

MUKKA PROTEINS LIMITED

RELATED PARTY TRANSACTIONS POLICY

(Related Party Transactions Policy has been approved in the Board Meeting dated 14th May 2024)

1. Preamble

The Companies Act, 2013 ("**Act**") read with the Companies (Meetings of Board and its Powers) Rules, 2014 ("**Rules**"), as amended from time to time, introduced specific provisions relating to related party transactions and defined the term related party, related party transactions, relatives and key managerial personnel. The Act and the Rules have also laid down the financial limits and the approval process for such transactions.

In addition, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**"), as amended from time to time, amongst others, necessitates all the listed companies to formulate a policy on materiality of related party transactions and also a policy on dealing with related party transactions.

Accordingly, the Board of Directors (**the "Board"**) of MUKKA PROTEINS LIMITED (**the "Company"**) has adopted this Policy upon the recommendation of the Audit Committee and has set out standard operating procedures to regulate transactions between the Company or its subsidiaries and related parties or its subsidiaries or with any person or entity having purpose and effect of benefitting a related party or its subsidiaries.

The Audit Committee will review and may amend this policy, from time to time, subject to the approval of the Board.

2. The Policy

Mukka Proteins Limited shall engage with Related Parties on an arm's length basis to leverage scale, size and drive operational synergies to provide value added, innovative products to its consumers while ensuring that transactions with Related Parties are, fully compliant with applicable Regulations.

3. Objective of the Policy

This Policy is intended to ensure that proper reporting, approval and disclosure processes are in place for transactions between the Company and Related Parties. This policy specifically deals with the review and approval of all material Related Party Transactions keeping in mind the

potential or actual conflicts of interest that may arise because of entering into these transactions.

The provisions of this Policy are designed to govern the approval process and disclosure requirements to ensure transparency in the conduct of Related Party Transactions in the best interest of the Company and its shareholders and to comply with the statutory/regulatory provisions in this regard.

4. Definitions and Applicability

All capitalized terms used in this policy document but not defined herein shall have the meaning ascribed to such term in the Companies Act, 2013 and the Rules framed there under and the Listing Regulations, as amended from time to time.

5. Dealing with Related Party Transactions

Related Party Transactions are prohibited, unless approved or ratified by the Audit Committee and /or the Board of Directors of the Company in accordance with this policy. In dealing with Related Party Transactions, the Company will follow the following approach:

I. Identification of Related Party Transactions

All Related Party Transactions must be brought to the notice of the Audit Committee of the Company.

Any employee of the Company who is aware of any transaction that is or may be perceived to be a Related Party Transaction is required to bring the same to the attention of the Company Secretary or the Audit Committee of the Company.

All Directors, Members of the Management Committee and Key Managerial Personnel (KMPs) are responsible for informing the Company of their interest in other companies, firms or concerns at the beginning of every financial year and any change in such interest during the year. In addition, all Directors, Members of the Management Committee and KMPs are responsible for providing notice to the Company Secretary of any potential Related Party Transaction involving him/her or his or her relative, including any additional information about the transaction that the Audit Committee may request. The Board shall record the disclosure of interest and the Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.

Such notice of any potential Related Party Transaction should be given well in advance so that the Company Secretary has adequate time to obtain and review information about the proposed transaction and to refer it to the Audit Committee.

II. Review and Approval of Related Party Transactions

Related Party Transactions are prohibited, unless approved or ratified by the Audit Committee of the Company in accordance with this policy.

Unless otherwise stated in this policy, all Related Party Transactions require prior approval of the Audit Committee of the Company. All Related Party Transactions must be reported to the Company Secretary who shall submit the same for approval or ratification by the Audit Committee in accordance with this policy.

The transactions involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The Audit Committee shall grant omnibus approval to Related Party Transactions that are:

- a. repetitive in nature; and/or
- b. entered in the ordinary course of business and are at Arm's Length. The expression Arm's Length has the meaning ascribed to it under Section 188 of the Companies Act, 2013.

