,00,00,000 (Two Crore) Convertible Warrants on a preferential basis at an issue price of Rs. 23.50/- per Warrant aggregating to Rs. 47,00,00,000/-.

The proposed preferential issue is subject to receipt of the necessary approvals, including In-Principle Approval from the Stock Exchanges, approval of the shareholders of the Company and such other approvals as may be required under applicable laws.

The proposed preferential issue is subject to receipt of the necessary approvals, including In-Principle Approval from the Stock Exchanges, approval of the shareholders of the Company and such other approvals as may be required under applicable laws.

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 - Website : www.mukkaproteins.com - CIN : L10207KA2010PLC055771



Mukka Proteins Limited



ISO 22000
Certified Company



ISO 9001 : 2015
Certified Company

A copy of Annexure-A containing the details of the proposed preferential issue is enclosed herewith for your reference and record.

Kindly take the above information on record.

Thanks & Regards

For Mukka Proteins Limited

MEHABOBSAB
MAHMADGOUS CHALYAL

Digitally signed by MEHABOBSAB
MAHMADGOUS CHALYAL
Date: 2026.06.12 20:44:28 +05'30'

Mehaboobsab Mahmadgous Chalyal
Company Secretary & Compliance Officer
Membership no. A67502

Place: Mangalore

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 - Website : www.mukkaproteins.com - CIN : L10207KA2010PLC055771



Date: June 12, 2026

To,

Manager - Listing Compliance

National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Sub: Application for In-Principle Approval for issue and allotment of 2,00,00,000 (Two Crore) Convertible Warrants ("Warrants"), at a price of Rs. 23.50/- per Warrant aggregating to Rs. 47,00,00,000/- on preferential basis under Regulation 28(1) of SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

In connection with above application for in-principle approval, we hereby confirm and certify that:

- 1) The Equity Shares arising upon conversion of the Warrants shall rank pari-passu in all respects with the existing Equity Shares of the Company, including dividend entitlement.
- 2) Except for the following proposed allottees, none of the proposed allottees holds any Equity Shares of the Company as on the Relevant Date, i.e., June 12, 2026:

Sr. no	Name of Proposed Allottee holding equity shares of the Issuer Company as on the Relevant Date	Category	PAN No.	No. of equity shares held as on the Relevant Date
1	Mr. B H Rizwan	Non-Promoter	ABDPH1627E	254,055
2	Mr. Hiren Hiralal Shiyal	Non-Promoter	CNKPS6739K	24,000
3	Ranjit Singh and Sons HUF	Non-Promoter	AAIHR0754G	500

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 : L10207KA2010PLC055771



- 3) The proposed allottees have not sold or transferred any equity shares of the Company during the period of 90 trading days preceding the Relevant Date, i.e., June 12, 2026.
- 4) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.
- 5) Allotment of specified securities shall only be made in dematerialised form and Equity shares shall be made fully paid up.
- 6) Consideration of specified securities, if paid in cash, shall be received from respective allottee's bank account.
- 7) The allotment shall be in compliance with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereof.
- 8) The proposed preferential issue is not ultra-vires to the provisions of articles of association of the issuer.
- 9) The proposed allottees and the beneficial owners to proposed allottees have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- 10) The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks.
- 11) Issuer, proposed allottees, promoters, promoter group and beneficial owners do not have direct or indirect relation with the companies, its promoters and

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 - Website : www.mukkaproteins.com - CIN : L10207KA2010PLC055771



whole-time directors, which are compulsorily delisted by any recognised stock exchange.

- 12) The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the issuer are listed and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended, and any circular or notification issued by the Board thereunder.
- 13) The promoters or directors of the issuer is not fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.
- 14) Not Applicable, since none of the proposed allottees belong to the Promoter or Promoter Group category.
- 15) The issuer, its whole-time directors, person(s) responsible for ensuring compliance with the securities laws, its promoters and the companies which are promoted by any of them are not in violation of the provisions of Regulation 34 of the SEBI (Delisting of Equity Shares) Regulations, 2021.
- 16) The issuer has no outstanding dues to the SEBI, the stock exchanges or the depositories as stated under Regulation 159(4) of SEBI (ICDR) Regulation 2018.
- 17) The proposed preferential issue, whether considered individually or when aggregated with allotments proposed to be made to the proposed allottees and/or allottees acting in concert, does not exceed 5% of the post-issue fully diluted share capital of the Company. Accordingly, the provisions of Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are not applicable. However, as a matter of abundant caution and good governance, the Company has obtained a valuation report from an Independent Registered Valuer for determination of the issue price of the Convertible Warrants proposed to be issued on a preferential basis.

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 : L10207KA2010PLC055771



18) The issuer shall ensure that equity shares purchased by the allottees between the relevant date and allotment of specified securities (Convertible security or Equity shares in case direct equity allotment), forms part of the pre-preferential allotment shareholdings and same shall be subject to lock-in as per provisions of Regulation 167(6) of SEBI (ICDR) Regulations, 2018.

Further, the issuer has informed all the allottees, in writing, that no sale/transfer/or intraday trade in their pre-preferential allotment shareholding is allowed during the period between relevant date and 90 trading days from the date of allotment/trading approval, as the case may be, in terms of regulation 167(6) of SEBI ICDR Regulations, 2018.

19) Pre-preferential shareholding of the proposed allottee(s):

Sr. No.	Name of the Allottee	Pre-Preferential Holding	Lock-in Start date	Lock-in end date*	Pledged with	Pledge end date
1	Mr. B H Rizwan	254,055	12.06.2026	25-11-2026	NA	NA
2	Mr. Hiren Hiralal Shiyal	24,000	12.06.2026	25-11-2026	NA	NA
3	Ranjit Singh and Sons HUF	500	12.06.2026	25-11-2026	NA	NA

*Lock-in shall remain applicable in accordance with Regulation 167(6) of the SEBI ICDR Regulations and shall be extended, wherever required.

20) The Company confirms that its equity shares are already listed on the Main Board of BSE Limited and National Stock Exchange of India Limited and that its paid-up equity share capital, both prior to and subsequent to the proposed preferential issue, exceeds Rs. 25 crore.

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 : L10207KA2010PLC055771



Accordingly, the Company shall continue to comply with all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable laws, regulations, circulars and guidelines issued by SEBI and the Stock Exchanges.

The Company further confirms that it shall continue to submit its quarterly and annual financial results within the timelines prescribed under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and comply with all continuous listing requirements applicable to entities listed on the Main Board of the Stock Exchanges.

21) In accordance with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/51 dated May 21, 2024; the issuer confirms that the pricing of securities proposed to be issued under the preferential allotment has been duly adjusted to reflect the impact, if any, of material price movements arising from market rumours, as per the framework prescribed in the said circular.

22) List of the proposed allottee(s):

Sr. No.	Name of the Allottee	Category of the allottee as per Regulation 31(1) of SEBI (LODR) Regulations, 2015	PAN of the Allottee	Pre-Preferential Holding		No. of Equity shares to be allotted	Post-Preferential Holding	
				No. of Shares	% of Holding		No. of Shares	% of Holding
1	Mr. Irfan Chappala	Non - Promoter	AAFPC 2262B	Nil	Not Applicable	21,75,000	21,75,000	0.68%
2	Ms. Reshma	Non - Promoter	AAAPF 2913R	Nil	Not Applicable	21,75,000	21,75,000	0.68%

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 : L10207KA2010PLC055771



Mukka Proteins Limited



ISO 22000
Certified Company



ISO 9001 : 2015
Certified Company



	Chapra							
3	Mr. Vishal Maniar	Non - Promoter	AFZPM7096Q	Nil	Not Applicable	25,00,000	2500000	0.78%
4	Ms. Payal Maniar	Non - Promoter	ANUPP2543E	Nil	Not Applicable	12,00,000	1200000	0.38%
5	Mr. Jasbir Singh Batra	Non - Promoter	AAHPB7774R	Nil	Not Applicable	5,00,000	5,00,000	0.16%
6	Mr. Ranjit Singh Batra	Non - Promoter	AAWPS7892Q	Nil	Not Applicable	5,00,000	5,00,000	0.16%
7	Mr. Gurinder Kaur	Non - Promoter	AANPK7283J	Nil	Not Applicable	4,00,000	4,00,000	0.13%
8	Jasbir Singh And Sons HUF	Non - Promoter	AADHJ5702R	Nil	Not Applicable	4,00,000	4,00,000	0.13%
9	Mr. Sarabdeep Kaur Darshan Singh	Non - Promoter	AANPK7282K	Nil	Not Applicable	4,00,000	4,00,000	0.13%
10	Ranjit	Non -	AAIHR0	500	Dema	4,00,000	4,00,500	0.13%

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 : L10207KA2010PLC055771



	Singh and Sons HUF	Promoter	754G		†	0	00	
11	Multipl ex Capit al Limite d	Non - Promoter	AAAC M1761B	Nil	Not Applic able	3,50,00	3,50,000	0.11%
12	Mr. Hiren Hiralal Shiyal	Non - Promoter	CNKPS6 739K	24,000	Dema †	22,50,00	22,74,000	0.71%
13	Mr. B A Abdul Nasir	Non - Promoter	ACEPN 6082F	Nil	Not Applic able	22,50,00	22,50,000	0.70%
14	Mr. Soofik han Kalan der Asif	Non - Promoter	AHVPA 2973N	Nil	Not Applic able	22,50,00	22,50,000	0.70%
15	Mr. B H Rizwa n	Non - Promoter	ABDPH 1627E	254,055	Dema †	22,50,00	25,04,055	0.78%

23) Details of the beneficial owners of proposed allottees:

Sr. No.	Name of the Allottee	Name of beneficial owners of proposed allottee	PAN of the beneficial owners of proposed allottee
1	Ranjit Singh and Sons HUF	Karta of HUF is Mr. Ranjit Singh Batra	AAWPS7892Q

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 : L10207KA2010PLC055771



Mukka Proteins Limited



ISO 22000
Certified Company



ISO 9001 : 2015
Certified Company

2	Multiplex Capital Limited	UBO - Mr. Praveen Aggarwal	AAGPA4937N
3	Jasbir Singh And Sons HUF	Karta of HUF is Mr. Jasbir Singh	AADHJ5702R

24) Details of processing fee (Non-Refundable) of 0.03% of the Issue Size, subject to a Minimum fee of Rs 3,00,000/- and a Maximum of Rs. 6,00,000/- plus applicable tax

Processing Fee (including 18% GST)	3,54,000
TDS, if any	3,00,000
Net amount remitted after TDS	3,24,000
UTR no	HDFCR52026061270236240
Date of payment	12-06-2026

25) In case of any queries / clarifications the under-mentioned issuer official may be contacted:

Contact Details	
Name & Designation of Contact Person	Ms. Mehaboobsab Mahmadgous Chalyal & Company Secretary & Compliance Officer
Telephone Nos. (landline & mobile)	+918244252889
Email - id	cs@mukkaproteins.com

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 - Website : www.mukkaproteins.com - CIN : L10207KA2010PLC055771



Mukka Proteins Limited



ISO 22000
Certified Company



ISO 9001 : 2015
Certified Company

26) The Equity Shares of Mukka Proteins Limited are listed and admitted to dealings on the Main Board Platform of BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE').

Thanks & Regards

For Mukka Proteins Limited

MEHABOBSAB
MAHMADGOUS CHALYAL

Digitally signed by MEHABOBSAB
MAHMADGOUS CHALYAL
Date: 2026.06.12 19:12:02 +05'30'

Mehaboobsab Mahmadvous Chalyal
Company Secretary & Compliance Officer
Membership no. A67502

Place: Mangalore

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 : L10207KA2010PLC055771

List of all the Promoters of the Company as on date of filing of application with the along with their respective PAN No's

Sr. no	Name of Promoter / Promoter Group Person	Category
1	Mr. Mohammed Haris K	Promoter
2	Mr. K Mohammed Althaf	Promoter
3	Mr. K Mohammad Arif	Promoter
4	Mr. Kalandan Abdul Razak	Promoter Group
5	Mr. Umaiyya Banu	Promoter Group
6	Ms. Zareena Banu	Promoter Group
7	Mr. Shivanand Rama Hemmady	Promoter Group
8	Mrs. Razeena Khatheer	Promoter Group
9	Mrs. Aisha Shabnam	Promoter Group
10	Mr. Mohamed Hasir	Promoter Group
11	Mr. Muhammad Ahil Haris	Promoter Group
12	Mr. Mohammed Ayaan Haris	Promoter Group
13	Mr. Mohammed Sahim Haris	Promoter Group
14	Mr. Ainy Mariyam Haris	Promoter Group
15	Mr. S Abdul Majeed	Promoter Group
16	Mr. Khairunissa Mohammed	Promoter Group
17	Mr. Mohammed Sameer Abbas	Promoter Group
18	Mr. Mohammed Sakeer Ismail	Promoter Group
19	Mrs. Samiya Mariam	Promoter Group
20	Mrs. Shazia Beebi Fathima	Promoter Group
21	Mr. Mohammed Raazi Althaf	Promoter Group
22	Mr. Mohammed Althaf Raif	Promoter Group
23	Mrs. Fathima Reha	Promoter Group
24	Mrs. Ayisha Faiha	Promoter Group
25	Mrs. Ayisha Abdulla	Promoter Group
26	Mr. Abdul Rahim Thayal Valappil Mammunhi	Promoter Group
27	Mr. Thayalvalappil Mammunhi Abdulrahoof	Promoter Group
28	Mrs. Rasheeda TM	Promoter Group
29	Mr. Ramlabi	Promoter Group
30	Mr. Mohammad Ameen Arif	Promoter Group
31	Mr. Mohammad Aqib Arif	Promoter Group
32	Mr. Beebi Umaiy Zuha	Promoter Group
33	Mr. Khadija Iram	Promoter Group
34	Mrs. Fathima Inara	Promoter Group
35	Mrs. Kudroli Mohammed	Promoter Group
36	Mrs. Aysha Udayavara	Promoter Group
37	Mr. Ashfak Ali	Promoter Group
38	Mr. Ayyub	Promoter Group
39	Mr. Arshad Ali	Promoter Group
40	Mrs. Rehena Banu	Promoter Group
41	Mrs. Ruksana Banu	Promoter Group
42	Mrs. Jabeena Banu	Promoter Group

*PAN not available

» Exchange

PAN
ABJPH9234P
AGIPA6496J
AVAPK6508Q
ABTPR1412K
ANGPB5823R
BWIPB2175A
DANPK2836J
ADRPB8885L
AQYPK2846C
BWIPB2175A
*
BRPPH3310H
BEYPH9480N
*
*
CBPPK6860A
ANNPA8409K
ARZPM7041B
BRJPS7901M
ADHPF0638H
*
GSHPR9503Q
*
*
ANKPA9581B
AHGPR0861H
ACCPA3618C
ENTPR7649L
ENJPR7921B
*
*
*
*
*
ACHPM3479J
*
AUJPA8409Q
ASJPA8227G
CYEPA8499M
FNYPB2838D
GKKPB5142J
ESDPB7828A

**MUKKA PROTEINS LIMITED
MUKKA CORPORATE HOUSE
DOOR NO 18-2-16/4 FIRST CROSS
N G ROAD ATTAVARA
MANGALORE, KARNATAKA. Pin : 575001**

PAYMENT ADVICE

Transaction Date	:	12/06/2026
Remitter Name	:	MUKKA PROTEINS LIMITED
Remitter's Account No	:	57500000445895
Beneficiary Code	:	NSE
Beneficiary Name	:	NSE
Beneficiary's Account No	:	VNSE00AAGCM8310E
Transaction Remarks	:	DOMRTGS01 - IBKL0001000 - C49467120626161456 - - VNSE00AAGCM8310E - NSE
Reference No	:	1691798276
Payment Product	:	RTGS
UTR / RRN No	:	HDFCR52026061270236240
Amount	:	324000.00
Amount in Words	:	Three Lakh Twenty Four Thousand Rupees Only



Date: June 12, 2026

To,

Manager - Listing Compliance

National Stock Exchange of India Limited

'Exchange Plaza'. C-1, Block G,

Bandra Kurla Complex, Bandra (E),

Mumbai - 400 051.

Sub: Confirmation regarding maintenance of Structured Digital Database under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Dear Sir/Madam,

We, Mukka Proteins Limited ("the Company"), hereby confirm and undertake that the Company is in compliance with the provisions of Regulation 3(5) and Regulation 3(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, relating to maintenance of Structured Digital Database ("SDD").

We further confirm that:

1. The Company has maintained a Structured Digital Database containing the names of such persons or entities, as the case may be, with whom unpublished price sensitive information has been shared, along with the Permanent Account Number (PAN) or any other identifier authorised by law, where PAN is not available.
2. The Structured Digital Database is maintained internally with adequate internal controls and checks such as time stamping and audit trails and is preserved in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Mfrs. & Exporters of Steam Dried Fish Meal, Fish Oil & Fish Soluble Paste

Factory : D. No. 14-161 to 164, Sasiythlu 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 - Website : www.mukkaproteins.com - CIN : L10207KA2010PLC055771



Mukka Proteins Limited



ISO 22000
Certified Company



ISO 9001 : 2015
Certified Company

3. The Company has ensured that the sharing of unpublished price sensitive information, if any, in relation to the proposed preferential issue has been recorded in the Structured Digital Database in compliance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
4. The Company shall continue to comply with the requirements relating to maintenance and preservation of the Structured Digital Database as prescribed under the applicable SEBI Regulations.

This confirmation is being furnished in connection with the Company's application seeking in-principle approval from the National Stock Exchange of India Limited for the proposed preferential issue of Convertible Warrants on a preferential basis.

Thanks & Regards

For Mukka Proteins Limited

MEHABOBSAB

MAHMADGOUS CHALYAL

Digitally signed by MEHABOBSAB
MAHMADGOUS CHALYAL
Date: 2026.06.12 19:11:35 +05'30'

Mehaboobsab Mahmadvous Chalyal
Company Secretary & Compliance Officer
Membership no. A67502

Place: Mangalore

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 - Website : www.mukkaproteins.com - CIN : L10207KA2010PLC055771



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF MUKKA PROTEINS LIMITED HELD ON FRIDAY, 12TH JUNE 2026 AT 11:10 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT MUKKA CORPORATE HOUSE, DOOR NO. 18-2-16/4, FIRST CROSS, NG ROAD, ATTAVARA, MANGALURU, KARNATAKA - 575001.

ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS

“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 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “Listing Regulations”), and subject to applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and/or any other competent authorities, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the shareholders of the Company, BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”), MCA and/or any other regulatory authority, consent of the Board be and is hereby accorded to create, issue, offer and allot, from time to time, in one or more tranches, up to **2,00,00,000** (Two Crore) Convertible Warrants (“Warrants”), at an **issue price of Rs. 23.50/-** (Rupees Twenty-Three and Fifty Paise Only) per Warrant aggregating up to **Rs. 47,00,00,000/-** (Rupees Forty-Seven Crores Only), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value **Re. 1/-** each at a **premium of Rs. 22.50/-** (Rupees Twenty-Two and Fifty Paise Only) per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to the following persons/entities belonging to the Non-Promoter Category on a preferential basis, subject to approval of the members and other applicable approvals:

S. No.	Name of Proposed Allottees	Category (Promoter /Non-Promoter)	Maximum number of Convertible Warrants proposed to be allotted
1.	Irfan Chapra	Non-Promoter	21,75,000
2.	Reshma Chapra	Non-Promoter	21,75,000
3.	Vishal Maniar	Non-Promoter	25,00,000
4.	Payal Maniar	Non-Promoter	12,00,000
5.	Jasbir Singh Batra	Non-Promoter	5,00,000
6.	Ranjit Singh Batra	Non-Promoter	5,00,000
7.	Gurminder Kaur	Non-Promoter	4,00,000

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 : L10207KA2010PLC055771



Mukka Proteins Limited



ISO 22000
Certified Company



ISO 9001 : 2015
Certified Company



8.	Jasbir Singh And Sons HUF	Non-Promoter	4,00,000
9.	Sarabdeep Kaur Darshan Singh	Non-Promoter	4,00,000
10.	Ranjit Singh and Sons HUF	Non-Promoter	4,00,000
11.	Multiplex Capital Limited	Non-Promoter	3,50,000
12.	Hiren Hiralal Shiyal	Non-Promoter	22,50,000
13.	B A Abdul Nasir	Non-Promoter	22,50,000
14.	Soofikhan Kalandar Asif	Non-Promoter	22,50,000
15.	B H Rizwan	Non-Promoter	22,50,000

RESOLVED FURTHER THAT pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Relevant Date for the purpose of determination of the floor price for the issue of Warrants shall be Friday, June 12, 2026, being 30 days prior to the date deemed to be the date of passing of the Special Resolution through Postal Ballot, i.e. July 12, 2026. In the event the Relevant Date falls on a weekend or a holiday, the day preceding such weekend or holiday shall be considered as the Relevant Date in accordance with the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or exchanges or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- i. The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- ii. Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- iii. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

Mfrs. & Exporters of Steam Dried Fish Meal, Fish Oil & Fish Soluble Paste

Factory : D. No. 14-161 to 164, Sasiithlu 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 : L10207KA2010PLC055771



Mukka Proteins Limited



ISO 22000
Certified Company



ISO 9001 : 2015
Certified Company



- iv. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- v. In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- vi. The Warrants and the Equity Shares arising out of the conversion of such Warrants shall be subject to the lock-in requirements specified under Regulation 167 and other applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
- vii. The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 read with the applicable rules made thereunder and subject to the approval of the members of the Company and receipt of such statutory, regulatory and other approvals as may be required, the Board be and is hereby authorised to identify and record the names and addresses of the proposed allottees and to issue Private Placement Offer-cum-Application Letter in Form PAS-4, to the proposed allottees for subscription to the Convertible Warrants proposed to be issued on preferential basis

RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option attached to the Warrants by the respective Warrant Holder(s) in accordance with the terms of issue and applicable laws.

RESOLVED FURTHER for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate, including but not limited to finalising and

Mfrs. & Exporters of Steam Dried Fish Meal, Fish Oil & Fish Soluble Paste



Mukka Proteins Limited



ISO 22000
Certified Company



ISO 9001 : 2015
Certified Company



determining the detailed terms and conditions of the issue, making modifications thereto to the extent permissible under applicable laws, issuing clarifications, resolving any questions, difficulties or doubts that may arise, executing and delivering all agreements, documents, writings, applications and instruments, appointing intermediaries, advisors, consultants, agencies and other professionals, making applications and obtaining approvals, permissions and sanctions from BSE Limited, National Stock Exchange of India Limited, the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and/or any other statutory, regulatory or governmental authority, filing requisite forms, returns and documents, undertaking corporate actions, obtaining listing and trading approvals, admitting the Warrants and Equity Shares to the depositories, crediting the Warrants and/or Equity Shares to the respective demat accounts of the allottees, and generally to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient in connection with or incidental to the preferential issue, allotment, conversion, listing and trading of the Warrants and the Equity Shares arising therefrom.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the preferential issue and allotment of the Warrants, conversion thereof into Equity Shares, listing and trading of such Equity Shares and utilisation of the issue proceeds, and that the decisions of the Board in this regard shall be final and binding

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon it by these resolutions to any Committee of Directors, any Director, the Company Secretary, Chief Financial Officer or any other officer(s) or authorised representative(s) of the Company, as may be deemed necessary or expedient, for giving effect to these resolutions.

RESOLVED FURTHER THAT all actions taken and documents executed by the Board or any Committee thereof, Director(s), Company Secretary or authorised officer(s) of the Company in connection with the matters referred to herein be and are hereby ratified, confirmed and approved in all respects.”

“Certified true copy”

For **MUKKA PROTEINS LIMITED**

MEHABOBSAB
MAHMADGOUS CHALYAL

Digitally signed by MEHABOBSAB
MAHMADGOUS CHALYAL
Date: 2026.06.12 18:24:44 +05'30'

MEHABOBSAB MAHMADGOUS CHALYAL
COMPANY SECRETARY
MEMBERSHIP NO.: A67502
RASULPUR ONI 1ST CROSS, NEAR ROUNAKPUR MASJID,
DHARWAD, KARNATAKA – 580001

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 : L10207KA2010PLC055771

MUKKA PROTEINS LIMITED**Corporate Identity No. (CIN):** L10207KA2010PLC055771**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
Saturday, 13th June 2026 (9.00 a.m. IST)	Sunday, 12th July 2026 (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 General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 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 Resolution through Postal Ballot only by way of voting through electronic means ('Remote e-Voting'):

Sl. No.	Particulars
1.	Issuance of warrants convertible into equity shares of the Company on preferential basis

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.

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 Saturday, 13th June 2026 till 5.00 P.M. on Sunday, 12th July 2026. The e-Voting module will be disabled / blocked after the business hours i.e. 5.00 P.M., on Sunday, 12th July 2026 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 Sunday, 12th July 2026 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 Wednesday, 10th June 2026 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. Sunday, 12th July 2026. The last date for e-Voting i.e. Sunday, 12th July 2026 shall be deemed to be the effective date of passing of the Resolution as per SS-2.

SPECIAL BUSINESS

ITEM NO. 1: ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS:

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 section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of Chapter V of 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 as amended up to date (the “Listing Regulations”), and subject to any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority including BSE Limited (“Stock Exchange”), National Stock Exchange of India Limited (“NSE”), MCA and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Director (the “Board”) of the Company in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, up to 2,00,00,000 (Two Crore) Convertible Warrants (“Warrants”), at an issue price of Rs. 23.50/- (Rupees Twenty-Three and Fifty Paise Only) per Warrant, aggregating up to Rs. 47,00,00,000/- (Rupees Forty-Seven Crores Only) (“Total Issue Size”), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value Rs. 1/- (Rupees One only), each at a premium of Rs.22.50/- (Rupees Twenty-Two and Fifty Paise Only) per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons/entities specified below (“Warrant Holder”/ “Proposed Allottees”) belonging to the non-promoter Category of the Company on a preferential basis

(“Preferential Issue”), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

S. No.	Name of Proposed Allottees	Category (Promoter /Non-Promoter)	Maximum number of Convertible Warrants proposed to be allotted
1.	Mr. Irfan Chapra	Non-Promoter	21,75,000
2.	Ms. Reshma Chapra	Non-Promoter	21,75,000
3.	Mr. Vishal Maniar	Non-Promoter	25,00,000
4.	Ms. Payal Maniar	Non-Promoter	12,00,000
5.	Mr. Jasbir Singh Batra	Non-Promoter	5,00,000
6.	Mr. Ranjit Singh Batra	Non-Promoter	5,00,000
7.	Mr. Gurminder Kaur	Non-Promoter	4,00,000
8.	Jasbir Singh And Sons HUF	Non-Promoter	4,00,000
9.	Mr. Sarabdeep Kaur Darshan Singh	Non-Promoter	4,00,000
10.	Ranjit Singh and Sons HUF	Non-Promoter	4,00,000
11.	Multiplex Capital Limited	Non-Promoter	3,50,000
12.	Mr. Hiren Hiralal Shiyal	Non-Promoter	22,50,000
13.	Mr. B A Abdul Nasir	Non-Promoter	22,50,000
14.	Mr. Soofikhan Kalander Asif	Non-Promoter	22,50,000
15.	Mr. B H Rizwan	Non-Promoter	22,50,000

RESOLVED FURTHER THAT pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Relevant Date for the purpose of determination of the floor price for the issue of Warrants shall be Friday, June 12, 2026, being 30 days prior to the date deemed to be the date of passing of the Special Resolution through Postal Ballot, i.e. July 12, 2026. In the event the Relevant Date falls on a weekend or a holiday, the day preceding such weekend or holiday shall be considered as the Relevant Date in accordance with the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or exchanges or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- i. The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.

- ii. Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- iii. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- iv. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- v. In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- vi. The Warrants and the Equity Shares arising out of the conversion of such Warrants shall be subject to the lock-in requirements specified under Regulation 167 and other applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
- vii. The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer(including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to Stock Exchange for obtaining of in- principle approval, filing of requisite documents with the Registrar of Companies, Karnataka (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Warrants or Equity Shares 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 be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.”

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

**Date: 12-06-2026
Place: Mangalore**

MEHABOBSAB MAHMADGOUS CHALYAL
Digitally signed by
MEHABOBSAB
MAHMADGOUS
CHALYAL
Date: 2026.06.12
18:18:55 +05'30'

**Company Secretary
Mehaboobsab 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 Wednesday, 10th June 2026 (“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. Wednesday, 10th June 2026. 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. Sunday, 12th July 2026. 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 Saturday, 13th June 2026 and will end at 5:00 P.M. (IST) on Sunday, 12th July 2026. During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 10th June 2026, 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 Sunday, 12th July 2026, 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 INSTRUCTIONS 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 Saturday, 13th June 2026 and ends on Sunday, 12th July 2026. 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 Wednesday, 10th June 2026 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 & My Easi New (Token) 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 & My Easi New (Token) 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 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, users 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository</p>	<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</p>

Participants (DP)	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. 1800 21 09911.
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.: 022 - 4886 7000 and 022 - 2499 7000.

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 and joining virtual meetings 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	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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	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.

Date of Birth (DOB)	<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 of “**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 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 (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 21 09911.

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 21 09911.

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

ITEM NO. 1: ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS:

The Company requires additional funds to meet its working capital requirements, support business expansion initiatives and for general corporate purposes. In order to augment the long-term financial resources of the Company and strengthen its capital base, the Board of Directors has considered various fundraising alternatives and has identified the preferential issue of convertible warrants as a cost-effective and time-efficient mode of raising capital.

Accordingly, the Board of Directors of the Company, at its meeting held on Friday, June 12, 2026, approved, subject to the approval of the Members and such other statutory and regulatory approvals as may be required, the issuance of up to 2,00,00,000 (Two Crore) Convertible Warrants ("Warrants"), each convertible into or exchangeable for one Equity Share of the Company, on a preferential basis to the proposed allottees in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and other applicable laws.

Pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the SEBI ICDR Regulations, the proposed preferential issue of Warrants requires the approval of the Members of the Company by way of a Special Resolution.

The disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Chapter V of the SEBI ICDR Regulations and other applicable provisions of law in relation to the proposed Preferential Issue are set out hereunder:

a) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors of the Company, at its meeting held on Friday, June 12, 2026, subject to the approval of the Members of the Company and such other statutory, regulatory and governmental approvals, permissions and sanctions as may be required, approved the issuance and allotment, in one or more tranches, of up to 2,00,00,000 (Two Crore) Convertible Warrants ("Warrants"), at an issue price of Rs. 23.50/- (Rupees Twenty-Three and Fifty Paise Only) per Warrant, aggregating up to Rs. 47,00,00,000/- (Rupees Forty-Seven Crores Only) ("Total Issue Size").

Each Warrant shall carry a right exercisable by the Warrant Holder to subscribe to and be allotted 1 (One) fully paid-up Equity Share of the Company having a face value of Rs. 1/- (Rupees One Only) each at a premium of Rs. 22.50/- (Rupees Twenty-Two and Fifty Paise Only) per Equity Share, within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

The Warrants are proposed to be issued on a preferential basis to the persons/entities identified in this Notice ("Proposed Allottees"), belonging to the Non-Promoter Category of the Company, for cash consideration payable through banking channels/electronic modes, and on such terms and conditions as

may be determined by the Board in accordance with the provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws.:

S. No.	Name of Proposed Allottees	Category (Promoter /Non-Promoter)	Maximum number of Convertible Warrants proposed to be allotted
1.	Mr. Irfan Chapra	Non-Promoter	21,75,000
2.	Ms. Reshma Chapra	Non-Promoter	21,75,000
3.	Mr. Vishal Maniar	Non-Promoter	25,00,000
4.	Ms. Payal Maniar	Non-Promoter	12,00,000
5.	Mr. Jasbir Singh Batra	Non-Promoter	5,00,000
6.	Mr. Ranjit Singh Batra	Non-Promoter	5,00,000
7.	Mr. Gurminder Kaur	Non-Promoter	4,00,000
8.	Jasbir Singh And Sons HUF	Non-Promoter	4,00,000
9.	Mr. Sarabdeep Kaur Darshan Singh	Non-Promoter	4,00,000
10.	Ranjit Singh and Sons HUF	Non-Promoter	4,00,000
11.	Multiplex Capital Limited	Non-Promoter	3,50,000
12.	Mr. Hiren Hiralal Shiyal	Non-Promoter	22,50,000
13.	Mr. B A Abdul Nasir	Non-Promoter	22,50,000
14.	Mr. Soofikhan Kalandar Asif	Non-Promoter	22,50,000
15.	Mr. B H Rizwan	Non-Promoter	22,50,000

b) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

The Company proposes to create, offer, issue and allot, in one or more tranches, up to 2,00,00,000 (Two Crore) Convertible Warrants ("Warrants"), on a preferential basis to the proposed allottees identified by the Board.

Each Warrant shall carry a right exercisable by the Warrant Holder to subscribe to and be allotted 1 (One) fully paid-up Equity Share of the Company having a face value of Rs. 1/- (Rupees One Only) each, at an issue price of Rs. 23.50/- (Rupees Twenty-Three and Fifty Paise Only) per Warrant, comprising a face value of Rs. 1/- (Rupees One Only) each at a premium of Rs. 22.50/- (Rupees Twenty-Two and Fifty Paise Only) per Equity Share upon conversion.

The aggregate consideration for the proposed Preferential Issue shall be up to Rs. 47,00,00,000/- (Rupees Forty-Seven Crores Only), assuming full subscription and conversion of all the Warrants into Equity Shares in accordance with the terms of the issue and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws.

c) Purpose/Object of the preferential issue

The Company proposes to raise funds by way of a preferential issue of Convertible Warrants in order to augment its financial resources and strengthen its capital base. The proceeds of the proposed Preferential Issue are intended to be utilized towards meeting the Company's working capital requirements, funding business expansion plans, supporting growth initiatives and for other general corporate purposes, as may be permitted under applicable laws.

Considering factors such as cost efficiency, certainty of funding, flexibility and the time required for execution, the Board of Directors is of the view that the proposed Preferential Issue represents an appropriate and efficient mode of raising additional capital for the Company.

Accordingly, the Board has approved raising funds of up to Rs. 47,00,00,000/- (Rupees Forty-Seven Crores Only) through the issuance of up to 2,00,00,000 (Two Crore) Convertible Warrants on a preferential basis to the proposed allottees belonging to the Non-Promoter Category of the Company.

