



Mukka Proteins Limited

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



ISO 22000
Certified Company



ISO 9001 : 2015
Certified Company

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 13TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MUKKA PROTEINS LIMITED (PREVIOUSLY KNOWN AS MUKKA SEA FOOD INDUSTRIES LIMITED) WILL BE HELD ON SATURDAY, 30TH DAY OF SEPTEMBER 2023 AT 04:45 P.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- 575001 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Financial Statement of accounts for the year ending 31st March 2023 together with the Reports of Board of Directors & Auditor's.
2. To appoint a Director in the place of Mr. Kalandan Mohammed Althaf (DIN: 03051103) who retires by rotation, and being eligible offers himself for reappointment.
3. To appoint a Director in the place of Mr. Kalandan Abdul Razak (DIN: 02530917) who retires by rotation, and being eligible offers herself for reappointment.

SPECIAL BUSINESS:

4. TO BORROW MONEY IN EXCESS OF PAID UP CAPITAL AND FREE RESERVES OF THE COMPANY:

To consider and, if thought fit, with or without modification to pass the following resolutions proposed as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company at their meeting held on 2nd January 2020, and pursuant to the provisions of Section 180(1)(C) and other applicable provisions, if any, of the Companies Act 2013, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding **Rs. 500,00,00,000/- (Five Hundred Crores Only)** [including

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

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the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties including stock in trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the directors and key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

5. CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS:

To consider and, if thought fit, with or without modification to pass the following resolutions proposed as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed by shareholders of the Company at their meeting held on 10th February 2021, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act 2013, and the rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with the power to take over the management and concern of the company in certain events, to or in favour of all or any of the financial institution/banks/insurance companies/other investing agencies/trusties for holders of debentures/bonds/other

instruments which may be issued to and subscribed by all or any of the financial institution/banks/insurance companies/other investing agencies or any other Rupee/foreign currency loans/ debentures/bonds or other instruments (hereinafter interest thereon at the respective agreed rates, additional interest, compound interest, liquated damages, commitment charges, premia on pre-payment or on redemption, cost charges, expenses and all other moneys payable by the company to the aforesaid parties or any of them under that Agreements/Arrangements entered into/to be entered into by the company in respect of the said loans, shall not at any time exceed the limit of **Rs. 500,00,00,000/- (Rupees Five hundred crores only).**"

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the directors and key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

6. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND ATLANTIC MARINE PRODUCTS PRIVATE LIMITED, A SUBSIDIARY

To consider and, if thought fit, with or without modification to pass the following resolutions proposed as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ('the Act'), the rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company's Policy on Related Party Transactions' and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with Material Related Party Transactions/contracts/ arrangements/agreements with **Atlantic Marine Products Private Limited**, a Related Party within the meaning of Section 2(76) of the Act, for purchase, sale or supply of raw material/semi-finished goods/finished goods, for a period of three years commencing from financial year 2023-24 to financial year 2025-26, individually and/or in the

aggregate upto an amount not exceeding **Rs. 300 crores** (Rupees Three hundred crores) in a financial year, provided however, that the said contracts/arrangements/ transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred on it to any Committee of Board of Directors and/or the Whole-time Director(s) of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

7. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND PROGRESS FROZEN AND FISH STERILIZATION, A RELATED ENTITY

To consider and, if thought fit, with or without modification to pass the following resolutions proposed as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ('the Act'), the rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company's Policy on Related Party Transactions' and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with Material Related Party Transactions/contracts/ arrangements/agreements with **Progress Frozen and Fish Sterilization**, a Related Party within the meaning of Section 2(76) of the Act, for purchase, sale or supply of raw material/semi-finished goods/finished goods, for a period of three years commencing from financial year 2023-24 to financial year 2025-26, individually and/or in the aggregate upto an amount not exceeding **Rs. 300 crores** (Rupees Three hundred crores) in a financial year, provided however, that the said contracts/arrangements/

transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred on it to any Committee of Board of Directors and/or the Whole-time Director(s) of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

8. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND ULLAL FISH MEAL AND OIL COMPANY, A RELATED ENTITY

To consider and, if thought fit, with or without modification to pass the following resolutions proposed as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ('the Act'), the rules made there under (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company's Policy on Related Party Transactions' and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with Material Related Party Transactions/contracts/arrangements/agreements with **Ullal Fish Meal and Oil Company**, a Related Party within the meaning of Section 2(76) of the Act, for purchase, sale or supply of raw material/semi-finished goods/finished goods, for a period of three years commencing from financial year 2023-24 to financial year 2025-26, individually and/or in the aggregate upto an amount not exceeding **Rs. 300 crores** (Rupees Three hundred crores) in a financial year, provided however, that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred on it to any Committee of Board of Directors and/or the Whole-time Director(s) of the Company and to do all such acts

and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

9. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND MANGALORE FISH MEAL AND OIL COMPANY, A RELATED ENTITY

To consider and, if thought fit, with or without modification to pass the following resolutions proposed as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ('the Act'), the rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company's Policy on Related Party Transactions' and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with Material Related Party Transactions/contracts/arrangements/agreements with **Mangalore Fish Meal and Oil company**, a Related Party within the meaning of Section 2(76) of the Act, for purchase, sale or supply of raw material/semi-finished goods/finished goods, for a period of three years commencing from financial year 2023-24 to financial year 2025-26, individually and/or in the aggregate upto an amount not exceeding **Rs. 300 crores** (Rupees Three hundred crores) in a financial year, provided however, that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred on it to any Committee of Board of Directors and/or the Whole-time Director(s) of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

For and on behalf of the Board of Directors



Mehaboobsab Mahmadvous Chalyal
Company Secretary & Compliance Officer
Membership No. - A67502

Place: Mangalore
Date: 29-09-2023

NOTES: -

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Proxies in the form annexed hereto must be lodged at the registered office of the Company not later than 48 hours before the commencement of the meeting. The blank proxy form is enclosed. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
2. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a 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, may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxy should carry ID proof which shall be produced at the entrance of the venue.
3. Members are requested to please bring duly filled attendance slip at the meeting which is enclosed.
4. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. Members seeking any information with regard to the Accounts are requested to address communication to the Company at the Registered Office at least 7 days before the meeting so as to enable the Management to keep the information ready at the meeting.
6. Shareholders are required to intimate changes in their addresses, if any.
7. Shareholders are requested to register their E mail ID with the company to enable the company to send all communication including notice of the meeting electronically.
8. As per Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the shares of the company should be held in DEMAT form. The ISIN of the company is INE0CG401037. Shareholders are requested to DEMAT the shares held by them.



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

ITEM NO 4

TO BORROW MONEY IN EXCESS OF PAID UP CAPITAL AND FREE RESERVES OF THE COMPANY:

The shareholders, at the Extraordinary General Meeting held on 2nd January 2020, authorized the Board with the total borrowing limit upto Rs. 300 Crores (Rupees Three hundred Crore only) for the Company. Keeping in view the company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid up capital and free reserves of the Company. Hence it is proposed to fix the borrowing limits to Rs. 500 Crores for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting. Hence, the Special Resolution at Item No.4 of the Notice is being proposed,

The Directors recommend the Special Resolution as set out in Item No. 4 of the accompanying Notice, for members' approval as a Special resolution. The Board has unanimously approved the above proposal at its meeting held on 27-09-2023.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

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ITEM NO 5

CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS:

The shareholders, at the Extraordinary General Meeting held on 10th February 2021, authorized the Board with the total limit upto Rs. 300 Crores (Rupees Three hundred Crore only) for the Company. As per the provisions of Section 180(1)(a) of the companies Act, 2013 the Board of Directors shall not, except with the consent of the members, sell, lease, mortgage, and/or charge the immovable and movable properties of the company wheresoever situated, present and future to or in favour of lenders/financial institutions/banks for borrowings by the company. Now, in view of the increased business activities and future growth plans of the company, your Directors feel that there may be a need to sell, lease, mortgage/charge the assets of the company while exercising the power of borrowing delegated to the Board upto a limit of RS 500 Crores (Rupees Five Hundred Crores Only) subject to the limits approved by the members from time to time under of Section 180(1)(c) of the Companies Act 2013.

The Directors recommend the Special Resolution as set out in Item No. 5 of the accompanying Notice, for members' approval as a Special resolution. The Board has unanimously approved the above proposal at its meeting held on 27-09-2023.

None of the directors, key managerial personnel or their relatives are interested in the said resolution financially or otherwise.

ITEM NO 6

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND ATLANTIC MARINE PRODUCTS PRIVATE LIMITED, A SUBSIDIARY:

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the turnover of the Company as per last audited financial statements of the Company.

Atlantic Marine Products Private Limited (AMPL) is a subsidiary of the Company. Since AMPL is in the business of manufacturing and trading fish meal, fish oil and fish soluble paste, the Company procures raw material/semi-finished goods/finished goods from AMPL.

The value of proposed aggregate transactions with AMPL is likely to exceed the said threshold limit as prescribed above and is expected to be around Rs. 300 Crore each for a period of three years commencing from the financial year 2023-24 to financial year 2025-26.