Such omnibus approval will be granted to the transactions which, in addition to meeting the above criteria, also satisfy the following considerations:

- (a) The transaction in question is necessary to be executed as it is in the business interest of the Company;
- (b) There is no comparable vendor or technology available on better or same terms upon a benchmarking exercise having been carried out or the technology, intellectual property or services rendered are proprietary in nature;
- (c) The requisite information is presented to the Audit Committee's satisfaction, to confirm that the transaction is at Arm's Length and in ordinary course of business;
- (d) Such omnibus approval shall specify (i) the name/s of the Related Party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into, (ii) the indicative value and the formula for variation in the value, if any and (iii) such other conditions as the Audit Committee may deem fit;

Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.

The Audit Committee shall on quarterly basis review the details of the Related Party Transactions entered into by the Company pursuant to the omnibus approval.

In an unforeseen event where a Related Party Transaction, for which Omnibus approval has not been given by the Audit Committee, needs to be entered due to business exigencies between two Audit Committee meetings, the Audit Committee may approve such Related Party Transaction by passing a resolution by circulation, after satisfying itself that such transaction is in the interest of the Company.

Ratification, if any, of a Related Party Transaction after its commencement or completion will be approved by the Audit Committee in exceptional circumstances only.

A Related Party Transaction entered into without prior approval of the Audit Committee shall not be deemed to violate this policy, or be invalid or unenforceable, so long as the transaction is brought to the Audit Committee for ratification as promptly as reasonably practical after it is entered into and such transaction is ratified.

Any member of the Audit Committee who has a potential interest in any Related Party Transaction will not vote on the approval or ratification of the Related Party Transaction, but may participate in all other discussion of the Audit Committee's discussions on the Related Party Transaction.

All Related Party Transactions that are not in the ordinary course of business or not on arm's length basis shall be referred to the Board of Directors for their approval.

Any such Related Party Transactions shall also be placed for prior approval of shareholders if it exceeds the thresholds as prescribed under the Companies Act, 2013 and rules framed there under and the Listing Regulations, as amended from time to time.

All entities falling under the definition of Related Parties shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not.

Related Party Transaction disclosures shall be submitted on the date of publication of its standalone and consolidated financial results for the half year, on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and the Company shall publish the same on its website.

III. Related Party Transactions that shall not require Approval

Following transactions shall not require separate approval under this policy:

- Related Party Transactions to which the listed subsidiary of the Company, if any, is a party but the Company, if Regulation 23 and sub-regulation (2) of regulation 15 of Listing Regulations are applicable to such listed subsidiary.
- Transactions entered into between two wholly owned subsidiaries of the Company, whose accounts are consolidated with Company and placed before the shareholders at the general meeting for approval.
- The transactions entered into by the Company with its wholly owned subsidiary(ies) whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval shall not require prior approval of the Audit Committee.

6. Material Related Party Transaction

All Material Related Party Transactions shall be placed for prior approval of shareholders as may be required under Companies Act, 2013 and the Listing Regulations.

All Material Related Party Transactions and subsequent Material Modifications shall require prior approval of the shareholders through resolution and no Related Party shall vote to approve such resolutions whether the entity is a Related Party to the particular transaction or not.

A transaction with a Related Party shall be considered Material if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

7. Material Modification

Material Modification of any related party transaction(s) shall mean and include any modification to an existing Related Party Transaction having variance of 25% or more of the transaction value as approved by the Audit Committee/Board/shareholders as the case may be.

8. Disclosure(s)

Every material Related Party Transaction or Related Party Transaction which is not on Arm's Length basis or such other details as may be required under the Act or Listing Regulations shall be disclosed in the Annual Report with proper justification for entering into such transactions.

The Company shall also make necessary entries in the Register of Contracts required to be maintained under the Companies Act, 2013. Also, this Policy shall be disclosed on the Company's website at <https://www.mukkaproteins.com/>

9. Amendments to the Policy

The Audit Committee of the Company shall review and may amend this policy from time to time, subject to the approval of the Board of Directors of the Company.

In case of any subsequent changes in the provisions of the Companies Act, 2013, including the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, such provisions would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law.

This Policy shall be reviewed at least once in every three years and as and when any changes are to be incorporated to the Policy on account of changes in regulations or as the audit committee may deem fit.

This policy was approved by the Board of Directors of the Company on 18th January 2022 and amended on 14th May 2024.