

1. Consent Letter

Date: 14-02-2024

To,
The Board of Directors,
Mukka Proteins Limited,
Mukka Corporate House,
Door No. 18-2-16/4, First Cross, NG Road,
Attavara, Dakshina Kannada,
Mangaluru – 575001, Karnataka, India

Subject: Consent to act as a director

Dear Sir,

Re: Proposed Initial Public Offering of equity shares of Rs. 1 each (“**Equity Shares**”) by Mukka Proteins Limited, (“**Company**”) (the “**Issue**” or “**IPO**”)

Sub: Consent Letter

Consent Letter from Directors: I hereby give my consent to my name being included as Chairman & Non-Executive Independent Director of the Company in the Draft Red Herring Prospectus to be filed by the Company with the Securities and Exchange Board of India, (“**SEBI**”), and the relevant Stock Exchanges, the Red Herring Prospectus and the Prospectus which the Company intends to file with Registrar of Companies, Bangalore, SEBI and the relevant Stock Exchanges, with respect to the captioned IPO. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Sections 26 and 32 of the Companies Act, 2013, the Stock Exchanges or any other regulatory authority required by law. I confirm that the following is true and complete and forms adequate disclosure for incorporation in the draft red herring prospectus/ red herring prospectus/ prospectus:

Name:	Karkala Shankar Balachandra Rao
Father's/Husband's name:	Karkala Shanker Rao
Designation:	Chairman & Non-Executive Independent Director
Address:	501, Leela Mansion, Kodialguthu, Mangaluru City, Dakshina Kannada, Karnataka – 575003
DIN:	03589394
Date of Birth:	16/04/1954
Nationality:	Indian
Occupation:	Ex-Banker

Supporting Documents: (i) Board resolution for appointment as a director, and, (ii) Form 32/DIR-12/ Form DIR-8 as filed with the RoC.

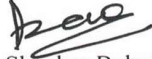
I confirm that any changes to the above will immediately be intimated to the Book Running Lead Manager to the IPO, till the date on which the securities of the Company to be issued pursuant to the IPO, start trading on the stock exchange/s. In the absence of any communication from us, you may assume that there is no change in respect of the matters covered in this certificate.

This certificate may be relied upon by the legal advisor and the Book Running Lead Manager in relation to the IPO. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the IPO related offer documents.



I hereby indemnify and agree to keep indemnified, saved, defended and harmless the Book Running Lead Manager and Legal Advisor to the proposed IPO of the Company and all persons claiming under them (“**Indemnified Persons**”), from and against all losses and/or damages arising as a result of the aforementioned representations made by me in order to disclose details of Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus of the Company the Preliminary International Wrap/Offering Memorandum, the Abridged Prospectus, and any other addendum thereto (together referred as “**Offer Documents**”), for the Issue or arising as a result of any notices, proceedings, litigations, claims, penalties, demands and costs that may be made and/or raised on the Indemnified Persons by any concerned authority(ies) and/or with regard to any matter arising in connection thereto or otherwise by reason of the matter contemplated herein and/or sustained by the Book Running Lead Manager and/or the Legal Advisor to the Issue as a result of any statements, representations, assurances, confirmations hereinunder given being untrue.

Yours faithfully,



Karkala Shankar Balachandra Rao
DIN: 03589394

Annexure A:

- (i) Board resolution for appointment as a director, and,
- (ii) Form 32/DIR_12/ DIR-8 as filed with the RoC

Cc:

The Book Running Lead Manager (“BRLM”)

Fedex Securities Private Limited
B 7, 3rd Floor, Jay Chambers,
Dayaldas Road, Vile Parle (East),
Mumbai - 400 057, Maharashtra, India

Legal Advisors to the Company

Messrs. Kanga and Company, Advocates and Solicitors
Readymoney Mansion,
43, Veer Nariman Road,
Fort, Mumbai – 400 001.