The funds proposed to be raised through the Preferential Issue shall be utilized for the aforesaid purposes in such manner and proportion as may be determined by the Board from time to time, subject to applicable laws and regulatory requirements. The proposed infusion of funds is expected to support the Company's growth plans, improve its financial flexibility and facilitate the achievement of its business objectives.

d) Basis on which the price has been arrived at along with report of the Registered Valuer

The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). NSE, being the Stock Exchange having higher trading volume in respect of the Equity Shares of the Company during the relevant period, has been considered for determining the issue price.

In terms of Regulation 164(1) of the SEBI ICDR Regulations, the floor price of the Equity Shares to be allotted upon conversion of the Convertible Warrants has been determined on the basis of the higher of:

- a) Rs. 23.17 per Equity Share, being the 90 Trading Days' Volume Weighted Average Price ("VWAP") of the Equity Shares of the Company quoted on NSE preceding the Relevant Date; or
- b) Rs. 22.26 per Equity Share, being the 10 Trading Days' VWAP of the Equity Shares of the Company quoted on NSE preceding the Relevant Date.

Accordingly, the floor price determined under Regulation 164(1) of the SEBI ICDR Regulations is Rs. 23.17 per Equity Share.

The Company confirms that its Articles of Association do not contain any restrictive provisions relating to preferential issue of securities and do not prescribe any specific method for determination of price in case of a preferential issue.

Further, the Company has obtained a valuation report from Ms. Kavita Joshi, Chartered Accountant (Membership No. 190551) and Registered Valuer (IBBI Registration No. IBBI/RV/06/2025/15868), having her office at 303, Building No. 9, Phase-I, Vardhaman Vatika Complex, Vasind, Taluka Shahapur, Thane – 421601.

Accordingly, the issue price has been determined as the higher of:

- (i) the price determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations, being Rs. 23.17 per Convertible Warrant; and

(ii) the price determined based on the valuation report of the Registered Valuer, being Rs. 23.17 per Convertible Warrant.

Accordingly, the floor price for the proposed preferential issue has been determined at Rs. 23.17 per Convertible Warrant, being the higher of the aforesaid values.

The Board of Directors has approved the issue price of Rs. 23.50/- (Rupees Twenty-Three and Fifty Paise Only) per Convertible Warrant, which is not lower than the floor price determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations.

The valuation report dated June 12, 2026 issued by Ms. Kavita Joshi, Registered Valuer (IBBI Registration No. IBBI/RV/06/2025/15868), shall be available for inspection by the Members through electronic mode during the period commencing from the date of dispatch of this Notice until the last date of remote e-voting.

The valuation report has been obtained for determining the valuation and pricing of the Convertible Warrants proposed to be issued on a preferential basis in accordance with the applicable provisions of the SEBI ICDR Regulations.

A copy of the valuation report issued by the Registered Valuer shall be available for inspection by the Members through electronic mode during business hours on all working days from the date of dispatch of this Notice up to the last date of remote e-voting, i.e., July 12, 2026.

The valuation report is also available on the website of the Company at <https://mukkaproteins.com/corporate-announcements/> and may be accessed by the Members during the aforesaid period.

e) Regulation 166A of the SEBI ICDR Regulations

The proposed preferential issue, whether considered individually or when aggregated with allotments proposed to be made to the proposed allottee(s) and/or allottee(s) acting in concert, does not exceed 5% of the post-issue fully diluted share capital of the Company. Further, the proposed preferential issue does not result in any change in control of the Company. Accordingly, the provisions of Regulation 166A of the SEBI ICDR Regulations are not applicable.

However, as a matter of abundant caution and good governance, the Company has obtained a valuation report from an Independent Registered Valuer for determination of the issue price of the Convertible Warrants proposed to be issued on a preferential basis.

f) Relevant Date

In accordance with Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Relevant Date for determining the floor price of the Convertible Warrants proposed to be issued on a preferential basis is Friday, June 12, 2026, being 30 (Thirty) days prior to the date on which the Special Resolution is deemed to have been passed by the Members through Postal Ballot, i.e., Sunday, July 12, 2026.

In the event that the Relevant Date falls on a weekend or a holiday, the day preceding such weekend or holiday shall be considered as the Relevant Date in accordance with the provisions of the SEBI ICDR Regulations;

g) Identity of the Proposed Allottees (including the Natural Persons who are the Ultimate Beneficial Owners of the Equity Shares proposed to be allotted and/or who ultimately control), the Percentage of Post-Preferential Issue Capital that may be held by them, Change in Control, if any, consequent to the Preferential Issue and the Current and Proposed Status of the Allottees.

The proposed Preferential Issue of Convertible Warrants is being made to the persons/entities identified by the Board of Directors, all of whom belong to the Non-Promoter Category. The details of the proposed allottees, including their current status, ultimate beneficial owners, pre-issue shareholding, number of Equity Shares proposed to be allotted upon conversion of the Warrants, post-issue shareholding (assuming full conversion of the Warrants) and their proposed status after the Preferential Issue, are provided below:

Sr. No.	Name of the Proposed Allottees	Current Status (Pre Issue Category / Class)	Name of the Natural Persons who are the ultimate beneficial owners	Pre-issue Shareholding		No. of Equity Shares to be issued (Upon Conversion)	*Post Issue/Allotment of Equity Shares		Proposed Status (Post Issue Category / Class)
				No. of Equity Shares	% of holding		No. of Equity Shares	% of holding	
1.	Mr. Irfan Chapra	Non-Promoter	Self	Nil	Nil	21,75,000	21,75,000	0.68%	Non-Promoter
2.	Ms. Reshma Chapra	Non-Promoter	Self	Nil	Nil	21,75,000	21,75,000	0.68%	Non-Promoter
3.	Mr. Vishal Maniar	Non-Promoter	Self	Nil	Nil	2500000	2500000	0.78%	Non-Promoter
4.	Ms. Payal Maniar	Non-Promoter	Self	Nil	Nil	1200000	1200000	0.38%	Non-Promoter
5.	Mr. Jasbir Singh Batra	Non-Promoter	Self	Nil	Nil	5,00,000	5,00,000	0.16%	Non-Promoter
6.	Mr. Ranjit Singh Batra	Non-Promoter	Self	Nil	Nil	5,00,000	5,00,000	0.16%	Non-Promoter
7.	Mr. Gurminde r Kaur	Non-Promoter	Self	Nil	Nil	4,00,000	4,00,000	0.13%	Non-Promoter
8.	Jasbir Singh And Sons HUF	Non-Promoter	Karta of HUF is Mr. Jasbir Singh Batra	Nil	Nil	4,00,000	4,00,000	0.13%	Non-Promoter

9.	Mr. Sarabdeep Kaur Darshan Singh	Non-Promoter	Self	Nil	Nil	4,00,000	4,00,000	0.13%	Non-Promoter
10.	Ranjit Singh and Sons HUF	Non-Promoter	Karta of HUF is Mr. Ranjit Singh Batra	500	0.0001%	4,00,000	4,00,500	0.13%	Non-Promoter
11.	Multiplex Capital Limited	Non-Promoter	UBO - Mr. Praveen Aggarwal	Nil	Nil	3,50,000	3,50,000	0.11%	Non-Promoter
12.	Mr. Hiren Hiralal Shiyal	Non-Promoter	Self	24,000	0.008%	22,50,000	22,74,000	0.71%	Non-Promoter
13.	Mr. B A Abdul Nasir	Non-Promoter	Self	Nil	Nil	22,50,000	22,50,000	0.70%	Non-Promoter
14.	Mr. Soofikhan Kalander Asif	Non-Promoter	Self	Nil	Nil	22,50,000	22,50,000	0.70%	Non-Promoter
15.	Mr. B H Rizwan	Non-Promoter	Self	254055	0.08%	22,50,000	25,04,055	0.78%	Non-Promoter

Note - *Post-issue shareholding has been calculated assuming full conversion of all the Convertible Warrants into Equity Shares and assuming that there is no other change in the paid-up equity share capital of the Company.

Further, the proposed Preferential Issue shall not result in any change in the control or management of the Company. The proposed allottees shall continue to be classified as Non-Promoters both before and after the Preferential Issue.

h) Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer:

None of the Promoters, members of the Promoter Group, Directors or Key Managerial Personnel of the Company intends to subscribe to the Convertible Warrants proposed to be issued pursuant to the Preferential Issue.

Accordingly, no Promoter, member of the Promoter Group, Director or Key Managerial Personnel of the Company shall participate in the proposed Preferential Issue of Convertible Warrants.

i) the proposed time within which the allotment shall be completed.

As required under the SEBI ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may

be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority or Exchanges or any Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

j) The pre issue and post issue shareholding pattern of the company in the following format:

Sr. No.	Category	Pre-Issue Shareholding		*Post Issue Shareholding (Presuming full conversion of warrants) #	
		No. of equity shares held	% of Shares	No. of equity shares held	% of Shares
A	Promoter & Promoter Group Share holding				
A1	Indian Promoter	22,00,00,000	73.33%	22,00,00,000	68.75%
A2	Foreign Promoter	-	-	-	-
	Sub Total (A)	22,00,00,000	73.33%	22,00,00,000	68.75%
B	Public Share holding				
B1	Institutions	-	-	-	-
B2	Institutions (Domestic) Mutual Funds	-	-	-	-
B3	Institutions (Foreign)	50,88,984	1.70%	50,88,984	1.59%
B4	Central Government / State Government(s)/President of India	-	-	-	
B5	Non-Institutions Investor Education and Protection Fund (IEPF)	-	-	-	
i	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	
ii	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	6,71,92,313	22.40%	6,71,92,313	21.00%
iii	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	39,44,276	1.31%	2,27,94,276	7.12%
iv	Non-Resident Indians (NRIs)	15,50,932	0.52%	15,50,932	0.48%
v	Bodies Corporate	651,060	0.22%	10,01,060	0.31%
vi	Any Other (including HUFs)	15,72,435	0.52%	23,72,435	0.74%
	Sub Total B=B1+B2+B3+B4+B5	8,00,00,000	26.67%	10,00,00,000	31.25%
	Total Shareholding (A+B)	30,00,00,000	100%	32,00,00,000	100.00%

*The Shareholding details are assuming the full conversion of outstanding warrants.

k) The 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.

The Company has not made any allotment of securities on a preferential basis during the financial year 2026-27 up to the date of this Notice. Accordingly, no securities have been allotted on a preferential basis and no issue price has been determined or paid in respect of any such allotment during the said period.

l) Principle terms of assets charged as securities.

The Convertible Warrants proposed to be issued pursuant to the Preferential Issue are unsecured in nature and no assets of the Company are proposed to be charged or encumbered in connection with the issue of the Convertible Warrants or the Equity Shares arising upon conversion thereof.

Accordingly, there are no principal terms of assets charged as security that are required to be disclosed pursuant to the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

m) Material terms of raising such securities

The Convertible Warrants proposed to be issued pursuant to the Preferential Issue shall entitle the holders thereof to apply for and be allotted one (1) fully paid-up Equity Share of the Company against each Warrant, upon payment of the balance consideration and exercise of the conversion option within a period of 18 (Eighteen) months from the date of allotment of the Warrants, in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Equity Shares allotted pursuant to the exercise of the Convertible Warrants shall rank pari passu in all respects with the existing Equity Shares of the Company, including with respect to voting rights, dividend entitlement and all other corporate benefits, if any, accruing to the Equity Shareholders of the Company from the date of allotment.

The Convertible Warrants shall be issued and allotted on such other terms and conditions as may be prescribed under the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws.

n) Lock-In Period & Transferability

The Convertible Warrants proposed to be allotted pursuant to the Preferential Issue and the Equity Shares arising upon conversion thereof shall be subject to the lock-in requirements prescribed under Regulation 167 and other applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

The pre-preferential shareholding, if any, of the Proposed Allottees shall also be subject to lock-in in accordance with the applicable provisions of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be in accordance with Regulation 167(6) of the SEBI ICDR Regulations granted for the preferentially allotted securities or such other period as may be prescribed under the SEBI ICDR Regulations from time to time.

The Convertible Warrants and the Equity Shares allotted pursuant to their conversion shall be transferable only in accordance with the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

o) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

The proposed Preferential Issue of Convertible Warrants is being made for cash consideration and, accordingly, no justification is required in respect of allotment for consideration other than cash.

However, for the purpose of determining the issue price and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company has obtained a valuation report from a Registered Valuer. The issue price of the Convertible Warrants has been determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations and is not less than the floor price prescribed thereunder.

p) Certificate of Practicing Company Secretary

The Certificate issued by Mr. Rajkumar Chandulal Gupta, Practicing Company Secretary, Proprietor of Rajkumar Gupta & Co. (Membership No. 11272; Certificate of Practice No. 18582), certifying that the proposed Preferential Issue of Convertible Warrants is being made in accordance with the requirements of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, shall be available for inspection by the Members through electronic mode during the period of remote e-voting.

The said certificate shall also be made available on the website of the Company at <https://mukkaproteins.com/corporate-announcements/> and shall be accessible to the Members up to the date of declaration of the results of the Postal Ballot.

q) Other disclosures/Undertaking

i. The Company, its Promoters and Directors are not categorized as wilful defaulters by any bank, financial institution or consortium thereof in accordance with the guidelines issued by the Reserve Bank of India and have not been classified as fraudulent borrowers. Accordingly, the disclosures prescribed under Regulation 163(1)(i) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are not applicable.

ii. None of the Promoters, members of the Promoter Group or Directors of the Company are fugitive economic offenders as defined under the SEBI ICDR Regulations.

iii. The Company is in compliance with the applicable provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013 and the rules and regulations made thereunder, including the SEBI ICDR Regulations and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iv. The Company has obtained the Permanent Account Number (PAN) of the Proposed Allottees, except those allottees who may be exempt from specifying PAN for transacting in the securities market under applicable laws and regulations.

- v. The Company has made / shall make an application to BSE Limited and National Stock Exchange of India Limited for obtaining in-principle approval for the proposed Preferential Issue in terms of Regulation 28 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions.
- vi. The Company is in compliance with the conditions for continuous listing prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreements entered into with the Stock Exchanges.
- vii. Since the Equity Shares of the Company have been listed on the recognised Stock Exchanges for a period exceeding 90 Trading Days preceding the Relevant Date, the provisions relating to re-computation of issue price under Regulation 164(3) of the SEBI ICDR Regulations are not applicable.
- viii. The Proposed Allottees have not sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date. The Company has complied with the requirements of Regulation 159 of the SEBI ICDR Regulations.
- ix. The Equity Shares, if any, held by the Proposed Allottees in the Company are in dematerialised form.
- x. None of the Promoters or members of the Promoter Group has subscribed to any warrants of the Company during the one year preceding the Relevant Date.
- xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 and the applicable provisions of the SEBI ICDR Regulations require approval of the Members by way of a Special Resolution for issuance of securities on a preferential basis.

The Board of Directors is of the opinion that the proposed Preferential Issue is in the best interests of the Company and its Members and accordingly recommends the Special Resolution set out in Item No. 1 of this Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

Date: 12-06-2026
Place: Mangalore

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

MEHABOBSAB
MAHMADGOUS
CHALYAL

Digitally signed by
MEHABOBSAB
MAHMADGOUS CHALYAL
Date: 2026.06.12 18:19:50
+05'30'

Company Secretary
Mehaboobsab Mahmados Chalyal
Membership No.: A67502

Rajkumar Gupta & Co.

Company Secretaries

To, The Chief General Manager Listing Operation, BSE Limited, 20th Floor, P. J.Towers, Dalal Street, Mumbai – 400 001.	To, The General Manager, Listing Operation, National Stock Exchange of India Limited, "Exchange Plaza", 5th Floor, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai - 400051.
---	--

Sub: Certificate in connection with application for In-Principle Approval for issue and allotment of 2,00,00,000 (Two Crore) Convertible Warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

We, Rajkumar Chandulal Gupta, Practicing Company Secretary, have examined the relevant records and documents of Mukka Proteins Limited ("the Company") in connection with the proposed preferential issue of 2,00,00,000 Convertible Warrants in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and hereby certify as under:

a) None of the proposed allottee(s) has sold or transferred any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date, i.e., June 12, 2026. Further, none of the proposed allottee(s) belongs to the promoter or promoter group of the Company.

b) Except for the proposed allottee(s) mentioned below, none of the proposed allottees holds any equity shares of the Company as on the Relevant Date, i.e., June 12, 2026.

Sr. no	Name of Proposed Allottee holding equity shares of the Issuer Company as on the Relevant Date	Category	PAN No.	No. of equity shares held as on the Relevant Date
--------	---	----------	---------	---

Rajkumar Gupta & Co.

Company Secretaries

1	Mr. B H Rizwan	Non-Promoter	ABDPH1627E	254,055
2	Mr. Hiren Hiralal Shiyal	Non-Promoter	CNKPS6739K	24,000
3	Ranjit Singh and Sons HUF	Non-Promoter	AAIHR0754G	500

c) The pre-preferential shareholding of the proposed allottee(s), wherever applicable, has been identified and shall remain locked-in in accordance with Regulation 167(6) of the SEBI ICDR Regulations. Further, there shall be no sale, transfer, disposal, pledge or creation of any encumbrance on such pre-preferential shareholding from the Relevant Date until the expiry of the applicable lock-in period prescribed under the SEBI ICDR Regulations.

Name of Proposed Allottee	DP ID *	Pre-preferential holding	**Lock-in details		Pledged with	Pledge end date
			From	To		
Mr. B H Rizwan	12081600-83284500	254,055	12-06-2026	25-11-2026	NA	NA
Ranjit Singh and Sons HUF	IN30096611344339	500	12-06-2026	25-11-2026	NA	NA
Mr. Hiren Hiralal Shiyal	IN30143694257880	24,000	12-06-2026	25-11-2026	NA	NA

(*) client id/folio no in case allottee holds the securities in physical form.

** The lock-in period mentioned above has been indicated based on the assumption and information provided by the Company that the trading approval for the proposed preferential issue will be received on or before August 27, 2026. Accordingly, the lock-in end date has been computed considering the period prescribed under Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. In the event the actual date of receipt of trading approval differs from the aforesaid assumed date, the lock-in period and corresponding lock-in end date shall stand revised accordingly in compliance with the applicable provisions of the SEBI ICDR Regulations.

Rajkumar Gupta & Co.

Company Secretaries

=====

d) The highest trading volume in respect of the equity shares of the Company during the 90 trading days preceding the Relevant Date has been recorded on the National Stock Exchange of India Limited.

e) The Relevant Date for determination of the issue price in terms of Regulation 161 of the SEBI ICDR Regulations is June 12, 2026.

f) The detailed workings for determination of the floor price in accordance with Regulation 164 of the SEBI ICDR Regulations, together with the valuation report dated June 12, 2026 issued by Ms. Kavita Joshi, Chartered Accountant (Membership No. 190551) and Registered Valuer (IBBI Registration No. IBBI/RV/06/2025/15868), are enclosed herewith. The issue price of Rs. 23.50/- per Convertible Warrant has been determined after taking into consideration the floor price computed in accordance with Regulation 164 of the SEBI ICDR Regulations and the valuation determined by the Independent Registered Valuer.

g) All the proposed allottees belong to the Non-Promoter category and are eligible for allotment under Regulation 159 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. None of the proposed allottees belongs to the promoter or promoter group of the Company.

h) The proposed issue is being made in compliance with the provisions of Chapter V of the SEBI ICDR Regulations, Sections 42 and 62 of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of the Companies Act, 2013. Further, the Company has complied with all applicable statutory requirements and no regulatory or statutory authority has restrained the Company from undertaking the proposed preferential issue.

i) The proposed preferential issue is in compliance with the provisions of the Memorandum of Association and Articles of Association of the Company. Further, the Articles of Association of the Company do not prescribe any specific methodology for determination of the issue price.

j) The proposed preferential issue, whether considered individually or when aggregated with allotments proposed to be made to any proposed allottee and/or allottees acting in concert, does not result in allotment of more than 5% of the post-issue fully diluted share capital of the Company. Further, the

Rajkumar Gupta & Co.

Company Secretaries

=====

proposed preferential issue does not result in any change in control of the Company. Accordingly, the provisions of Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are not applicable.

However, as a matter of abundant caution and good governance, the Company has obtained a valuation report from an Independent Registered Valuer for determination of the issue price of the Convertible Warrants proposed to be issued on a preferential basis.

Thanking you,

Yours sincerely,

**For Rajkumar Gupta & Co.,
Practicing Company Secretaries**

Rajkumar
Chandulal
Gupta

Digitally signed by
Rajkumar Chandulal Gupta
Date: 2026.06.12 18:10:12
+05'30'

**CS Rajkumar Gupta
Proprietor
FCS 11272 & CP 18582
Peer Review no. 4285/2023
UDIN: F011272H000620969**

Place - Mumbai

Date – June 12, 2026

Rajkumar Gupta & Co.

Company Secretaries

To, The Chief General Manager Listing Operation, BSE Limited, 20th Floor, P. J.Towers, Dalal Street, Mumbai – 400 001.	To, The General Manager, Listing Operation, National Stock Exchange of India Limited, "Exchange Plaza", 5th Floor, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai - 400051.
---	--

Sub: Certificate for determination of Floor Price in connection with application for In-principle Approval for issue and allotment of 2,00,00,000 (Two Crore) Convertible Warrants on Preferential Basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

We, Rajkumar Chandulal Gupta, Practicing Company Secretary (FCS No. 11272, CP No. 18582), have examined the relevant records, documents and information made available to us by Mukka Proteins Limited ("the Company") and certify that the issue price of Rs. 23.50/- (Rupees Twenty-Three and Fifty Paise Only) per Convertible Warrant proposed to be issued on a preferential basis is not lower than the minimum price determined in accordance with Regulation 164 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

1. The Relevant Date for determination of the minimum issue price in terms of Regulation 161 of the SEBI ICDR Regulations is June 12, 2026.
2. The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and are frequently traded in accordance with Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").
3. NSE, being the stock exchange having higher trading volume in respect of the equity shares of the Company during the relevant period, has been considered for determination of the floor price.

Regd. Office: A/4, 502, Khajuria Cooperative Housing Society, Khajuria Tank Road, Kandivali West, Mumbai: 400067

Mail us at: csrajkumargupta3@gmail.com / ajavg8250@gmail.com Contact us on: +91 9892249388

Rajkumar Gupta & Co.

Company Secretaries

4. The detailed workings for determination of the floor price in accordance with Regulation 164 of the SEBI ICDR Regulations, together with the valuation report dated June 12, 2026 issued by Ms. Kavita Joshi, Chartered Accountant (Membership No. 190551) and Registered Valuer (IBBI Registration No. IBBI/RV/06/2025/15868), are enclosed herewith. The issue price of Rs. 23.50/- per Convertible Warrant has been fixed after considering the floor price determined under Regulation 164 of the SEBI ICDR Regulations and the valuation arrived at by the Independent Registered Valuer. The detailed computation of the floor price under Regulation 164 of the SEBI ICDR Regulations and the valuation report relied upon for determination of the issue price are enclosed as Annexure-A, which forms an integral part of this certificate.

5. The Articles of Association of the Company do not contain any provision requiring a price higher than the floor price determined in accordance with Regulation 164 of the SEBI ICDR Regulations.

This certificate is issued at the request of the Company for submission to BSE Limited and National Stock Exchange of India Limited in connection with its application for obtaining In-principle Approval for the proposed preferential issue.

For Rajkumar Gupta & Co.,
Practicing Company Secretaries

Rajkumar
Chandulal Gupta

Digitally signed by Rajkumar
Chandulal Gupta
Date: 2026.06.12 19:57:26
+05'30'

Rajkumar Gupta
Proprietor
FCS 11272 & CP 18582
Peer Review no. 4285/2023
UDIN: F011272H000621079

Place - Mumbai
Date - June 12, 2026

Regd. Office: A/4, 502, Khajuria Cooperative Housing Society, Khajuria Tank Road, Kandivali West, Mumbai: 400067

Mail us at: csrajkumargupta3@gmail.com / ajavg8250@gmail.com Contact us on: +91 9892249388

Rajkumar Gupta & Co.

Company Secretaries

Annexure-A

Computation of Floor Price and Issue Price for the Proposed Preferential Issue of Convertible Warrants pursuant to Regulation 164 of Chapter V of the SEBI ICDR Regulations, 2018.

Particulars	Details
Name of the Company	Mukka Proteins Limited
Date of Postal Ballot	July 12, 2026
Relevant Date (30 days prior to the General Meeting)	June 12, 2026
Type of Securities	Convertible Warrants convertible into Equity Shares
Face Value per Equity Share	Rs. 1/- each

A. Volume Weighted Average Price (VWAP) for 90 Trading Days

As per the valuation report issued by the Independent Registered Valuer, the Volume Weighted Average Price (VWAP) of the Equity Shares of Mukka Proteins Limited quoted on the stock exchange having the highest trading volume during the 90 trading days preceding the Relevant Date is as under:

$$\text{VolumeWeightedAveragePrice} = \text{SumofTotalValue} \div \text{TotalVolume}$$

Sr. no	Particulars	Amount
1	Total Traded Value (A)	72,80,87,869.05
2	Total Traded Volume (B)	3,14,21,631.00
3	90 Trading Days VWAP (A/B)	23.17

Sr. no	Date	Volume	Value
1	30-Jan-26	3,85,118	88,00,789.64
2	1-Feb-26	7,79,170	1,85,66,629.74
3	2-Feb-26	2,88,450	66,86,839.01

Regd. Office: A/4, 502, Khajuria Cooperative Housing Society, Khajuria Tank Road, Kandivali West, Mumbai: 400067

Mail us at: csrajkumargupta3@gmail.com / ajavg8250@gmail.com Contact us on: +91 9892249388

Rajkumar Gupta & Co.

Company Secretaries

4	3-Feb-26	7,44,660	1,79,49,429.85
5	4-Feb-26	6,14,544	1,48,98,922.69
6	5-Feb-26	2,73,780	64,76,743.58
7	6-Feb-26	12,16,901	2,94,55,468.90
8	9-Feb-26	4,21,224	1,03,91,161.44
9	10-Feb-26	8,10,568	2,02,70,194.87
10	11-Feb-26	3,28,241	80,69,377.71
11	12-Feb-26	20,38,577	5,20,70,678.80
12	13-Feb-26	11,06,596	2,78,73,114.36
13	16-Feb-26	3,08,366	76,04,915.23
14	17-Feb-26	2,62,595	64,95,117.47
15	18-Feb-26	2,89,720	70,55,128.72
16	19-Feb-26	4,26,299	1,01,19,199.45
17	20-Feb-26	2,78,488	65,21,866.21
18	23-Feb-26	2,77,988	64,50,360.94
19	24-Feb-26	2,45,927	56,79,582.55
20	25-Feb-26	3,99,232	90,96,108.13
21	26-Feb-26	3,42,687	77,58,598.35
22	27-Feb-26	1,99,567	45,32,129.91
23	2-Mar-26	4,91,295	1,06,99,152.44
24	4-Mar-26	5,63,197	1,21,14,566.72
25	5-Mar-26	2,39,956	52,52,398.87
26	6-Mar-26	3,37,953	73,91,258.70
27	9-Mar-26	2,42,532	52,00,821.30
28	10-Mar-26	3,02,420	67,15,181.99
29	11-Mar-26	2,77,469	63,89,534.44
30	12-Mar-26	2,53,926	56,94,978.35
31	13-Mar-26	2,32,454	50,97,194.26
32	16-Mar-26	2,43,730	51,83,293.57
33	17-Mar-26	1,46,746	31,33,986.50
34	18-Mar-26	2,11,836	46,11,234.77
35	19-Mar-26	2,24,017	48,26,818.39
36	20-Mar-26	1,77,065	37,69,439.21

Regd. Office: A/4, 502, Khajuria Cooperative Housing Society, Khajuria Tank Road, Kandivali West, Mumbai: 400067

Mail us at: csrajkumargupta3@gmail.com / ajavg8250@gmail.com Contact us on: +91 9892249388

Rajkumar Gupta & Co.

Company Secretaries

37	23-Mar-26	3,69,284	76,06,097.74
38	24-Mar-26	2,34,802	47,99,903.66
39	25-Mar-26	4,24,829	88,38,635.61
40	27-Mar-26	5,60,421	1,12,43,895.13
41	30-Mar-26	10,11,072	1,91,33,869.13
42	1-Apr-26	3,42,224	68,66,353.69
43	2-Apr-26	1,80,355	36,79,355.58
44	6-Apr-26	1,73,601	36,30,490.14
45	7-Apr-26	1,71,528	36,60,459.90
46	8-Apr-26	4,11,158	90,91,373.82
47	9-Apr-26	2,84,031	63,13,890.37
48	10-Apr-26	1,68,711	38,09,369.75
49	13-Apr-26	1,97,718	44,30,858.09
50	15-Apr-26	5,24,244	1,21,17,683.35
51	16-Apr-26	2,66,406	62,33,040.38
52	17-Apr-26	5,21,665	1,25,38,069.50
53	20-Apr-26	3,41,872	81,68,656.62
54	21-Apr-26	1,42,855	34,15,975.77
55	22-Apr-26	6,18,314	1,50,15,516.09
56	23-Apr-26	2,35,373	57,14,789.14
57	24-Apr-26	4,11,469	99,00,310.65
58	27-Apr-26	2,30,086	56,09,855.69
59	28-Apr-26	1,28,139	31,07,105.90
60	29-Apr-26	2,18,530	53,10,315.48
61	30-Apr-26	1,28,153	30,69,730.07
62	4-May-26	1,34,867	32,40,984.87
63	5-May-26	1,19,190	28,59,770.20
64	6-May-26	3,31,828	81,16,896.38
65	7-May-26	1,87,246	45,97,708.88
66	8-May-26	3,76,308	93,26,914.86
67	11-May-26	2,29,902	55,69,026.61
68	12-May-26	7,46,961	1,84,65,892.14
69	13-May-26	2,04,218	49,57,036.95

Regd. Office: A/4, 502, Khajuria Cooperative Housing Society, Khajuria Tank Road, Kandivali West, Mumbai: 400067

Mail us at: csrajikumargupta3@gmail.com / ajavg8250@gmail.com Contact us on: +91 9892249388

Rajkumar Gupta & Co.

Company Secretaries

70	14-May-26	2,43,109	57,94,196.39
71	15-May-26	1,76,553	42,12,128.92
72	18-May-26	2,48,497	56,83,280.65
73	19-May-26	1,03,709	23,92,170.25
74	20-May-26	1,28,421	29,17,377.76
75	21-May-26	1,76,114	40,18,033.67
76	22-May-26	1,28,764	29,01,874.10
77	25-May-26	1,25,161	28,75,534.64
78	26-May-26	1,49,770	34,56,746.95
79	27-May-26	1,42,662	32,94,024.07
80	29-May-26	2,61,559	60,65,003.30
81	1-Jun-26	1,86,887	41,98,560.81
82	2-Jun-26	3,03,108	67,55,019.79
83	3-Jun-26	1,99,705	44,39,708.51
84	4-Jun-26	3,41,946	75,30,515.50
85	5-Jun-26	1,86,277	41,50,975.99
86	8-Jun-26	2,67,615	58,58,767.31
87	9-Jun-26	1,01,540	22,04,048.02
88	10-Jun-26	2,20,955	47,54,642.73
89	11-Jun-26	1,02,241	21,60,603.95
90	12-Jun-26	10,16,384	2,30,82,606.54
	Total	3,14,21,631	72,80,87,869.05
Volume Weighted Average Price 90 Days			Rs. 23.17 per share

B. Volume Weighted Average Price (VWAP) for 10 Trading Days

As per the valuation report issued by the Independent Registered Valuer, the Volume Weighted Average Price (VWAP) of the Equity Shares of Mukka Proteins Limited quoted on the stock exchange having the highest trading volume during the 10 trading days preceding the Relevant Date is as under:

$$\text{Volume Weighted Average Price} = \frac{\text{Sum of Total Value}}{\text{Total Volume}}$$

Sr. no	Particulars	Amount
--------	-------------	--------

Regd. Office: A/4, 502, Khajuria Cooperative Housing Society, Khajuria Tank Road, Kandivali West, Mumbai: 400067

Mail us at: csrajkumargupta3@gmail.com / ajavg8250@gmail.com Contact us on: +91 9892249388

Rajkumar Gupta & Co.

Company Secretaries

1	Total Traded Value (A)	6,51,35,449.15
2	Total Traded Volume (B)	29,26,658
3	10 Trading Days VWAP (A/B)	22.26

Sr. no	Date	Volume	Value
1	01-Jun-26	1,86,887.00	41,98,560.81
2	02-Jun-26	3,03,108.00	67,55,019.79
3	03-Jun-26	1,99,705.00	44,39,708.51
4	04-Jun-26	3,41,946.00	75,30,515.50
5	05-Jun-26	1,86,277.00	41,50,975.99
6	08-Jun-26	2,67,615.00	58,58,767.31
7	09-Jun-26	1,01,540.00	22,04,048.02
8	10-Jun-26	2,20,955.00	47,54,642.73
9	11-Jun-26	1,02,241.00	21,60,603.95
10	12-Jun-26	10,16,384.00	2,30,82,606.54
	Total	29,26,658	6,51,35,449.15
Volume Weighted Average Price 10 Days			22.26 per share

I. Volume Weighted Average Price (VWAP) for a period of 90 trading days of the equity shares of Mukka Proteins Limited quoted on NSE Limited during the last 90 trading days preceding the Relevant date	23.17 per share
II. Volume Weighted Average Price (VWAP) for a period of 10 trading days of the equity shares of Mukka Proteins Limited quoted on NSE Limited during the last 10 trading days preceding the relevant date	22.26 per share
Applicable Minimum Price (Higher of I or II)	23.17 per share

Based on the pricing methodology prescribed under Regulation 164 of Chapter V of the SEBI ICDR Regulations, the minimum floor price for the proposed preferential issue has been determined at Rs. 23.17/- (Rupees Twenty-Three and Seventeen Paise Only) per Convertible Warrant.

Rajkumar Gupta & Co.

Company Secretaries

=====

The Company has also obtained a valuation report dated June 12, 2026 from Ms. Kavita Joshi, Registered Valuer (IBBI Registration No. IBBI/RV/06/2025/15868). After considering the floor price determined in accordance with Regulation 164 of the SEBI ICDR Regulations and the valuation arrived at by the Registered Valuer, the Board of Directors has approved an issue price of Rs. 23.50/- (Rupees Twenty-Three and Fifty Paise Only) per Convertible Warrant.