Accordingly, transaction(s) entered into with AMPL comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with AMPL for a period of three years commencing from financial year 2023-24 to financial year 2025-26.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with AMPL are as follows:

Sl. No.	Particulars	Details
1.	Name of the Related Party	Atlantic Marine Products Private Limited
2.	Name of the Director or KMP who is related	Kalandan Mohammed Haris & Kalandan Mohammad Arif
3.	Nature of Relationship	Subsidiary Company
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Purchase, sale or supply of raw material/semi-finished goods/finished goods, for a period of three years commencing from financial year 2023-24 to financial year 2025-26, individually and/or in the aggregate upto an amount not exceeding Rs. 300 crores in a financial year.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information forms part of this Explanatory Statement setting out material facts.

The Board of Directors recommends passing the resolution as set out in item no. 6 of this Notice as an Ordinary Resolution.

As per proviso to section 102(2) of Companies Act, 2013, special business 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 every promoter, Director, manager, if any, and of every other key managerial personnel of the first mentioned Company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that Company, also be set out in the statement. Extent of shareholding of promoter, directors, key managerial personnel of the company in Atlantic Marine Products Private Limited:

Name of directors, key managerial personnel or their relatives	No of shares held in Atlantic Marine Products Private Limited	Face value	Percentage of shareholding in Atlantic Marine Products Private Limited
Kalandan Mohammed Haris	10	100	0.01%
Kalandan Mohammad Arif	-	-	-

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above, is concerned or interested, financially or otherwise, in the resolution.

ITEM NO 7

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND PROGRESS FROZEN AND FISH STERILIZATION, A RELATED ENTITY:

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the turnover of the Company as per last audited financial statements of the Company.

Progress Frozen and Fish Sterilization (PFFS) is a Partnership Firm wherein the Company has share in profits of more than 20%. Since PFFS is in the business of manufacturing and trading fish meal, fish oil and fish soluble paste, the Company procures raw material/semi-finished goods/finished goods from PFFS.

The value of proposed aggregate transactions with PFFS is likely to exceed the said threshold limit as prescribed above and is expected to be around Rs. 300 Crore each for a period of three years commencing from the financial year 2023-24 to financial year 2025-26.

Accordingly, transaction(s) entered into with PFFS comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with PFFS for a period of three years commencing from financial year 2023-24 to financial year 2025-26.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with PFFS are as follows:

Sl. No.	Particulars	Details
1.	Name of the Related Party	Progress Frozen and Fish Sterilization
2.	Name of the Director or KMP who is related	-
3.	Nature of Relationship	Partnership Firm where in the Company has share in profits of more than 20%
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Purchase, sale or supply of raw material/semi-finished goods/finished goods, for a period of three years commencing from financial year 2023-24 to financial year 2025-26, individually and/or in the aggregate upto an amount not exceeding Rs. 300 crores in a financial year.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information forms part of this Explanatory Statement setting out material facts.

The Board of Directors recommends passing the resolution as set out in item no. 7 of this Notice as an Ordinary Resolution.

None of the directors or key managerial personnel of the Company, or the relatives are interested in the said resolution.

ITEM NO 8

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND ULLAL FISH MEAL AND OIL COMPANY, A RELATED ENTITY:

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the turnover of the Company as per last audited financial statements of the Company.

Ullal Fish Meal and Oil Company (UFO) is a Partnership Firm wherein the Company has a share in profits of more than 20%. Since UFO is in the business of manufacturing and trading fish meal, fish oil and fish soluble paste, the Company procures raw material/semi-finished goods/finished goods from UFO.

The value of proposed aggregate transactions with UFO is likely to exceed the said threshold limit as prescribed above and is expected to be around Rs. 300 Crore each for a period of three years commencing from the financial year 2023-24 to financial year 2025-26.

Accordingly, transaction(s) entered into with UFO comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with UFO for a period of three years commencing from financial year 2023-24 to financial year 2025-26.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with UFO are as follows:

Sl. No.	Particulars	Details
1.	Name of the Related Party	Ullal Fish Meal and Oil Company
2.	Name of the Director or KMP who is related	Kalandan Mohammed Haris Kalandan Mohammed Althaf, Kalandan Mohammad Arif Kalandan Abdul Razak
3.	Nature of Relationship	Partnership Firm wherein the Company has share in profits of more than 20%
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Purchase, sale or supply of raw material/semi-finished goods/finished goods, for a period of three years commencing from financial year 2023-24 to financial year 2025-26, individually and/or in the aggregate

		upto an amount not exceeding Rs. 300 crores in a financial year.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information forms part of this Explanatory Statement setting out material facts.

The Board of Directors recommends passing the resolution as set out in item no. 8 of this Notice as an Ordinary Resolution.

As per proviso to section 102(2) of Companies Act, 2013, special business 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 every promoter, Director, manager, if any, and of every other key managerial personnel of the first mentioned Company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that Company, also be set out in the statement. Extent of percentage held by promoter, directors, key managerial personnel of the company in Ullal Fish Meal and Oil Company (UFO):

Name of directors, key managerial personnel or their relatives	Percentage in Ullal Fish Meal and Oil Company (UFO)
Kalandan Mohammed Haris	Partner (Profit sharing – 1%)
Kalandan Mohammed Althaf	Partner (Profit sharing – 1%)
Kalandan Mohammad Arif	Partner (Profit sharing – 1%)
Kalandan Abdul Razak	Partner (Profit sharing – 1%)

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above, is concerned or interested, financially or otherwise, in the resolution.

ITEM NO 9

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND MANGALORE FISH MEAL AND OIL COMPANY, A RELATED ENTITY:

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if

the aggregate value of transaction(s) amounts to 10% or more of the turnover of the Company as per last audited financial statements of the Company.

Mangalore Fish Meal and Oil Company (MFO) is a Partnership Firm wherein the Company's subsidiary, Haris Marine Products Private Limited has share in profits of more than 20%. Since MFO is in the business of manufacturing and trading fish meal, fish oil and fish soluble paste, the Company procures raw material/semi-finished goods/finished goods from MFO.

The value of proposed aggregate transactions with MFO is likely to exceed the said threshold limit as prescribed above and is expected to be around Rs. 300 Crore each for a period of three years commencing from the financial year 2023-24 to financial year 2025-26.

Accordingly, transaction(s) entered into with MFO comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with MFO for a period of three years commencing from financial year 2023-24 to financial year 2025-26.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with MFO are as follows:

Sl. No.	Particulars	Details
1.	Name of the Related Party	Mangalore Fish Meal and Oil Company
2.	Name of the Director or KMP who is related	Kalandan Abdul Razak
3.	Nature of Relationship	A Partnership Firm wherein the Company's subsidiary, Haris Marine Products Private Limited has share in profits of more than 20%
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Purchase, sale or supply of raw material/semi-finished goods/finished goods, for a period of three years commencing from financial year 2023-24 to financial year 2025-26, individually and/or in the aggregate

		upto an amount not exceeding Rs. 300 crores in a financial year.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information forms part of this Explanatory Statement setting out material facts.

The Board of Directors recommends passing the resolution as set out in item no. 9 of this Notice as an Ordinary Resolution.

As per proviso to section 102(2) of Companies Act, 2013, special business 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 every promoter, Director, manager, if any, and of every other key managerial personnel of the first mentioned Company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that Company, also be set out in the statement. Extent of percentage held by promoter, directors, key managerial personnel of the company Mangalore Fish Meal and Oil Company.

Name of directors, key managerial personnel or their relatives	Percentage in Mangalore Fish Meal and Oil Company
Kalandan Abdul Razak	Partner (Profit sharing – 10%)

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above, is concerned or interested, financially or otherwise, in the resolution.

For and on behalf of the Board of Directors



Mehaboobsab Mahmados Chalyal
Company Secretary & Compliance Officer
Membership No. – A67502

Place: Mangalore
Date: 29-09-2023



Mukka Proteins Limited

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



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ISO 9001 : 2015
Certified Company

Director's Report

To,

The Members,

Your Directors have pleasure in presenting their 13th Annual Report together with Audited Financial Statements of Accounts for the Financial Year ended March 31, 2023.

1. Financial summary or highlights/Performance of the Company

Financial Result:

(In Rupees-In Millions)

Sl. No.	Particulars	2022-2023	2021-2022
1.	Gross Revenue	10,752.69	7,006.27
2.	Profit Before Finance Costs and Depreciation	745.41	402.61
3.	Finance Costs	151.79	83.46
4.	Profit after Finance Costs before depreciation	593.62	319.15
5.	Provision for Depreciation	42.66	37.19
6.	Net Profit Before Tax	550.96	281.96
7.	Provision for Tax	156.73	83.75
8.	Net Profit After Tax	394.23	198.21

2. Details of Subsidiary, Joint Venture or Associate Companies

The details of subsidiary, joint venture or associate companies are as follows:

Sl. No.	Name of the Company	CIN	Subsidiary/JV/ Associate	Date of becoming
1.	Ocean Aquatic Proteins LLC	-	Subsidiary	05.11.2018
2.	Haris Marine Products Private Limited	U05001KA2019PTC12920	Subsidiary	30.10.2019

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

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E-mail : info@mukkaproteins.com - Website : www.mukkaproteins.com - CIN : U05004KA2010PLC055771

3.	Atlantic Marine Products Private Limited	U05150GJ2019PTC110790	Subsidiary	14.11.2019
5.	Ento Proteins Private Limited	U15209KA2021PTC145044	Associate*	19.10.2021
6.	Ocean Proteins Private Limited	U05000KA2019PTC169780	Associate	21.12.2021

*The company was holding 49.95% of the shareholding of Ento Proteins Private Limited. Further the beneficial interest in 1 share was held by the company. However, the registered owner has transferred back the 1 share in the name of the company. The board of directors of Ento Proteins Private Limited approved the said transfer on 20.01.2023.