Accordingly, the issue price of Rs. 23.50/- per Convertible Warrant is not lower than the minimum price determined under Regulation 164 of the SEBI ICDR Regulations and is in compliance with the applicable pricing provisions of Chapter V of the SEBI ICDR Regulations.

VALUATION REPORT

MUKKA PROTEINS LIMITED

Valuation Date: June 12, 2026

REPORT OVERVIEW

VALUATION FOCUS

Fair Valuation of share warrants

CONCLUSION

INR 23.17/- per share

VALUATION FRAMEWORK

SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

VALUER

CA Kavita Joshi

Membership No.: 190551

IBBI Reg. No: IBBI/RV/06/2025/15868

ENGAGEMENT LETTER

June 12, 2026

To,
The Board of Directors
Mukka Proteins Limited

Mukka Corporate House, Door No. 18-2-16/4,
First cross, NG Road, Attavara, Dakshina Kannada,
Mangaluru, Karnataka – 575 001.

Subject: Valuation of Share Warrant

I, CA Kavita Joshi, Registered Valuer– Securities or Financial Assets under the Insolvency and Bankruptcy Board of India (IBBI) (“the Valuer” or “I”), have been appointed by Mukka Proteins Limited (“MPL” or “the Company” or “the Client” or “you”) for Preferential Allotment under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (“ICDR Regulations”) as on June 12, 2026 (“Valuation Date”).

On the basis of information and management discussions with the Client, I have conducted the valuation of shares of MPL as per ICDR Regulations. All information in this report with respect to the valuation subject has been obtained by me from you/ your authorized personnel only. I am responsible only to the Client engaging me and nobody else. I understand that the contents of my report have been reviewed in detail by the Client and that they agree with the contents of this report (especially fact based).

Yours Faithfully




CA Kavita Joshi

Membership No.: 190551

IBBI Reg. No: IBBI/RV/06/2025/15868

UDIN: 26190551ZDBZAO5591

Place: Mumbai

TABLE OF CONTENTS

01

SCOPE AND PURPOSE

02

STANDARD AND PREMISE OF VALUE

03

BACKGROUND OF THE COMPANY

04

SOURCES OF INFORMATION

05

PROCEDURES ADOPTED

06

VALUATION APPROACHES & METHODOLOGIES

07

VALUATION METHOD SELECTED

08

CAVEATS, LIMITATIONS AND DISCLAIMERS

09

RELIANCE ON MANAGEMENT

10

CONCLUSION

11

ANNEXURES

01

SECTION

| SCOPE AND PURPOSE

SCOPE AND PURPOSE

Scope of Work

The scope of work is limited to the use of valuation approaches, methods and procedures to arrive at the value conclusion. The scope includes determining the fair value of equity shares of MPL as of Valuation Date.

Included in the scope are all necessary procedures required to arrive at the value conclusion, a review of the marketplace and industries in which the Company operates, research of comparable companies and the Company's expectations of future business operations.

This valuation is limited by the procedures followed to collect and analyze the information necessary to support the conclusions and by the selection of approaches to value that are deemed most appropriate.

Purpose of the Report

This report, together with the underlying analyses and conclusions, has been prepared solely for the management's use in determining the fair value of the equity shares of MPL in connection with the proposed preferential allotment in accordance with the applicable provisions of the ICDR Regulations.

The report presents the data, assumptions, and methodologies employed in developing my value estimates. The report and analyses are in conformance with the applicable standards.

The valuation is solely for the regulatory purpose. My scope of work is limited to the valuation of share warrants. The use and reliance of the report by any other third party for any other purposes is their choice without holding me responsible.

02

SECTION

STANDARD AND PREMISE OF VALUE

STANDARD AND PREMISE OF VALUE

Standard of Value: Fair Value (FV)

The standard of value used in performing the analyses is Fair Value (“FV”). The term FV is defined by the Institute of Chartered Accountants of India (“ICAI”) Valuation Standard 101.

Definitions as follows:

“The price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date”.

Premise of Value: Going Concern

The Institute of Chartered Accountants of India (“ICAI”) has issued a series of valuation standards. Valuation Standard 102: Valuation Bases defines the premise of value as “the conditions and circumstances how an asset is deployed”. It defines going-concern value as “the value of a business enterprise that is expected to continue to operate into the future”.

The premise of value for our analyses is going concern value as there is neither a planned nor contemplated discontinuance of any line of business nor any liquidation of the Company.

03

SECTION

BACKGROUND OF THE COMPANY

BACKGROUND OF THE COMPANY

Company Profile

- Mukka Proteins Limited (“MPL” or “the Company”) is a public listed company domiciled in India and incorporated under the provisions of Companies Act, 1956 having registered office at Mukka Corporate House, Door No. 18-2-16/4, First cross, NG Road, Attavara, Dakshina Kannada, Mangaluru, Karnataka – 575 001.
- MPL is a leading Indian animal protein company specializing in the production of fish meal, fish oil, and fish soluble paste for the animal nutrition industry. With nearly five decades of experience in the marine sector, the company has established itself as a pioneer in fishmeal manufacturing and was among the first in India to set up a steam-sterilised fishmeal plant.
- MPL is also expanding into sustainable alternative protein solutions, including Black Soldier Fly (BSF) insect meal. Under the leadership of Managing Director & CEO Kalandan Mohammed Haris, the company continues to focus on quality, innovation, and sustainable growth.

Shareholding pattern of the Company as on March 31, 2026-

Particulars	No. of Shares	% holding
Promoter & Promoter Group	22,00,00,000	73.33%
Public	8,00,00,000	26.67%
Total	30,00,00,000	100.00%

**As informed by the Management, there has been no change in the promoter and public shareholding pattern between March 31, 2026, and June 12, 2026*

03

SECTION

| INDUSTRY BACKGROUND

INDUSTRY BACKGROUND - Global Industry Outlook

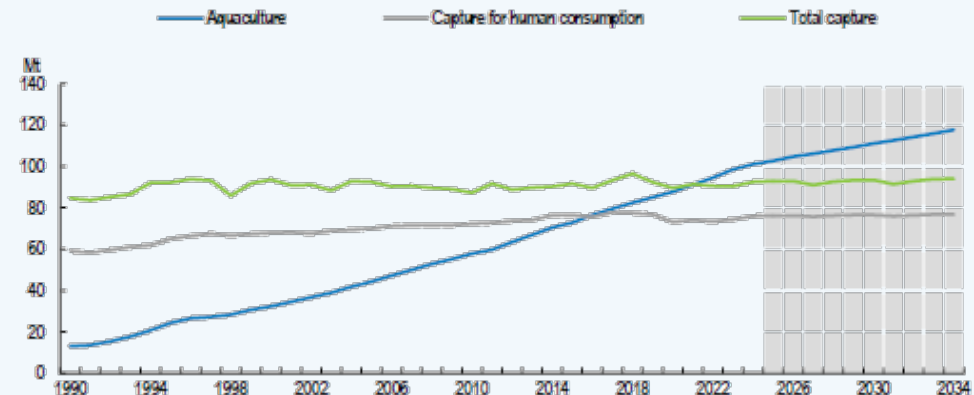
Global Consumption Trends

- Over the coming decade, the value of global consumption of agricultural and fish commodities is projected to grow by 13% from current levels by 2034 in constant USD, with nearly all the additional use expected to occur in middle- and low-income countries. This growth will be primarily driven by growing, more affluent and increasingly urban populations in these regions.
- As incomes rise over the medium term, diets in low- and middle-income countries are projected to shift toward greater consumption of animal products. The projected increase in food consumption from animal sources is particularly notable in lower middle-income countries, where daily per capita intake of livestock and fish products is expected to rise by about 25% on average.

Global Aquaculture Industry

- To support growing demand, global agricultural and fish production is projected to expand by 14% in constant prices over the next decade, with middle-income countries expected to remain the principal sources of global agricultural expansion. These structural shifts in production will be driven by a combination of gradual adoption of innovative and improved technologies, capital investments and more intensive use of fertilisers, feeds and other inputs in middle-income countries.
- Aquaculture continues to remain one of the fastest-growing food production sectors globally, supported by increasing seafood consumption and limitations in capture fisheries production.

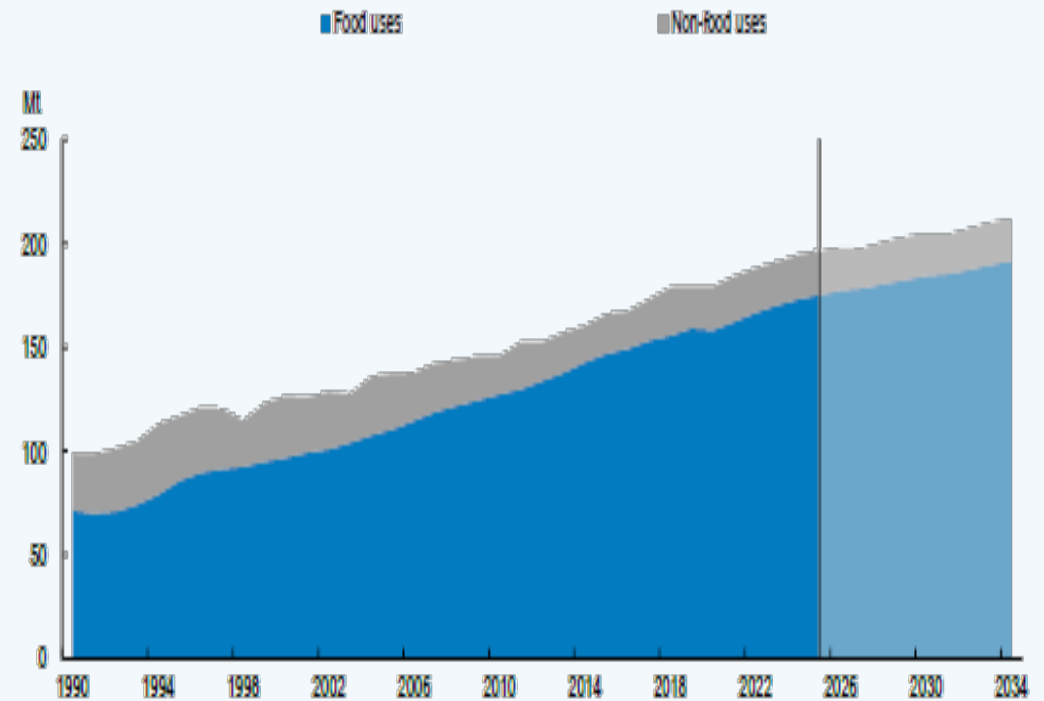
World aquaculture and capture fisheries production



INDUSTRY BACKGROUND - Global Industry Outlook

Global Fishmeal and Fish Oil Industry

- Global demand for aquatic products (including food and non-food uses) is projected to grow by 11% over the coming decade, well below the growth experienced over the last decade (24%). This is mainly due to an expected slowdown in demand growth in Asia (11% compared to 32% over the last decade).
- Demand for non-food uses of aquatic products, primarily for the production of fishmeal and fish oil, is expected to grow more slowly than demand for food uses.
- Over the next decade, global per capita consumption of aquatic foods is projected to grow by just 3.3%, a notable deceleration from the 12% growth recorded in the previous decade.
- Fishmeal and fish oil are projected to represent approximately 83% of the 21 Mt live weight of fish and other aquatic products utilised for non-food uses by 2034. Approximately 84% of fishmeal is projected to be consumed by the aquaculture sector as feed by 2034, compared to 78% in the base period.

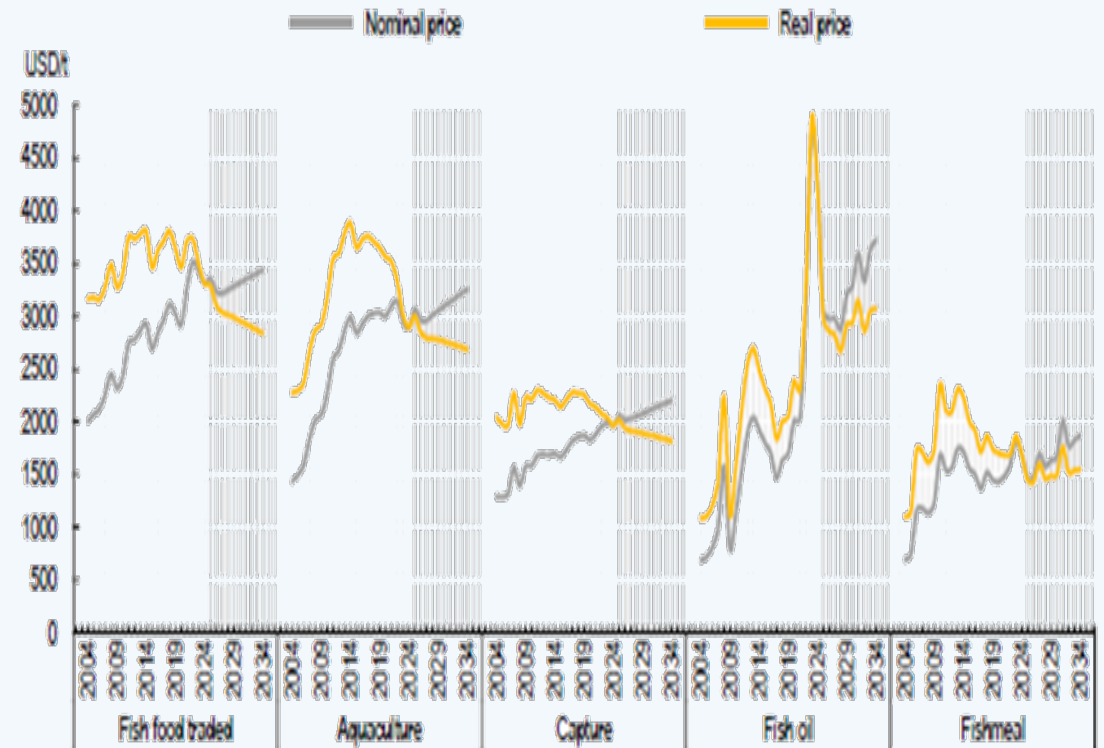


World food and non-food uses of fish and other aquatic products

INDUSTRY BACKGROUND - Global Industry Outlook

Global Fishmeal and Fish Oil Prices

- Prices across all product categories are expected to decline in real terms over the projection period, with the largest declines expected in fish oil and traded fish products. While real prices are expected to decline until 2028, fish oil and fishmeal prices are projected to grow slowly thereafter, with some fluctuations.
- Relative to historic values, fish oil and fishmeal prices are expected to remain high, albeit below historic peaks.
- In real terms, prices of aquaculture and capture fisheries products are expected to decline due to production increases outstripping demand growth, competition from other protein sources and easing inflationary pressures.
- Fish oil prices experienced significant growth between 2022 and 2023 due to supply constraints caused by unusually low anchoveta harvests in Peru and elevated vegetable oil prices. As supply constraints continue to ease, prices are expected to decline until 2028 before returning to their historic trend of slow growth.
- Prices are expected to remain subject to fluctuations due to climatic events such as El Niño and changes in marine raw material availability.



World fish and other aquatic product prices

INDUSTRY BACKGROUND - Global Industry Outlook

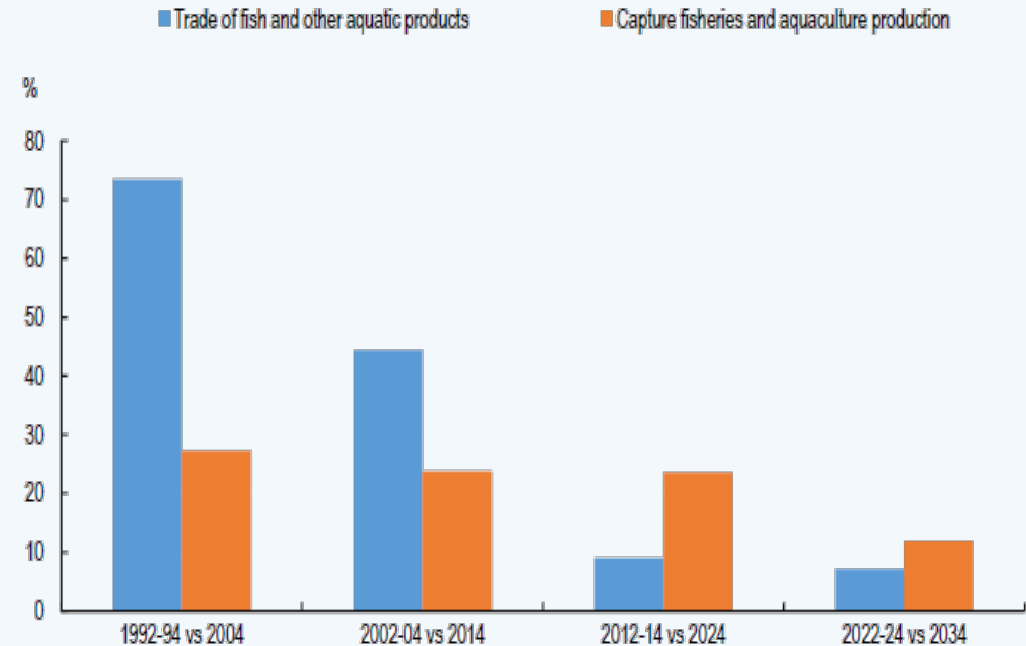
Global Trade

- Aquatic trade remains a vital contributor to foreign exchange earnings, employment generation and global food security. Fish and other aquatic products, for both food and non-food uses, are projected to continue being extensively traded, with approximately 35% of global fisheries and aquaculture production projected to be traded by 2034.
- World trade of fish and other aquatic products for human consumption is projected to be 7.1% higher in 2034 than in the base period, with exports projected to reach 46 Mt by 2034.
- High transportation costs, slower expansion of capture fisheries and aquaculture production, and increasing focus on domestic demand fulfilment in certain regions are expected to moderate trade growth over the projection period.

Risk and Uncertainties

- The Outlook notes that climatic events such as El Niño, supply fluctuations and changes in marine raw material availability may continue to influence fishmeal and fish oil production and prices over the projection period.
- The report further highlights that geopolitical tensions, trade disruptions, higher transportation costs, slower growth in capture fisheries production, increasing focus on domestic food security and evolving sustainability regulations may continue to affect global fisheries and aquaculture trade dynamics and long-term industry growth.

Comparing growth rates in global production and trade of fish and other aquatic products



INDUSTRY BACKGROUND - Indian Industry Outlook

Market Overview

- The Indian fish market is poised for robust expansion, with revenue growth driven by sustained domestic consumption increases, export market diversification, and infrastructure modernization.
- Technological adoption in aquaculture operations will enhance productivity and sustainability, while government policy support through financial incentives accelerates sector transformation. Growing middle-class population with rising disposable incomes will fuel demand for premium and value-added fish products, supported by expanding organized retail networks and e-commerce penetration.
- Export opportunities in European, Japanese, and Southeast Asian markets will strengthen India's global competitiveness.
- The market size was estimated at 23.96 Million Tons in 2025 and is expected to reach 44.38 Million Tons by 2034, reflecting a compound annual growth rate of 7.08% over the forecast period 2026-2034.
- The India aquaculture market reached 14.4 million tons in 2024 and is expected to reach 28.8 million tons by 2033, exhibiting a CAGR of 7.57% during 2025-2033.
- Rising disposable income, urbanization and increasing health awareness are driving demand for protein-rich food sources, including seafood products. Technological advancements in hatchery technology, feeding systems and water quality management are improving productivity and sustainability within the aquaculture industry.

Key Growth Drivers

- Rising health awareness
- Government initiatives
- Export demand
- Technology adoption
- Infrastructure development

Key Challenges

- Cold-chain gaps
- Post-harvest losses
- Water pollution
- Disease outbreaks
- Climate disruptions

INDUSTRY BACKGROUND - Indian Industry Outlook

Government Initiatives and Fisheries Infrastructure

- The Government of India is implementing the Pradhan Mantri Matsya Sampada Yojana (“PMMSY”) with an outlay of ₹20,050 crore for the holistic development of the fisheries sector during FY2020-21 to FY2025-26.
- Under PMMSY, projects relating to fishing harbors, fish landing centres, integrated aquaparks, cold storage facilities, aquaculture development, fish marketing infrastructure and value addition have been approved across various States and Union Territories.
- The Fisheries and Aquaculture Infrastructure Development Fund (“FIDF”) with a fund size of ₹7,522.48 crore is also being implemented to strengthen fisheries and aquaculture infrastructure, including fish processing units, fish feed mills/plants, hatcheries, cold chain facilities and fish transport infrastructure.

Source: Press Release dated March 24, 2026, Department of Fisheries, Ministry of Fisheries, Animal Husbandry and Dairying, Government of India.

Aquaculture Feed and Fisheries Infrastructure

- The Government of India has invested ₹39,272 crore through various initiatives and schemes since 2015 to promote sustainable growth in fisheries and aquaculture.
- The fisheries sector is witnessing increasing technology adoption across aquaculture and seafood value chains, including AI-based precision farming, feed optimization, water-quality monitoring and cold-chain infrastructure development.
- The Department of Fisheries has identified development of nutritious and affordable aquaculture feeds from sustainable sources as one of the key focus areas for strengthening the fisheries ecosystem in India.
- India currently has more than 300 fisheries start-ups focused on improving productivity, traceability, sustainability and value chain efficiencies across the fisheries and aquaculture sector.

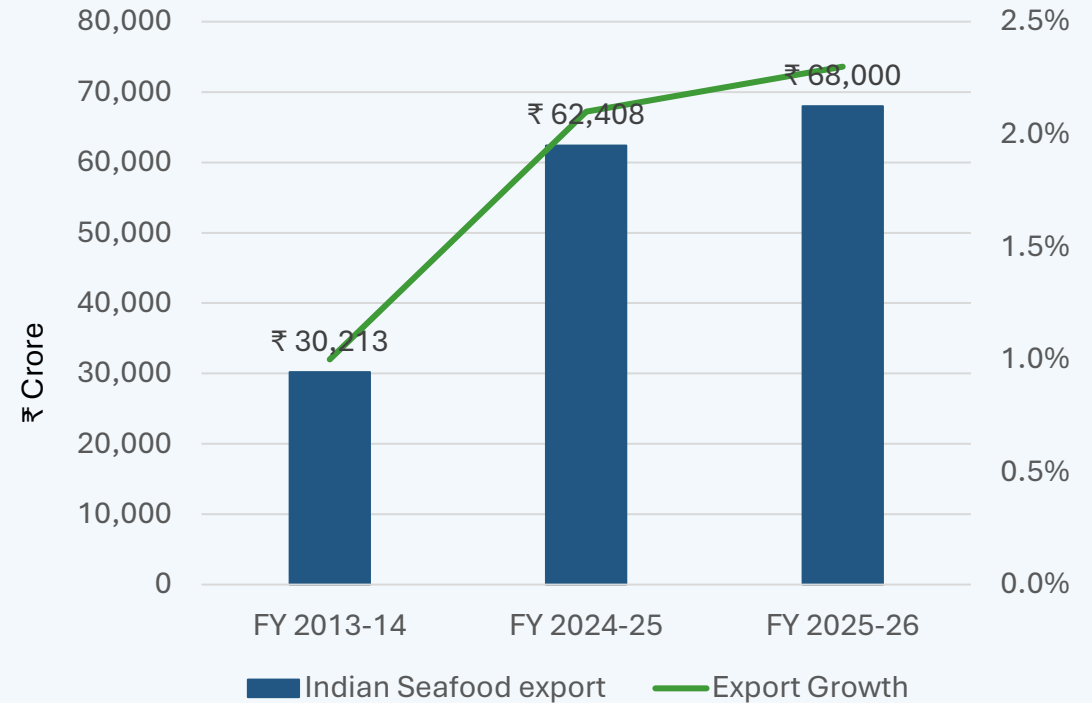
Source: Press Release dated March 27, 2026, Department of Fisheries, Ministry of Fisheries, Animal Husbandry and Dairying, Government of India

INDUSTRY BACKGROUND - Indian Industry Outlook

Indian Seafood Export and Fishmeal Industry

- India's seafood exports have recorded strong growth over the past decade, expanding from ₹30,213 crore in FY2013-14 to ₹62,408 crore in FY2024-25, driven largely by shrimp exports valued at ₹43,334 crore.
- India's seafood exports are estimated to have increased further to approximately ₹68,000 crore in FY2025-26, reflecting continued growth despite global uncertainties.
- Under the Pradhan Mantri Matsya Sampada Yojana ("PMMSY"), the Government continues to support expansion of aquaculture, traceability systems, export-oriented fisheries development, cold-chain infrastructure, modern fishing harbors and fish landing centres.
- The Government has also highlighted the need to support fishmeal manufacturers for scientific development and scaling up production of high-quality fish feed meal.

Source: Press Release dated April 11, 2026, Department of Fisheries, Ministry of Fisheries, Animal Husbandry and Dairying, Government of India.



04

SECTION

| SOURCES OF INFORMATION

SOURCES OF INFORMATION

- 01** Audited consolidated financial statements of MPL for the year ended March 31, 2023, March 31, 2024 March 31, 2025 and March 31, 2026
- 02** AOA and MOA of the Company
- 03** Shareholding pattern of the Company as on March 31, 2026
- 04** Data, information and explanations provided by the Management in written, oral or electronic form
- 05** Such other analyses, reviews and inquiries as considered necessary

05

SECTION

| PROCEDURES ADOPTED

PROCEDURES ADOPTED

01

Information Gathering

Requested and received financial and qualitative information, and clarifications regarding past financial performance of the Company.

02

Management Discussions

Conducted discussions (in person or over calls) with the Management to understand the business and fundamental factors affecting its earnings-generating capability.

03

Market Data Review

Obtained and analysed market prices, trading volumes, and other relevant market information pertaining to the Company's equity shares.

04

Methodology Selection

Selected internationally accepted valuation methodology in accordance with ICAI Valuation Standards and International Valuation Standards.

05

Additional Analysis

Performed such other analyses, reviews and inquiries as considered necessary, subject to the limited interactions with the Management of the Company.

06

Value Conclusion

Arrived at the valuation of the Company in order to conclude the analysis for the Proposed Transaction.

06

SECTION

VALUATION APPROACHES & METHODOLOGIES

VALUATION APPROACHES & METHODOLOGIES — OVERVIEW

There are three approaches to valuation, which are generally accepted internationally and are in line with the Valuation Standards issued by the Institute of Chartered Accountants of India (ICAI) and International Valuation Standards (IVS).

01 COST APPROACH

METHODS INCLUDED

- Liquidation Method
- Net Asset Value (NAV)
- Break Up Value (BV)

Values a business based on the cost of reproducing its underlying assets and liabilities. Assumes a prudent investor pays no more than the replacement or reproduction cost.

02 INCOME APPROACH

METHODS INCLUDED

- Capitalization Method
- Discounted Cash Flow (DCF)

Values a business based on expected future returns, discounted at an appropriate rate reflecting risk and time value of money. Focuses on income-producing capability.

03 MARKET APPROACH

METHODS INCLUDED

- Market Price Method
- Comparable Companies Multiple
- Comparable Transactions Multiple

Values a business by comparing it to similar businesses or transactions. Based on the principle of substitution — a rational investor pays no more than for a comparable asset.

COST APPROACH

The cost approach determines value based on the cost of reproducing specific assets and liabilities. It assumes a prudent investor would pay no more than the amount at which an asset could be replaced or reproduced. Under this approach, the aggregate value of the underlying assets is considered net of liabilities — presented as either liquidation proceeds or asset replacement cost. It is most applicable to holding companies and asset-intensive businesses.

LIQUIDATION METHOD

Asset Realisation

Under the Liquidation Method, the net proceeds from liquidating the Company's assets and paying off all liabilities are discounted to present value.

This method is applied when the business is expected to be wound up or when there is no going concern assumption. The value represents the amount shareholders would receive if all assets were sold and liabilities settled in an orderly manner.

Typically used for:

- Companies facing insolvency
- Distressed asset sales
- Wind-down scenarios

NET ASSET VALUE (NAV)

Book-Based Valuation

The NAV method considers assets and liabilities at their book values, including intangible assets and contingent liabilities. Net assets, after reducing dues to preference shareholders (if any), represent the equity value.

NAV is appropriate where the major strength of the business is its asset base rather than earnings potential. It represents the minimum benchmark value of an operating business.

Limitations:

- Considers value only at one point in time
- Does not capture earning capacity
- Ignores intangibles with no historical cost

BREAK UP VALUE (BV)

Market-Based Asset Value

Under the BV method, assets and liabilities are considered at their realizable (market) values, including intangible assets and contingent liabilities not stated in the balance sheet.

From the realizable value of total assets, the payable value of all liabilities (existing plus potential) is deducted to arrive at the BV of the Company.

Most applicable for:

- Companies with large operating investments
- Businesses with surplus marketable investments
- Asset-heavy industries (real estate, manufacturing)

INCOME APPROACH

The income approach determines value by considering expected returns on an investment, discounted or capitalized at an appropriate rate of return to reflect risk and potential rewards. It focuses on the income-producing capability of the business and requires estimation of revenues, expenses, and cash flows attributable to the assets being valued.

PROFIT EARNING CAPITALIZATION METHOD (PECV)

In PECV method, a representative benefit level is divided by an appropriate capitalization factor to convert the benefit to value.

A single representative earnings figure (normalized earnings or cash flow) is selected and then capitalized using a rate that reflects the expected return and risk of the investment.

Key characteristics:

- Suitable for stable, mature businesses with predictable earnings
- The capitalization rate reflects both the required return and expected growth
- Simpler to apply than DCF but less flexible for variable growth scenarios
- Best applied when the company's earnings have reached a steady state

DISCOUNTED CASH FLOW (DCF) METHOD

Under the DCF method, the value of the undertaking is based on expected future cash flows, discounted at a rate reflecting expected returns and associated risks.

Key components:

- Free Cash Flows (FCF) are projected for an explicit forecast period
- A Terminal Value captures value beyond the forecast period using the constant growth model
- Discount rate is the Weighted Average Cost of Capital (WACC), reflecting equity–debt risk and capital structure
- Enterprise Value is reduced by net debt to arrive at equity value; surplus/non-operating assets are added back

Why DCF was selected:

- Captures future earning potential of a going concern
- Internationally accepted methodology
- Most appropriate for growth-oriented private companies

MARKET APPROACH

The market approach determines value by comparing the subject company to similar businesses, ownership interests, securities or assets that have been sold. It is based on the principle of substitution — an informed investor would pay no more for a security than they could pay for another of equal utility. This approach uses data from comparable guideline companies to develop a measure of value.

MARKET PRICE METHOD

Listed Companies Only

Under the Market Price Method, the market price of equity shares as quoted on a recognized stock exchange is normally considered as the fair value, where quotations arise from shares being regularly and freely traded.

The market value reflects investors' collective perception of the Company's true worth — incorporating all publicly available information, growth expectations, and risk assessments.

Applicable when:

- Shares are actively traded on a recognized exchange
- Quotes are available from arms-length transactions
- The company is publicly listed

COMPARABLE COMPANIES MULTIPLE

Trading Multiples

This method values a business using trading multiples derived from publicly traded companies similar to the subject company.

Key steps:

- Identify comparable listed companies in the same or related industry
- Derive valuation multiples (EV/EBITDA, EV/Revenue, P/E)
- Adjust multiples for size, risk, and growth differences
- Apply adjusted multiples to the subject company's financials

Adjustments are made for contingent assets/liabilities, surplus assets, and dues to preference shareholders to arrive at equity value.

COMPARABLE TRANSACTIONS MULTIPLE

Transaction Multiples

This method values a business using pricing multiples derived from the actual sale of companies similar to the subject.

Key steps:

- Find transactions involving purchase of comparable companies
- Select transactions mirroring the Company's operations and industry conditions
- Apply indicated pricing multiples from representative transactions

The companies in guideline transactions may differ in stage and size but should have comparable operational characteristics and financial risks.

07

SECTION

VALUATION METHOD SELECTED

VALUATION METHOD SELECTED

Income Approach

- Considering that the equity shares of the Company are listed on a recognized stock exchange and are actively traded, the PECV Method has been considered in the valuation analysis.
- The method provides an indication of value based on prevailing market quotations and has been applied alongside other relevant valuation approaches for determining the fair value of the equity shares.

Cost Approach

- The Net Asset Value Method has been considered under the Cost Approach as it provides an indication of the value supported by the underlying net assets of the Company.
- The method offers an alternative perspective of value based on the Company's financial position and serves as a useful corroborative approach to the values derived under other valuation methodologies.

Market Approach

- In accordance with the pricing provisions prescribed under the ICDR Regulations, it is necessary to determine whether the equity shares of the Company qualify as "frequently traded shares". As per the SEBI ICDR Regulations, equity shares are considered to be frequently traded if the traded turnover of such shares on any recognized stock exchange during the 240 trading days immediately preceding the Relevant Date is at least ten per cent of the total number of issued and outstanding shares of the same class.

Stock Exchange	Total Traded Turnover (Nos.) (A)	Total No. of Outstanding Shares (B)	% of Total Traded Turnover (A/B)
NSE	2,82,67,87,823.12	30,00,00,000.00	942%

Based on the above, the shares of the Company are frequently traded on NSE.

VALUATION METHOD SELECTED

- In terms of Regulation 161 of the ICDR Regulations, the "Relevant Date" for a preferential issue of equity shares is the date thirty (30) days prior to the date on which the shareholders' meeting is held to consider the proposed preferential issue. Where the Relevant Date falls on a weekend or a holiday, the day preceding such weekend or holiday shall be reckoned as the Relevant Date.

The Relevant Date for the purpose of determination of floor price as per SEBI ICDR has been considered as June 12, 2026

- In accordance with Regulation 164 (1) of the ICDR Regulations, where the equity shares of an issuer are frequently traded and have been listed on a recognised stock exchange for a period of at least 90 trading days preceding the relevant date, the floor price for a preferential issue of equity shares shall not be less than the higher of:
 - the 90 trading days' volume weighted average price ("VWAP") of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
 - the 10 trading days' volume weighted average price ("VWAP") of the related equity shares quoted on the recognised stock exchange preceding the relevant date.

Further, where the Articles of Association of the issuer prescribe a method for determining the floor price that results in a price higher than that determined under the SEBI ICDR Regulations, such higher price shall be considered as the floor price for the preferential issue of equity shares.

As informed to us the Articles of Association of the Company (being the issuer) does not provide for any method for determination of the floor price or issue price for issuance of equity shares.

VALUATION METHOD SELECTED

- Pursuant to Regulation 166A of the ICDR Regulations, a preferential issue that may result in a change in control or an allotment exceeding 5% of the post-issue fully diluted share capital of the issuer to an allottee or allottees acting in concert requires a valuation report from an independent registered valuer. In such cases, the issue price shall be the higher of:
 - the floor price determined in accordance with Regulation 164 of the SEBI ICDR Regulations,
 - the value determined by the independent registered valuer, or
 - the price determined in accordance with the Articles of Association of the issuer, where applicable.

Provided further that if any proposed preferential issue is likely to result in a change of control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso.

We understand from the management that the proposed issue size is more than five percent of the post issue fully diluted share capital of the Company.

- Since the equity shares of the Company are listed on recognized stock exchanges, we have considered the Market Price Method for valuation. As the trading volume of the Company's equity shares on NSE is higher than that on BSE, the market prices prevailing on NSE over a reasonable period have been considered for determining the value per equity share. Further, in accordance with the pricing provisions applicable to preferential issues under the SEBI ICDR Regulations, the higher of the 90 trading days' VWAP and the 10 trading days' VWAP preceding the Relevant Date has been considered.

Since the 90 trading days' VWAP is higher than the 10 trading days' VWAP, the same has been adopted for the purpose of valuation.

VALUATION METHOD SELECTED

- Due to unavailability of the listed comparable companies operating in similar segment/business as that of the Company, I have not used CCM method for valuation.
- Due to unavailability of credible and sufficient information in public domain, relating to comparable transactions of companies having similar operations, product portfolio in the recent years (as that of the Company) we have not used CTM method for valuation.

08

SECTION

CAVEATS, LIMITATIONS & DISCLAIMERS

CAVEATS, LIMITATIONS & DISCLAIMERS

This valuation is solely for the purpose stated in this Report. The cut-off date is June 12, 2026. Management confirms no material changes since the financial statements date.

Valuation is not a precise science. Conclusions are subjective and dependent on individual judgment. Others may arrive at a different value.

Valuation and outcomes are based on parameters prevailing as of the Valuation Date and information provided by the Management.

No investigation has been made into the title to or liabilities against the Company. The conclusion assumes the title to assets and liabilities is intact.

Actual transaction value may be higher or lower, depending on negotiating ability, motivations of buyers and sellers, and applicability of illiquidity discounts or control premiums.

The valuation is limited to determining the Fair Value of Equity Shares for the proposed preferential issue under ICDR regulations and does not certify compliance with any legal or regulatory requirements.

This Report is issued at the Company's specific request for regulatory compliance. It must not be copied, disclosed, or circulated without prior written approval.

This report is based on information provided by the Management and publicly available data. No responsibility is assumed for the accuracy or reliability of such information.

This report does not analyze business or commercial reasons behind the transaction, nor the likely benefits or alternative scenarios.

No audit or independent verification of the accuracy, reasonableness, or completeness of Management-provided information has been conducted.

I have no present or planned future interest in the Company, and my fee is not contingent upon the values reported.

My engagement is limited to preparation of this Report. I shall not be required to represent or respond before any third party regarding this valuation.

This Report should be read in its entirety and not in parts.

09

SECTION

RELIANCE ON MANAGEMENT

RELIANCE ON MANAGEMENT

In the course of this Valuation, I have relied upon financial and other information provided by or on behalf of the Management. My conclusions are dependent on such information being accurate and complete in all material respects.

Although I have analyzed this information, the scope of my work does not enable me to accept responsibility for the accuracy and completeness of the information provided. I have not conducted an independent audit, due diligence review, or validation of such financial and other information. Accordingly, I do not express an opinion or any other form of assurance thereon, and I accept no responsibility or liability for any losses occasioned to the Company, its shareholders, directors, prospective investors, or any other parties as a result of my reliance on such information.

Further, inquiries were made with the Management regarding the occurrence of any events between the Valuation Date and the date of this Report that may have a material impact on the valuation. The Management has confirmed that there have been no such material Post Valuation Events.

10

SECTION

| CONCLUSION

CONCLUSION

Fair Value per Equity Share

INR 23.17/-

As at June 12, 2026 | Face Value: INR 1 per equity share

Basis of Conclusion

Based on the analysis undertaken and the valuation approaches adopted, and after considering the relevant facts and circumstances, business and industry factors, growth prospects, underlying assumptions, and limitations discussed in this Report, we have arrived at the following conclusion:

Value as per Regulation 164(1) of the ICDR Regulations:

Particulars	Value Per Share (INR)
90 trading days' volume weighted average price on NSE preceding the Relevant Date (A)	23.17
10 trading days' volume weighted average price on NSE preceding the Relevant Date (B)	22.26
Higher of 'A' or 'B'	23.17

CONCLUSION

The fair value per equity share of the Company, as determined based on the valuation approaches adopted in this Report, is set out below:

Valuation Approach	Method	Value Per Share (INR)	Weights
Cost Approach	NAV Method	17.89	0.33
Income Approach	PECV Method	13.15	0.33
Market Approach	MP Method	23.17	0.33
Fair Value Per Share (INR)		18.07	

- Based on the foregoing analysis, the floor value is as follows:

Particulars	Value Per Share (INR)
Value determined under Regulation 164(1) of the ICDR regulations	23.17
Fair Value as per Valuation analysis	18.07
Concluded Value (Higher of the Above)	23.17

12

SECTION

| ANNEXURES

ANNEXURES

Valuation as per NAV Method as on March 31, 2026

Particulars	INR in Millions
Non-Current Assets	
Property, Plant and Equipment	1,639.2
Capital Work in Progress	304.7
Right-of-use Assets	143.5
Intangible Assets	1.9
Intangible Assets under development	1.7
Goodwill on Consolidation*	140.5
Fair Value of Investment Property	90.0
Fair Value of Investments	558.4
Other Non-Current Assets	521.0
Current Assets	
Inventories	8,565.5
Trade Receivables	1,818.3
Cash and Cash Equivalents	128.8
Other bank balances	475.5
Other Current Assets	1,900.1
Total Assets (A)	16,289.1
Non-Current Liabilities	
Borrowings	321.0
Lease Liabilities	87.9
Other Non-Current Liabilities	25.3
Current Liabilities	
Borrowings	7,356.7
Lease Liabilities	27.3
Trade Payables	2,405.7
Other Current Liabilities	699.6
Total Liabilities (B)	10,923.5
Net Asset Value (A-B)	5,365.6
Number of Equity Shares	30,00,00,000
Value Per Share (INR)	17.89

*Management has represented that no impairment exists in respect of the goodwill as of the valuation date. Accordingly, the book value of goodwill arising from the acquisition has been considered in the valuation.

ANNEXURES

PECV Method

Particulars	INR in Million	Weight	Product (INR in Million)
Profit after Tax (PAT)			
FY 2022-2023	475.2	0.5	237.6
FY 2023-2024	743.1	0.5	371.5
FY 2024-2025	481.0	1.0	481.0
FY 2025-2026	570.9	2.0	1,141.7
Weighted Average PAT			558.0
Capitalisation Rate			14%
Equity Value			3,945.9
Number of Equity Shares			30,00,00,000
Value Per Share			13.15

Calculation of Capitalisation Rate:

Cost of equity (“K_e”) - $Formula \rightarrow K_e = R_f + RP_m * \beta + RP_c$

Particulars	%	Remark
Risk Free Rate	7.0%	10-Year G-Sec Par Yield (FBIL) as per RBI Data Base for the period ended May 29, 2026
Market Premium*	8.0%	Equity risk Premium provided by Prof. Aswath Damodaran as on April 2026
Beta (No.)	1.1	Relevered Beta of relevant sector as per Aswath Damodaran
Cost of Equity (Rounded Off)	16.1%	
Additional Risk Premium	2.0%	For uncertainty related to CF Projections, size, business dynamics, etc.
Adjusted Cost of Equity	18.1%	
Growth rate	4.0%	Based on Management information
Capitalisation Rate	14.1%	

ANNEXURES

Market Price Method - 90 days Trading VWAP

Sr. No.	Date	Volume	Value
1	30-Jan-26	3,85,118.00	88,00,789.64
2	01-Feb-26	7,79,170.00	1,85,66,629.74
3	02-Feb-26	2,88,450.00	66,86,839.01
4	03-Feb-26	7,44,660.00	1,79,49,429.85
5	04-Feb-26	6,14,544.00	1,48,98,922.69
6	05-Feb-26	2,73,780.00	64,76,743.58
7	06-Feb-26	12,16,901.00	2,94,55,468.90
8	09-Feb-26	4,21,224.00	1,03,91,161.44
9	10-Feb-26	8,10,568.00	2,02,70,194.87
10	11-Feb-26	3,28,241.00	80,69,377.71
11	12-Feb-26	20,38,577.00	5,20,70,678.80
12	13-Feb-26	11,06,596.00	2,78,73,114.36
13	16-Feb-26	3,08,366.00	76,04,915.23
14	17-Feb-26	2,62,595.00	64,95,117.47
15	18-Feb-26	2,89,720.00	70,55,128.72
16	19-Feb-26	4,26,299.00	1,01,19,199.45
17	20-Feb-26	2,78,488.00	65,21,866.21
18	23-Feb-26	2,77,988.00	64,50,360.94
19	24-Feb-26	2,45,927.00	56,79,582.55
20	25-Feb-26	3,99,232.00	90,96,108.13
21	26-Feb-26	3,42,687.00	77,58,598.35
22	27-Feb-26	1,99,567.00	45,32,129.91
23	02-Mar-26	4,91,295.00	1,06,99,152.44
24	04-Mar-26	5,63,197.00	1,21,14,566.72
25	05-Mar-26	2,39,956.00	52,52,398.87
26	06-Mar-26	3,37,953.00	73,91,258.70
27	09-Mar-26	2,42,532.00	52,00,821.30
28	10-Mar-26	3,02,420.00	67,15,181.99
29	11-Mar-26	2,77,469.00	63,89,534.44
30	12-Mar-26	2,53,926.00	56,94,978.35

Sr. No.	Date	Volume	Value
31	13-Mar-26	2,32,454.00	50,97,194.26
32	16-Mar-26	2,43,730.00	51,83,293.57
33	17-Mar-26	1,46,746.00	31,33,986.50
34	18-Mar-26	2,11,836.00	46,11,234.77
35	19-Mar-26	2,24,017.00	48,26,818.39
36	20-Mar-26	1,77,065.00	37,69,439.21
37	23-Mar-26	3,69,284.00	76,06,097.74
38	24-Mar-26	2,34,802.00	47,99,903.66
39	25-Mar-26	4,24,829.00	88,38,635.61
40	27-Mar-26	5,60,421.00	1,12,43,895.13
41	30-Mar-26	10,11,072.00	1,91,33,869.13
42	01-Apr-26	3,42,224.00	68,66,353.69
43	02-Apr-26	1,80,355.00	36,79,355.58
44	06-Apr-26	1,73,601.00	36,30,490.14
45	07-Apr-26	1,71,528.00	36,60,459.90
46	08-Apr-26	4,11,158.00	90,91,373.82
47	09-Apr-26	2,84,031.00	63,13,890.37
48	10-Apr-26	1,68,711.00	38,09,369.75
49	13-Apr-26	1,97,718.00	44,30,858.09
50	15-Apr-26	5,24,244.00	1,21,17,683.35
51	16-Apr-26	2,66,406.00	62,33,040.38
52	17-Apr-26	5,21,665.00	1,25,38,069.50
53	20-Apr-26	3,41,872.00	81,68,656.62
54	21-Apr-26	1,42,855.00	34,15,975.77
55	22-Apr-26	6,18,314.00	1,50,15,516.09
56	23-Apr-26	2,35,373.00	57,14,789.14
57	24-Apr-26	4,11,469.00	99,00,310.65
58	27-Apr-26	2,30,086.00	56,09,855.69
59	28-Apr-26	1,28,139.00	31,07,105.90
60	29-Apr-26	2,18,530.00	53,10,315.48

Sr. No.	Date	Volume	Value
61	30-Apr-26	1,28,153.00	30,69,730.07
62	04-May-26	1,34,867.00	32,40,984.87
63	05-May-26	1,19,190.00	28,59,770.20
64	06-May-26	3,31,828.00	81,16,896.38
65	07-May-26	1,87,246.00	45,97,708.88
66	08-May-26	3,76,308.00	93,26,914.86
67	11-May-26	2,29,902.00	55,69,026.61
68	12-May-26	7,46,961.00	1,84,65,892.14
69	13-May-26	2,04,218.00	49,57,036.95
70	14-May-26	2,43,109.00	57,94,196.39
71	15-May-26	1,76,553.00	42,12,128.92
72	18-May-26	2,48,497.00	56,83,280.65
73	19-May-26	1,03,709.00	23,92,170.25
74	20-May-26	1,28,421.00	29,17,377.76
75	21-May-26	1,76,114.00	40,18,033.67
76	22-May-26	1,28,764.00	29,01,874.10
77	25-May-26	1,25,161.00	28,75,534.64
78	26-May-26	1,49,770.00	34,56,746.95
79	27-May-26	1,42,662.00	32,94,024.07
80	29-May-26	2,61,559.00	60,65,003.30
81	01-Jun-26	1,86,887.00	41,98,560.81
82	02-Jun-26	3,03,108.00	67,55,019.79
83	03-Jun-26	1,99,705.00	44,39,708.51
84	04-Jun-26	3,41,946.00	75,30,515.50
85	05-Jun-26	1,86,277.00	41,50,975.99
86	08-Jun-26	2,67,615.00	58,58,767.31
87	09-Jun-26	1,01,540.00	22,04,048.02
88	10-Jun-26	2,20,955.00	47,54,642.73
89	11-Jun-26	1,02,241.00	21,60,603.95
90	12-Jun-26	10,16,384.00	2,30,82,606.54
Total		3,14,21,631.00	72,80,87,869.05

90 days Trading VWAP	
Value (INR) (A)	72,80,87,869.05
Volume (Nos.) (B)	3,14,21,631.00
VWAP (A/B)	23.17

ANNEXURES

Market Price Method - 10 days Trading VWAP

Sr. No.	Date	Volume	Value
1	01-Jun-26	1,86,887.00	41,98,560.81
2	02-Jun-26	3,03,108.00	67,55,019.79
3	03-Jun-26	1,99,705.00	44,39,708.51
4	04-Jun-26	3,41,946.00	75,30,515.50
5	05-Jun-26	1,86,277.00	41,50,975.99
6	08-Jun-26	2,67,615.00	58,58,767.31
7	09-Jun-26	1,01,540.00	22,04,048.02
8	10-Jun-26	2,20,955.00	47,54,642.73
9	11-Jun-26	1,02,241.00	21,60,603.95
10	12-Jun-26	10,16,384.00	2,30,82,606.54
Total		29,26,658.00	6,51,35,449.15

10 days Trading VWAP	
Value (INR) (A)	6,51,35,449.15
Volume (Nos.) (B)	29,26,658.00
VWAP (A/B)	22.26

ARTICLES OF ASSOCIATION
OF
MUKKA PROTEINS LIMITED
(Previously known as 'Mukka Sea Food Industries Limited')

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the Extra Ordinary General Meeting held on, 28th February 2022 in substitution for and to the entire exclusion of, the regulations contained in the existing Articles of Association of the Company.

1. (a) **Table 'F' Not to Apply**
The regulations contained in the Table marked "F" in Schedule 1 of the Companies Act, 2013 (as defined below) shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.
- (b) **Company to Be Governed by These Articles**
The regulations for the management of the Company and for the observance of the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed or permitted by Section 14 of the Act, be such as are contained in these Articles.

INTERPRETATION

2. (A)(a) **Headings Not Authoritative**
The headings used in these Articles shall not affect the construction hereof.
- (b) **Interpretation Clause**
In the Interpretation of these Articles, the following expressions shall have the following meanings, unless repugnant to the subject or context:
- (c) **"The Company" or "This Company" or "Company"**
"The Company" or "This Company" means Mukka Proteins Limited, Public Company incorporated under the Companies Act, 1956.
- (d) **"The Act" or "The said Act" or "The Companies Act"**
"The Act" or "The said Act" means the Companies Act, 2013 (Act 18 of 2013) the rules, notifications, clarifications, circulars and orders issued thereunder and subsequent amendments thereto or any statutory modifications or re-enactments thereto or any statutory modifications or re-enactments thereof for the time being in force.
- (e) **"Affiliate"**
"Affiliate" means, in relation to any Person, any entity Controlled, directly or indirectly, by that Person, or any entity that Controls, directly or indirectly, that Person, or any entity under common Control with that

For MUKKA PROTEINS LIMITED


DIRECTOR & CFO

Whole Time
DIN: 03051103

Person;

"Applicable Law"

- (f) "Applicable Law" means all applicable laws, bye-laws, statutes, rules, regulations, orders, ordinances, notifications, protocols, treaties, codes, guidelines, policies, notices, directions, writs, orders, decisions, injunctions, judgments, awards, decrees or other requirements or official directive of any court of competent authority or of any competent Governmental Authority, including any International Trade Governmental Authority, the Securities and Exchange Board of India, or Person acting under the authority of any competent Governmental Authority of the Republic of India, including any International Trade Governmental Authority, rules of any stock exchanges and Indian GAAP or Ind AS or any other generally accepted accounting principles.

"Alter" And "Alteration"

- (g) "Alter" and "Alteration" shall include the making of additions and omissions;

"Annual General Meeting"

- (h) "Annual General Meeting" means a general meeting of the members held in accordance with the provisions of Section 96 of the Act and adjourned holding thereof;

"Articles"

- (i) "Articles" mean the Articles of Association of the Company as originally framed or as altered from time to time;

"Auditors"

- (j) "Auditors" means and includes those persons appointed as such for the time being by the Company;

"Beneficial Owner"

- (k) "Beneficial Owner" shall mean the beneficial owner as defined in Clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996;

"Board" or "Board of Directors"

- (l) "Board" or "Board of Directors" means the collective body of the directors of the Company;

"Body Corporate" or "Corporation"

- (m) "Body Corporate" or "Corporation" includes a Company incorporated outside India but does not include:
- (i) a co-operative society registered under any law relating to co-operative societies; and
 - (ii) any other body corporate (not being a Company as defined in the Act) which the Central Government may, by notification in the Official Gazette, specify in this behalf;

"Capital"

- (n) "Capital" means the Share Capital for the time being raised or authorized to be raised, for the purpose of the Company;

For MUKTA PROTEINS LIMITED

Whole Time DIRECTOR & CFO

DIN: 03051103

- "Controlling", "Controlled by" or "Control"**
- (o) "Controlling", "Controlled by" or "Control" with respect to any Person, shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner;
- "Debentures"**
- (p) "Debentures" include debenture-stock, bonds and other instruments of the Company evidencing debt, whether constituting a charge on the assets of the Company or not;
- (q) **"Debenture Holders"**
 "Debenture Holders" means the duly registered holders from time to time of the debentures of the Company and shall include in case of debentures held by a Depository, the beneficial owners whose names are recorded as such with the Depository.
- "Depository"**
- (r) "Depository" shall mean a depository as defined in Clause (e) of the Sub-section (1) of Section of the Depository Act, 1996;
- "Directors"**
- (s) "Directors" means the director appointed to the Board of the Company;
- "Dividend"**
- (t) "Dividend" includes any interim dividend;
- "Document"**
- (u) "Document" includes summons, notice, requisition order, declaration form and registers, whether issued, sent or kept in pursuance of this or any other law for the time being in force or otherwise, maintained on paper or in electronic form;
- "Equity Shares"**
- (v) "Equity Shares" mean the equity shares of the Company;;
- "Extraordinary General Meeting"**
- (w) "Extraordinary General Meeting" means general meeting of the members other than Annual General Meeting duly called and constituted and any adjourned holding thereof;
- (x) **Executor" or "Administrator"**
 Executor" or "Administrator" means a person who has obtained probate or Letters of Administration, as the case may be, from some competent Court having effect in India and shall include the executor or Administrator or the holder of a certificate, appointed or granted by such competent Court and authorized to negotiate or transfer the shares of the deceased member

For MUNKA PROTEINS LIMITED

(y) **"Financial Statements"**

"Financial Statements" shall mean, the financial statements of the

[Handwritten Signature]
 Director & CFO
 DIN: 03051103

Company prepared in accordance with Applicable Law and shall include without limitation, the balance sheet as at the end of the financial year and profit and loss account for the financial year, the cash flow statement for the financial year, the notes to the financial statements, directors report, the auditor's report and all disclosures as prescribed in Schedule II of the Act, a statement of changes in equity; and any explanatory note annexed to, or forming part of any of these documents;

"Gender"

- (z) Words importing the masculine gender also include, where the context requires or admits, the feminine gender;

"INR or Rs"

- (aa) "INR or Rs" means the Indian Rupees;

"Independent Director"

- (bb) "Independent Director" shall mean an independent director as defined in Section 2 (47) of the Companies Act read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent modifications or amendments thereto.

- (cc) "Listing Regulations" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent modifications or amendments thereto.

"Key Managerial Personnel"

- (dd) "Key Managerial Personnel" means the Chief Executive Officer or the Managing Director or Manager; the Company Secretary; Whole-Time director; Chief Financial Officer, such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and such other officer as may be notified from time to time in the Rules.

"Managing Director"

- (ee) "Managing Director" means a Director who by virtue of an Agreement with the Company or of a resolution passed by the Company in general meeting or by its Board of directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management;


"Meeting" or "General Meeting"

- (ff) "Meeting" or "General Meeting" means a meeting of Members;

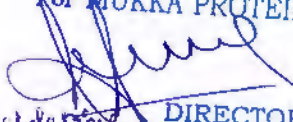
"Member"

- (gg) "Member" means (i) the subscriber to the memorandum of the Company who shall be deemed to have agreed to become member of the Company, and on its registration, shall be entered as member in its register of members; (ii) every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company; (iii) every person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository;

For MUKKA PROTEINS LIMITED


Whole time DIRECTOR * cfo
DIN: 03051103

- "Memorandum"**
- (hh) "Memorandum" means the Memorandum of Association of the Company as originally framed or as altered from time to time;
- "Month"**
- (ii) "Month" means a calendar month;
- "National Holiday"**
- (jj) "National Holiday" means and includes a day declared as national holiday by the Central Government;
- (kk) Non-retiring Directors**
- Non-retiring Directors" means a director not subject to retirement by rotation
- "Office"**
- (ll) "Office" means the Registered Office for the time being of the Company;
- "Ordinary Resolutions"**
- (mm) A resolution shall be an ordinary resolution when at a general meeting of which the notice required under the Act has been duly given, the votes cast (whether on a show of hands or on a poll, as the case may be in favor of the resolution (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the resolution by members so entitled and voting;
- "Paid-Up Share Capital "or "Share Capital Paid-Up"**
- (nn) "Paid-Up Share Capital "or "Share Capital Paid-Up" means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid-up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the Company, but does not include any other amount received in respect of such shares, by whatever name called;
- "Person"**
- (oo) "Person" includes any individual, partnership, corporation, company, Governmental Authority, unincorporated organization, association, trust or other entity (whether or not having a separate legal entity);
- "Plural Number"**
- (pp) Words importing the plural number also include, where the context requires or admits, the singular number, and vice-versa;
- "Proxy"**
- (qq) "Proxy" include attorney duly constituted under the power of attorney;
- "Register of Members"**
- (rr) "Register of Members" means the Register of Members to be kept, pursuant to the Act maintained on paper or in electronic form;
- "Registrar"**
- "Registrar" means the Registrar of Companies of the State in which the

For MUKKA PROTEINS LIMITED

 Whole time DIRECTOR & CFO
 DIN: 03051103

Registered Office of the Company is for the time being situated;

- "Regulations" or "The Company's Regulations"**
(tt) "Regulations" or the Company's Regulations means the regulations for the time being for the management of the Company;
- "Rules"**
(uu) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.
- "Seal"**
(vv) "Seal" means the Common Seal of the Company for the time being;
- "SEBI"**
(ww) "SEBI" shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.
- "Secretary"**
(xx) "Secretary" means a Company Secretary within the meaning of Section 2(1) (c) of the Companies Secretaries Act, 1980, and includes any individual possessing the prescribed qualifications and appointed as Secretary of the Company to perform the duties which may be performed by the Secretary under the "Act" and other ministerial or administrative duties;
- "Section" or "Sections"**
(yy) "Section" or "Sections" means a Section of the Act for the time being in force;
- "Share"**
(zz) "Share" means share in the Share Capital of the Company, and includes stock except where a distinction between stock and share is expressed or implied;
- "Significant Beneficial Owner"**
(aaa) "Significant Beneficial Owner" shall mean the beneficial owner as defined in Rule 2(1)(h) of Companies (Significant Beneficial Owners) Rules, 2018.
- "Special Resolution"**
(bbb) A Resolution shall be a Special Resolution when -
(i) the intention to propose the resolution as a special resolution has been duly specific in the notice calling the general meeting or other intimation given to the members of the resolution;
(ii) the notice required under the Act has been duly given of the general meeting; and
(iii) the vote cast in favor of the resolution (whether on a show of hands, or no a poll, as the case may be) by members who, being entitled so to do vote in person, or where proxies are allowed by proxy, are not less than three times the numbers of the votes, if any, cast against the resolution by members so entitled and voting.

"These Presents"

(ccc) "These Presents" means the Memorandum of Association and the Articles

For MUKKA PROTEINS LIMITED
(ccc)


DIRECTOR

CFO

DIN: 03051103

of Association as originally framed or as altered from time to time;

"Transfer"
(ddd) "Transfer" means (in either the noun or the verb form and including all conjugations thereof with their correlative meanings) with respect to the Shares, the sale, assignment, transfer or other disposition (whether for or without consideration, whether directly or indirectly) of any Shares or of any interest therein or the creation of any third party interest in or over the Shares, but excluding any renunciation of any right to subscribe for any shares offered pursuant to a rights issue to existing shareholders in proportion to their existing shareholding in the Company;

"Variation" and "Vary"
(eee) "Variation" shall include abrogation and "Vary" shall include abrogate;

"Written" and "In Writing"
(fff) "Written" and "In Writing" include printing, lithography and any other mode or modes of representing or reproducing words in a visible form or partly one and partly the other;

"Year" and "Financial Year"
(ggg) "Year" means a calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act;

"Expression in the Act to bear the same meaning in Articles"

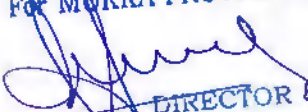
(B) Save as aforesaid, any words or expressions defined in the Act shall, where the subject or context bids, bear the same meaning in these Articles.

3. **Copies of Memorandum and Articles to be Furnished by the Company**
Pursuant to Section 17 of the Act, Company shall, on being so required by a member, send to him within 7 (seven) days of the requirement and subject to the payment of a fee of Rs. 100/- or such other fee as may be specified in the applicable Rules, a copy of each of the following documents, as in force for the time being:

- (i) The Memorandum;
- (ii) The Articles;
- (iii) Every other agreement and every resolution referred to in Section 117(1), of the Act, if and in so far as they have not been embodied in the Memorandum or Articles.

4. **Company's Funds may not be Applied in Purchase of or Lent for Shares of the Company**
(a) The Company shall not have the power to buy its own shares, unless the consequent reduction of capital is effected and sanctioned in pursuance Section 66 of the Companies Act at the time of application.
(b) The Company shall not give, whether directly or indirectly and whether by means of a loan, guarantee the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding Company.

Provided that nothing in this clause shall be taken to prohibit:

For MUKKA PROTEINS LIMITED

Whole Time DIRECTOR E. P. O.
DIN: 03051103

- (i) the provision by the Company, in accordance with any scheme approved by the Company through special resolution for the time being in force, of money for the purchase of, or subscription for fully paid shares in the Company or its holding company, being a purchase or subscription by trustees of, or for shares to be held by or for the benefit of employees of the Company, including any Director holding a salaried office or employment in the Company; or
- (ii) the making by the Company of loans, within the limit laid down in Sub-Section (3)(c) of Section 67 of the Act, to persons (other than Directors or Key Managerial Personnel) bonafide in the employment of the Company, with a view to enabling those persons to purchase or subscribe for fully paid shares in the Company or its holding Company to be held by themselves by way of beneficial ownership.
- (c) No loan made to any person in pursuance of clause (b) of the foregoing proviso shall exceed in amount, his salary or wages at that time for a period of six months.
- (d) Nothing in this Article shall affect the right of the Company to redeem any shares issued under this Act or under any previous Company Law.

Buy Back of Securities

5. Notwithstanding anything contained in the Articles, but subject to the provisions of Sections 68, 69 and 70 and other applicable provisions, if any, of the Act as amended from time to time and subject to such regulations, conditions, approvals or consents as may be laid down for the purpose, the Company shall have the power to buy-back its own securities, whether or not there is any consequent reduction of capital. If and to the extent permitted by law, the Company shall have the power to re-issue the securities so bought back.

Share Capital and Variation of Rights

6. (a) The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in clause V of the Memorandum each with power to consolidate, increase, reduce, subdivide the capital for the time being and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, cumulative, convertible, preference, guaranteed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, alter, modify, amalgamate or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided for by the Articles of Association of the Company or by the law in force for the time being.

The Share Capital of the Company shall be of two kinds, namely:-

- i. Equity Share Capital
 - with voting rights; or
 - with differential rights as dividend, voting or otherwise in accordance with the Act.
- ii. Preference share capital.

Subject to the rights of the holders of any other shares entitled by the terms of issue to preferential repayment over the equity shares in the event of

For MUKKA PROTEINS LIMITED
(b)


DIRECTOR & CFO

Whole time
DIN: 03051103

winding up of the Company, the holders of the equity shares shall be entitled to be repaid the amounts of capital paid up or credited as paid up on such equity shares and all surplus assets thereafter shall belong to the holders of the equity shares in proportion to the amount paid up or credited as paid-up on such equity shares respectively at the commencement of the winding up.

- (c) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

Increase of Capital

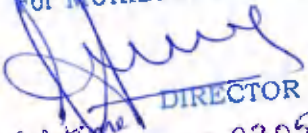
7. The Company may from time to time in general meeting increase its share capital by the issue of new shares of such amounts as it thinks expedient.

On what Conditions the New Shares may be Issued

- (a). Subject to the provisions of Section 43 to 47, 55 and 62 of the Act, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto by the general meeting creating the same as shall be directed and if no direction be given then as the Directors shall determine and in particular such shares may be issued subject to the provisions of the said Sections with a preferential or qualified right to dividends and in distribution of assets of the Company and, subject to the provisions of Companies Act, with special right of voting and, subject to provisions of Section 55 of the Act, any preference shares may be issued on the terms that they are or at the option of the Company are liable to be redeemed.


Further Issue of Capital

- (b) Where at any time it is proposed to increase the subscribed capital of the Company by allotment of further shares, whether out of unissued share capital or out of the increased share capital.
- (i) such further shares shall be offered to the person who at the date of offer, are holders of the equity shares of the Company, in proportion as nearly as circumstances admit, to the capital paid up on those shares at that date.
 - (ii) the offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than 15 days and not exceeding 30 days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.
 - (iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of any other person and the notice shall contain a statement of this right.
 - (iv) After the expiry of the time specified in notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as they think most beneficial to the Company and members.

For MUKKA PROTEINS LIMITED

DIRECTOR & CFO
Whole time
DIN: 03051103

- (v) Notwithstanding anything contained in the preceding sub-clause, the Company may:
- (a) by a special resolution offer further shares to any person or persons, and such person or persons may or may not include the person/s who at the date of the offer, are the holders of the equity shares of the Company or to employees of the Company under the Scheme of employees' stock option; or
 - (b) Notwithstanding anything contained in sub-clause (a) above, but subject, however, to section 62(3) of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares, or to subscribe for shares in the Company.
- (c) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act, Rules and other applicable provisions of law.
- (d) **Employee Stock Option Scheme**
The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules, and other applicable regulations framed by any regulator or authority, by whatever name called.
- (e) **Debenture**
Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.
- Directors may Allot Shares otherwise than for cash**
- (f) Subject to the provisions of the Act and these Articles, the Directors may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or, machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than in cash, and if so issued, shall be deemed to be fully paid up or partly paid up shares as the case may be.

Same as Original Capital

For MUKKA PROTEINS LIMITED

whole time DIRECTOR & CEO
DIN: 03051103

(g) Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by the creation of new shares shall be considered as part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls, installments, transfers, transmission, forfeiture, lien, surrender voting and otherwise.

(h)

Issue of Depository Receipts

Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.

(i)

Power to issue Shares with differential voting rights

The Company shall have the power to issue Shares with such differential rights as to dividend, voting or otherwise, subject to the compliance with requirements as provided for the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 as amended, or any other law, circular, direction, guidelines as may be applicable to the Company from time to time.

(j)

Issue of Securities

Subject to compliance with applicable provision of the Act and rules framed thereunder the Company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.

8.

(a)

Power to Issue Redeemable Preference Shares

Subject to the provisions of Section 55 of the Act, the Company may issue preference shares which are or at the option of the Company are to be liable to be redeemed:

Provided that :

- (i) No such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption;
- (ii) no such shares shall be redeemed unless they are fully paid;
- (iii) where such shares are proposed to be redeemed out of the profits of the company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account, and the provisions of this Act relating to reduction of share capital of a company shall, except as provided in this section, apply as if the Capital Redemption Reserve Account were paid-up share capital of the company; and the premium, if any, payable on redemption shall have been provided for out of the profits of the company or out of the Company's securities premium account before the shares are redeemed;
- (iv) where any such shares are redeemed otherwise than out of the

For MUKKA PROTEINS LIMITED


DIRECTOR & CFO

Whole Time
DIN: 03051103

proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed; and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act, apply as if the capital redemption reserve account were paid up share capital of the Company.

- (b) Subject to the provisions of Section 55 of the Act and subject to the provisions on which any shares may have been issued, the redemption of preference shares may be effected on such terms and in such manner as may be provided in these Articles or by the terms and conditions of their issue and subject thereto in such manner as the Directors may think fit.
- (c) The redemption of preference shares under these provisions by the Company shall not be taken as reducing the amount of its authorized share capital.
- (d) Where in pursuance of this Article, the Company has redeemed or is about to redeem any preference shares, it shall have power to issue shares up to the nominal amount of the shares redeemed or to be redeemed as if those shares had never been issued; and accordingly, the share capital of the Company shall not, for the purpose of calculating the fees payable under Section 403 of the Act, be deemed to be increased by the issue of shares in pursuance of this clause.