The Report on the performance and financial position of each of the subsidiaries, wholly Owned Subsidiaries and associate companies in Form AOC-1 pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 and Rule 5 of Companies (Accounts) Rules, 2014 is attached as **ANNEXURE-1** to this Report.

Further, the brief note on the performance of the Subsidiaries and Associate Companies are as follows:

Performance of Subsidiary Company- Ocean Aquatic Proteins LLC

Sl. No.	Particulars	2022-2023	2021-2022
1.	Gross Revenue	1,16,02,29,872	70,39,31,359.12
2.	Profit Before Finance Costs and Depreciation	12,41,52,311	6,78,81,120
3.	Finance Costs	1,64,92,675	56,38,022.24
4.	Profit after Finance Costs before depreciation	10,76,59,636	6,22,43,098
5.	Provision for Depreciation	6,85,97,092	2,79,04,484.25
6.	Net Profit Before Extraordinary Items and Tax	3,90,62,543	3,43,38,613.50
7.	Less: Extraordinary Items	-	-
8.	Net Profit Before Tax	3,90,62,543	3,43,38,613.50
9.	Provision for Tax	98,68,300	-
10.	Net Profit After Tax	2,91,94,243	3,43,38,613.50

Performance of Subsidiary Company- Atlantic Marine Products Private Limited
(In Rupees-In Millions)

S No.	Particulars	2022-2023	2021-2022
1.	Gross Revenue	962.55	642.25
2.	Profit/(Loss) Before Finance Charges and Depreciation	84.78	41.81
3.	Finance Costs	0.04	0.02
4.	Profit/(Loss) after Finance Charges before depreciation	84.74	41.79
5.	Provision for Depreciation	14.30	16.00
6.	Net Profit/(Loss) Before Tax	70.44	25.79
7.	Provision for Tax	16.27	10.56
8.	Net Profit /(Loss)After Tax	54.17	15.23

Performance of Subsidiary Company- Haris Marine Products Private Limited

(In Rupees-Rounded off to nearest Hundreds)

S No.	Particulars	2022-2023	2021-2022
1.	Gross Revenue	53,55,18,900	43,51,89,300
2.	Profit/Loss Before Finance Charges and Depreciation	1,21,22,500	4,30,59,500
3.	Finance Charges	66,700	78,63,300
4.	Profit/ (Loss) after Finance Charges before depreciation	1,20,55,800	3,51,96,200
5.	Provision for Depreciation	50,90,100	53,10,400
6.	Net Profit/ (Loss) Before Tax	69,65,700	2,98,85,800
7.	Provision for Tax	13,08,900	72,75,300
8.	Net Profit /(Loss) After Tax	56,56,800	2,26,10,500

Performance of Associate Company- Ento Proteins Private Limited

(In Rupees- Rounded off to nearest Hundreds)

S No.	Particulars	2022-2023	2021-2022
1.	Gross Revenue	4,73,59,000	1,26,68,700
2.	Profit/(Loss) Before Finance Charges and Depreciation	1,22,08,000	(79,55,000)
3.	Finance Charges	21,22,600	11,89,200

4.	Profit/(Loss) after Finance Charges before depreciation	1,00,85,400	(91,44,200)
5.	Provision for Depreciation	10,77,400	3,78,400
6.	Net Profit/(Loss) Before Tax	90,08,000	(95,22,600)
7.	Provision for Tax	20,31,200	(14,85,500)
8.	Net Profit/(Loss) After Tax	69,76,800	(80,37,100)

Performance of Associate Company- Ocean Proteins Private Limited

(In Rupees- Rounded off to nearest Hundreds)

S No.	Particulars	2022-2023	2021-2022
1.	Gross Revenue	26,89,45,100	1,26,200
2.	Profit/(Loss) Before Finance Charges and Depreciation	(1,60,95,800)	(66,60,500)
3.	Finance Charges	4,31,65,200	52,58,100
4.	Profit/(Loss) after Finance Charges before depreciation	(5,92,61,000)	(1,19,18,600)
5.	Provision for Depreciation	79,55,600	58,700
6.	Net Profit/(Loss) Before Tax	(6,72,16,600)	(1,19,77,300)
7.	Provision for Tax	(1,01,76,000)	(18,68,500)
8.	Net Profit/(Loss) After Tax	(5,70,40,600)	(1,01,08,800)

3. Dividend

To strengthen the financial position of the Company and to augment working capital your directors do not recommend any dividend during the year under review.

4. Reserves

For the financial year ended 31st March 2023, the Company has not transferred any sum to General Reserves.

5. Brief description of the Company's working during the year/State of Company's affair

The Company has earned total revenue including other income of Rs. 10,752.69/- (In Millions) during the current year as against revenue of Rs. 7,006.27/- (In Millions) during

the previous year. The Net Profit of the Company for the current year is Rs. 394.23/- (In Millions) as against Net Profit of Rs. 198.21/- (In Millions) for the previous year.

The company is into the business of fish meal and fish oil for aqua feeds, which is part of protein products not fit for human consumption and various other protein substitutes & products suitable for aqua feeds in addition to the existing business of fish meal & Fish oil.

The company had filed a draft red herring prospectus ("DRHP") with the Securities and Exchange Board of India ("SEBI") on 21st March 2022. However in order to repose faith and confidence and in the interest of the investors at large, the Board of Directors in consultation with the Book Running Lead Manager decided to withdraw the Draft Red Herring Prospectus (DRHP) dated March 18, 2022 filed with SEBI (SEBI Southern Regional Office), vide board resolution dated 27th September 2022.

Further, during the period under review, the Company had proposed to undertake an initial public offering of equity shares of face value Re.1 each of the Company which consists of fresh issue of Equity shares. The shareholders in their Extra Ordinary General meeting dated 10th March 2023 vide ordinary resolution agreed to list the equity shares of the company through Initial Public Offer. Accordingly, the company has filed a draft red herring prospectus ("DRHP") with the Securities and Exchange Board of India ("SEBI") on 20th June 2023.

6. Change in the nature of business, if any

No Change in the nature of business of the company during the period under review.

7. Share capital:

There was no change in the Authorized Capital of the company. Accordingly, the share Capital of the Company as on 31st March 2023 is as follows:

Particulars	No. of Shares	Amount (In Rupees)
Authorized Capital	30,00,00,000 Equity Shares of Re. 1/- each	30,00,00,000
Issued, Subscribed and Paid-up Capital	22,00,00,000 Equity Shares of Re. 1/- each	22,00,00,000

i) **BUY BACK OF SECURITIES:**

The Company has not bought back any of its securities during the year under review.

ii) SWEAT EQUITY:

The Company has not issued any Sweat Equity Shares during the year under review.

iii) BONUS SHARES:

The Company has not issued any Bonus Shares during the year under review.

iv) EMPLOYEES STOCK OPTION PLAN:

The Company has not provided any Stock Option Scheme to the employees.

8. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

No Material changes and commitments, affecting the financial position of the company has occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

9. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

10. Deposits

During the period under review the company has not accepted any deposit pursuant to section 73 of the Companies Act 2013.

11. Statutory Auditors

Shah & Taparia, Chartered Accountants, Mumbai (Firm Reg No: 109463W), who are the statutory auditors of the Company, Members appointed them in the Annual general meeting held on 30.09.2019 to hold office till the conclusion of the Annual general meeting to be held in the year 2024.

12. Secretarial Auditors

During the year under review, the board of directors of the company in the board meeting dated 01.05.2023 has appointed M/s. Chethan Nayak & Associates, Company Secretaries as the Secretarial Auditor of the company for the financial year 2022-23. Further the company has obtained the Secretarial Audit Report in Form MR-3 and the same is attached as **ANNEXURE-2** to this Report.

13. Explanations or comments by the board on qualifications, reservations or adverse remarks or disclaimer Audit Reports:

A. Auditors' Report

The observations of the auditors in their report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments. There is no major Qualified Opinion in the Auditor's Report which requires comments.

B. Secretarial Auditors' Report

The observations of the secretarial auditors in their report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments. There is no major Qualified Opinion in the secretarial Auditor's Report which requires comments except the following:

14. Annual return

The draft Annual Return of the Company can be viewed on the Company's website at <https://mukkaproteins.com/Investors-annual-return.php>.

15. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

(i) (A) Conservation of Energy -

The Company is continuously reviewing its energy saving systems and implemented energy saving mechanisms by adopting latest energy saving devices. Further the company is considering various options in order to reduce the wastage involved in the usage of energy resources.

(B) Technology absorption

(i) Efforts made towards technology absorption: The Company has an in-house technology updation system and no technology absorption from external sources.

(ii) Benefits derived like product improvement, cost reduction, product development, import substitution, etc.: -- Nil

(iii) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year): -- NA

(a) Details of technology imported:

(b) Year of import.

(c) Whether the technology been fully absorbed?

(d) If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action.