Provided that where new shares are issued before the redemption of the old shares, the new shares shall not so far as relate to stamp duty be deemed to have been issued in pursuance of this clause unless the old shares are redeemed within one month after the issue of the new shares.


- (e) The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares.

9. **Provision in Case of Redemption of Preference Shares**

The Company shall be at liberty at any time, either at one time or from time to time as the Company shall think fit, by giving not less than six months' previous notice in writing to the holders of the preference shares to redeem at par the whole or part of the preference shares for the time being outstanding by payment of the nominal amount thereof with dividend calculated up to the date or dates notified for payment (and for this purpose the dividend shall be deemed to accrue and due from day to day) and in case of redemption of part of the preference shares the following provisions shall take effect :

- (a) The shares to be redeemed shall be determined by drawing of lots which the company shall cause to be made at its registered office or at such other place as the Directors may decide, in the presence of one Director at least; and

For MUKKA PROTEINS LIMITED


whole time DIRECTOR & CFO
DIN: 03051103

- (b) Forthwith after every such drawing, the Company shall notify to the shareholder whose shares have been drawn for redemption its intention to redeem such shares by payment at the registered office of the Company or at such other place as the directors may decide at the time and on the date to be named against surrender of the Certificates in respect of the Shares to be redeemed and at the time and date so notified each such shareholder shall be bound to surrender and thereupon the Company shall pay the amount payable to such shareholders in respect of such redemption. The Shares to be redeemed shall cease to carry dividend from the date named for payment as aforesaid. Where any such certificate comprises any shares, which have not been drawn for redemption, the Company shall issue to the holder thereof a fresh certificate therefore.
- (c) Subject to the provisions of the Articles, the Company shall be entitled to create and issue further Preference Shares ranking in all or any respects *pari passu* with the preference shares then outstanding. PROVIDED in the event of its creating and/or issuing further preference shares ranking *pari passu* with the Preference Shares then outstanding the Company would do so only with the consent of the holders of not less than three-fourths of the preference shares then outstanding.
- (d) The Redeemable Preference Shares shall not confer upon the holders thereof the right to vote either in person or by proxy at any general meeting of the Company save to the extent and in the manner provided by Section 47 of the Act.
- (e) The rights, privileges and conditions for the time being attached to the Redeemable Preference Shares may be varied, modified or abrogated in accordance with the provisions of these Articles and of the Act.


Convertible Preference Shares

10. Subject to the provisions of the Act and the guidelines issued by the Central Government from time to time under the Provisions of the Act, the Company may issue Convertible Preference Shares (CPS) in such manner as the Board of Directors of the Company may decide and specifically provide for:

- (i) the Quantum of issue;
- (ii) the terms of the issue with particular reference to the conversion of CPS into the equity shares of the company;
- (iii) the rate of cumulative preferential dividend payable on CPS, the voting rights to be attached to CPS and any other terms and conditions which may be attached to the issue of CPS as permissible in law

Reduction of Capital

11. The Company may from time to time by special resolution, subject to confirmation by the Court or Tribunal as applicable and subject to the provision of Sections 52, 55 and 66 of the Act at the relevant time reduce its share capital and any Capital Redemption Reserve Account or Premium Account in any manner for the time being authorized by law in particular without prejudice to the generality of the power may be:

For MUKKA PROTEINS LIMITED

 DIRECTOR Et Cfo
 DIN: 03051103

- (a) extinguishing or reducing the liability on any of its shares in respect of shares capital not paid up;
- (b) either with or without extinguishing or reducing liability on any of its shares, cancel paid up share capital which is lost or is unrepresented by available assets; or
- (c) either with or without extinguishing or reducing liability on any of its shares, pay off any paid-up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

Division, Sub-division, consolidation, Conversion and Cancellation of Shares

12.


Subject to the provisions of Section 61 of the Act, the Company in general meeting may alter the conditions of its Memorandum as follows, that is to say, it may:

- (a) increase its authorized share capital by such amount as it think expeditiously;
- (b) consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares. Provided that no consolidation and division which results in changes in the voting percentage of shareholders shall have effect unless it is approved by the Court or Tribunal as applicable
- (c) sub-divide its shares or any of them into shares of smaller amount than originally fixed by the Memorandum subject nevertheless to the provisions of the Act in that behalf and so however that in the sub-division the proportion between the amount paid and the amount, if any unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and so that as between the holders of the shares resulting from such sub-division one or more of such shares may, subject to the provisions of the sub-division one or more of such shares may, subject to the provisions of the Act, be given any preference or advantage over the others or any other such shares;
- (d) convert, all or any of its fully paid-up shares into stock, and re-convert that stock into fully paid-up shares of any denomination;
- (e) cancel, shares which at the date of passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

Modification of Rights

13.

If at any time the share capital, by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to any class (unless otherwise provided by

For MUKKA PROTEINS LIMITED

 DIRECTOR & CFO
 DIN: 03051103

the terms of issue of the share of that class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound up, be varied, modified, commuted, affected or abrogated with the consent in writing of the holders of three-fourth in nominal value of the issued shares of that class or with the sanction of a Special Resolution passed at separate general meeting of the holders of the shares of that class. This Article shall not derogate from any power which the Company would have if this Article were omitted. The Provisions of these Articles relating to general meeting shall *mutates mutandis* apply to every such separate meeting but so that if at any adjourned meeting of such holders a quorum as defined in Article 100 is not present, those persons who are present shall be the quorum.

14.

CONVERSION OF SHARES INTO STOCK

The Board may, pursuant to Section 61 of Act, with the sanction of a General Meeting, convert any paid up share into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth, transfer their respective interests therein or any part of such interest in the same manner as and subject to the same regulations, under which fully paid up share in the capital of the Company may be transferred or as near thereto as circumstances will admit, but the Board may, from time to time if it thinks fit, fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, power nevertheless at their discretion to waive such rules in any particular case. Notice of such conversion of shares into stock or reconversion of stock into shares shall be filed with the Registrar of Companies as provided in the said Act.

15.

RIGHTS OF STOCK-HOLDERS

The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards participation in profits and voting at meetings of the Company and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted but no such privileges or advantages, except the participation in profits of the Company or in the assets of the Company on a winding up, shall be conferred by any such equivalent part of, consolidated stock as would not, if existing in shares, have conferred such privileges or advantages. No such conversion shall affect or prejudice any preference or other special holders of the share and authenticated by such evidence (if any) as the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares and the words "share" and "shareholder" in these presents shall include "stock" and "stock-holder".

SHARES AND CERTIFICATES

16.

Issue of Further Shares not to Affect Right of Existing Shareholders

The right or privileges conferred upon the holders of the shares of any class issued with preference or other rights, shall not unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied or modified or affected by the creation or issue of further shares ranking *pari passu* therewith.

For MUKKA PROTEINS LIMITED

DIRECTOR & CFO

DIN: 03051103

- Provisions of Section 43, 45, 46 and 47 of the Act to apply**
17. The provisions of Section 43, 45, 46 and 47 of the Act in so far as the same may, be applicable shall be observed by the Company.

- Register of Members and Debenture holders**
18. (a) The Company shall cause to be kept a Register of Members and an Index of Members in accordance with Section 88 of the Act and Register and Index of Debenture holders in accordance with Section 88 of the Act. The Company may also keep foreign Register of Members and Debenture holders in accordance with Section 88 of the Act.
- (b) The Company shall also comply with the provisions of Sections 92 of the Act as to filing of Annual Returns.
- (c) The Company shall duly comply with the provisions of Section 94 of the Act with regards to keeping of the Registers, indexes, copies of Annual Returns and giving inspections thereof and furnishing copies thereof.
- (d) Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.

- Restriction on Allotment**
19. The Board shall observe the restriction as to allotment of shares to the public contained in Section 39 of the Act shall cause to be made the return as to allotment provided for in Section 39 of the Act.

- Shares to be Numbered Progressively and no share to be subdivided**
20. The shares in the capital shall be numbered progressively accordingly to the several denominations and except in the manner herein before mentioned no share shall be subdivided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.

- Dematerialised Shares**
21. Notwithstanding anything contained herein, in the case of transfer of shares or other marketable securities where the Company has not issued any Certificates and where such shares or other marketable securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised.

- Shares at the Disposal of the Directors**
22. Subject to the provisions of Section 62 of the Act and these Articles the shares in the Capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons. In such proportion and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of Section 53 of the Act) at a discount and at such time as they may from time think fit and with the sanction of the Company in General Meeting to give to any person the option to all for

FOR MUKKA PROTEINS LIMITED

Whole time
DIRECTOR & CFO

DIN: 03051103

any shares either at par or at a premium during such time and for such consideration as the Directors may think, fit, and may issue and allot shares in the Capital of the Company on payment in full or part for any property sold and transferred or for services rendered to the Company in the conduct of its business, and any shares which may be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.

Every Shares Transferable etc.


23. (i) The shares or other interest of any member in the Company shall be movable property, transferable in the manner provided by these Articles.
- (ii) Each share in the Company shall be distinguished by its appropriate number.
- (iii) A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be, *prima facie*, evidence of the title of the member of such shares.

Application of Premium Received on Issue of Shares

24. (a) Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of value of the premium on these shares shall be transferred to an account to be called "the securities premium account", and the provisions of the Act relating to the reduction of the Share Capital of the Company shall except as provided in this Article, apply as if the securities premium account were paid up share capital of the Company.
- (b) The securities premium account may, notwithstanding, anything in clause (a) above, be applied by the Company:
- (i) In paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares;
 - (ii) In writing off the preliminary expenses of the Company;
 - (iii) In writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the Company; or
 - (iv) In providing for the premium payable on the redemption of any redeemable preference shares or any debentures of the Company;
 - (v) For the purchase of its own shares or other securities as provided under Section 68 of the Act.

Sale of Fractional Shares

25. (i) If and wherever, as the result of issue of new or further shares or any consolidation or sub-division of shares, any shares are held by members in fractions, the Directors shall, subject to the provisions of the Act and these Articles if any, sell those shares, which members hold in fractions, for the best price reasonably obtainable and shall pay and distribute to and amongst to members entitled to such shares in due proportion, the net proceeds of the sale thereof. For the purpose of giving effect to any such sale the Directors may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see the applications of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

For MUKKA PROTEINS LIMITED

DIRECTOR & CFO
Whole Name
DIN: 03051103

(ii) The Board shall have power to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions.

Acceptance of Shares

26. An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein shall be an acceptance of shares within the meaning of these Articles and every person who thus or otherwise accepts any shares and whose names is on the Register of Members shall for the purpose of these Articles be a member. The Directors shall comply with the provisions of Section 39 and 40 of the Act in so far as they are applicable.

Deposits and Calis etc. to be a Debt Payable immediately

27. The money (if any) which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, immediately, on the insertion of the name of the holder of such shares, become a debt, due to and recoverable by the Company from the Allottee thereof, and shall be paid by him accordingly.

Company not Bound to Recognize any Interest in Shares other than of Registered Holder

28. Save as herein provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof, and accordingly shall not (except as ordered by a Court of competent jurisdiction or as by law required) be bound to recognize any benami, or partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof and the provision of Section 88 of the Act shall apply.

Declarations of Person Not Holding Interest in Shares

29. When any declaration is filed with the Company under the provisions of Section 89 of the Act by any holder of shares who does not hold beneficial interest in such shares specifying the particulars of the person holding beneficial interest in such shares or by a person who holds beneficial interest in any shares of the Company but is not the registered holder thereof, the Company shall make a note of such declaration in its register of members and file, within 30 days from the date of receipt of the declaration by it, a return with the registrar with regard to such declaration.

When any declaration is filed with the Company under the provisions of Section 90 of the Act by any individual who is Significant Beneficial Owner shall file a declaration in the prescribed form to the Company within time period stipulated under the Act, the Company shall file a return in the prescribed format with the registrar in respect of such declaration within 30 days from the date of receipt of such declaration.

The Company shall maintain a register of Significant Beneficial Owner in Form No. BEN-3, which shall be open for inspection in accordance with the provisions of the Act.

For MUKKA PROTEINS LIMITED


DIRECTOR & CFO

whole time
DIN: 03051103

For the purpose of this Article, beneficial interest in a share includes includes, directly or indirectly, through any contract, arrangement or otherwise, the right or entitlement of a person alone or together with any other person to—

(i) exercise or cause to be exercised any or all of the rights attached to such share; or

(ii) receive or participate in any dividend or other distribution in respect of such share

Issue of Certificates of Shares to be Governed by Section 46 of the Act etc.

30. (a) The issue of certificates of shares or of duplicate or renewal of certificates of shares and/or advices/certificates issued upon sub-division, split, consolidation and exchanges shall be governed by the provisions of Section 46 and other provisions of the Act, as may be applicable and by the Rules or notifications or orders, if any, which may be prescribed or made by competent authority under the Act or Rules or the as well as the Listing Regulations, as may be applicable or any other law. The Directors may also comply with the provisions of such rules or regulations of any stock exchange where the shares of the Company may be listed from the time being.
- (b) The Certificate of title of shares shall be issued under the Seal of the Company, if any, and shall be signed by such Directors or Officers or other authorized persons as may be prescribed by Rules made under the Act from time to time and subject thereto shall be signed in such manner and by such persons as the Directors may determine from time to time.
- (c) The Company shall comply with all rules and regulations and other directions which may be made by any competent authority under Section 46 of the Act and the Listing Regulations.

For MUKKA PROTEINS LIMITED


DIRECTOR & CFO

whole time
DIN: 03051103

31. (a) **Limitation of Time of Issue of Certificate**
Every member shall be entitled, without payment, to one Certificate for all the shares of each class or denomination registered in his name, or after payment of such fees as the Board may approve, to several certificates, each for one or more of such shares and the Company shall complete and deliver such Certificates within the time provided by Section 56 of the Act or the Listing Regulations, as may be applicable, unless the conditions of issue thereof otherwise provide. Every Certificate of shares shall be under the Seal of the Company and shall specify the number and distinctive numbers of the shares in respect of which it is issued and the amount paid up thereon and shall be in such form as the Directors shall prescribe or approve provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one Certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holders.
- (b) The Company may not entertain any application for split of share/debenture certificate for less than 100 shares/debentures (all relating to the same series) or marketable lots whichever is lower.
- (c) Notwithstanding anything contained in Clause (a) above the Directors shall, however, comply with such requirements of the Stock Exchange where shares of the Company may be listed or such requirements of any rules made under the Act or such requirements of the Securities Contracts (Regulation) Act, 1956 as may be applicable.

32. **Issue of new Certificates in Place of one defaced Lost or Destroyed**
If any certificate be worn out, defaced, mutilated or torn if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate be lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every Certificate under this Article shall be issued without payment of fees. Out of pocket expenses incurred by the Company in investigating the evidence as to the loss or destruction shall be paid to the Company if demanded by the directors.

Provided that notwithstanding what is stated above the directors shall comply with such Rules or Regulation or requirements of any stock Exchange including the Listing Regulations or the Rules made under the Act or the Rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, on Rules applicable in this behalf.

The provisions of the Article under this heading shall *mutatis mutandis* apply to debentures of the Company.

33. **Unclaimed Securities**
The Company shall comply with the provisions of the Listing Regulations while dealing with securities that remain unclaimed and the corporate benefits attached thereto. The Company shall maintain appropriate unclaimed suspense accounts and demat suspense accounts, as may be

For MUKKA PROTEINS LIMITED

Whole time
DIRECTOR & CFO

DIN: 03051103

required to hold unclaimed securities on behalf of allottees and issue such reminders to the allottees as may be required under the Listing Regulations. However, shares in respect of which unpaid or unclaimed dividend has been transferred to the account of the Company in terms of Section 124(5) of the Act shall also be transferred to the Company as per the provisions of Section 124(6) of the Act.

UNDERWRITING COMMISSION AND BROKERAGE

Power to pay Certain Commission and Prohibition of Payment of All Other Commission, Discounts etc.

34. (A). The company may pay commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, subject to the following conditions, namely: -
- (a) the payment of such commission shall be authorized in the company's articles of association;
 - (b) the commission may be paid out of proceeds of the issue or the profit of the company or both;
 - (c) the rate of commission paid or agreed to be paid shall not exceed, in case of shares, five percent of the price at which the shares are issued or a rate authorised by the articles, whichever is less, and in case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued, or as specified in the company's articles, whichever is less;
 - (d) the prospectus of the company shall disclose –
 - (i) the name of the underwriters;
 - (ii) the rate and amount of the commission payable to the underwriter; and
 - (iii) the number of securities which is to be underwritten or subscribed by the underwriter absolutely or conditionally. Lieu of Prospectus and filed before the payment of the commission with the Registrar and where a circular or notice not being a prospectus inviting subscription for the shares or debentures is issued is also disclosed in that circular or notice;
 - (e) there shall not be paid commission to any underwriter on securities which are not offered to the public for subscription;
- (B) Save as aforesaid and save as provided in Section 53 of the Act, the Company shall not allot any of its shares or debentures or apply any of its moneys, either directly or indirectly, in payment of any commission, discount or allowance, to any person in consideration of:
- (i) his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in, or debentures of the Company or;
 - (ii) his procuring or agreeing to procure subscriptions, whether absolutely or conditionally, for any shares in, or debentures of the Company whether the shares, debentures or money be so allotted or applied by, being added to the purchase money of any property

For MUKKA PROTEINS LIMITED

DIRECTOR & CFO

Whole time
DIN: 03051103

acquired by the Company or to the contract price of any work to be executed for the Company, or the money be paid by as the nominal purchase money or contract price, or otherwise.

- (C) Nothing in this Article shall affect the power of the Company to pay such brokerage as it has hereto before been lawful for the Company to pay.
- (D) The commission may be paid or satisfied (subject to the provisions of the Act and these articles) in cash, or in shares, debentures or debenture-stocks of the Company.

CALLS

Board May Make Calls

35. The Board may from time to time and subject to Section 49 of the Act and subject to the terms on which any shares/debentures may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board (and not by circular resolution) make such calls as they think fit upon the members/debenture-holders in respect of all moneys unpaid on the shares/debenture held by them respectively and each member/debenture holder or his heir's executor's or administrators shall pay the amount of every call so made on him to the Company and at the times and places appointed by the Board and shall not give the option or right to call on shares to any person except with the sanction of the Company in the General Meeting. A call may be made payable by installments as may be decided by the Board. A call may be postponed revoked as the Board may determine.

Calls To Date from Resolution

36. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed and may be made payable by members/debenture-holders on a subsequent date to be specified by the Directors.

Notice of Call

37. 15 (fifteen) days' notice in writing shall be given by the Company of every call made payable otherwise than on allotment specifying the time and place of payment provided that before the time of payment of such call, the Directors may by notice in writing to the members/debenture-holders to revoke the same.


Directors may Extend Time

38. The Directors may, from time to time, at their discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members/debenture-holders who on account of residence at a distance or other cause, the Directors may deem fairly entitled to such extension, but no member/debenture holder shall be entitled to such extension, save as a matter of grace and favor.

Sums Deemed to be Calls

39. Any sum, which by the terms of issue of a share/debenture becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share/debenture or by way of premium, shall for the purpose of these Articles be deemed to be a call duly made and payable on

For MUKKA PROTEINS LIMITED


DIRECTOR & CFO
Wholesale
DIN: 03051103

the date on which by the terms of issue the same becomes payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.

Installments on Shares to be Duty Paid

40. If by the condition of allotment of any shares the whole or part of the amount of issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being and from time, shall be the registered holder of the share or his legal representative.

Calls on Shares of the Same Class to be made on Uniform Basis

41. Where any calls for further Share Capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class.

Explanation: For the purpose of this provision, shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.

Liability of Joint Holders of Shares

42. The joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares.

When Interest on Call or Installment Payable

43. If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof or any such extension thereof, the holder for the time being or allottee of the share in respect of which a call shall have been made or the installment shall be due, shall pay interest at ten per cent per annum or at such lower rate as shall be fixed by the Board from the day appointed for the payment thereof or any such extension thereof to the time of actual payment but the Directors may waive payment of such interest wholly or in part.

Partial Payment not to Preclude forfeiture

44. Neither a judgment nor a decree in favor of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of any such payment preclude the forfeiture of such shares as herein provided.

Proof on Trial of Suit for Money due on Shares

45. On the trial or hearing of any action or suit brought by the Company against any member or his legal representative for the recovery of any money claimed to be due to the Company in respect of any shares it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered appears in the Register of Members as the holder or one of the holders, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due, of the shares in respect of which such money is sought to be recovered and that the resolution making the call is duly recorded in the

For MUKKA PROTEINS LIMITED
Whole time DIRECTOR & CFO
DIN: 03051103

Minutes Book; and that the notice of such call was duly given to the member of his representatives, sued in pursuance of these presents; and it shall not be necessary to prove the appointment of the Directors who made such calls nor that a quorum of directors was present at the Board at which any call was made, nor that the meeting of which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

Payment in Anticipation of Calls May Carry Interest

46. (a) The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the money due upon the shares held by him, beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, to the member paying such sum in advance and the directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividends. The Directors may at any time repay the amount so advanced.
- (b) The member shall not however be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The provision of these Articles shall apply *mutatis mutandis* to the calls on debenture of the Company.

LIEN

Company's Lien on Shares/Debentures

47. The Company shall have a first and paramount lien upon all the shares and/or debentures (other than fully paid-up shares and/or debentures) registered in the name of each Member and/or debenture holder (whether held singly or jointly with others) in respect of all moneys called or payable at a fixed time in respect of such shares whether the time for payment thereof shall have actually arrived or not and shall extend to all dividends, interest right and bonuses from time to time declared in respect of such shares and/or debentures. The registration of transfer of shares and/or debentures shall not operate as a waiver of the Company's lien, if any, on such shares and/or debentures, unless otherwise agreed by the Board. The Directors may at any time declare any share and/or debenture wholly or in part exempt from the provisions of this Article.

As to Enforcing Lien by sale

48. For the purpose of enforcing such lien, the Board may sell the shares/debentures subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and/or debenture and may authorize one of their members or appoint any officer or Agent to execute a transfer thereof on behalf of and in the name of such member/debenture holder. No sale shall be made until such period, as may be stipulated by the Board from time to

For MUKKA PROTEINS LIMITED
Whole time DIRECTOR & CFO
DIN: 03051103

time, and until notice in writing of the intention to sell shall have been served on such member and/or debenture holder or his legal representatives and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for fourteen days after such notice.

Application of Proceeds of Sale

49. (a) The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the persons entitled to the shares and/or debentures at the date of the sale.
- (b) The Company shall be entitled to treat the registered holder of any share or debenture as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or by statute or Applicable Law required) be bound to recognize equitable or other claim to, or equitable, contingent, future or partial interest in, such shares (including the fractional part of a shares) or debentures on the part of any other person. The Company's lien shall prevail notwithstanding that it has received notice of any such claims.

FORFEITURE

If Call or Installment Not Paid Notice must be given

50. (a) If any member or debenture holder fails to pay the whole or any part of any call or installment or any money due in respect of any share or debentures either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Directors may at any time thereafter, during such time as the call or any installment or any part thereof or other moneys remain unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such member or debenture holder or on the person (if any) entitled to the share by transmission requiring him to pay such call or installment or such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
- (b) The notice shall name a day not being less than fourteen days from the date of the services of the notice and a place or places, on and which such call, or installment or such part or other moneys as aforesaid and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment of call amount with interest at or before the time and at the place appointed, the shares or debentures in respect of which the call was made or installment or such part or other moneys is or are payable will be liable to be forfeited. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

For MUKKA PROTEINS LIMITED

DIRECTOR & CFO

whole time
DEN: 03051103

51. **In Default of Payment Shares or Debentures to be Forfeited**
If the requirements of any such notice as aforesaid are not complied with any share/debenture in respect of which such notice has been given, may at any time thereafter before payment of all calls or installments, interest and expenses or other moneys due in respect thereof, be forfeited by a resolution of the Directors to that effect. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company. In respect of the payment of any such money, shall preclude, the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided. Such forfeiture shall include all dividends declared or interest paid or any other moneys payable in respect of the forfeited shares or debentures and not actually paid before the forfeiture.

52. **Entry of Forfeiture in Register of Member/Debenture holders**
When any shares / debentures shall have been so forfeited, notice of the forfeiture shall be given to the member or debenture holder in whose name it stood immediately prior to the forfeiture and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of members of debenture holders but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

53. **Forfeited Share/Debenture to be Property of Company and may be sold**
Any share or debenture so forfeited shall be deemed to be the property of the Company, and may be sold, re-allotted or otherwise disposed of either to the original holder or to any other person upon such terms and in such manner as the Directors shall think fit.

54. **Power to Annul Forfeiture**
The Directors may, at any time, before any shares or debentures so forfeited shall have been sold, re-allotted or otherwise disposed of, annul forfeiture thereof upon such conditions as they think fit.

55. **Shareholders or Debenture Holders Still Liable to pay Money Owed, at Time of Forfeiture and Interest.**
Any member or debenture holder whose shares or debentures have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, all calls, installments, Interest, expenses and other money owing upon or in respect of such shares or debentures at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Directors may determine, and the Directors may enforce the payment of the whole or a portion thereof, if they think fit, but shall not be under any obligation to do so. The liability of the member or debenture holder shall cease if and when the Company receives payment in full of all such monies in respect of the shares or debentures.

Effect of Forfeiture

The forfeiture of a share or a debenture shall involve extinction at the time

of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share or debenture and all other rights incidental to the share or debenture, except only such of these rights as by these Articles are expressly saved.

Declaration of Forfeiture

57. A Declaration in writing under the hand of one Director, the manager or the Secretary, of the company, that the call in respect of a share or debenture was made and notice thereof given and that default in payment of the call was made and that a share or debenture in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share shall be conclusive evidence of the facts stated therein as against all persons entitled to such share or debenture.

Validity of Sales under Article 48 and 53

58. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers here in above given, the Directors may, if necessary, appoint some person to execute an instrument of transfer of the shares or debentures sold and cause the purchaser's name to be entered in the Register of members or Register of debenture holders in respect of the shares or debentures sold, and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money and after his name has been entered in the Register of member or debenture holders in respect of such shares or debenture the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be for damages only and against the Company exclusively.

Cancellation of Share/Debenture Certificate in Respect of Forfeited Shares/Debentures


59. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate/s originally issued in respect of the relative shares or debentures shall (unless the same shall on demand by the relative shares or debentures surrendered to it by the defaulting member or debenture holder) stand cancelled and become null and void and be of no effect, and the directors shall be entitled to issue a duplicate certificate/s in respect of the said share or debentures to the person/s entitled thereto.

Title of Purchaser and Allottee of Forfeited Shares/Debentures

60. The Company may receive the consideration, if any, given for the share or debenture on any sale, re-allotment or other disposition thereof, and the person to whom such share or debenture is sold, re-allotted or disposed of may be registered as the holder of the share or debenture and shall not be bound to see to the application of the consideration, if any, nor shall his title to the share or debenture be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the share or debenture.

Surrender of Shares or Debenture

Directors may, subject to the provisions of the Act, accept a surrender of any share or debenture from or by any member or debenture holder

61.
For MUKKA PROTEINS LIMITED

Whole time DIRECTOR & CFO
DIN: 03051103

desirous of surrendering them on such terms as they think fit.

TRANSFER AND TRANSMISSION OF SHARES AND DEBENTURES

Transfer of Shares and Register of Share Transfer

62. The Company shall transfer securities only in dematerialized form in accordance with the provisions of the Act. The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

Form of Transfer

63. The Company shall use a common form of transfer. The instrument of transfer shall be in writing and all provisions of the Act and of any statutory modification thereof for the time being shall be duly complied within respect of all transfer of shares and the registration thereof.

Instrument of Transfer to be Executed by Transferor and Transferee

64. Every such instrument of transfer shall be signed both by the Transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of members in respect thereof.

Directors may Refuse to Register Transfer.

65. (a) Subject to the provision of Section 58 of the Act and subject to the provisions of Securities Contract (Regulations) Act, 1956 and the rules and regulations made there under, the Directors may, at their own absolute and uncontrolled discretion, decline by giving reasons to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a member of the Company but in such cases Directors shall within 15 days from the date on which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has a lien on the shares. Moreover, the Directors shall not register a transfer if any statutory prohibition or order prohibits a transfer or when a transferor objects to the transfer. In the event the Company does not effect transfer of securities within the stipulated 15 days or fails to communicate the refusal of the transfer/valid objection to the transfer within 15 days to the transferee, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of delay as specified under the Listing Regulations.

- (b) Nothing in Section 56 of the Act shall prejudice this power to refuse to register the transfer of, or the transmission by operation of law of the rights to, any shares or interest of a member in, or debentures of the Company.

Transfer of Share

For MUKKA PROTEINS LIMITED

DIRECTOR & CFO

whole time
DIN: 03051103

66. (a) An application of registration of the transfer of shares may be made either by the transferor or the transferee provided that where such application is made by the transferor, no registration shall in the case of partly paid shares be effected unless the Company gives notice of the application to the transferee and subject to the provisions of Clause (a) of this Article, the Company shall unless object is made by the transferee, within two weeks from the date of receipt of the notice, enter in the Register of members the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.
- (b) For the purpose of clause (a) above notice to the transferee shall be deemed to have been duly given if sent by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered to him in the ordinary course of post.
- (c) It shall not be lawful for the Company to register a transfer of any shares unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the Certificate relating to the shares and if no such Certificate is in existence, along with the letter of allotment of shares. The Directors may also call for such other evidence as may reasonably be required to show the right of the transferor to make the transfer, provided that where it is proved to the satisfaction of the Directors of the Company that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Directors think fit, on an application in writing made by the transferee and bearing the stamp required by an instrument of transfer register the transfer on such terms as to indemnity as the Directors may think fit.
- (d) Nothing in clause (c) above shall prejudice any power of the Company to register as shareholder any person to whom the right to any share has been transmitted by operation of law.
- (e) Nothing in this Article shall prejudice any power of the Company to refuse to register the transfer of any share.

Custody of Instrument of Transfer

67. The instrument of transfer shall after registration be retained by the Company and shall remain in their custody. All instruments of transfer which the Directors may decline to register; shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine in compliance with the applicable law.

Transfer Books and Register of Members when Closed

68. The Board shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the office of the Company is situated, to close the Transfer books, the Register of members or Register of debenture holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.

For MUKKA PROTEINS LIMITED

DIRECTOR & CFO

Whole time
DIN: 03051103

Transfer to Minors etc.


69. Only fully paid shares or debentures shall be transferred to a minor acting through his/her legal or natural guardian. Under no circumstances, shares or debentures be transferred to any insolvent or a person of unsound mind.

Title to Share of Deceased Holder

70. The executors or administrators of a deceased member (not being one or two or more joint holders) or the holder of a Succession Certificate or the legal representative of a deceased member (not being one or two or more joint holders) shall be the only persons whom the Company will be bound to recognize as having any title to the shares registered in the name of such member, and the Company shall not be bound to recognize such executors or administrators or the legal representatives unless they shall first obtained probate or Letters of Administration or a Succession Certificate, as the case may be, from a duly constituted competent court in India, provided that in any case where the Directors in their absolute discretion think fit, the Directors may dispense with the production of probate or Letters of Administration or a Succession Certificate upon such terms as to indemnity or otherwise as the Directors in their absolute discretion may think necessary and under Article 66 register the name of any person who claims to be absolutely entitled to the shares standing in the name of deceased member, as a member.

71. **Nomination by securities holders**

- (1) Any holder of securities of a company may, at any time, nominate, in Form No. SH.13, any person as his nominee in whom the securities shall vest in the event of his death.
- (2) On the receipt of the nomination form, a corresponding entry shall forthwith be made in the relevant register of securities holders, maintained under Section 88.
- (3) Where the nomination is made in respect of the securities held by more than one person jointly, all joint holders shall together nominate in Form No.SH.13 any person as nominee.
- (4) The request for nomination should be recorded by the Company within a period of two months from the date of receipt of the duly filled and signed nomination form.
- (5) In the event of death of the holder of securities or where the securities are held by more than one person jointly, in the event of death of all the joint holders, the person nominated as the nominee may upon the production of such evidence as may be required by the Board, elect, either-
 - (a) to register himself as holder of the securities; or
 - (b) to transfer the securities, as the deceased holder could have done.
- (6) If the person being a nominee, so becoming entitled, elects to be registered as holder of the securities himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased share or debenture holder(s).
- (7) All the limitations, restrictions and provisions of the Act relating to the right to transfer and the registration of transfers of securities shall be applicable to any such notice or transfer as aforesaid as if the death of

For MUKKA PROTEINS LIMITED

Whole time DIRECTOR & CFO
DIN: 03051103

the share or debenture holder had not occurred and the notice or transfer were a transfer signed by that shareholder or debenture holder, as the case may be.

- (8) A person, being a nominee, becoming entitled to any securities by reason of the death of the holder shall be entitled to the same dividends or interests and other advantages to which he would have been entitled to if he were the registered holder of the securities except that he shall not, before being registered as a holder in respect of such securities, be entitled in respect of these securities to exercise any right conferred by the membership in relation to meetings of the company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the securities, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends or interests, bonuses or other moneys payable in respect of the securities, as the case may be, until the requirements of the notice have been complied with.
- (9) A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation, to the company in Form No. SH.14.
- (10) The cancellation or variation shall take effect from the date on which the notice of such variation or cancellation is received by the company.
- (11) Where the nominee is a minor, the holder of the securities, making the nomination, may appoint a person in Form No. SH. 14 specified under sub-rule (1), who shall become entitled to the securities of the company, in the event of death of the nominee during his minority.

72.

Dematerialisation of Securities

- i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.
 - a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.
 - b. Option for Investors: Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.

If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security

- c. Securities in Depository to be in fungible form: -

All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.

Nothing contained in Sections 88, 89, 112 & 186 of the Companies Act

For MUKKA PROTEINS LIMITED
Whole time DIRECTOR & CFO
DIN: 03051103

shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.

d. Rights of Depositories & Beneficial Owners: -

Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.

- e. Save as otherwise provided in (d) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.
- f. Every person holding Securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository.
- ii. Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.
- iii. Nothing contained in Section 56 of the Companies Act shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
- iv. Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.
- v. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.
- vi. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.
- vii. The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country.

For MUKKA PROTEINS LIMITED
Whole time DIRECTOR & CFO
DIN: 03051103

- Registration of Persons Entitled to Share Otherwise than by Transfer**
73. (a) Subject to the provisions of Article 79 any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that the sustains the character in respect of which he proposes to act under this Article or of such titles as the Directors shall think sufficient, either be registered himself as a member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as a member in respect of such shares. Provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favor of his nominee on instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be free from any liability in respect of such shares.
- (b) A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.

- Claimant to be Entitled to Same Advantage**
74. The person entitled to a share by reason of the death lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares except that he shall not before being registered as a member in respect of the share, be entitled in respect of it, to exercise any right conferred by membership in relation to the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if the notice is not complied within ninety days , the Board shall thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the share until the requirements of the notice have been compelled with.

- Persons Entitled May Receive Dividend without being Registered as Member**
75. (a) A person entitled to a share by transmission shall, subject to the rights of the Directors to retain such dividends, bonuses or moneys as hereinafter provided be entitled to receive, and may give a discharge for any dividends, bonuses or other moneys payable in respect of the share/debenture.
- (b) This Article shall not prejudice the provisions of Article of 48 and 59.

- Refusal to Register Nomiuee**
76. Subject to the provisions of Section 59 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, The Directors shall have the same right to refuse on legal grounds to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration. However, the Company must ensure that the transmission

For MUKKA PROTEINS LIMITED
Whole time DIRECTOR
DIN: 03051103

requests for processed within 7 days and 21 days for dematerialized and physical securities, respectively.

Directors may require Evidence of Transmission

77. Every transmission of a share shall be verified in such manner as the Directors may require, and the Company may refuse to register any such transmission until the same be so verified or until or unless an Indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.

No Fees on Transfer or Transmission

78. No fee shall be charged for registration of transfer, probate, succession Certificate and Letters of Administration, Certificate of Death or Marriage, Power of Attorney or similar other documents.

The Company not liable for Disregard of a Notice Prohibiting Registration of Transfer

79. The Company shall incur no liability, or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner there or (as shown or appearing in the Register of members) to be prejudice or persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Directors shall so think fit.

Not more than Four Persons as Joint Holders

80. The Company shall be entitled to decline to register more than four persons as the holder of any shares.

The provisions of these Articles shall *mutatis mutandis* apply to the transfer or transmission by operation of law of debenture of the Company.

JOINT HOLDERS

Joint Holders

81. Where two or more persons are registered as the holders of any share/debenture, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles.

- (i) In the case of a transfer of share/ debenture held by joint holders, the

For MUKKA PROTEINS LIMITED
Wholesale
DIN: 03051103
DIRECTOR & CFO

transfer will be effective only if it is made by all the joint holders.

- (ii) The Joint holder of any share/debenture shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share/debenture.
 - (iii) On the death of anyone or more of such joint holders the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share/debenture, but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on share/debentures held by him jointly with any other person.
 - (iv) Any one of such joint holders may give effectual receipts of any dividends, interest or other moneys payable in respect of such share/debenture.
 - (v) Only the person whose name stands first in the Register of Members/Debenture holders as one of the joint holders of any share/debentures shall be entitled to the delivery of the certificate relating to such share/debenture or to receive notice (which expression shall be deemed to include all documents as defined in Article (2) (A) hereof and any document served on or sent to such person shall be deemed service on all the joint holders.
 - (vi) Any one or two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney than that one or such persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint holders shall be entitled to be present at the meeting provided always that joint holder present at any meeting personally shall be entitled to vote in preference to a joint-holder present by Attorney or proxy although the name of such joint holder present by an Attorney or proxy stands first or higher (as the case may be) in the Register in respect of such shares.
- (b) Several executors or administrators of a deceased member in whose (i.e. the deceased member's) sole name, any share stands, shall for the purpose of this clause, be deemed joint holders.

Borrowing Powers

82.

Subject to the provisions of Section 73, 179, 180 of the Act and of these Articles and subject to any restriction imposed by Reserve Bank of India, Board of Directors, may from time to time at its discretion, by a resolution passed at a meeting of the Board, accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's

For MUKKA PROTEINS LIMITED
whole time DIRECTOR CFO
DIN: 03051103

Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company, its free reserves and securities premium (not being reserves set apart for any specific purpose) or up to such amount as may be approved by the shareholders from time to time the Board of Directors shall not borrow such moneys without the sanction of the Company in General Meeting. No debt incurred by the Company in excess of the limit imposed by this Article shall be paid or effectual unless the tenderor proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been exceeded.

Bonds, Debentures etc. to be subject to control of Directors.

83. Any bonds, debentures, debenture-stocks or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Provided that bonds, debentures, debenture-stock or other securities so issued or to be issued by the Company with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.

Power to issue shares at Discount

84. The Company can only issue sweat equity shares at Discount as per Section 54 of the Act.

Debentures with voting rights not to be issued

85. (a) The Company shall not issue any debentures carrying voting rights at any meeting of the Company whether generally or in respect of particular classes of business.

(b) Certain charges mentioned in Section 77 of the Act shall be void against the liquidators or creditors unless registered as provided in Section 77 of the Act.

(c) The term 'charge' shall include mortgage in these Articles.

(d) A contract with the Company to take up and pay for any debentures of the Company may be enforced by a decree or specific performance.

Limitation of Time for Issue of Certificate

86. The Company shall, within six months after the allotment of any of its debentures or debenture-stock, and within one month after the application for the registration of the transfer of any such debentures or debenture stocks have complete and deliver the Certificate of all the debentures and the Certificate of all debenture stocks allotted or transferred unless the conditions of issue of the debentures or debenture-stocks otherwise provide.

The expression 'transfer' for the purpose of this clause means a transfer duly stamped and otherwise valid and does not include any transfer which the Company is for any reason entitled to refuse to register and does not

For MUKKA PROTEINS LIMITED

DIRECTOR

wholesale & retail
DEN: 03051103

register.

Right to Obtain Copies of aud Iuspect Trust Deed

87. (i) A copy of any Trust Deed for securing any issue of debentures shall be forwarded to the holders of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment of Rs. 10/- (Rupees Ten) for each Page of the copy of any Trust Deed.
- (ii) The Trust Deed referred to in item (i) above also be open to inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on payment of these same fees, as if it were the Register of members of the Company.
- (iii)

Mortgage of Uncalled Capital

88. If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall, subject to the provisions of the Act and these Articles, make calls on the members in respect of such uncalled capital in trust for the person in whose favor such mortgage or security is executed.

Indemnity May be given

89. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

Registration of Charges

90. (a) The provisions of the Act relating to registration of charges shall be complied with.
- (b) In case of a charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.
- (c) Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situated, as provided by Section 77 of the Act.
- (d) Where any charge on any property of the Company required to be registered to be registered under Section 77 of the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein shall be deemed to have notice of the charge as from the date of such registration.

For MUKKA PROTEINS LIMITED

whole time DIRECTOR
DIN: 03051103

(e) Any creditors or member of the Company and any other person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.

(f) The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.

Trust not Recognized

91. No notice of any trust, express or implied or constructive, shall be entered on the register of *Debenture* holders.

GENERAL MEETINGS

Annual General Meeting

92. Subject to the provisions contained in Section 96 and 129 of the Act, as far as applicable, the Company shall in each year hold, in addition to any other meetings, a general meeting as its annual general meeting, and shall specify, the meeting as such in the notice calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.

Time and Place of Annual General Meeting

93. Every annual general meeting shall be called at any time during business hours that is between 9 am to 6 pm, on a day that is not a National Holiday, and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated, and the notice calling the meeting shall specify it as the annual general meeting.

Section 101 to 109 of the Act shall apply to Meeting

94. Sections 101 to 109 of the Act with such adaptation and modifications, if any as may be prescribed, shall apply with respect to meeting of any class of members or debenture holders of the Company in like manner as they would with respect to general meetings of the Company.

Powers of Directors to Call Extraordinary General Meeting

95. The Directors may call an extraordinary general meeting of the Company whenever they think fit. If at any time Directors capable of acting who are sufficient in number to form a quorum, are not within India, any Director or any two (2) members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board of Directors.

For MUKKA PROTEINS LIMITED
Director & CFO
DIN: 03051103

96. **Calling of Extra Ordinary General Meeting on requisition**
- (a) The Board of Directors of the Company shall on the requisition of such number of members of the Company as is specified in clause (d) of this Article, forthwith proceed duly to call an Extra-ordinary general meeting of the Company.
- (b) The requisition shall set out the matters for the considerations of which the meeting is to be called, shall be signed by requisitionists, and shall be deposited at the registered office of the company.
- (c) The requisition may consist of several documents in like forms, each signed by one or more requisitionists.
- (d) The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold at the date of the deposit of the requisition not less than one tenth of such of the paid up share capital of the Company as at that date carried the right of voting in regard to that matter.
- (e) Where two or more distinct matters are specified in the requisition the provisions of clause (a) above, shall apply separately in regard to each such matter; and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that clause is fulfilled.
- (f) If the Board does not, within twenty-one days from the date of deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters then on a day not later than forty five days from the date of the deposit of the requisition, the meeting may be called by the requisitionists themselves within a period of three months from the date of requisition.

Explanation: For the purpose of this clause, the Board shall in the case of a meeting at which Resolution is to be proposed as a special Resolution, be deemed not have duly convened the meeting if they do not give such notice thereof as is required by Section 114 of the Act.

- (g) A meeting, called under Clause (f) above, by the requisitionists or any of them:
- (i) shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board; but
- (ii) shall not be held after the expiration of three months from the date of the deposit of the requisition.

Explanation: Nothing in Clause (g) (ii) above, shall be deemed to prevent a meeting only commenced before the expiry of the period of three months aforesaid, from adjourning to some day after the expiry of that period.

- (h) Where two or more persons hold any shares or interest in the Company jointly, requisition, or a notice calling a meeting, signed by one or some of

For MUKKA PROTEINS LIMITED
Whole time DIRECTOR & CFO
DIN: 03051103

them shall, for the purpose of this Article, have the same force and effect as if it had been signed by all of them.

- (i) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to duly call a meeting shall be repaid to the requisitionists by the Company; and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.

Length of Notice for Calling Meeting

- 97. (a) A general Meeting of the Company may be called by giving not less than clear twenty-one days' notice in writing or through electronic mode in such manner as may be prescribed by the Central Government.

- (b) A General Meeting of the Company may be called after giving shorter notice than that specified in clause(a) if consent is accorded thereto:

- (i) in the case of an Annual General Meeting, by not less than ninety-five per cent. of the Members entitled to vote thereat; and

- (ii) in the case of any other general meeting, by Members holding majority in number of Members entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the Company as gives a right to vote at the meeting;

Provided that where any members of the Company are entitled to vote only on such resolution or resolution to be moved at the meeting and not on the others, those members shall be taken into account for the purposes of this clause in respect of the former resolution or resolutions and not in respect of the latter.

Contents and Manner of Service of Notice and Persons on whom it is to be served.

- 98. (a) Every notice of a meeting of the Company shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted there at.

- (b) Notice of every meeting of the Company shall be given:

- (i) to every member of the Company, in any manner authorized by Section 20 of the Act;

- (ii) to the persons entitled to a share in consequence of a death or insolvency of a member, by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignees of the insolvent, or by any like description, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred;

- (iii) to the auditor or Auditors for the time being of the Company in any

For MUKKA PROTEINS LIMITED

DIRECTOR & CFO

DIN : 03051103

manner authorized by Section 20 of the Act in the case of any member or members of the Company; and

(iv) to all the Directors of the Company,

Provided that where the notice of a meeting is given by advertising the same in a newspaper circulating in the neighborhood of the Registered Office of the Company under Section 20 of the Act, the statement of the material facts referred to in Section 102 of the Act need not be annexed to the notice as required by that Section but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

(c) The accidental omission to give notice to, or the non-receipt of notice by any member or other person to whom it should be given shall not invalidate the proceedings at the Meeting.

Explanatory Statement to be Annexed to Notice

99. (A) For the purpose of this Article:

(i) in the case of an annual general meeting, all business to be transacted at the meeting shall be deemed special with the exception of business relating to-

(a) the consideration of the financial statements and the reports of the Board of Directors and auditors.

(b) the declaration of a dividend.

(c) the appointment of directors in the place of those retiring, and

(d) the appointment of, and the fixing of the remuneration of, the auditors, and

(ii) in the case of any other meetings, all business shall be deemed special.

(B) Where any items of business to be transacted at the meeting are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including in particular the nature of the concern of interest, if any, therein of every promoter, Director, the manager, if any, and of every other Key Managerial Personnel as required under Section 102 of the Act.

Provided that where any item of special business as aforesaid to be transacted at a meeting of the Company relates to, or affects any other Company, the extent of shareholding interest in that other Company of any such person shall be set out in circumstances specified in the provision to sub-section (2) of section 102 of the Act.


Where any item of business consists of the according of approval to any document by the meeting, the time and place where the documents can be inspected shall be specified in the statement aforesaid.

100. (a) **Quorum for Meeting**
In accordance with Section 103, the quorum for a General Meeting of the Company shall be as under:
- (i) five members personally present if the number of members as on the date of meeting is not more than one thousand;
 - (ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;
 - (iii) Thirty members personally present if the number of members as on the date of the meeting exceeds five thousand.
- (b) (i) If within half an hour from the time appointed for holding a meeting of the Company, a quorum is not present, the meeting, if called upon by requisition of members, shall stand cancelled.
- (ii) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board may determine.
- (c) No business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the business.

101. (a) **Adjourned Meeting to Transact Business**
If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be the quorum.
- (b) where a resolution is passed at an adjourned meeting of the Company, the resolution shall, for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

102. (a) **Chairman of General Meeting**
No business shall be discussed or transacted at any general meeting except the election of a Chairman whilst the Chair is vacant.
- (b) (i) The Chairman of the Board of Directors shall be entitled to take the Chair at every general meeting, if there be no Chairman or if at any meeting he shall not be present within 15 (fifteen) minutes after the time appointed for holding such meeting or is unwilling to act, the Director present may choose one of themselves to be the Chairman and in default of their doing so, the members present shall be willing to take the Chair, the members present shall choose one of themselves to be the Chairman.

- (ii) If at any meeting a quorum of members shall be present, and the Chair shall not be taken by the Chairman or Vice-Chairman of the Board or by a Director at the expiration of 15 minutes from the time appointed for holding the meeting or if before the expiration of that time all the Directors shall decline to take the Chair, the members present shall

For MUKKA PROTEINS LIMITED

whole-time DIRECTOR E. CFO
DLN: 03051103

choose one of their members to be the Chairman of the meeting.

Chairman with Consent may adjourn the Meeting

103. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place in the city, town or village where the registered office of the Company is situated.

Business at the Adjourned Meeting

104. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Notice of Adjourned Meeting

105. In case of adjournment of a meeting or of a change of day, time or place of meeting under, the Company shall give not less than three days' notice to the members.

PROXIES

Proxies

106. (a) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint any other person (whether a member or not) as his proxy to attend and vote instead of himself. A member (and in case of joint holder, all holders) shall not appoint more than one person as proxy. A proxy so appointed shall not have any right to speak at the meeting.

- (b) A proxy shall not be entitled to vote except on a poll.

- (c) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights:

Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

- (d) In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and is entitled to appoint a proxy to attend and vote instead of himself, and that a proxy need not be a member.

- (e) The instrument appointing a proxy or any other document necessary to show the validity or otherwise relating to the appointment of a proxy shall be lodged with the Company not less than 48 (forty-eight) hours before the meeting in order that the appointment may be effective thereat.

(f) The instrument appointing a proxy shall:

- (i) be in writing, and

For MUKKA PROTEINS LIMITED

DIRECTOR & CFO

whole time
DIN: 03051103

- (ii) Be signed by an appointer or his attorney duly authorized in writing or, if the appointer is a body corporate, by under its seal or be signed by an officer or any attorney duly authorized by it.
- (g) Every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in usual common form or in such other form as the Directors may approve from time to time.
- (h) An instrument appointing a proxy, if in any of the forms set out in to the Companies (Management and Administration) Rules 2014 shall not be questioned on the ground that it fails to comply with any special requirement specified for such instrument by these Articles.
- (i) Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 (three) days' notice in writing of the intention so to inspect is given to the Company.
- (j) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

E-VOTING


107. The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014 or any other Law, if applicable to the Company.

VOTES OF MEMBERS

108. Subject to any rights or restrictions for the time being attached to any class or classes of shares and in the manner prescribed under the Act and the rules made thereunder:
- (a) on a show of hands, every member present in person shall have one vote; and
 - (b) on a poll, the voting rights of members shall be in proportion to the member's share in the paid-up equity share capital of the Company.

109. **Voting by Poll**

- (a) Before or on the declaration of the result of the voting on any resolution on show of hands, a poll may be ordered to be taken by the Chairman of the meeting on his own motion and shall be ordered to be taken by him on a

FOR MUKKA PROTEINS LIMITED

 whole time DIRECTOR & CFO
 DIN: 03051103

demand made in that behalf. The Company shall comply with the procedure as regards voting by poll as may be prescribed under the Act and rules and regulations made thereunder.

- (b) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

Restrictions on Exercise of Rights of Members who have not paid Calls etc.

110. (a) No members shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right of lien.

- (b) Where the shares of the Company are held in trust, the voting power in respect of such shares shall be regulated by the provisions of Section 89 of the Act.

Restriction on Exercise of Voting Right in Other cases to be void

111. A member is not prohibited from exercising his voting right on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 110.

Equal Rights of Share Holders

112. Any shareholder whose name is entered in the Register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other shareholders of the same class.

Service of Notice, Reports, Documents and other communications by electronic mode.

113. Notwithstanding anything mentioned in these Articles, the Company may send any communication including notice of general meeting, annual report etc. to any persons by electronic mode as may be permitted under applicable laws.

Voting rights of members of unsound mind and minors

114. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll by his committee or other legal guardian and any such committee or guardian may, on poll vote by proxy; if any member be a minor the vote in respect of his share or shares shall be by his guardians or any one of his guardians or, any one of his guardians, if more than one, to be selected in case of dispute by the Chairman of the meeting.

Votes in respect of Shares of Deceased or Insolvent Members etc.

115. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: Provided that the Board may, at any time, give notice requiring any such person to elect either

For MUKKA PROTEINS LIMITED


DIRECTOR & CFO

whole time
DIN: 03051103

to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Custody of Instrument

116. If any such instrument of appointment be confirmed to the object of appointing proxy or substitute for voting at meeting of the Company, it shall remain permanently or for such time as the Directors may determine in the custody of the Company; a copy thereof examined with the original, shall be delivered to the Company to remain in the custody of the Company.

Validity of Votes given by Proxy notwithstanding Death of Members etc.

117. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of any power of attorney under which such proxy was signed or the transfer of the share in respect of which the votes is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the registered office of the Company before the meeting or adjourned meeting.

Time for Objections for Vote

118. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote whether given personally or by an agent or proxy or representative not disallowed at such meeting or poll shall be deemed valid for all purposes or such meeting or poll whatsoever.

Chairman of any Meeting to be the Judge of any Vote

119. (a) No objection shall be raised to the qualification of any voter, except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.
(b) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision thereon shall be final and conclusive.

Representation of Body Corporate

120. A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Act authorize such person by a resolution of its Board of directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company.

Representation of the President of India or Governors

121. (a) The President of India or the Governor of State if he is a member of the Company may appoint such person as he thinks fit to act, as his representative at any meeting of the Company or at any meeting of any class of members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.

For MUKKA PROTEINS LIMITED


DIRECTOR & CFO.

whole time
DEN: 03051103

- (b) A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such a Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Governor could exercise, as member of the Company.
- (c) The Company shall observe the provisions of Section 112 of the Act, in regards to the Public Trustee.

122.

PASSING RESOLUTIONS BY POSTAL BALLOT

- (a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.

(b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time.

Circulation of Members Resolution

123. The Company shall comply with provisions of Section 111 of the Act, relating to circulation of members resolutions.

Special Notice

124. In pursuance of Section 115 of the Act, where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one per cent. of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up, not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.

Resolution Passed at Adjourned Meeting

125.

The provisions of Section 116 of the Act shall apply to resolution passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolution shall be deemed for all purposes as having been passed on

For MUKKA PROTEINS LIMITED

whole time
DIRECTOR & CFO
DIN: 03051103

the date on which in fact they were passed and shall not be deemed to have been passed on any earlier date.

126. **Registration of Resolutions and Agreements**


The Company shall comply with the provisions of Section 117 of the Act relating to registration of certain resolutions and agreements.

Minutes of Proceedings of General Meeting and of Board and Other Meetings

127. (a) The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot, entries thereof in books for that purpose with their pages consecutively numbered.
- (b) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed:
- i. in the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
 - ii. In the case of minutes of proceedings of the general meetings by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for the purpose.
- (c) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (d) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- (e) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- (f) In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes of the meeting.
- (i) the names of the Directors present at the meetings, and
 - (ii) In the case of each resolution passed at the meeting, the names of the Directors, if any, dissenting from or not concurring in the resolution.
- (g) Nothing contained in Clause (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:

- (i) is, or could reasonably be regarded, as defamatory of any person.

For MUKKA PROTEINS LIMITED


Whole time DIRECTOR & CFO
DIN: 03051103

- (ii) is irrelevant or immaterial to the proceedings; or
- (iii) is detrimental to the interests of the Company.

The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusions of any matter in the minutes on the grounds specified in this clause.

- (h) The minutes of meetings kept in accordance with the provisions of Section 118 of the Act shall be evidence of the proceedings recorded therein.
- (i) The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

Presnptions to be Drawn where Minutes duly drawn and Signed.

128. Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors or a Committee of the Board have been kept in accordance with the provisions of Section 118 of the act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of directors or Liquidators made at the meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.

Inspection of Minutes Books of General Meetings.

129. (a) The books containing the minutes of the proceedings of any general meeting of the Company shall:
- (i) be kept at the registered office of the Company, and
 - (ii) be open, during 11:00 am to 1:00 pm to the inspection of any member without charge and by any other person on payment of fee of Rupees 50/- for each inspection, subject to such reasonable restrictions as the Company may, in general meeting impose.
- (b) Any member shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company, with a copy of any minutes referred to in Clause (a) above, on payment of Rs. 10/- for each page.

Publication of Reports of Proceedings of General Meetings

130. No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

Report on annual general meeting.

The Company shall prepare a report on each annual general meeting including the confirmation to the effect that the meeting was convened, held and conducted as per the provisions of the Act and the rules made thereunder, and shall file the same with the Registrar within thirty days of the conclusion of the annual general meeting

131.

For MUKKA PROTEINS LIMITED
Whole time DIRECTOR & CFO
DIN: 03051103

132.

Management of Subsidiaries and Group Companies

The Board shall be responsible for compliance with all applicable law, regulations, rules and guidelines as well as the Listing Regulations in relation to the obligation of the Company towards the governance and management of its subsidiaries and group companies.

MANAGERIAL PERSONNEL

Managerial Personnel

133. (a) Subject to the provisions of the Act, a chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- (b) Any provision of the Act or these Articles requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
- (c) The Company shall duly observe the provisions of Section 196 and Section 203 of the Act regarding prohibition of simultaneous appointment of different categories of managerial personnel therein referred to.

Remuneration of key managerial personnel

134. The remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of salary or commission or participation in profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule V along with Sections 196 and 197 of the Act.

Board of directors

135. Until otherwise determined by the Company in general meeting, the number of Directors shall not be less than 3 (three) and more than 15 (fifteen). The appointment of the Directors exceeding 15 (fifteen) will be subject to the provisions of Section 149 of the Act. The Board shall have the power of appoint the Chairman. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Regulations.

First Directors

136.

The First Directors of the Company are:

1. Kalandan Abdul Razak
2. Kalandan Mohammed Haris ; and
3. Mohammed Althaf Kalandan

Debenture Directors

For MUKKA PROTEINS LIMITED
Whole Time DIRECTOR & CFO
DIN: 03051103

137.

Any Trust Deed for securing debentures of debenture-stocks may, if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person or persons to be a Director or Directors of the Company and may empower such Trustees or holders of Debentures or debenture-stocks from time to time, to remove and reappoint any Director/s so appointed. The Director/s so appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director(s) shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

Nominee Director

138.

The Board may appoint any person as a director nominated by any institution, in pursuance of the provisions of any law for the time being in force or of any agreement to which the Company is a party or by the Central Government or the State Government(s) by virtue of its shareholding in the Company and such person or persons or Directors is / are hereinafter referred to as "Nominee Director/s", on the Board of the Company and such persons may be remove from such office any person or persons "so appointed and to appoint any person or persons" in his or their place/s. The Board may also agree that any such Nominee Director, or Nominee Directors may be removed from time to time by the institution/Central Government/State Government(s) entitled to appoint or nominate them and such institution/Central Government/State Government(s) may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatever.

At the option of such institution/Central Government/State Government(s) such Nominee Director/s shall not be required to hold any share qualification in the Company. Also, at the option of such institution/Central Government/State Government(s) such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director(s) shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to such institution or so long as such institution holds Debentures in the Company as a result of direct subscription or private placement or so long as such institution holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of any Guarantee the moneys owing by the Company to such institution is paid off.

The Nominee Director/s appointed under this Article will be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the meetings of the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. Such institution/Central

For MUKKA PROTEINS LIMITED
Whole time
DIN: 03051103
DIRECTOR E. CFO

Government/State Government(s) shall also be entitled to receive all such notices and minutes.

The Company shall pay to the Nominee Director/s sitting fees and expenses which the other Directors of the Company are entitled but if any other fees, commission, monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to such institution/Central Government/State Government(s) and the same shall accordingly be paid by the Company directly to such institution/Central Government/State Government(s). Any expenses that may be incurred by such institution/Central Government/State Government(s) or such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to such institution/Central Government/State Government(s) or as the case may be to such Nominee Directors.

Provided that if any such Nominee Director is an officer of such institution/Central Government/State Government(s) the sitting fees, in relation to such Nominee Director shall also accrue to such institution and the same shall accordingly be paid by the Company directly to such institution/Central Government/State Government(s).

Special Director

139. (a) In connection with any collaboration arrangement with any company or corporation or firm or person for supply of technical know-how and/or machinery or technical advice, the Directors may authorize such Company, Corporation, firm or person (hereinafter in this clause referred to as "Collaborator") to appoint from time to time, any person or persons as Director or Directors of the Company (hereinafter referred to as "Special Director") and may agree that such Special Director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for the office of such Director, so however, that such Special Director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such Collaborator under the collaboration arrangements or any time thereafter.
- (b) The Collaborator may at any time and from time to time remove any such Special Director appointer by it and may at the time of such removal and also in the case of death or resignation of the person so appointed at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.
- (c) It is clarified that every collaborator entitled to appoint a Director under this Article may appoint one or more such person or persons as a Director(s) and so that if more than one Collaborator is so entitled there may at any time be as many Special Director as the Collaborators eligible to make the appointment.

For MUKKA PROTEINS LIMITED
Whole time DIRECTOR & CFO
DIN 103051103

- Limit on Number of Non-Retiring Directors**
140. Subject to the provisions of Section 152 of the Act, the number of Directors appointed under Articles 137, 138 and 139 shall not exceed in the aggregate one-third of the total number of Directors, excluding Independent Directors, for the time being in office.
- Appointment of Independent Director**
141. Subject to the provisions of Section 149 (6) of the Act, Board of Directors shall have power at any time to appoint any person as an Independent Director to the Board. The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, such appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under Listing Regulations.
- Appointment of Whole-Time Director**
142. Subject to the provisions of Section 152 of the Act, Board of Directors shall have power at any time to appoint any person as an Whole-Time Director to the Board
- Appointment of Alternate Director**
143. The Board may appoint an alternate Director not being a person holding any alternate directorship for any other directors in the Company or holding directorship in the Company, to act for a Director (hereinafter called "the Original Director") during his absence for a period of not less than three months from India. An alternative Director so appointed shall not hold office as such for a period longer than that permissible to the Original Director in whose place he had been appointed and shall vacate if and when the Original Director returns to India.
- Appointment of Additional Director**
144. Subject to the provisions of Section 161 of the Act, Board of Directors shall have power at any time to appoint any person as an additional Director to the Board, but so that the total number of Directors shall not exceed the maximum number fixed by the Articles. Any Director so appointed shall hold the office only up to the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier and shall then be eligible for reappointment.
- Appointment of Women Director**
145. The Company shall have such number of Woman Director on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable.
- Appointment of Director to fill the Casual Vacancy.**
146. Subject to the provisions 161 of the Act, the office of any Director appointed by the Company in general meeting is vacated before his term of office expires in the nominal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the

For MUKKA PROTEINS LIMITED
DIRECTOR & CFO
Whole time
DIN: 03051103

Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated as aforesaid but he shall then be eligible for re-election.

Individual Resolution for Director Appointment

147. At a general meeting of the Company a motion shall not be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it. Resolution moved in contravention of this article shall be void whether or not objection was taken at the time of its being so moved. Provided that where a resolution so moved is passed no provision for the automotive reappointment of retiring director by virtue of these articles and the Act in default of another appointment shall apply.

Qualification of Director

148. A Director need not hold any shares in the Company to qualify him for the office of a Director of the Company.

Remuneration of Directors

149. (a) Subject to the provisions of Act, a Managing Director or a director who is in the whole-time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by the other.
- (b) Subject to the provisions of the Act, a Director, who is neither in the whole-time employment nor a Managing Director may be paid remuneration either:
- (i) by way of monthly, quarterly or annual payment, or
 - (ii) by way of commission if the Company by a special resolution has authorized such payment
- (c) Every Director shall be paid such amount of remuneration by way of fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time, as may be determined by the Board for each meeting of the Board or Committee thereof attended by him.
- (d) The Board shall recommend the fees/compensation to be paid to non-executive directors including independent directors. Such fees/compensation shall also be approved by the shareholders of the Company in a general meeting. However, such approval will not be required in case of sitting fees paid to non-executive directors which are within the limits prescribed under the Act and for which no Central Government approval is required. In terms of Section 149 (9) of the Act, if the Company has no profits or its profits are inadequate, an independent director may receive remuneration, exclusive of any fees payable under sub-section (5) of section 197 of the Act, in accordance with the provisions of Schedule V of the Companies Act, 2013.

Traveling and Other Expenses

The Board may allow and pay to any Director for the purpose of attending

For MUKKA PROTEINS LIMITED
150.

[Signature]
DIRECTOR & CFO
whole time
DIN: 03051103

a meeting such sum either as fixed allowance and/or actual as the Board may consider fair compensation for traveling, board and lodging and incidental and/or actual out of pocket expenses incurred by such Director in addition to his fees, for attending such meeting to and from the place at which the meetings to and from the place at which the meetings of the Board Committees thereof or general meetings of the Company are held from time to time or any other place at which the Director executes his duties.

Remuneration for Extra Services

151. If any Director, being willing shall be called upon to perform extra services or to take any special exertions for any of the purposes of the Company and in that event the Company may, subject to the provisions of the Act, remunerate such Director either by a fixed sum or by a percentage of profit or otherwise, as may be determined by the Directors but not exceeding that permitted under Section 197 of the Act and such remuneration may be either in addition to or in substitution for his share in the remuneration above provided.

Increase in Remuneration of Directors to require Government Sanction

152. Any provision relating to the remuneration of any Director including the Managing Director or Joint Managing Director or whole time Director or executive Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Section 196, 197 and 203 of the Act and in accordance with the conditions specified in Schedule V and to the extent to which such appointment or any provisions for remuneration thereof is not in accordance with the Schedule V, the same shall not have any effect unless approved by the Central Government and shall be effective for such period and be subject to such conditions as may be stipulated by the Central Government and to the extent to which the same is not approved by the Central Government, the same shall become void and not enforceable against the Company.

Director Not to Act when Number Falls Below Minimum

153. When the number of Directors in Office falls below the minimum fixed above, the Directors, shall not act except in emergencies or for the purposes of filling up vacancies or for summoning a general meeting of the Company and so long as the number is below the minimum they may so act notwithstanding the absence of the necessary quorum.

Eligibility

154. A person shall not be capable of being appointed a Director if he has the disqualifications referred to in Section 164 of the Act.

Directors Vacating Office

155. (a) The office of a Director shall be vacated if:
- (i) he is found to be of unsound mind by a Court of competent jurisdiction;
 - (ii) he applied to be adjudicated an insolvent;

For MUKKA PROTEINS LIMITED

DIRECTOR

EFD

whole time
DIN: 03051103

- (iii) he is adjudicated an insolvent;
- (iv) he is convicted by a Court, of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;
- (v) he fails to pay any call-in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call unless the Central Government by Notification in the Official Gazette removes the disqualification incurred by such failure;
- (vi) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
- (vii) he is removed in pursuance of Section 169 of Act;
- (viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;
- (ix) he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;
- (x) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184.

(b) **Resignation of Directors**

A Director who holds office or other employment in the company shall, when he resigns his office, provide a notice in writing to the company.

Removal of Directors

156. (a) The Company may (subject to the provisions of Section 169 and other applicable provisions of the Act and these Articles) remove any director other than ex-officio directors or Special Directors or Debenture Directors or a Nominee Director or a director appointed by the Central Government in pursuance of Section 242 of the Act, before the expiry of his period of office.
- (b) Special notice as provided by Section 115 of the Act shall be required of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.
- (c) On receipt of notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.
- (d) Whether notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding a reasonable length) and requests their notification to members of the Company, the

For MUKKA PROTEINS LIMITED
 whole time DIRECTOR E. P. P.
 DIN: 03051103

Company shall unless the representations are received by it too late for it do so:

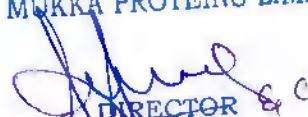
- (i) In the notice of the resolution given to members of the Company state the fact of representations having been made, and
 - (ii) send a copy of the representation to every member of the Company whom notice of the meeting is sent (whether before or after receipt of the representations by the company), and if a copy of representations, is not sent as aforesaid because they were received too late or because of the company's default, the Director may (without prejudice to his right to be provided orally) require that the representations be read out at the meeting, provided that copies of the representations need not be sent or read out at the meeting if so directed by the Court.
- (e) A vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in general meeting or by the Board in pursuance of Section 161 of the Act be filled by the appointment of another Director in his stead by the meeting at which he is removed, provided special notice of the intended appointment has been under clause (b) hereof. A Director so appointed shall hold office until the date up to which his predecessor would have held office if he had not been removed as aforesaid.
- (f) if the vacancy is not filled under clause (e) above it may be filled as a casual vacancy in accordance with the provisions, in so far as they may be applicable, of Section 161 of the Act, and all the provisions of that Section shall apply accordingly;
- (g) Nothing contained in this Article shall be taken:
- (i) as depriving a person removed there under of any compensation or damages payable to him in respect of the termination of his appointment as Director or of any appointment terminating with that as director; or
 - (ii) as derogating from any power to remove a Director which may exist apart from this Article.
- (h) The Company shall take steps to fill the vacancy caused by the resignation/removal of an independent director by replacing such independent director with a new independent director within three months of the occurrence of such vacancy or at the immediate next meeting of the of the Board, whichever is later or as may otherwise be prescribed by the Listing Regulations.