(iv) The expenditure incurred on Research and Development: -- Nil

(ii) **Foreign exchange earnings and Outgo:**

The Foreign Exchange earnings during the year were Rs. 6,19,02,638.11/-and outgo were Rs. 10,98,81,803.9/- during the year under review.

16. Board of Directors and Key Managerial Personnel:

a) Composition of the Board

As on March 31, 2023, the strength of the Board of Directors was Eight. The composition of the Board as on March 31, 2023 is as under:

Name of the Director	Designation	Date of appointment
Kalandan Mohammed Haris	Managing Director	04.11.2010
Kalandan Mohammad Arif	Wholetime Director	04.11.2010
Kalandan Mohammed Althaf	Wholetime Director	04.11.2010
Umaiyya Banu	Non-Executive Director	04.11.2010
Kalandan Abdul Razak	Non-Executive Director	22.02.2021
Karkala Shankar Balachandra Rao	Independent Director & Non-Executive Chairman	15.01.2022
Narendra Surendra Kamath	Independent Director	15.01.2022
Hamad Bava	Independent Director	15.01.2022

The List of Key Managerial Personnel as on 31st March 2023 is as under

Name of the KMP	Designation	Date of appointment
Kalandan Mohammed Haris	Managing Director & Chief Executive Officer	20.01.2022
Kalandan Mohammed Althaf	Whole-time Director & Chief Financial Officer	20.01.2022
Kalandan Mohammad Arif	Whole-time Director & Chief Operating Officer	20.01.2022
Mehaboobsab Mahmadvous Chalyal	Company Secretary	12.01.2022

b) Proposed reappointment of Director by rotation

Mr. Kalandan Mohammed Althaf (DIN: 03051103) Whole-time Director and Mr. Kalandan Abdul Razak (DIN: 02530917) Director retiring by rotation at the ensuing Annual General Meeting, being eligible, offers themselves for re-appointment. Your Board recommends their re-appointment.

c) Changes in the Board of Directors and Key Managerial Personnel during the year 2022-23.

During the year under review, there was no change in the Board of Directors and Key Managerial Personnel.

d) Declaration by an Independent Director(s) and re- appointment, if any:

The Company has received declarations from all the Independent Directors of the Company confirming that:

- a) They meet the criteria of independence prescribed under the Act; and
- b) They have registered their names in the Independent Directors' Databank

In the opinion of the Board, the appointed independent directors possess requisite expertise, integrity and experience (including proficiency).

During the year Independent Directors met Twice, i.e., on 04.07.2022 and 31.03.2023 as required under Schedule IV to the Companies Act, 2013. Further, the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013.

17. Number of meetings of the Board of Directors

The Board of Directors met **10** times in the financial year 2022-2023 which is on 12.05.2022, 14.07.2022, 22.08.2022, 07.09.2022, 27.09.2022, 29.09.2022, 14.11.2022, 06.01.2023, 01.03.2023, and 08.03.2023. The maximum interval between any two meetings did not exceed 120 days as specified under sub-section (1) of section 173 of the Companies Act 2013.

18. Particulars of loans, guarantees or investments under section 186

The company has invested Rs.100/- in Ento Proteins Private Limited. The company was holding 49.95% of the shareholding of Ento Proteins Private Limited. Further the beneficial interest in 1 share was held by the company. However, the registered owner has transferred back the 1 share in the name of the company. The board of directors of Ento Proteins Private Limited approved the said transfer on 20.01.2023.

Further during the year under review, the Company has given corporate guarantee to following companies:

Name of the company	Amount
Ocean Proteins Private Limited, Associate Company	Rs. 30,00,00,000.00
Ocean Proteins Private Limited, Associate Company	Rs. 50,00,00,000.00
Ocean Aquatic Proteins LLC, subsidiary Company	Rs. 10,06,30,000.00
Ocean Aquatic Proteins LLC, Subsidiary Company	Rs. 20,05,10,000.00

However, the company has not advanced any loan during the year under review.

19. Particulars of contracts or arrangements with related parties:

Particulars with regard to contracts or arrangements entered into by the Company with Related Parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 is disclosed in Form AOC -2 attached to this report as **Annexure- 3**

20. Risk management policy

Company is regularly reviewing the overall business conditions as well as industrial scenario to cover the risk pertaining to the current business of the company.

21. Directors' Responsibility Statement

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, state that—

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The directors had prepared the annual accounts on a going concern basis; and
- e. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. Compliance under Secretarial Standards

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

23. Corporate Social Responsibility (CSR):

As part of company's Corporate Social Responsibilities initiatives, the company has undertaken projects in areas of Eradicating hunger, poverty and malnutrition, empowering women, promoting rural sports, Promoting education, Promoting health which are in accordance with Schedule VII of Companies Act, 2013. Further The CSR policy of the Company is available on the Company's website at <https://mukkaproteins.com/images/Mukka-CSR-Policy.pdf>

The composition of the Corporate Social Responsibility Committee as on 31st March 2023 is as under:

Name of the director	Designation
Hamad Bava	Chairman/ Independent director
Karkala Shankar Balachandra Rao	Independent director/ Member of the committee
Kalandan Mohammed Arif	Whole time director/ Member of the committee

The CSR committee met once during the year under review on 07.09.2022. The company has spent Rs. 1,38,50,000/- towards the CSR obligation for the present financial year. The annual report on CSR activities is annexed herewith in **Annexure- 4**.

24. Audit Committee

The composition of the Audit Committee as on 31st March 2023 is as under:

Name of the director	Designation
Karkala Shankar Balachandra Rao	Chairman/ Independent director
Hamad Bava	Independent director/ Member of the committee
Kalandan Mohammed Althaf	Whole time director/ Member of the committee

The Company Secretary of the Company acts as secretary of the Audit Committee.

The Audit Committee met Five times during the year under review on 14.07.2022, 07.09.2022, 29.09.2022, 14.11.2022, and 06.01.2023.

25. Nomination And Remuneration Committee

The composition of the Nomination and Remuneration Committee as on 31st March 2023 is as under:

Name of the director	Designation
Narendra Surendra Kamath	Chairman/ Independent director
Hamad Bava	Independent director/ Member of the committee
Kalandan Abdul Razak	Non-executive director / Member of the committee

The Company Secretary of the Company acts as secretary of the Nomination and Remuneration Committee. The Nomination and Remuneration Committee met once during the year under review on 14.11.2022. The Nomination and Remuneration policy of the Company is available on the Company's website at <https://mukkaproteins.com/images/Nomination-and-%20Remuneration-%20Policy.pdf>

26. Stakeholders' relationship committee

The composition of the Stakeholders' relationship Committee as on 31st March 2023 is as under:

Name of the director	Designation
Kalandan Abdul Razak	Chairman/ Non-executive director

Narendra Kamath	Independent director/ Member of the committee
Kalandan Mohammed Haris	Managing Director/ Member of the committee

27. Details of Establishment of Vigil Mechanism for Directors and Employees

The establishment of vigil mechanism for directors and employees to report genuine concerns has been incorporated in the company's vigil mechanism policy. The Company has designated Mr. Karkala Shankar Balachandra Rao as ombudsperson for receiving any complaints under the policy. The company's vigil mechanism policy can be viewed on the Company's website at <https://mukkaproteins.com/images/Whistle-Blower-%20Policy.pdf>

28. Cost Records

The company was not required to maintain the cost records as required under sub-section (1) of section 148 of the Companies Act, 2013

29. Particulars Of Employee:

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

30. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has always believed in providing a safe and harassment free workplace for every individual working on the Company's premises through various interventions and practices. The Company endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contract/indirect employees and lays down the guidelines for identification, reporting and prevention of sexual harassment. There is an Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy.

The company's Policy on Prevention of Sexual Harassment (POSH) of Women at Workplace can be viewed on the Company's website at <https://mukkaproteins.com/images/Policy-on%20Prevention-of-%20Sexual%20Harassment.pdf>

During the year ended 31 March 2023 the Internal Complaints Committee has not received any complaints pertaining to sexual harassment.

31. Internal Financial Control over financial statements (IFCFR)

The company has adequate internal financial controls with reference to financial statements (IFCFR) that commensurate with the size and operations of the company.

32. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year.

There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under review.

33. The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

There was no one time settlement made during the year under review hence, no valuation was done.

34. Acknowledgements

The Directors wish to place on record their appreciation for the wholehearted help, co-operation and hard work the Company has received from the stakeholders of the Company.

For and on behalf of the Board of Directors

Date: 29-09-2023

Place: Mangalore



Managing Director & CEO
Kalandan Mohammed Haris
DIN: 03020471



Whole-time Director & CFO
Kalandan Mohammed Althaf
DIN: 03051103

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2023

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members,
Mukka Proteins Limited (Previously Known As Mukka Sea Food Industries Limited)

We have conducted the secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mukka Proteins Limited** (Previously Known As Mukka Sea Food Industries Limited) hereinafter called "Company". Secretarial Audit was conducted in a manner that provides a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2023 according to the provisions of:



- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under is not applicable to the Company;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under is not applicable to the Company;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment. The Foreign Direct Investment and External Commercial Borrowings is not applicable to the company;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') is not applicable to the Company as it as an Unlisted public company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;/ SEBI (Share Based Employee Benefits) Regulations, 2014;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - i. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement is not applicable to the Company as it is an Unlisted public company.