Directors may Contract with Company

Subject to the restrictions imposed by these Articles and by Section 179, 180, 185, 186, 188, 189, 196 and any other provisions of the Act, no Director, Managing Director, or other officer or employee of the Company shall be disqualified from holding his office by contracting with the Company

157.

For MUKKA PROTEINS LIMITED


DIRECTOR & CFO
D2N: 03051103

either as vendor, purchaser, agent, broker or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director, managing director, Joint Managing Director, Executive Director other officer or employee shall be in any way interested, be avoided, nor shall be Director, Managing Director or any officer or employee so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason only of such Director, officer or employee holding that office or of the fiduciary relation thereby established, but the nature of his or their interest must be disclosed by him or them in accordance with provisions or Section 184 of the Act where that section be applicable.

Disclosure of Directors' Interest

158. (1) Every Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into, by or on behalf of the Company, shall disclose the nature of his concern of interest at a meeting of the Board of Directors, in the manner provided in Section 184 of the Act.
- (2) (a) In the case of proposed contract or arrangement, the disclosure required to be made by a Director under clause (1) shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not, at the date of that meeting, concerned or interested in the proposed contract or arrangement, at the first meeting of the Board held after he be so concerned or interested.
- (b) In case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.
- (3) Nothing in this Article shall apply to any contract or arrangement entered into or to be entered into between the Company and any other company where any one or two or more of Directors together holds or hold not more than two percent of the paid up share capital in other company.

Board Resolution necessary for Certain Contracts

159. (1) Except with the consent of the Board of Directors of the Company and of the Shareholders as applicable, in terms of the provisions of Section 188 of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014, the Company, shall not enter into any contract with a Related Party
- for the sale, purchase or supply of any goods, materials or services; or
 - selling or otherwise disposing of, or buying, property of any kind;
 - leasing of property of any kind;
 - availing or rendering of any services;
 - appointment of any agent for purchase or sale of goods, materials, services or property;
 - such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or associate company;
 - underwriting the subscription of any securities or derivatives thereof, of the Company;

For MUKKA PROTEINS LIMITED


DIRECTOR & CFO

whatsapp
DIN: 03051103

- (2) Nothing contained in clause (1) shall affect any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis or affect transactions entered into between the Company and its wholly owned subsidiaries whose accounts are consolidated with the Company and placed before the Shareholders at a Shareholders Meeting for approval
- (3) Notwithstanding anything contained in clauses (1) and (2) a Related Party may, in circumstances of urgent necessity enter, without obtaining the consent of the Board or the approval of shareholders of the Company as required under the Act, into any contract with the Company; but in such a case the consent of the Board or the approval of shareholders of the Company as required under the Act as the case may be, shall be obtained at a meeting within three months of the date of which the contract was entered into or such other period as may be prescribed under the Act.
- (4) Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into or such other period as may be prescribed under the Act.
- (5) If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be avoidable at the option of the Board.
- (6) The audit committee of the Board may provide for an omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed by applicable law.

Disclosure to the Members of Appointment of Manager, Whole-Time Directors, Managing Director or Secretaries and Treasures

160. (a) The company shall keep a copy of contract of service with managing or whole-time director in writing. Where the contract is not in writing, a written memorandum setting out terms of contract shall be kept.
- (b) The copies of the contract or the memorandum shall be open to inspection by any member of the company without payment of fee.

Loans to Director etc.

161. (a) Save as otherwise provided in the Act, the Company shall not, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by,-
- (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or
 - (b) any firm in which any such director or relative is a partner

- (b) The Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the Company is interested, subject to the condition that—

For MUKKA PROTEINS LIMITED

[Signature]
 whole time DIRECTOR efefo
 DIN: 03051103

- (i) a special resolution is passed by the company in general meeting;
 Provided that the explanatory statement to the notice for the relevant general meeting shall disclose the full particulars of the loans given, or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security and any other relevant fact; and
- (ii) the loans are utilised by the borrowing company for its principal business activities
- (c) However, nothing contained in this Article 161 (a) and (b) shall apply to -
- (a) giving of any loan to the managing or whole-time director –
- (i) as a part of the conditions of service extended by the company to all its employees; or
- (ii) pursuant to any scheme approved by the members by a special resolution; or
- (b) in the ordinary course of its business provide loans or gives guarantees or securities for the due repayment of any loan and in respect of such loans an interest is charged at a rate not less than the rate of prevailing yield of one year, three years, five years or ten years Government security closest to the tenor of the loan.
- (c) any loan made by the Company to its wholly owned subsidiary company or any guarantee given or security provided by the Company in respect of any loan made to its wholly owned subsidiary company; and
- (d) any guarantee given or security provided by the Company in respect of loan made by any bank or financial institution to its subsidiary company.
- Provided that the loans made under clauses (c) and (d) are utilised by the subsidiary company for its principal business activities

Loans to Companies

162. The Company shall observe the restrictions imposed on the Company in regard to making any loans, giving any guarantee or providing any security directly or indirectly to the Companies or bodies corporate as provided in Section 186 of the Act, exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

Interested Director not to Participate or vote in Board's Proceedings

163. No Director of the Company shall as a Director take any part in the discussion of or vote on any contract or arrangement entered into, or to be entered into, by or on behalf of the Company, if he is in any way whether directly or indirectly concerned, or interested in such contract or arrangement nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote on any contract of indemnity against any loss which it or any one of more of its number may suffer by reason of becoming or being sureties or surety for the Company. Nothing in this Article shall apply to any contract or arrangement entered into or to be entered into between two companies

For MUKKA PROTEINS LIMITED

 Whole Time DIRECTOR E/CFO
 DIN: 03051103

where any of the directors of one company or two or more of them together holds or hold not more than two percent of the paid up share capital of the other company

This Article is subject to the provisions of Section 184 of the Act.

Register of Contracts in which Directors are interested

164. The Company shall keep one or more Registers in which it shall be entered separately particulars of all contracts and arrangements to which Sections 184 and 188 of the Act apply.

ROTATION AND APPOINTMENT OF DIRECTORS

Director may be Director of Companies Promoted by the Company

165. A Director may be or become a Director of any Company or which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefits received as Director or shareholder of such Company except in so far as Section 197) or Section 188 of the Act may be applicable.

Subject to provisions of Section 152 of the Act, not less than two thirds of the total number of Directors shall:

- (a) be persons whose period of office is liable to determination by retirement of Directors by rotation, and
- (b) save as otherwise expressly provided in the Act, be appointed by the Company in general meeting.

The remaining Directors shall, in default of and subject to any regulations in the Articles of the Company, also be appointed by the Company, in general meeting.

Ascertainment of Directors Retiring by Rotation and Filling up Vacancy

166. (a) At every annual general meeting one-third of such directors for the time being as are liable to retire by rotation, or if their number is not three or multiple of three, then the number nearer to one-third, shall retire from office.

The Debenture Directors, Corporate Directors, Special Directors, Independent Directors, and Managing Director if any, shall not be subject to retirement under this Article and shall not be taken into account in determining the number of Directors to retire by rotation. Thus, Whole time Directors shall be liable to retire by rotation. In these Articles a "Retiring Director" means a Director retiring by rotation.

- (b) The Directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot. A Retiring Director shall be eligible for re-election.

For MUKKA PROTEINS LIMITED

Whole time DIRECTOR & CFO
DIN: 03051103

- (c) At the annual general meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.
- (d) I. if the place of the retiring Director is not so filled up and that meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.
- II. if at the adjourned meeting also, the place of the retiring Director is not filled up and that the meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless-
- (a) At that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;
- (b) The retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so reappointed;
- (c) He is not qualified or is disqualified for appointment;
- (d) A resolution, whether special or ordinary, is required for his appointment or re-appointment in virtue of any provisions of the Act, or
- (e) The proviso to Section 162 of the Act is applicable to the case.

Consent of Candidates for Directorship to be Filed with the Registrar

167. Every person who is proposed as a candidature for the office of Director of the Company shall sign and file with the Company and with the Registrar, his consent in writing to act as a Director, if appointed, in accordance with the provisions of Section 152 of the Act in so far as they may be applicable.

Company may Increase or Reduce the Number of Directors or Remove any Director

168. Subject to the provisions of Sections 149, 151 and 152 of the Act, and these Articles the Company may, by special resolution, from time to time, increase or reduce the number of Directors and may prescribe or alter qualifications.

Appointment of Directors to be Voted Individually.

169. (1) No motion at any general meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it.

- (2) A resolution moved in contravention of clause (1) hereof shall be void, whether or not objection was taken at the time of its being so moved, provided that for the automatic re-appointment of retiring Director in default of another appointment as hereinabove provided shall apply.

For MUKKA PROTEINS LIMITED
 whole time DIRECTOR & CFO
 DIN: 03051103

- (3) For the purpose of this Article, a motion for approving a person's appointment, or for nominating a person for appointment, shall be treated as a motion for his appointment.

Notice of Candidature for Office of Directors Except in Certain Cases

170. (1) No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless he or some other member intending to propose him has, at least fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of a Director or the intention of such member to propose him as a Director for office as the case may be along with a deposit of One lakh Rupees which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than twenty-five per cent of total votes cast.

Provided that requirements of deposit of amount shall not apply in case of appointment of an Independent Director or a director recommended by the Nomination and Remuneration Committee, if any, constituted under sub-section (1) of Section 178 of the Act.

- (2) The Company shall inform its members of the candidature of the person for the office of Director or the intention of a member to propose such person as a candidate for that office by serving individual notices on the members not less than seven days before the meeting. Provided that it shall not be necessary for the Company to serve individual notices on the members as aforesaid if the Company advertises such candidature or intention not less than seven days before the meeting in at least two newspapers circulating in the place where the Registered Office of the Company is located, of which one is published in the English language and the other in the regional language of that place.
- (3) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and file with the Company his consent in writing to act as a Director if appointed.
- (4) A person, other than-
- (a) a Director, re-appointed after retirement by rotation or immediately on the expiry of his term of office, or
 - (b) an additional or alternate Director or a person filling a casual vacancy in the office of a Director under Section 160 of the Act, appointed as a Director or re-appointed as an additional or alternate Director immediately on the expiry of term of office shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director

Register of directors and Notification of Change to Registrar

171. (1) The Company shall keep at its Registered Office a Register containing the particulars of its Directors and key managerial personnel and other

For MUKKA PROTEINS LIMITED

Whole time DIRECTOR ERF

DIN:03051103

persons mentioned in Section 170 of the Act which shall include the detail of securities held by each of them in the Company or its holding, subsidiary of Company's holding company or company and shall send to the Registrar a Return containing the particulars specified in such Register and shall otherwise comply with the provisions of the said Section in all respects.

- (2) Such Register shall be kept open for inspection by any member or debenture holder to the Company as required by section 171 of the Act.

Disclosure by Director of Appointment to any other Body Corporate

172. Every Director (including a person deemed to be a Director of the Company Managing Director, Key Managerial Personnel, Manager or Secretary of the Company who is appointed to or relinquishes office of Director, Managing Director, Manager or Secretary of any other body corporate shall within thirty days of his appointment to, or as the case may be, relinquishment of such office disclose to the Company the particulars relating to the office in the other body corporate which are required to be specified under Section 170 of the Act.

Disclosure by Directors of their Holdings of Shares and Debentures of the Company.

173. Every director and every person deemed to be a Director of the Company shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.


Meeting of Directors

174. (a) The Directors may meet together as a Board for transaction of business from time to time and shall so meet at least four times in every year in such manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board and they may adjourn and otherwise regulate their meetings and proceedings as they deem fit. The provisions of this Article shall not be deemed to be contravened merely by reason of the fact that meeting of the Board, which had been called in compliance with the terms herein mentioned, could not be held for want of quorum.
- (b) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognizing the participation of the directors and of recording and storing the proceedings of such meetings along with date and time:

Provided that the Central Government may, by notification, specify such matters which shall not be dealt with in a meeting through video conferencing or other audio visual means.

Provided further that where there is quorum in a meeting through physical presence of directors, any other director may participate through

For MUKKA PROTEINS LIMITED


Whole time DIRECTOR & CFO
DIN: 03051103

video conferencing or other audio visual means in such meeting on any matter specified under the aforementioned proviso.

- (c) Every director present at any meeting of the Board of Directors or a committee there of shall sign his name in a book to be kept for that purpose, to show his attendance there at

When Meeting to be Convened

175. Any Director of the Company may and the Manager or Secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.

Directors Entitled to Notice

176. Notice of every meeting of the Board of the Company shall be given in writing to every Director for the time being in India and at his usual address in India.

Appointment of Chairman

177. The Board may elect a Chairman of its meetings and determine the period for which he is to hold office. If no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman of the Meeting, or if no Director has been so designated, the directors present may choose one of their number to be the Chairman of the meeting.

Board may Appoint Managing Director

178. (a) Pursuant to Section 203 of the Act, the Managing Director of the Company shall be appointed by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.
- (b) Any Managing Director or/s or whole time Director/s so appointed shall not be required to hold any qualification shares.
- (c) Subject to the provisions of Sections 196, 197, and 203 of the Act and also subject to the limitations, conditions and provisions of Schedule V to the Act, the appointment and payment of remuneration to the above Director/s shall be subject to approval of the members in general meeting and of the Central Government, if required.
- (d) Subject to the superintendence, control and direction of the Board, the day to day management of the Company shall be vested with the Managing Director/s or Whole-time Director/s Manager, if any, with Power to the Board to distribute such day to day management functions in any manner as deemed fit by the Board subject to the provisions of the Act and these Articles.

Meeting of Committee, how to be Governed

179. (a) The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meeting and proceedings of the Directors, so far as the same are applicable thereto and are not superseded

- by any regulations made by the Directors.
- (b) A committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be chairperson of the meeting.

Resolution by Circular

180. No Resolution by circular shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation unless such Resolution has been circulated in draft form, together with necessary papers, if any, to all the Directors, or to all the members for the Committee, as the case may be, at the respective addresses registered with the Company or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution and has been approved by the majority of the Directors or Members of the Committee or by a majority of such of them as are entitled to vote on the Resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board. A resolution by circular shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.


Directors May Appoint Committees

181. The Board shall constitute such committees as may be required under the Act, applicable provisions of Law and the Listing Regulations. Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of their powers to Committees of the Board consisting of two or more members of its body as it thinks fit and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes. A director shall not be a member of more than ten committees or act as a chairperson of more than five committees across all listed entities in which he is a director as determined by the Listing Regulations. The Chairman shall have a casting vote at committee meetings and the Board may from time to time, revoke and discharge such Committee of the Board either wholly or in part and either as to persons or purposes, but every Committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may, from time to time, be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purposes of its appointment but not otherwise, shall have the like force and effect as if done by the Board.

Acts of Board or Committee Valid Notwithstanding Defect of Appointment

182. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board. All acts done by any meeting of the

For MUKKA PROTEINS LIMITED


whole time DIRECTOR & CFO
DIN: 03051103

Directors or by a Committee of Directors, or by any person acting as a Director, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or they or any of them were or was disqualified or that their or his appointment had terminated by virtue of any provisions contained in the Articles or the Act, be as valid as if every such person has been duly appointed and was qualified to be a Director.

POWER OF DIRECTORS

Certain Powers to be Exercised by the Board

183. (a) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board -

- (i) to make calls on shareholders in respect of money unpaid on their shares;
- (ii) to authorize buy-back of securities under Section 68 of the Act;
- (iii) to issue securities, including debentures, whether in or outside India;
- (iv) to borrow monies;
- (v) to invest the funds of the Company;
- (vi) to grant loans or give guarantee or provide security in respect of loans;
- (vii) to approve financial statement and the Board's report;
- (viii) to diversify the business of the Company;
- (ix) to approve amalgamation, merger or reconstruction;
- (x) to take over a company or acquire a controlling or substantial stake in another company;
- (xi) to make political contributions;
- (xii) to appoint or remove key managerial personnel (KMP);
- (xiii) to appoint internal auditors and secretarial auditor;
- (xiv) such other business as may be prescribed by the Act and rules made thereunder

Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (iv) to (vi) to the extent specified in clauses (b), (c) and (d) respectively on such conditions as the Board may prescribe.

- (b) Every resolution delegating the power referred to sub-clause (iv) of clause (a) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate,
- (c) Every resolution delegating the power referred to in sub-clause (v) of clause (a) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.
- (d) Every resolution delegating the power referred to in sub-clause (vi) of clause (a) shall specify the total amount up to which loans may be made by

For MUKKA PROTEINS LIMITED

whole time DIRECTOR E1 CFO

DIN: 03051103

the delegates, the purpose for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual case.

- (e) Nothing in this article contained shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in sub-clauses (i) to (x) of clause (a) above.

Restriction on Powers of Board

184. (a) The Board of Directors of the Company shall not except with the consent of the Company in general meeting:

- (i) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company more than one undertaking of the whole or substantially the whole of any such undertaking;
- (ii) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;
- (iii) borrow moneys, where the money to be borrowed, together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business; or
- (iv) remit, or give time for the repayment of, any debt due from a director;
- (v) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees any amount, the aggregate of which in any financial year, exceed five percent of its average net profits as determined in accordance with the provisions of Section 198 of the Act during the three financial years, immediately preceding, whichever is greater.

(b) Nothing contained in sub-clause (a) above shall affect:

- (i) the title of a buyer or other person who buys or takes a lease of any property, investment or undertaking as is referred to in that clause in good faith and after exercising due care and caution, or
- (ii) the selling or leasing of any property of the Company where the ordinary business of the Company consists of, comprises such selling or leasing.

(c) Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (a) (i) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may

For MUKKA PROTEINS LIMITED

result from the transaction. Provided that this clause shall not be deemed to authorize the Company to effect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.

- (d) No debt incurred by the Company in exercise of the limit imposed by sub-clause (iii) of clause (a) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.
- (e) Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in sub-section (1) Section 180 of the Act and in regard to the limitations on the power of the Company contained in Section 181 of the Act.

185.

Directors May Appoint Committees

Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of their powers to Committees of the Board consisting of two or more members of its body as it thinks fit. A director shall not be a member of more than ten committees or act as a chairperson of more than five committees across all listed entities in which he is a director as determined by the Listing Regulations. The Chairman shall have a casting vote at committee meetings and the Board may from time to time, revoke and discharge such Committee of the Board either wholly or in part and either as to persons or purposes, but every Committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may, from time to time, be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purposes of its appointment but not otherwise, shall have the like force and effect as if done by the Board.

186.

Acts of Board or Committee Valid Notwithstanding Defect of Appointment

All acts done by any meeting of the Directors or by a Committee of Directors, or by any person acting as a Director, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or they or any of them were or was disqualified or that their or his appointment had terminated by virtue of any provisions contained in the Articles or the Act, be as valid as if every such person has been duly appointed and was qualified to be a Director.

187.

General Powers of the Company Vested in Directors

Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorized to exercise and do and not hereby or by the stature or otherwise directed or required to be exercise or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other and act and of the Memorandum of Association and these articles and to any regulations, but being inconsistent with the Memorandum of Association and these articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the

For MUKKA PROTEINS LIMITED

whole time DIRECTOR & CFO

DIN: 03051103

Directors which would have been valid if such regulation had not been made.

188.

Specific Powers Given to Directors

Without prejudice to the general powers conferred by Article 187 and the other powers conferred by these presents and so as not in way to limit any or all of these powers, but subject however to provisions of the Act, it is hereby expressly declared that the Directors shall have following powers.

To pay Registration Expenses

- (i) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation establishment and registration of the Company;
- (ii) To pay and charge to the capital account of the Company any interest lawfully payable thereon under the provisions of Section 40 of the Act;

To Acquire Property

- (iii) Subject to the provisions of the Act and these articles to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, or Company carrying on the business which this company is authorized to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may deliver or may be advised to be reasonably satisfactory.

To Purchase Lands, Buildings, Etc.

- (iv) Subject to the provisions of the Act to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;

To Construct Buildings

- (v) To effect, construct, enlarge, improve, alter, maintain, pull down rebuild or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purpose of the Company and to acquire lands for the purposes of the Company.

To Mortgage, Charge Property

- (vi) To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Act, any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit.

To Pay for Property Etc.

- (vii) At their discretion to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture-stocks or other securities of the

For MUKHA PROTEINS LIMITED

Whole time DIRECTOR & CFO

DIN: 03051103

Company, and any such shares stock of other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture-stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;

To Insure

- (viii) To insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, store, produce and other movable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;

To Open Accounts

- (ix) Subject to Section 179 of the Act, open accounts with any bank or bankers or with any Company, firm or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;

To Secure Contracts

- (x) To secure the fulfillments of any contracts of engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;

To Attach to Shares such Conditions

- (xi) To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;

To Accept, Surrender, of Shares

- (xii) To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or any part thereof subject to the provisions of the Act;

To appoint Attorney

- (xiii) To appoint any person or persons (whether incorporated or not), to accept and hold in trust for the Company any property belonging to the Company or in which it is interested for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;

To Bring and Defend Actions

- (xiv) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Act to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;

To Refer to Arbitration

(xv) To refer, subject to the provisions of Section 180 of the Act, any claims or demands by or against the Company to arbitration and observe and perform the awards;

To Act on Insolvency Matters

(xvi) To act on behalf of the company in all matters relating to bankrupts and insolvents;

To Give Receipts

(xvii) To make and give receipts, release and other discharges for moneys payable to the Company and for the claims and demands of the Company subject to the provisions of Section 180 of the Act;

To Authorize Acceptance

(xviii) To determine from time to time as to who shall be entitled to sign bills, notes, receipts, acceptances, endorsements, cheques, dividend/interest warrants, release, contracts and documents on the Company's behalf;

To Invest Moneys

(xix) Subject to the provisions of Sections 179, 180 and 186 of the Act, to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such shares, securities, or investments (not being shares in this Company) and in such manner as they may think fit, and from time to time to vary or release such investments;

To Provide for Personal Liabilities

(xx) To execute in the name and on behalf of the Company in favor of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as they may think fit and any such mortgage may contain a power of sale and such other powers, covenants' and provisions as shall be agreed on;

To Give to Directors Etc. An Interest in Business

(xxi) Subject to such sanction as may be necessary under the Act or the articles, to give to any Director, Officer, or other persons employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.

To Provide for Welfare of Employees

(xxii) To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to payment by creating and from time to time subscribing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the

For MUKKA PROTEINS LIMITED

Atchale Nihal DIRECTOR E, CFO
DIN: 03051103

Directors shall think fit;

To Subscribe to Charitable and Other Funds

- (xxiii) To subscribe, or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, object or purposes for any exhibition;

To Maintain Pension Funds

- (xxiv) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such Subsidiary Company, or who are or were at any time Directors or Officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institutions, associations, clubs or funds collected to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.

- (xxv) To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.

To Create Reserve Fund

- (xxvi) Before recommending any dividend, to set aside out of profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund or Reserve Fund or Sinking Fund or any other special fund to meet contingencies or to repay redeemable preference shares, debentures, or debenture stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any part of the property of the Company, and for such other purposes as the Directors may, in their absolute discretion, think conducive to the interests of the Company and to invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by Section 179 and 180 and other provisions of the Act) as the directors may think fit, and from time to time, to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interests of the Company notwithstanding that the matters to which the Directors apply or upon which the Capital moneys of the Company might rightly be applied or expended; and to divide the Reserve Fund into such special funds as the Directors think fit, and to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in repayment or redemption of redeemable preference shares, debentures or debenture-stock and that without being bound to keep the same separate from other assets or to pay interest on the same, with

FOR MUKKA PROTEINS LIMITED

Whole time DIRECTOR E. C. F. O.

DIR. 02051103

power, however to the Directors at their discretion, to pay or allow to the credit of such fund interest at such rate as the Directors may think proper.

To Appoint Officers Etc.

- (xxvii) The Board shall have specific power to appoint officers, clerks and servants for permanent or temporary or special services as the Board may from time to time think fit and to determine their powers and duties and to fix their salaries and emoluments and to require securities in such instances and of such amounts as the Board may think fit and to remove or suspend any such officers, clerks and servants.

To Authorize by Power of Attorney

- (xxviii) At any time and from time to time by power of attorney to appoint any person or persons to be the Attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to the conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favor of any Company or the members, directors, nominees, or managers of any company or firm or otherwise in favor of an fluctuating body or person whether nominated, directly or indirectly by the Directors and any such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretions for the time being vested in them.

To Authorize, Delegate

- (xxix) Subject to the provisions of the Act, generally and from time to time and at any time to authorize empower or delegate to (with or without powers of sub-delegation) and Director, Officer or Officers of Employee for the time for the time being of the Company and/or any other person, firm or Company all or any of the powers authorities and discretions for the time being vested in the Directors by these presents, subject to such restrictions and conditions, if any as the Directors may think proper.

To Negotiate

- (xxx) To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.

To make bye-laws

- (xxxi) From time to time to make vary any legal bye-laws for the regulations of the business of the Company, its officers and servants.

189.

The Company shall provide the option to its shareholders to exercise their right to vote in meetings of the shareholders through electronic mode in accordance with Section 108 of the Act and shall vote only once

FOR NUKIA PROTEINS LIMITED

- 74 -

whole time DIRECTOR & CFO

Secretary

190. Subject to the provisions of Section 203 of the Act, the Directors may, from time to time appoint and, at their discretion remove any individual (hereinafter called 'the Secretary' who shall have such qualifications as the authority under the Act may prescribe to perform any functions, which by the Act or these Articles are to be performed, by the Secretary, and to execute any other purely ministerial or administrative duties which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some persons (who need not be the Secretary) to keep the registers required to be kept by the Company.

Seal

191. (I) The Board of Directors may provide a Common Seal for the purpose of the Company, shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for its safe custody for the time being under such regulations as the Board may prescribe.

- (II) The Seal shall never be used except by the authority, of the Directors or a committee of the Directors, previously given and every deed or other instrument to which a seal of the Company is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company or by an officer duly authorized in that behalf by resolution of the Board, be signed by one Directors at least in whose presence the seal shall have been affixed, if any, provided nevertheless that the certificate of shares issued by the Company shall be sealed and signed as provided in the next following Article

Provided however that the certificates of shares shall be signed in the name manner as the certificates of the shares required to be signed in conformity with the provisions of the Companies (Share Capital and Debentures) Rules 2014 and their statutory modification for the time being in force.

- (III) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends Out of Profits Only

192. (i) No Dividend shall be declared or paid by the Company for any financial year except out of the profits of the Company for that year arrived at after providing for depreciation in accordance with the provisions of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both or out of money provided by the Central Government or State Government for the payment of dividend in pursuance of a Guarantee given by the Government and except after

FORMER PROTEINS LIMITED

Whole time DIRECTOR & CFO
21103051103

the transfer to the reserves of the Company of such percentage out of the profits for that year not exceeding ten per cent as may be prescribed or voluntarily such higher percentage in accordance with the rules as may be made by the Central Government in that behalf. Provided that in computing profits any amount representing unrealised gains, notional gains or revaluation of assets and any change in carrying amount of an asset or of a liability on measurement of the asset or the liability at fair value shall be excluded.

PROVIDED HOWEVER whether owing to inadequacy or absence of profits in any year, the Company propose to declare out of the accumulated profits by the Company in previous years and transferred by it to the free reserve, such declaration of dividend shall not be made except in accordance with such rules as may be made by the Central Government in this behalf.

- (ii) The depreciation shall be provided to the extent specified in Schedule II to the Act.
- (iii) No dividend shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by members of the Company.
- (iv) The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- (v) No dividend shall bear interest against the Company.

Interim Dividend

193. The Board of Directors may from time to time, pay to the members such interim dividends as appears to it to be justified by the profits of the company in accordance with Section 123 of the Act.

Debts May be Deducted

194. The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

Capital Paid Up in Advance and Interest Not to Earn Dividend

195. Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest, confer a right to dividend or to participate in profits.

Dividends in Proportion to Amount Paid-Up

196. (a) Subject to the rights of the persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as having been paid on the share.

For MUKKA PROTEINS LIMITED

whole time DIRECTOR & CFO
11/05/103

- (c) All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion of the period in respect of which the dividends is paid but if any share is issued in terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.

Right to Dividend, Right Shares and Bonus Shares to be held in Abeyance Pending Registration of Transfer of Shares

197. Where any instrument of transfer of shares has been delivered to the Company for registration and the transfer of such shares has not been registered by the Company, it shall notwithstanding anything contained in any other provision of this Act, shall -

- (a) transfer the dividend in relation to such shares to the special account referred to in Section 123 unless the Company is authorized by the registered holder of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer; and
- (b) Keep in abeyance in relation to such shares any offer of rights shares under Section 62 and any issue of fully paid-up bonus shares in pursuance of Section 123.

No Member to receive Dividend whilst indebted to the Company and the Company's Right of Reimbursement Thereof

198. No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, while any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.

Effect of Transfer of Shares

199. A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.

Dividends How Remitted

200. The dividend payable in cash may be paid by cheque, direct credit to the beneficiaries bank account or warrant sent through post direct to the registered address of the shareholder entitled to the payment of the dividend or in case of joint holders to the registered address of that one of the joint holders which is first named on the register of members or to such person and to such address as the holder or the joint holder may in writing direct. The Company shall not be liable or responsible for any cheque or warrant or pay-slip or receipt lost in transmission or for any dividend lost, to the member or person entitled thereto by forged endorsement of any cheque or warrant or the fraudulent recovery of the dividend by any other means.

Notice of Dividend

201. Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holder of share in the manner herein provided.

Unpaid Dividend or Dividend Warrant Posted

202.

- (a) Where the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within 7 days from the date of expiry of the said period of 30 days, open a special account in the name of the Company and transfer to the said Account, the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted.
- (b) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund maintained by the Central Government under the Act. A claim to any money so transferred to the general revenue account may be preferred to the Central Government by the shareholder to whom the money is due.
- (c) No unclaimed dividend shall be forfeited by the Board unless the claim becomes barred by law.

Dividends and call together

203.

Any General Meeting declaring as dividend may on the recommendations of the Directors make a call on the Members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged between the Company and members be set off against the calls.

204.

Waiver of Dividend

Notwithstanding anything contained in these Articles, but subject to the provisions of the Companies Act, and all other applicable rules of the statutory authorities and the Rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the Board, it shall be open for the Members of the Company who hold the equity shares in the Company to waive/forgo in whole or in part of any dividend, their right to receive the dividend (interim or final) by them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The waiver/forgoing by the Members, of their right to receive the dividend (interim or final) by them under this Article shall be irrevocable immediately after the record date/book closure date fixed for determining the names of Members entitled for dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such Members who have waived/forgone their right to receive the dividend (interim or final) by him/ them under this Article. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

For MUKKA PROTEINS LIMITED

whole time DIRECTOR & CEO

DIN: 03051103

CAPITALISATION

Capitalization

205.

- (a) Any general meeting may resolve that any amount standing to the credit of the Securities Premium Account or the Capital Redemption Reserve Account or any moneys, investment or other assets forming part of the undivided profits (including profits or surplus moneys arising from the realization and where permitted by law, form the appreciation in value of any capital assets of the Company) standing to the credit of the General Reserve, Reserve or any Reserve fund or any other fund of the Company or in the hands of the Company and available for dividend may be capitalized. Any such amount (excepting the amount standing to the credit of the Securities Premium Account and/or the Capital redemption Reserve Account) may be capitalized:

The sum aforesaid shall not be paid in cash but shall be applied, either in or towards—

- (i) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (ii) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii);
 - (iv) for the purchase of its own shares or other securities subject to the provisions of Section 68 of the Act.
 - (v) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (b) Such issue and distribution under Sub-clause (a) (i) above and such payment to the credit of unpaid share capital sub-clause (a) (ii) above shall be made to, among and, in favor of the members of any class of them or any of them entitled thereto and in accordance with their respective rights and interests and in proportion to the amount of capital paid up on the shares held by them respectively in respect of which such distribution under sub-clause (a) (ii) above shall be made on the footing that such members become entitled thereto as capital;
- (c) The Directors shall give effect to any such resolution and apply portion of the profits, General Reserve Fund or any other fund or account as aforesaid as may be required for the purpose of making payment in full for the shares, debentures or debenture-stock, bonds or other obligations of the Company so distributed under sub-clause (a)(i) above or (as the case may be) for the purpose of paying, in whole or in part, the amount remaining unpaid on the shares which may have been issued and are not fully paid-up under sub-clause above provided that no such distribution or payment shall be made unless recommended by Directors and if so recommended such distribution and payment shall be accepted by such members as aforesaid in full satisfaction of their interest in the said capitalized sum.

For MUKKA PROTEINS LIMITED


DIRECTOR E, CFO

whole time
DIN: 03051103

- (d) For the purpose of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates or coupons and fix the value for distribution of any specific assets and may determine that such payments be made to any members on the footing of the value so fixed and may vest any such cash, shares, fractional certificates or coupons, debentures, debenture-stock; bonds or other obligations in trustees upon such trusts for the person entitled thereto as may seem expedient to the Directors and generally may make such arrangement for the acceptance, allotment and sale of such shares, debenture, debenture-stock, bonds or other obligations and fractional certificates or coupons or otherwise as they may think fit.
- (e) Subject to the provisions of the Act and these Articles, in cases where some of the shares of the Company are fully paid and others are partly paid only, such capitalization may be effected by the distribution of further shares in respect of the fully paid shares, and in respect of the partly paid shares the sums so applied in the extinguishments or diminution of the liability on the partly paid shares shall be so applied *pro rata* in proportion to the amount then already paid or credited as paid on the existing fully paid and partly paid shares respectively.
- (f) When deemed requisite a proper contract shall be filed with the Registrar of Companies in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the members entitled as aforesaid and such appointment shall be effective.