During the period under review, based on the explanations and representations made by the Management, the Company has complied with the provisions of the Companies Act, 2013 and the corresponding Rules, Regulations, Guidelines, Secretarial Standards as mentioned above and has filed all the forms and returns, with the Registrar of Companies within the prescribed time or in case of delay, filing has been made with the requisite additional fees.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards.

During the period under review, based on the explanations and representations made by the Management, the Company has complied with the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Overseas Direct Investment. Further the company has paid Late Submission Fee through the designated AD bank in accordance with regulation 11 of Foreign Exchange Management (Overseas Investment) Directions, 2022 dated 22.08.2022 amounting to

1. Rs. 30,000 towards delay in submission of Annual Performance report of MSFI (Bangladesh) Private Limited.
2. Rs. 7500 towards delay in submission of Annual Performance report of Ocean Aquatic Proteins LLC.
3. Rs. 23,500 towards delay in reporting of Financial Commitment of Ocean Aquatic Proteins LLC.
4. Rs. 27,700 towards delay in reporting of Financial Commitment of Ocean Aquatic Proteins LLC.



We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, as represented by the Management, the Company has complied with the following Laws and the Rules there under applicable specifically to the Company:

1. Factories Act, 1948
2. The Indian Boiler Act, 1923
3. The Payment of Wages Act, 1936
4. The Minimum Wages Act, 1948
5. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
6. The Employee State Insurance Act, 1948
7. The Payment of Bonus Act, 1965
8. The Payment of Gratuity Act, 1972
9. The Karnataka Municipal Corporations Act, 1976
10. The Export of Fresh, Frozen and Processed Fish and Fishery Products (Quality Control and Inspection and Monitoring) Rules, 1995
11. The Karnataka Lifts Escalator and Passenger Conveyer Rules, 2015
12. The Karnataka Shops and Commercial Establishments Act, 1961
13. The Environment Protection Act, 1986
14. The Goods and Services Tax Act, 2017
15. The Food Safety and Standards Act, 2006
16. The Water (Prevention and Control of Pollution) Act, 1974
17. The Air (Prevention and Control of Pollution) Act, 1981
18. The Karnataka Tax on Profession, Trades, Callings and Employments Act, 1976
19. The Trademarks Act, 1999
20. The Marine Products Export Development Authority Rules, 1972
21. The Micro, Small and Medium Enterprises Development Act, 2006

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.



Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and wherever it was not sent, consent was obtained for shorter notice from the directors to hold the meeting at a shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Minutes of the meetings record proper proceedings of the meetings.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Decisions at the Board Meeting, as represented by the Management, were taken unanimously. We further report that there are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines except specifically qualified by the statutory auditors in their reported for the Financial year 2022-23. We further report that, during the audit period, the Company had the events which had bearing on the Company's affairs, in pursuance of the above referred laws, rules, regulations, guidelines and standards as annexed in Annexure-2.

Place: Mangaluru

Date: 15.09.2023

UDIN: F004736E001014448



Signature:

For CHETHAN NAYAK & ASSOCIATES
Company Secretaries

15/09/2023
Chethan Nayak K.
Partner
C.P. No. 3140

This report is to be read with our letter of even date which is annexed as Annexure 1 and forms an integral part of this report.

'Annexure -1'

To,

The Members,

Mukka Proteins Limited (Previously Known As Mukka Sea Food Industries Limited)

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

Place: Mangaluru

Date: 15.09.2023

UDIN: F004736E001014448



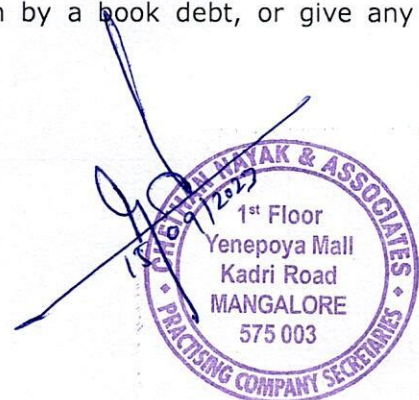
For CHETHAN NAYAK & ASSOCIATES
Company Secretaries

15/09/2023
Chethan Nayak K.
Partner
C.P. No. 3140

Annexure-2

We report that, during the audit period, the Company had the following events which had bearing on the Company's affairs, in pursuance of the above referred laws, rules, regulations, guidelines and standards:

1. The board in their board meeting dated 12th May 2022 authorised to extend corporate guarantee to Ocean Proteins Private Limited, Associate Company and a company in which directors are interested for availing the credit facility from Canara Bank, Mangalore branch for an amount of Rs. 30,00,00,000 (Rupees Thirty Crores Only).
2. The board in their board meeting dated 12th May 2022 authorised to extend corporate guarantee to Ocean Aquatic Proteins LLC, subsidiary Company for availing the various credit facility from HDFC Bank Limited for an amount of Rs. 100,630,000.00/- (Rupees One Hundred Million, Six Hundred And Thirty Thousand Only)
3. The board in their board meeting dated 7th September 2022 authorised to extend corporate guarantee to Ocean Aquatic Proteins LLC, subsidiary Company for availing the various credit facility from HDFC Bank Limited for an amount of Rs. 200,510,000.00 (Rupees Two Hundred Million Five Hundred Ten Thousand Only)
4. The board of directors vide board resolution dated 27th September 2022 decided to withdraw the the Draft Red Herring Prospectus (DRHP) dated March 18, 2022 filed with SEBI (SEBI Southern Regional Office) and the Stock Exchanges in consultation with the Book Running Lead Manager.
5. The shareholders vide Special resolution in the Annual General Meeting dated 14th September 2022 passed a resolution under Section 185 granting approval to the Board of Directors of the Company to advance or give any loan in one or more tranches including in connection with any loan taken by a book debt, or give any



guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture or group entity of the Company, as applicable or any other person (as defined in Section 185(2)) in which any Director is deemed to be interested upto an aggregate sum of Rs. 500 crores at any point of time, in their absolute discretion deem beneficial and in the interest of the company, provided that such loans are utilized by the borrowing company for its principal business activities.

6. The shareholders vide Special resolution in the Annual General Meeting dated 14th September 2022 passed a resolution under Section 186 to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rupees 500 Crores.
7. The board in their board meeting dated 29th September 2022 authorised to extend corporate guarantee to Ocean Proteins Private Limited, Associate Company and a company in which directors are interested for availing the credit facility from Canara Bank, Mangalore branch for an amount of Rs. 500,000,000 (Rupees Five hundred millions Only).
8. The shareholders of the company vide Special resolution passed in the Extra-ordinary General Meeting held on 10th March 2023 accorded to the Company to offer, issue and allot upto 8,00,00,000 equity shares of face value Re. 1/- each for cash at such price including premium, if any, as may be determined by the Board at its sole discretion in pursuance of the Book Building mechanism (in accordance with SEBI ICDR



guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture or group entity of the Company, as applicable or any other person (as defined in Section 185(2)) in which any Director is deemed to be interested upto an aggregate sum of Rs. 500 crores at any point of time, in their absolute discretion deem beneficial and in the interest of the company, provided that such loans are utilized by the borrowing company for its principal business activities.

6. The shareholders vide Special resolution in the Annual General Meeting dated 14th September 2022 passed a resolution under Section 186 to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rupees 500 Crores.
7. The board in their board meeting dated 29th September 2022 authorised to extend corporate guarantee to Ocean Proteins Private Limited, Associate Company and a company in which directors are interested for availing the credit facility from Canara Bank, Mangalore branch for an amount of Rs. 500,000,000 (Rupees Five hundred millions Only).
8. The shareholders of the company vide Special resolution passed in the Extra-ordinary General Meeting held on 10th March 2023 accorded to the Company to offer, issue and allot upto 8,00,00,000 equity shares of face value Re. 1/- each for cash at such price including premium, if any, as may be determined by the Board at its sole discretion in pursuance of the Book Building mechanism (in accordance with SEBI ICDR



Regulations) ("**Fresh Issue**") in consultation with the Book Running Lead Manager ("**BRLM**") so appointed by way of public offering.