ACCOUNTS

Accounts

206. The provisions of Sections 128 to 138 of the Act and the relevant accounting standards shall be complied with in so far as the same is applicable to the Company.

Books of Accounts to be kept

207. (a) The Company shall keep at its Registered Office proper books of accounts as required by Section 128 of the Act with respect to :

- (i) All sums of money received and expected by the Company and the matters in respect of which the receipt and expenditure take place;
- (ii) All sales and purchases of goods and services by the Company;
- (iii) The assets and liabilities of the Company; and
- (iv) The items of cost as may be prescribed under Section 148 of the Act and applicable to the Company.

Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors so decide, the Company shall, within seven days of the decision file with the Registrar a notice in writing giving full address of that other place.

For MUKKA PROTEINS LIMITED

whole time DIRECTOR & CFO

DIN:03051103

- (b) If the Company shall have a branch office, whether in or outside India, proper books of account relating to the transaction effected at that office shall be kept at that office and proper summarized returns made up to date at intervals of not more than three months, shall be sent by the branch office to the Company at its Registered Office or other place in India, as the Board thinks fit, where the said books of the Company are kept.
- (c) All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch office as the case may be with respect to the matters aforesaid and explain the transactions.
- (d) The books of account shall be open to inspection by any Director during business hours as provided by Section 128 of the Act.
- (e) The books of account of the Company relating to a period of not less than eight years immediately preceding the current year together with the vouchers relevant to any entry in such books of accounts shall be preserved in good order.

Inspection by Members

208. The Directors shall from time to time determine whether and to what extent and at what times and place and under what conditions or regulation the account, books and documents of the Company or any of them, shall be open to the inspection of the members, and no member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by statute or authorized by the Directors or by a resolution of the Company in general meeting.

Statement of Account to be furnished to General Meeting

209. The Board of Directors shall lay before each annual general meeting a Financial Statements for the financial year of the Company which shall not precede the day of the meeting by more than six months or such extended period as shall have been granted by the Registrar of Companies under the provisions of the Act.

Financial Statement

210. (a) Subject to the provisions of Section 129 of the Act, every Financial Statement of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit.
- (b) So long as the Company is a holding Company having a subsidiary the Company shall conform to Section 129 and other applicable provisions of the Act.
- (c) If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion shall be stated.

Authentication of Financial Statement

211. (a) The Financial Statements shall be signed in accordance with the provisions

For MUKKA PROTEINS LIMITED

of Section 134 of the said Act.

- (b) The Financial Statement, shall be approved by the Board of Directors before they are submitted to the auditors for report thereon.

Profit and Loss Accounts to be Annexed and Auditors' Report to be attached to the Balance Sheet.

212. The Profit and Loss Account shall be annexed to the Balance and the Auditors' Report including the Auditor's separate, special or supplementary report, if any, shall be attached thereon.

Board's Report to be Attached to Financial Statement

213. (a) Every Financial Statement laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the State of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules made thereunder.
- (b) The Report shall so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries deal with any changes which have occurred during the financial year in the nature of the Company of Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest.
- (c) The board shall also give the fullest information and explanation in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report.
- (d) The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorized in that behalf by the Board; and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company by virtue of sub-clauses (a) and (b) of Article 211 and in accordance with the Listing Regulations, as applicable.
- (e) The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of sub-clauses (a) and (b) of this Article are complied with.
- (f) Every Financial Statement of the Company when audited and approved and adopted by the members in the annual general meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by reason of any provisions of relevant applicable statutes and approved by the shareholders at a subsequent general meeting.

Right of Members to copies of Financial Statement and Auditor's Report

214. A copy of every Financial Statement and the auditor's report and every other document required by law to be annexed or attached, as the case may be; to the balance sheet which is to be laid before the Company in

For MUKKA PROTEINS LIMITED

General Meeting, shall be made available for inspection at the Registered Office of the Company during the working hours for a period of 21 days before the date of the meeting. A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid as may be permitted by Section 136 of the Act and as the Company may deem fit, will be sent to every member of the Company and to every Trustees for the holders of any debentures issued by the Company, not less than 21 days before the meeting as laid down in Section 136 of the Act. Provided that it shall not be necessary to send copies of the documents aforesaid to:

- (a) to a member or holder of the debenture of the Company who is not entitled to have the notice of general meeting of the Company sent to him and whose address the Company is unaware;
- (b) to more than one of the joint holder of any shares or debentures some of whom are and some of whom are not entitled to have such notice sent to them, by those who are not so entitled.

A copy of the Financial Statement etc. to be filed with Registrar

215. After the Financial Statements have been laid before the Company at the annual general Meeting, a copy of the Financial Statement duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there shall be filed with the Registrar so far as the same be applicable to the Company.

AUDIT

Financial Statement to be audited

216. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.

Appointment of Auditors

217. The Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 148 of the Act, alongwith the Rules made thereunder.

Audit of Branch Office

218. The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of branch offices of the Company, except to the extent to which any exemption may be granted by the Central Government, in that behalf.

Auditors to have access to the Books of the Company

219. (a) The Auditor/s of the Company shall have a right of access at all times to the books and vouchers of the Company and shall be entitled to require from the Directors and Officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditor/s.

- (b) All notice of and other communications relating to, any general meeting of the Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditors of the Company and the Auditor shall be entitled to attend any general meeting and to be heard at

For MUKKA PROTEINS LIMITED

any general meeting which he attends to any part of the business which concerns him as Auditor.

Financial Statement When Audited and Approved to be Conclusive

220. Every Financial Statement when audited and approved by a General Meeting shall be conclusive except where it appears to the directors that –

- (a) the financial statement of the Company; or
- (b) the report of the Board,

do not comply with the provisions of Section 129 or Section 134 they may prepare revised Financial Statement or a revised report in respect of any of the three preceding financial years after obtaining approval of the Court or Tribunal as applicable on an application made by the Company in such form and manner as may be prescribed by the Central Government and a copy of the order passed by the Court or the Tribunal as applicable shall be filed with the Registrar.

Authentication of Documents and Proceedings

221. Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Key Managerial Personnel or an officer or an employee of the Company duly authorized by the Board in this behalf and need not be under its Seal.

DOCUMENTS AND NOTICES

Service of Documents on Members by the Company

222. (i) A document or notice may be served by the Company on any member thereof either personally or by sending it, by registered post or speed post or by courier service or electronic means or such other modes as may be prescribed under the Act from time to time, to him at his registered address or if he has no registered address in India, to the address if any, within India, supplied by him to the Company for serving documents or notices to him

(ii) Where a document or notice is sent by post or courier service:

(a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that documents should be sent to him by specified manner and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be deemed to be affected unless it is sent in the manner intimated by the members; and

(b) Such service shall be deemed to have been affected:

(i) In the case of a notice of meeting at the expiration of forty-eight hours after the letter containing the same is posted; and

(ii) in any other case at the time at which the letter would be

For MUKKA PROTEINS LIMITED

Whole Time DIRECTOR & CFO

DN 103051103

delivered in the ordinary course of post.

- (iii) A document or notice advertised in a newspaper circulation in the neighborhood of the Registered Office of the Company shall be deemed to be duly served on the day on which the advertisement appears, on every member of the Company who has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him.
- (iv) A document or notice may be served by the Company on the joint holders of a share by serving it to the joint holder named first in the Register in respect of the share.
- (iii) A document or notice may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a pre-paid letter, addressed to them by name, or by title of representatives of the deceased, or assignees of the insolvent or by any like description, at the address if any, in India supplied for the purpose by the person claiming to be so entitled or until such an address has been so supplied, by serving the document or notice in any manner in which it might have been served if the death or insolvency had not occurred.
- (iv) The signature to any document or notice to be given by the Company may be written or printed or lithographed.

To Whom Documents must be Served or Given.

223. Document of notice of every general meeting shall be served or given in the same manner herein before authorized on or to (a) every member, (b) every person entitled to a share in consequence of the death or insolvency of a member, c) directors and (d) the auditor or auditors for the time being of the Company, PROVIDED that when the notice of the meeting is given by advertising the same in newspaper circulation in the neighborhoods of the office of the Company under Article 98, a statement of material facts, referred to in Article 99 need not be annexed to the notice as is required by that Article, but it shall merely be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

Members Bound by Documents or Notice Served on or Given to Previous Holders

224. Every person, who by operation of law, transfer or other means whatsoever, has become entitled to share shall be bound by every document or notice in respect of such share which prior to his name and address being entered on the Register of Members, shall have duly served on or given to the person from whom he derived his title to such share.

Service of Documents on Company

225. A document may be served on the Company or an Officer thereof by sending it to the Company or Officer at the Registered Office of the Company by Registered Post or by speed post or by courier services or by electronic means or by leaving it at its Registered Office or such other

For MNKKA PROTEINS LIMITED

whole time DIRECTOR & CEO

DIN: 03051103

modes as may be prescribed under the Act from time to time.

Service of Documents by Company on the Registrar of Companies

226. Subject to provisions in the Act, a document may be served on the Registrar of Companies by sending it to him at his office by Registered Post, or speed post or by courier services or by delivering it to or leaving it for him at his office or address or by such electronic or other mode as may be prescribed under the Act from time to time.

REGISTERS AND DOCUMENTS

Registers and Documents to be Maintained by the Company

227. The Company shall keep and maintain Registers, Books and documents as required by the Act or these Articles.

Maintenance and inspection of documents in electronic form

228. Without prejudice to any other provisions of this Act, any document, record, register, minutes, etc., —
- (a) Required to be kept by a company; or
 - (b) Allowed to be inspected or copies to be given to any person by a company under this Act, may be kept or inspected or copies given, as the case may be, in electronic form in such form and manner as may be determined by central government by the Central Government.

Inspection of Registers

229. Subject to provisions of the Act and the provisions in the Articles, the Registers maintained under the Act and the minutes of all proceedings of General Meetings shall be open to inspection during any working day during business hours and extracts may be taken there from and copies thereof may be required by any member of the Company in the same manner to the same extent and on payment of the same fees as in the case of the Register of Members of the Company i.e., by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of fee of Rupees 50/- for each inspection. Subject to provisions of the Act and the provisions in the Articles, the copies of entries in the Registers maintained under the Act shall be furnished to the persons entitled to the same on payment of Rs. 10/- for each page. .

OPERATION OF BANK ACCOUNT

All cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person and in such manner as the Board of Directors may, from time to time, by resolution determine.

WINDING UP

Distribution of Assets

230. (a) Subject to the provisions of the Act, if the Company shall be wound up and the assets available for distribution among the members as such shall be less than sufficient to repay the whole of the paid up capital such assets shall be

For MUKKA PROTEINS LIMITED

Whole time DIRECTOR & CEO

DIN: 03051103

distributed so that, as nearly, as may be, the losses shall be borne by the members in proportion to the Capital paid up, or which ought to have been paid up, at the commencement of winding up, on the shares held by them respectively. And if in winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the Capital paid up at the commencement of the winding up the excess shall be distributed amongst the members in proportion to the Capital at the commencement of the winding up or which ought to have been paid up on the shares held by them respectively.

- (b) But this clause will not prejudice the rights of the holders of shares issued upon special terms and conditions.

Distribution in Specie or Kind.

231. Subject to the provisions of the Act:

- (a) If the Company shall be wound up whether voluntarily or otherwise, the liquidators may with the sanction of a special resolution and any other sanction required by the Act, divide amongst the contributories, in specie or kind the whole or any part of the assets of the Company, and may, with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them as the liquidators with the like sanction shall think fit.
- (b) If thought expedient, any such division may, subject to the provisions of the Act, be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given (subject to the provisions of the Act) preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined or any contributory who would be prejudiced thereby shall have the right; if any to dissent and ancillary rights as if such determination were a special resolution, pursuant to Section 494 of the Companies Act, 1956 or Section 319 of the Companies Act as applicable at the time of application.
- (c) In case any shares to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may within ten days after the passing of the special resolution but notice in writing direct the liquidators to sell his proportion and pay him the net proceeds and the Liquidators shall, if practicable act accordingly.

SECRECY CLAUSE

Secrecy Clause

232. (a) Every Director, Key Managerial Personnel, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Director, before entering upon his duties sign a declaration pleading himself to observe a strict secrecy respecting all transactions and affairs of


For **MUSKA PROTEINS LIMITED**

the company with the customers and the state of the accountants with individuals and in matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

- (b) No Member or other person (not being a Director) shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading, or any matter which may relate to the conduct of the business of the company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

INDEMNITY AND RESPONSIBILITY

Directors and Others Right to Indemnity

233. Every Director, Managing Director, Whole-time Director, Manager, Secretary and other Officer or employee or authorised representative of the Company shall be indemnified by the Company and for this purpose may have relevant third party insurances procured by the Company in their favour, for all costs, fees, penalty, deposit, losses and expenses (including travelling expenses) which such Director, Manager, Secretary, Officer or employee or authorized representative may suffer or is likely to suffer in any way during the course of discharge of his duties including expenses and the amount for which such Indemnity is provided, shall immediately attach as a lien on the property of the Company and have priority between the members over all other claims. Provided that no Director, Managing Director, Whole-time Director, Manager, Secretary and other Officer or employee or authorized representative of the Company shall be entitled to be indemnified by the Company or have insurance procured therefor in circumstances where any amounts directly or indirectly arise out of or in connection with any fraud, gross negligence, breach of trust or material and willful default on the part of such Director, Managing Director, Whole-time Director, Manager, Secretary and other Officer or employee or authorized representative of the Company.

Director and Other Officers Not Responsible for the Acts of Others

234. Subject to the provisions of the Act, no Director, Managing Director, Whole-time Director or other Officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the nominees of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, within whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part or for any other loss or damage or misfortune whatever which shall happen in the

For MUKKA PROTEINS LIMITED

Whole time DIRECTOR & CFO

DIN: 03051103

execution of the duties or in relation thereto, unless the same happens through his own dishonesty.

An Independent Director, and a non-executive director not being a promoter or a Key Managerial Personnel, shall be liable only in respect of acts of omission or commission, by the Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he has not acted diligently.

SOCIAL OBJECTIVE

235.

Social Objective

The Company shall have among its objectives the promotion and growth of the national economy through increased productivity, effective utilization of material and manpower resources and continued application of modern scientific and managerial techniques in keeping with the national aspirations and the Company shall be mindful of its social and moral responsibilities to the consumers, employees, shareholders, society and the local community.

236.

General Power

Where any provisions of the said Act or the Rules or any other applicable laws provide that the Company shall do such act, deed, or thing or shall have a right, privilege or authority to carry out a particular transaction, only if it is so authorised in its Articles, in respect of all such acts, deeds, things, rights, privileges and authority, this Article hereby authorises the Company to carry out the same, without the need for any specific or explicit Article in that behalf

FOR MANKI PROPERTIES LIMITED
Whole time DIRECTOR F & CFO
DIN: 03051103

Sl. No.	Names, Addresses, Descriptions and Occupations of the Subscribers	Signature of the Subscribers	Signature, Name, Address, Description and Occupation of Witness
1.	Kalandan Abdul Razak S/o. Haji Abbu Kalandan Umaiy Bagh, Yemmekere I cross, Bolar, Mangalore-575001 Occupation: Business	Sd/-	Sd/- CHETHAN NAYAK K S/o. K. K. Nayak Practicing Company Secretary No. 40C Yenepoaya Mall, Kadri Managalore-575003
2	Umaiyya Banu D/o. Baikampady Moideen Umaiybagh, Yemmekere, I Cross, Bolar, Mangalore- 575001 Occupation: Business	Sd/-	
3	Kalandan Mohammed Haris S/o. Kalandan Abdul Razak Umaiy Bagh, Yemmekere, 1st Cross Road, Bolar, Mangalore- 575001 Occupation: Business	Sd/-	
4.	Mohammed Althaf Kalandan S/o. Kalandan Abdul Razak Umaiy Bagh, Yemmekere, I Cross, Bolar Mangalore- 575001 Occupation: Business	Sd/-	
5.	Kalandan Arif Mohammad S/o. Kalandan Abdul Razzak Umaiy Bag, Yemmekere I Cross Bolar, Mangalore- 575001 Occupation: Business	Sd/-	
6.	Nachipadpu Abdulla Abdul Salam S/o. Nachipadpu Mammunchi Abdulla Kunhi Khazi Lane, Thalagara Kasaragod- 671121 Occupation: Business Camp at Mangalore	Sd/-	

For  MUKKA PROTEINS LIMITED

7.	Abdul Sayed Nechipadappu Abdullakunhi Haji S/o. Abdulla Kunhi Haji Nechipadappu Mammunhi Khazilane, Po. Thalagara, Kasaragod Dist- 671122 Occupation: Business Camp at Mangalore	Sd/-	
----	---	------	--

Dated 6th Day of October, 2010 at Mangalore

For MUKKA PROTEINS LIMITED
 Whole time DIRECTOR & CFO
 DIN: 03051103



CAMEO CORPORATE SERVICES LIMITED

REF/CAM/MKP/2026.

12.06.2026

M/s. MUKKA PROTEINS LIMITED
Mukka Corporate House
1st cross, NG road
Attavara
Mangaluru – 575001.

Dear Sir/Mam,

Sub: Dispatch completion certificate – MUKKA PROTEINS LIMITED

We hereby confirm having dispatched the Notice of Postal Ballot to 127783 shareholders through email on 12.06.2026.

This is for your kind information please

Yours Faithfully,

For Cameo Corporate Services Limited



Asst. Manager (Shares)



Alok Khaiwar <csalokkhairwar@gmail.com>

Fw: Request for Confirmation of Trades Executed with Specified Investors During the Last 90 Days.

Cs Mukka Proteins <cs@mukkaproteins.com>
To: "csalokkhairwar@gmail.com" <csalokkhairwar@gmail.com>

Wed, Jun 10, 2026 at 6:41 PM

Get [Outlook for iOS](#)

From: Rajalakshmi <rajalakshmi@cameoindia.com>

Sent: Wednesday, 10 June 2026 18:14:22

To: Cs Mukka Proteins <cs@mukkaproteins.com>

Cc: priya@cameoindia.com <priya@cameoindia.com>; Ajay Bhat <ajay.bhat@mukkaproteins.com>; Investors Mukka Proteins <investors@mukkaproteins.com>; 'Dhinesh' <unit10@cameoindia.com>

Subject: RE: Request for Confirmation of Trades Executed with Specified Investors During the Last 90 Days.

Dear Sir,

We wish to inform you that 3 shareholders are currently holding shares. Details attached for your kind reference. As RTA, we do not have information regarding the trading done by the shareholders of any scripts. We only receive Benpos on weekly basis from the depositories which states the shareholding of the beneficiary owner.

Regarding the balance 13 investors mentioned in your mail, we would like to inform that there are no shares held in the PAN and DP shared by you.

Thanks & Regards

C Rajalakshmi

Asst. Manager

Cameo Corporate Services Limited

Ph.: 044-40020742. Timing: 9.30 am to 5.30 pm



Disclaimer: This email and any attachments are confidential. If you are not the intended recipient, please notify the sender, delete it, and do not share or use its contents. The sender is not liable for any viruses transmitted.

From: Cs Mukka Proteins [mailto:cs@mukkaproteins.com]

Sent: 10 June 2026 11:00

To: Rajalakshmi; Dhinesh

Cc: priya@cameoindia.com; Ajay Bhat; Investors Mukka Proteins

Subject: Request for Confirmation of Trades Executed with Specified Investors During the Last 90 Days.

Dear Sir/Madam,

Please find enclosed herewith the list of investors along with their PAN and Demat Account details for your reference.

We request you to kindly verify your records and provide us with a certificate/confirmation stating whether any trades or transactions have been executed by or with the enclosed investors during the last 90 (Ninety) days.

The certificate may please specify the details of such trades, if any, including the date and nature of the transaction. In case no transactions have been executed during the Said period, kindly provide a confirmation to that effect.

This information is required for our internal compliance and regulatory purposes. We would appreciate receiving the certificate/confirmation at the earliest convenience.

Should you require any additional information or clarification, please feel free to contact us.

Thank you for your assistance and cooperation.

Thanks & Regards,

CS Mehaboobsab M Chalyal

Company Secretary & Compliance Officer

Mukka Proteins Limited

Mukka Corporate House

Door No. 18-2-16/4, First cross, NG Road,




Attavara, Mangaluru

Dakshina Kannada, Karnataka – 575001

Disclaimer:

This e-mail transmission is intended for the named addressee only. Its contents are private and confidential and should not be read, copied or disclosed by any other person. If you have received this transmission in error, please notify the sender immediately by e-mail, delete the contents of this transmission and destroy any copies made. No part of this communication may be reproduced without the prior written permission of Company and/or the sender. Internet e-mails are not necessarily secure. The recipient should check this email and any attachments for the presence of viruses. The sender accept no liability for any damage caused by any virus transmitted through this email. All rights reserved.

3 attachments

-  **Ranjit Singh and Sons HUF.pdf**
123K [View as HTML](#) [Scan and download](#)
-  **HIREN HIRALAL SHIYAL.pdf**
123K [View as HTML](#) [Scan and download](#)
-  **B H RIZWAN.pdf**
117K [View as HTML](#) [Scan and download](#)

DP/CLID Details

Company Name : MUKKA PROTEINS LIMITED
DPID : IN300966
CLIENT ID : 11344339
NAME1 : RANJIT SINGH AND SONS HUF
PAN : AAIHR0754G
Category : Resident-HUF
ADDRESS : J 200 1ST FLOOR
FLAT NO 5 RAJOURI GARDEN
BEHIND FEDERAL BANK
DELHI
110027

BENF DETAILS :

BENF DATE HOLDINGS
05-Jan-2024 0
12-Jan-2024 0
19-Jan-2024 0
26-Jan-2024 0
02-Feb-2024 0
09-Feb-2024 0
16-Feb-2024 0
23-Feb-2024 0
01-Mar-2024 0
06-Mar-2024 0
07-Mar-2024 0
08-Mar-2024 0
15-Mar-2024 0
22-Mar-2024 0
29-Mar-2024 0
30-Mar-2024 0
05-Apr-2024 0

12-Apr-2024	0
19-Apr-2024	0
26-Apr-2024	0
03-May-2024	0
10-May-2024	0
17-May-2024	0
24-May-2024	0
31-May-2024	0
07-Jun-2024	0
14-Jun-2024	0
21-Jun-2024	0
28-Jun-2024	0
29-Jun-2024	0
05-Jul-2024	0
12-Jul-2024	0
19-Jul-2024	0
26-Jul-2024	0
02-Aug-2024	0
09-Aug-2024	0
16-Aug-2024	0
23-Aug-2024	0
30-Aug-2024	0
06-Sep-2024	0
13-Sep-2024	0
19-Sep-2024	0
20-Sep-2024	0
27-Sep-2024	0
30-Sep-2024	0
04-Oct-2024	0
11-Oct-2024	0
18-Oct-2024	0
25-Oct-2024	0
01-Nov-2024	0

08-Nov-2024	0
09-Nov-2024	0
15-Nov-2024	0
22-Nov-2024	0
29-Nov-2024	0
06-Dec-2024	0
13-Dec-2024	0
20-Dec-2024	0
27-Dec-2024	0
31-Dec-2024	0
03-Jan-2025	0
10-Jan-2025	0
17-Jan-2025	0
24-Jan-2025	0
31-Jan-2025	0
07-Feb-2025	0
14-Feb-2025	0
21-Feb-2025	0
28-Feb-2025	0
07-Mar-2025	0
14-Mar-2025	0
21-Mar-2025	0
28-Mar-2025	0
31-Mar-2025	0
04-Apr-2025	0
11-Apr-2025	0
18-Apr-2025	0
25-Apr-2025	0
02-May-2025	0
09-May-2025	0
16-May-2025	0
23-May-2025	0
30-May-2025	0

06-Jun-2025	0
13-Jun-2025	0
20-Jun-2025	0
27-Jun-2025	0
30-Jun-2025	0
04-Jul-2025	0
11-Jul-2025	0
18-Jul-2025	0
25-Jul-2025	0
01-Aug-2025	0
08-Aug-2025	0
15-Aug-2025	0
22-Aug-2025	0
29-Aug-2025	0
05-Sep-2025	0
11-Sep-2025	0
12-Sep-2025	0
19-Sep-2025	0
26-Sep-2025	0
30-Sep-2025	0
03-Oct-2025	0
10-Oct-2025	0
17-Oct-2025	0
24-Oct-2025	0
31-Oct-2025	0
07-Nov-2025	0
14-Nov-2025	0
21-Nov-2025	0
28-Nov-2025	0
05-Dec-2025	0
12-Dec-2025	500
19-Dec-2025	500
26-Dec-2025	500

31-Dec-2025	500
02-Jan-2026	500
09-Jan-2026	500
16-Jan-2026	500
23-Jan-2026	500
30-Jan-2026	500
06-Feb-2026	500
13-Feb-2026	500
20-Feb-2026	500
27-Feb-2026	500
06-Mar-2026	500
13-Mar-2026	500
20-Mar-2026	500
27-Mar-2026	500
31-Mar-2026	500
03-Apr-2026	500
10-Apr-2026	500
17-Apr-2026	500
24-Apr-2026	500
01-May-2026	500
08-May-2026	500
15-May-2026	500
22-May-2026	500
29-May-2026	500
05-Jun-2026	500

DP/CLID Details

Company Name : MUKKA PROTEINS LIMITED

DPID : IN301436

CLIENT ID : 94257880

NAME1 : HIREN HIRALAL SHIYAL

PAN : CNKPS6739K

Category : Resident-Ordinary

ADDRESS : S/O: HIRALAL,VEKRUDI PLOT,NR. JAHER
PIR,PORBANDAR,PORBANDAR,PORBANDAR,PO
RBANDAR,GUJARAT,360575 PORBANDAR
PORBANDAR
360575

BENF DETAILS :

BENF DATE HOLDINGS
05-Jan-2024 0
12-Jan-2024 0
19-Jan-2024 0
26-Jan-2024 0
02-Feb-2024 0
09-Feb-2024 0
16-Feb-2024 0
23-Feb-2024 0
01-Mar-2024 0
06-Mar-2024 0
07-Mar-2024 0
08-Mar-2024 0
15-Mar-2024 24000
22-Mar-2024 24000
29-Mar-2024 24000
30-Mar-2024 24000
05-Apr-2024 24000

12-Apr-2024	24000
19-Apr-2024	24000
26-Apr-2024	24000
03-May-2024	24000
10-May-2024	24000
17-May-2024	24000
24-May-2024	24000
31-May-2024	24000
07-Jun-2024	24000
14-Jun-2024	24000
21-Jun-2024	24000
28-Jun-2024	24000
29-Jun-2024	24000
05-Jul-2024	24000
12-Jul-2024	24000
19-Jul-2024	24000
26-Jul-2024	24000
02-Aug-2024	24000
09-Aug-2024	24000
16-Aug-2024	24000
23-Aug-2024	24000
30-Aug-2024	24000
06-Sep-2024	24000
13-Sep-2024	24000
19-Sep-2024	24000
20-Sep-2024	24000
27-Sep-2024	24000
30-Sep-2024	24000
04-Oct-2024	24000
11-Oct-2024	24000
18-Oct-2024	24000
25-Oct-2024	24000
01-Nov-2024	24000

08-Nov-2024	24000
09-Nov-2024	24000
15-Nov-2024	24000
22-Nov-2024	24000
29-Nov-2024	24000
06-Dec-2024	24000
13-Dec-2024	24000
20-Dec-2024	24000
27-Dec-2024	24000
31-Dec-2024	24000
03-Jan-2025	24000
10-Jan-2025	24000
17-Jan-2025	24000
24-Jan-2025	24000
31-Jan-2025	24000
07-Feb-2025	24000
14-Feb-2025	24000
21-Feb-2025	24000
28-Feb-2025	24000
07-Mar-2025	24000
14-Mar-2025	24000
21-Mar-2025	24000
28-Mar-2025	24000
31-Mar-2025	24000
04-Apr-2025	24000
11-Apr-2025	24000
18-Apr-2025	24000
25-Apr-2025	24000
02-May-2025	24000
09-May-2025	24000
16-May-2025	24000
23-May-2025	24000
30-May-2025	24000

06-Jun-2025	24000
13-Jun-2025	24000
20-Jun-2025	24000
27-Jun-2025	24000
30-Jun-2025	24000
04-Jul-2025	24000
11-Jul-2025	24000
18-Jul-2025	24000
25-Jul-2025	24000
01-Aug-2025	24000
08-Aug-2025	24000
15-Aug-2025	24000
22-Aug-2025	24000
29-Aug-2025	24000
05-Sep-2025	24000
11-Sep-2025	24000
12-Sep-2025	24000
19-Sep-2025	24000
26-Sep-2025	24000
30-Sep-2025	24000
03-Oct-2025	24000
10-Oct-2025	24000
17-Oct-2025	24000
24-Oct-2025	24000
31-Oct-2025	24000
07-Nov-2025	24000
14-Nov-2025	24000
21-Nov-2025	24000
28-Nov-2025	24000
05-Dec-2025	24000
12-Dec-2025	24000
19-Dec-2025	24000
26-Dec-2025	24000

31-Dec-2025	24000
02-Jan-2026	24000
09-Jan-2026	24000
16-Jan-2026	24000
23-Jan-2026	24000
30-Jan-2026	24000
06-Feb-2026	24000
13-Feb-2026	24000
20-Feb-2026	24000
27-Feb-2026	24000
06-Mar-2026	24000
13-Mar-2026	24000
20-Mar-2026	24000
27-Mar-2026	24000
31-Mar-2026	24000
03-Apr-2026	24000
10-Apr-2026	24000
17-Apr-2026	24000
24-Apr-2026	24000
01-May-2026	24000
08-May-2026	24000
15-May-2026	24000
22-May-2026	24000
29-May-2026	24000
05-Jun-2026	24000

DP/CLID Details

Company Name : MUKKA PROTEINS LIMITED

DPID : 12081600

CLIENT ID : 83284508

NAME1 : BAIKAMBADY HAMEED RIZWAN

PAN : ABDPH1627E

Category : Resident-Ordinary

ADDRESS : 99/M-18Tilak Nagar Lions Bhavan Road Tilak Nagar

Tilak Nagar Tilak Nagar

MYSORE

570021

BENF DETAILS :

BENF DATE HOLDINGS

06-Mar-2024 0

07-Mar-2024 0

08-Mar-2024 0

15-Mar-2024 20000

22-Mar-2024 50000

29-Mar-2024 50000

30-Mar-2024 50000

05-Apr-2024 50000

12-Apr-2024 50000

19-Apr-2024 50000

26-Apr-2024 50000

03-May-2024 50000

10-May-2024 50000

17-May-2024 50000

24-May-2024 50000

31-May-2024 50000

07-Jun-2024 50000

14-Jun-2024 50000

21-Jun-2024	50000
28-Jun-2024	50000
29-Jun-2024	50000
05-Jul-2024	50000
12-Jul-2024	50000
19-Jul-2024	50000
26-Jul-2024	50000
02-Aug-2024	50000
09-Aug-2024	50000
16-Aug-2024	50000
23-Aug-2024	50000
30-Aug-2024	50000
06-Sep-2024	50000
13-Sep-2024	50000
19-Sep-2024	50000
20-Sep-2024	50000
27-Sep-2024	50000
30-Sep-2024	50000
04-Oct-2024	50000
11-Oct-2024	50000
18-Oct-2024	50000
25-Oct-2024	50000
01-Nov-2024	50000
08-Nov-2024	113500
09-Nov-2024	113500
15-Nov-2024	178055
22-Nov-2024	252555
29-Nov-2024	252555
06-Dec-2024	252555
13-Dec-2024	252555
20-Dec-2024	252555
27-Dec-2024	254055
31-Dec-2024	254055

03-Jan-2025	254055
10-Jan-2025	254055
17-Jan-2025	254055
24-Jan-2025	254055
31-Jan-2025	254055
07-Feb-2025	254055
14-Feb-2025	254055
21-Feb-2025	254055
28-Feb-2025	254055
07-Mar-2025	254055
14-Mar-2025	254055
21-Mar-2025	254055
28-Mar-2025	254055
31-Mar-2025	254055
04-Apr-2025	254055
11-Apr-2025	254055
18-Apr-2025	254055
25-Apr-2025	254055
02-May-2025	254055
09-May-2025	254055
16-May-2025	254055
23-May-2025	254055
30-May-2025	254055
06-Jun-2025	254055
13-Jun-2025	254055
20-Jun-2025	254055
27-Jun-2025	254055
30-Jun-2025	254055
04-Jul-2025	254055
11-Jul-2025	254055
18-Jul-2025	254055
25-Jul-2025	254055
01-Aug-2025	254055

08-Aug-2025	254055
15-Aug-2025	254055
22-Aug-2025	254055
29-Aug-2025	254055
05-Sep-2025	254055
11-Sep-2025	254055
12-Sep-2025	254055
19-Sep-2025	254055
26-Sep-2025	254055
30-Sep-2025	254055
03-Oct-2025	254055
10-Oct-2025	254055
17-Oct-2025	254055
24-Oct-2025	254055
31-Oct-2025	254055
07-Nov-2025	254055
14-Nov-2025	254055
21-Nov-2025	254055
28-Nov-2025	254055
05-Dec-2025	254055
12-Dec-2025	254055
19-Dec-2025	254055
26-Dec-2025	254055
31-Dec-2025	254055
02-Jan-2026	254055
09-Jan-2026	254055
16-Jan-2026	254055
23-Jan-2026	254055
30-Jan-2026	254055
06-Feb-2026	254055
13-Feb-2026	254055
20-Feb-2026	254055
27-Feb-2026	254055

06-Mar-2026	254055
13-Mar-2026	254055
20-Mar-2026	254055
27-Mar-2026	254055
31-Mar-2026	254055
03-Apr-2026	254055
10-Apr-2026	254055
17-Apr-2026	254055
24-Apr-2026	254055
01-May-2026	254055
08-May-2026	254055
15-May-2026	254055
22-May-2026	254055
29-May-2026	254055
05-Jun-2026	254055