Place: Mangaluru

Date: 15.09.2023

UDIN: F004736E001014448



For CHETHAN NAYAK & ASSOCIATES
Company Secretaries

15/09/2023
Chethan Nayak K.
Partner
C.P. No. 3140



Mukka Proteins Limited

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



ISO 22000
Certified Company



ISO 9001 : 2015
Certified Company

CIN: U05004KA2010PLC055771

FORM AOC-1

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES/ JOINT VENTURES

Part "A": Subsidiaries

(In Rupees)

1. Sl. No	1
2. Name of the subsidiary	Ocean Aquatic Proteins LLC
3. The date since when subsidiary was acquired	05.11.2018
4. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01 st April 2022 to 31 st March 2023
5. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Rupees 1 Omani Riyals = Rs 213.4275
6. Share capital (Rs.)	2,68,99,500
7. Reserves & surplus	5,61,83,433
8. Total assets	64,73,20,272
9. Total Liabilities (Other Current and Non-Current Liabilities)	56,42,37,339
10. Investments	
Investments held by the holding company	1,69,46,685
11. Turnover	1,16,02,29,872
12. Profit/(loss) before taxation	3,90,62,543
13. Provision for taxation	98,68,300
14. Profit/(loss)after taxation	2,91,94,243
15. Proposed Dividend	-

1

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

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☎ : (O) +91 824 2420772, 2442889, 4252889 | Fax : +91 824 2426405

E-mail : info@mukkaproteins.com - Website : www.mukkaproteins.com - CIN : U05004KA2010PLC055771

16. Extent of shareholding (in percentage)	63%
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1. Sl. No	2
2. Name of the subsidiary	Atlantic Marine Products Private Limited
3. The date since when subsidiary was acquired	14.11.2019
4. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01 st April 2022 to 31 st March 2023
5. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Rupees
6. Share capital (Rs.)	10 (In Million)
7. Reserves & surplus	107.28 (In Million)
8. Total assets	285.91 (In Million)
9. Total Liabilities (Other Current and Non-Current Liabilities)	167.24 (In Million)
10. Investments	-
Investments held by the holding company	50,99,000
11. Turnover	962.53 (In Million)
12. Profit/(loss) before taxation	70.44 (In Million)
13. Provision for taxation	16.27 (In Million)
14. Profit/(loss) after taxation	54.17 (In Million)
15. Proposed Dividend	-
16. Extent of shareholding (in percentage)	50.99%

1. Sl. No	3
2. Name of the subsidiary	Haris Marine Products Private Limited
3. The date since when subsidiary was acquired	30.10.2019
4. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01 st April 2022 to 31 st March 2023

5. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Rupees- Rounded off to nearest hundreds.
6. Share capital (Rs.)	1,00,00,000
7. Reserves & surplus	4,77,71,500
8. Total assets	7,44,52,500
9. Total Liabilities (Other Current and Non-Current Liabilities)	1,66,81,000
10. Investments	3,63,51,200
Investments held by the holding company	98,00,000
11. Turnover	51,27,37,000
12. Profit/(loss) before taxation	69,65,700
13. Provision for taxation	13,08,900
14. Profit/(loss)after taxation	56,56,800
15. Proposed Dividend	-
16. Extent of shareholding (in percentage)	98%

The following information shall be furnished: -

- Names of subsidiaries which are yet to commence operations – Nil.
- Names of subsidiaries which have been liquidated or sold during the year- nil

Part "B": Associates and Joint Ventures
Statement pursuant to Section 129(3) of the companies Act, 2013 related to
Associate Companies and Joint Ventures

Name of Associates/Joint Ventures	Ento Proteins Private Limited
1. Latest audited Balance Sheet Date	31.03.2023
2. Date on which the Associate or Joint Venture was associated or acquired	19.10.2021
3. Shares of Associate/Joint Ventures held by the company on the year end	-
No. of Shares held	1000
Amount of Investment in Associates/ Joint Venture	1,00,000

Extend of Holding %	50%
4. Description of how there is significant influence	Associate Company
5. Reason why the associate/joint venture is not consolidated	Not Applicable, as the financials are consolidated
6. Net worth attributable to Shareholding as per latest audited Balance Sheet	(4,37,150)
7. Profit / Loss for the year	34,88,400
i. Considered in Consolidation	
ii. Not Considered in Consolidation	34,88,400

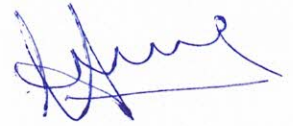
Name of Associates/Joint Ventures	Ocean Proteins Private Limited
2. Latest audited Balance Sheet Date	31.03.2023
2. Date on which the Associate or Joint Venture was associated or acquired	21.12.2021
3. Shares of Associate/Joint Ventures held by the company on the year end	
No. of Shares held	3,80,000
Amount of Investment in Associates/ Joint Venture	3,80,00,000
Extend of Holding %	40%
4. Description of how there is significant influence	Associate Company
5. Reason why the associate/joint venture is not consolidated	Not Applicable, as the financials are consolidated
6. Net worth attributable to Shareholding as per latest audited Balance Sheet	1,10,92,560
7. Profit / Loss for the year	(2,28,16,240)
i. Considered in Consolidation	
ii. Not Considered in Consolidation	(3,42,24,360)

The following information shall be furnished:

1. Names of associates or joint ventures which are yet to commence operations: Nil
2. Names of associates or joint ventures which have been liquidated or sold during the year: Nil

[NOTE: This Annexure needs to be certified in the same manner as the Balance Sheet].

For and on behalf of the Board of Directors



Date: 29-09-2023	Managing Director & CEO	Company Secretary	Whole-time Director & CFO
Place: Mangalore	Kalandan Mohammed Haris	Mehaboobsab Mahmudgous Chalyal	Kalandan Mohammed Althaf
	DIN: 03020471	PAN: BFXPC6012H	DIN: 03051103



Mukka Proteins Limited

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



ISO 22000
Certified Company



ISO 9001 : 2015
Certified Company

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under fourth proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis:

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	-
b)	Nature of contracts/arrangements/transaction	-
c)	Duration of the contracts/ arrangements/ transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions'	-
f)	Date of approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

2.

1. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Kalandan Mohammed Haris
2.	Nature of relationship	Managing Director and CEO of the company
3.	Nature of contracts/ arrangements/ transaction	Rent Agreement

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

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E-mail : info@mukkaproteins.com - Website : www.mukkaproteins.com - CIN : U05004KA2010PLC055771

4.	Duration of the contracts/ arrangements/ transaction	11months- 13.08.2021 to 12.07.2022
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent paid amounting to Rs. 67,741.94/- during the period from 01.04.2022 to 12.07.2022.
6.	Date of approval by the Board	27.08.2021
7.	Amount paid as advances, if any	-

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Kalandan Mohammed Haris
2.	Nature of relationship	Managing Director and CEO of the company
3.	Nature of contracts/ arrangements/ transaction	Rent Agreement
4.	Duration of the contracts/ arrangements/ transaction	11months- 13.07.2022 to 12.06.2023
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent paid amounting to Rs. 1,72,258.06/- during the period from 13.07.2022 to 31.03.2023
6.	Date of approval by the Board	14.07.2022
7.	Amount paid as advances, if any	-

3. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Kalandan Abdul Razak
2.	Nature of relationship	Director of the company
3.	Nature of contracts/ arrangements/ transaction	Rent Agreement
4.	Duration of the contracts/ arrangements/ transaction	11 months- 01.09.2021 to 30.07.2022
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent paid amounting to Rs.20,000/- during the period 01.04.2022 to 30.07.2022
6.	Date of approval by the Board	27.08.2021
7.	Amount paid as advances, if any	-

4. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Kalandan Abdul Razak
2.	Nature of relationship	Director of the company
3.	Nature of contracts/ arrangements/ transaction	Rent Agreement
4.	Duration of the contracts/ arrangements/ transaction	11 months- 01.08.2022 to 30.06.2022
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent paid amounting to Rs.40,000/- during the period 01.08.2022 to 31.03.2023
6.	Date of approval by the Board	14.07.2022
7.	Amount paid as advances, if any	-

5. 5.Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Kalandan Mohammad Arif
2.	Nature of relationship	Whole-time Director of the company
3.	Nature of contracts/ arrangements/ transaction	Rent Agreement
4.	Duration of the contracts/ arrangements/ transaction	11months- 01.09.2021 to 30.07.2022
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent paid amounting to 20,000/- during the period from 01.04.2022 to 30.07.2022
6.	Date of approval by the Board	27.08.2021
7.	Amount paid as advances, if any	Interest free Refundable Security deposit of Rs. 6,00,000

6. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Kalandan Mohammad Arif
2.	Nature of relationship	Whole-time Director of the company
3.	Nature of contracts/ arrangements/ transaction	Rent Agreement
4.	Duration of the contracts/ arrangements/ transaction	11months- 01.08.2022 to 30.06.2023
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent paid amounting to 40,000/- during the period from 01.08.2022 to 31.03.2023
6.	Date of approval by the Board	14.07.2022

7.	Amount paid as advances, if any	Interest free Refundable Security deposit of Rs. 6,00,000
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7. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Haris Marine Products Private Limited
2.	Nature of relationship	Subsidiary Company
3.	Nature of contracts/arrangements/ transaction	Rent Agreement
4.	Duration of the contracts/ arrangements/ transaction	11 months- 10.08.2021 to 09.07.2022
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent amounting to Rs. 2,49,193.55/- during the period 01-04-2022 to 09-07-2022
6.	Date of approval by the Board	22.07.2021
7.	Amount paid as advances, if any	Interest free Refundable Security deposit of Rs. 25,00,000/-

8. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Haris Marine Products Private Limited
2.	Nature of relationship	Subsidiary Company
3.	Nature of contracts/arrangements/ transaction	Rent Agreement
4.	Duration of the contracts/ arrangements/ transaction	11 months- 10.07.2022 to 09.06.2023
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent amounting to Rs. 6,50,806.45/- during the period 10-07-2022 to 31-03-2023
6.	Date of approval by the Board	14.07.2022
7.	Amount paid as advances, if any	Interest free Refundable Security deposit of Rs. 25,00,000/-

9. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Haris Marine Products Private Limited
2.	Nature of relationship	Subsidiary Company
3.	Nature of contracts/arrangements/ transaction	Rent Agreement
4.	Duration of the contracts/ arrangements/ transaction	11 months- 13.08.2021 to 12.07.2022

5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent amounting to Rs. 50,806.45/- during the period 01-04-2022 to 12-07-2022
6.	Date of approval by the Board	27.08.2021
7.	Amount paid as advances, if any	-

10. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Haris Marine Products Private Limited
2.	Nature of relationship	Subsidiary Company
3.	Nature of contracts/arrangements/ transaction	Rent Agreement
4.	Duration of the contracts/ arrangements/ transaction	11 months- 13.07.2022 to 12.06.2023
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent amounting to Rs. 1,29,193.55/- during the period 13-07-2022 to 31-03-2023
6.	Date of approval by the Board	14.07.2022
7.	Amount paid as advances, if any	-

11. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Haris Marine Products Private Limited
2.	Nature of relationship	Subsidiary Company
3.	Nature of contracts/arrangements/ transaction	Rent Agreement
4.	Duration of the contracts/ arrangements/ transaction	11 months- 01.12.2022 to 31.10.2023
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent amounting to Rs. 21,00,000.00/- during the period 01.12.2022 to 31.03.2023
6.	Date of approval by the Board	14.11.2022
7.	Amount paid as advances, if any	Interest free Refundable Security deposit of Rs. 25,00,000/-

12. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Haris Marine Products Private Limited
2.	Nature of relationship	Subsidiary Company
3.	Nature of contracts/arrangements/ transaction	Rent Agreement
4.	Duration of the contracts/ arrangements/ transaction	11 months- 09.08.2021 to 08.07.2022

5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent amounting to Rs. 16,290.32 /- during the period from 01-04-2022 till 08-07-2022
6.	Date of approval by the Board	27.08.2021
7.	Amount paid as advances, if any	Interest free Refundable Security deposit of Rs. 50,000/-

13. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Haris Marine Products Private Limited
2.	Nature of relationship	Subsidiary Company
3.	Nature of contracts/arrangements/ transaction	Rent Agreement
4.	Duration of the contracts/ arrangements/ transaction	11 months- 09.07.2022 to 08.06.2023
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent amounting to Rs. 43,709.68 /- during the period from 09-07-2022 till 31-03-2023
6.	Date of approval by the Board	14.07.2022
7.	Amount paid as advances, if any	Interest free Refundable Security deposit of Rs. 50,000/-

14. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Atlantic Marine Products Private Limited
2.	Nature of relationship	Subsidiary Company
3.	Nature of contracts/arrangements/transaction	Leave and license agreement
4.	Duration of the contracts/arrangements/ transaction	5 years commencing from 25.11.2020 to 24.11.2025
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent amounting to Rs. 7,20,000/- during the period
6.	Date of approval by the Board	08.10.2020
7.	Amount paid as advances, if any	-

15. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Atlantic Marine Products Private Limited
2.	Nature of relationship	Subsidiary Company
3.	Nature of contracts/arrangements/transaction	Plant and machinery lease agreement

4.	Duration of the contracts/arrangements/ transaction	5 years commencing from 01.08.2021
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent amounting to Rs.7,20,000
6.	Date of approval by the Board	22.07.2021
7.	Amount paid as advances, if any	-

16. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Ento Proteins Private Limited
2.	Nature of relationship	Associate Company
3.	Nature of contracts/arrangements/transaction	Rent agreement
4.	Duration of the contracts/arrangements/ transaction	11 months- 13.08.2021 to 12.07.2022
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent amounting to Rs. 12,000/- during the period 01.04.2022 to 12.07.2022
6.	Date of approval by the Board	27.08.2021
7.	Amount paid as advances, if any	-

17. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Ento Proteins Private Limited
2.	Nature of relationship	Associate Company
3.	Nature of contracts/arrangements/transaction	Rent agreement
4.	Duration of the contracts/ arrangements/ transaction	11 months- 01.03.2022 to 31.01.2023
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent amounting to Rs. 10,00,000.00/- during the period 01.04.2022 to 31.01.2023
6.	Date of approval by the Board	25.02.2022
7.	Amount paid as advances, if any	-

18. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
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1.	Name (s) of the related party	Ento Proteins Private Limited
2.	Nature of relationship	Associate Company
3.	Nature of contracts/arrangements/transaction	Rent agreement
4.	Duration of the contracts/arrangements/transaction	11 months- 01.02.2023 to 31.12.2023
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent amounting to Rs. 2,00,000/- during the period 01.02.2023 to 31.03.2023
6.	Date of approval by the Board	Date of Board Approval is not required since it is covered within the limits of omnibus approval.
7.	Amount paid as advances, if any	-

19. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Ento Proteins Private Limited
2.	Nature of relationship	Associate Company
3.	Nature of contracts/arrangements/transaction	Rent agreement
4.	Duration of the contracts/arrangements/transaction	11 months- 13.07.2022 to 12.06.2023
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent amounting to Rs. 24,000/- during the period 13.07.2022 to 31.03.2023
6.	Date of approval by the Board	Date of Board Approval is not required since it is covered within the limits of omnibus approval.
7.	Amount paid as advances, if any	-

20. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Shipwaves Online Limited (Previously known as Shipwaves Online Private Limited)
2.	Nature of relationship	Common directors
3.	Nature of contracts/arrangements/transaction	Rent Agreement
4.	Duration of the contracts/ arrangements/ transaction	11 months- 13.08.2021 to 12.07.2022

5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent amounting to Rs. 1,00,000/- during the period 01.04.2022 to 12.07.2022.
6.	Date of approval by the Board	27.08.2021
7.	Amount paid as advances, if any	-

21. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Shipwaves Online Limited (Previously known as Shipwaves Online Private Limited)
2.	Nature of relationship	Common directors
3.	Nature of contracts/arrangements/ transaction	Rent Agreement
4.	Duration of the contracts/ arrangements/ transaction	11 months- 13.07.2022 to 12.06.2023
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent amounting to Rs. 2,00,000/- during the period 13.07.2022 to 31.03.2023.
6.	Date of approval by the Board	14.07.2022
7.	Amount paid as advances, if any	-

22. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Ocean Aquatic Proteins LLC
2.	Nature of relationship	Subsidiary Company
3.	Nature of contracts/arrangements/ transaction	Rent Agreement
4.	Duration of the contracts/ arrangements/ transaction	5 Years
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent amounting to Rs. 10,686,012.00
6.	Date of approval by the Board	Date of Board Approval is not required since it is covered within the limits of omnibus approval.
7.	Amount paid as advances, if any	-

23. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Haris Marine Products Private Limited

2.	Nature of relationship	Subsidiary company
3.	Nature of contracts/ arrangements/ transaction	Purchase of Goods
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchases amounting to Rs. 348,491,805.00
6.	Date of approval by the Board	Date of board approval is not required since it is in the ordinary course of business.
7.	Amount paid as advances, if any	Advances given for Goods during the year Rs. 340,633.00

24. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Progress Frozen & Fish Sterilisation
2.	Nature of relationship	Firm in which company is a partner
3.	Nature of contracts/arrangements/ transaction	Purchase of Goods
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchases amounting to Rs. 844,517,644.88
6.	Date of approval by the Board	Date of board approval is not required since it is in the ordinary course of business.
7.	Amount paid as advances, if any	-

25. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Atlantic Marine Products Private Limited
2.	Nature of relationship	Subsidiary Company
3.	Nature of contracts/arrangements/ transaction	Purchase of Goods
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchases amounting to Rs. 96,18,10,342.53
6.	Date of approval by the Board	Date of board approval is not required since

		it is in the ordinary course of business.
7.	Amount paid as advances, if any	Advances given for Goods during the year Rs. 26,24,570.00

26. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Ocean Aquatic Proteins LLC, Oman
2.	Nature of relationship	Subsidiary Company
3.	Nature of contracts/arrangements/ transaction	Purchase of Goods
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchases amounting to Rs. 8,83,48,653.44
6.	Date of approval by the Board	Date of board approval is not required since it is in the ordinary course of business.
7.	Amount paid as advances, if any	Advances given for Goods during the year Rs. 7,44,22,707.39

27. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Bismi Fisheries Private Limited
2.	Nature of relationship	Company in which director is interested
3.	Nature of contracts/arrangements/ transaction	Purchase of Goods
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchases amounting to Rs. 23,46,26,370.00
6.	Date of approval by the Board	Date of board approval is not required since it is in the ordinary course of business.
7.	Amount paid as advances, if any	-

28. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Mangalore Fishmeal & Oil company
2.	Nature of relationship	Firm in which directors are interested
3.	Nature of contracts/arrangements/	Purchase of Goods

	transaction	
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchases amounting to Rs. 61,35,03,110.00
6.	Date of approval by the Board	Date of board approval is not required since it is in the ordinary course of business.
7.	Amount paid as advances, if any	-

29. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Ullal Fishmeal & Oil company
2.	Nature of relationship	Firm in which directors are interested
3.	Nature of contracts/arrangements/ transaction	Purchase of Goods
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchases amounting to Rs. 93,71,44,905.00
6.	Date of approval by the Board	Date of board approval is not required since it is in the ordinary course of business.
7.	Amount paid as advances, if any	-

30. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Pacific Marine Products
2.	Nature of relationship	Firm in which Company is a partner
3.	Nature of contracts/arrangements/ transaction	Purchase of Goods
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchases amounting to Rs. 41,06,91,650.00
6.	Date of approval by the Board	Date of board approval is not required since it is in the ordinary course of business.
7.	Amount paid as advances, if any	-

31. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Ento Proteins Private limited
2.	Nature of relationship	Associate Company
3.	Nature of contracts/arrangements/ transaction	Purchase of Goods
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchases amounting to Rs. 4,67,74,577.55
6.	Date of approval by the Board	Date of board approval is not required since it is in the ordinary course of business.
7.	Amount paid as advances, if any	Advances given for Goods during the year Rs. 2,92,26,921.39

32. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Ocean Proteins Private Limited
2.	Nature of relationship	Associate Company
3.	Nature of contracts/arrangements/ transaction	Purchase of Goods
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchases amounting to Rs. 90,21,387.60
6.	Date of approval by the Board	Date of board approval is not required since it is in the ordinary course of business.
7.	Amount paid as advances, if any	-

33. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Haris Marine Products Private Limited
2.	Nature of relationship	Subsidiary Company
3.	Nature of contracts/arrangements/ transaction	Sale of Goods

4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Sales amounting to Rs. 12,99,06,738.00
6.	Date of approval by the Board	Date of board approval is not required since it is in the ordinary course of business.
7.	Amount paid as advances, if any	-

34. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Mangalore Fishmeal & Oil company
2.	Nature of relationship	Firm in which directors are interested
3.	Nature of contracts/arrangements/ transaction	Sale of Goods
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Sales amounting to Rs. 230,63,890.00
6.	Date of approval by the Board	Date of board approval is not required since it is in the ordinary course of business.
7.	Amount paid as advances, if any	-

35. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Ullal Fishmeal & Oil company
2.	Nature of relationship	Firm in which directors are interested
3.	Nature of contracts/arrangements/ transaction	Sale of Goods
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Sales amounting to Rs. 88,566,750.00
6.	Date of approval by the Board	Date of board approval is not required since it

		is in the ordinary course of business.
7.	Amount paid as advances, if any	-

36. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Pacific Marine Products
2.	Nature of relationship	Firm in which Company is a partner
3.	Nature of contracts/arrangements/ transaction	Sale of Goods
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Sales amounting to Rs.16,108,650.00
6.	Date of approval by the Board	Date of board approval is not required since it is in the ordinary course of business.
7.	Amount paid as advances, if any	-

37. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Atlantic Marine Products Private Limited
2.	Nature of relationship	Subsidiary Company
3.	Nature of contracts/arrangements/ transaction	Sale of Goods
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Sales amounting to Rs. 41,03,000/-
6.	Date of approval by the Board	Date of board approval is not required since it is in the ordinary course of business.
7.	Amount paid as advances, if any	-

38. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Ento Proteins Private limited
2.	Nature of relationship	Associate Company
3.	Nature of contracts/arrangements/ transaction	Processing charges

4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Processing charges amounting to Rs. 50,34,034.00
6.	Date of approval by the Board	Date of board approval is not required since it is in the ordinary course of business.
7.	Amount paid as advances, if any	-

39. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Ocean Aquatic Proteins LLC, Oman
2.	Nature of relationship	Subsidiary Company
3.	Nature of contracts/arrangements/ transaction	Sale of machinery parts
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Sale of machinery parts amounting to Rs. 516,226.00
6.	Date of approval by the Board	14.07.2022
7.	Amount paid as advances, if any	-

40. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Haris Marine Products Private Limited
2.	Nature of relationship	Subsidiary Company
3.	Nature of contracts/arrangements/ transaction	Sale of machinery parts
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Sale of machinery parts amounting to Rs. 134,000.00
6.	Date of approval by the Board	14.07.2022
7.	Amount paid as advances, if any	-

41. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Ento Proteins Private Limited
2.	Nature of relationship	Associate Company
3.	Nature of contracts/arrangements/ transaction	Sale of machinery parts
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Sale of machinery parts amounting to Rs. 70,000.00
6.	Date of approval by the Board	14.07.2022
7.	Amount paid as advances, if any	-

42. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Mangalore Fishmeal & Oil Company
2.	Nature of relationship	A firm in which director is interested
3.	Nature of contracts/arrangements/ transaction	Sale of machinery parts
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Sale of machinery parts amounting to Rs. 600,000.00
6.	Date of approval by the Board	14.07.2022
7.	Amount paid as advances, if any	-

43. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party	Ullal Fishmeal and Oil Company
2.	Nature of relationship	A firm in which director is interested
3.	Nature of contracts/arrangements/ transaction	Sale of machinery parts
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Sale of machinery parts amounting to Rs. 535,000.00
6.	Date of approval by the Board	14.07.2022

7.	Amount paid as advances, if any	-
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44. Details of contracts or arrangements or transactions at Arm's length basis.

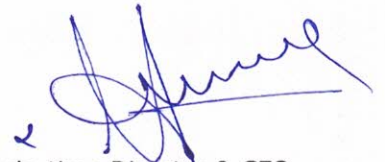
SL. No.	Particulars	Details
1.	Name (s) of the related party	Shipwaves Online Limited (Previously known as Shipwaves Online Private Limited)
2.	Nature of relationship	Common directors
3.	Nature of contracts/arrangements/ transaction	Freight expenses
4.	Duration of the contracts/ arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Freight expenses amounting to Rs. 47,15,57,758.80
6.	Date of approval by the Board	Date of board approval is not required since it is in the ordinary course of business.
7.	Amount paid as advances, if any	-

Date: 29-09-2023

Place: Mangalore



Managing Director & CEO
Kalandan Mohammed Haris
DIN: 03020471



Whole-time Director & CFO
Kalandan Mohammed Althaf
DIN: 03051103



Mukka Proteins Limited

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



ISO 22000
Certified Company



ISO 9001 : 2015
Certified Company

ANNEXURE -I ANNUAL REPORT ON CSR ACTIVITIES

Brief outline on CSR Policy of the Company:

CSR is a form of corporate self regulation integrated into business model. It is the process aimed at embracing the responsibility for the actions of the company and encourages a positive impact through our activities on the environment, consumers, employees, communities, stakeholders and all other members of the public who may also be considered to be the stakeholders in general. CSR Policy of the company aims at such activities which include social business projects and promoting education. Company aims to undertake projects/activities as mentioned under Schedule VII of companies Act, 2013.

1. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Hamad Bava	Chairman- Independent Director	1	1
2.	Karkala Shankar Balachandra Rao	Independent director	1	1
3.	Kalandan Mohammed Arif	Whole time director	1	1

2. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <http://www.mukkaproteins.com/>

3. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). **-Not Applicable**

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 : U05004KA2010PLC055771

4. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set off for the financial year, if any (in Rs)
1.	2021-2022	NIL	NIL
2.	2020-2021	NIL	NIL
3.	2019-2020	NIL	NIL
	TOTAL	NIL	NIL

5. Average net profit of the company as per section 135(5): Rs. 17,88,59,298.67

a)	Two percent of average net profit of the company as per section 135(5)	Rs. 35,77,185.97
b)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	NIL
c)	Amount required to be set off for the financial year, if any	NIL
d)	Total CSR obligation for the financial year (6a+6b-6c).	Rs. 35,77,185.97

6. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
1,38,50,000	NA	NA	NA	NA	NA

Umaya foundation- Implementing Agency	Empowering women, eradicating hunger and poverty, prompting education, promoting health, promoting rural sports	yes	KA	Dakshina Kannada		1,38,50,000	1,38,43,376#	-	NO	Umaya foundation	CSR00017489
						1,38,50,000	1,38,43,376#				

a. * State- All CSR projects undertaken in Karnataka State.

b. #the balance amount of Rs. 6,624/- is carried forward by Umaya foundation- Implementing Agency for the next financial year.

(d) Amount spent in Administrative Overheads- NIL

(e) Amount spent on Impact Assessment, if applicable- Not applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e)- **Rs. 1,38,50,000**

(g) Excess amount for set off, if any

Sl. No	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs. 35,77,185.97
(ii)	Total amount spent for the Financial Year	Rs. 1,38,50,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Rs. 1,02,72,814.03

(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]	Rs. 1,02,72,814.03

7. (a) Details of Unspent CSR amount for the preceding three financial years: **Not applicable**

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.		Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs). Date of transfer.	
1						
	TOTAL					

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Not Applicable**

(1) Sl. No	(2) Project ID.	(3) Name of the Project.	(4) Financial Year in which the project was commenced.	(5) Project duration.	(6) Total amount Allocated for the project (in Rs.)	(7) Amount spent on the project in the reporting Financial Year (in Rs).	(8) Cumulative Amount spent at the end of Reporting Financial Year (in Rs.)	(9) Status of the project
1.								- Completed/Ongoing.
	TOTAL							

8. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year.

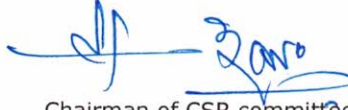
(asset-wise details)-

- a. Date of creation or acquisition of the capital asset(s). - **Not applicable**
- b. Amount of CSR spent for creation or acquisition of capital asset. - **Not applicable**
- c. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.- **Not applicable**
- d. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). - **Not applicable**

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) - **Not applicable.**



Managing Director & CEO
Kalandan Mohammed Haris
DIN: 03020471



Chairman of CSR committee
/Independent Director
Hamad Bava
DIN: 09448423



Whole-time Director & CFO
Kalandan Mohammad Althaf
DIN: 03051103

Date: 29-09-2023
Place: Mangalore