

ANNEXURE I

Date: 23 March 2023

To,
MUKKA PROTEINS LIMITED
(Previously known as Mukka Sea Food Industries Limited)
Mukka Corporate House, Door No. 18-2-16/4,
First cross, NG Road,
Attavara Mangaluru - 575001

Dear Sir,

Re: Consent required by Mukka Proteins Limited (the "Company") for the proposed initial public offering of its equity shares of face value Rs. 1 each (the "Equity Shares")

We refer to the loan facility(ies) availed by the Company from us and identified in **Annexure A** to this letter (the "Loan(s)") and to your letter dated 11 March 2023, in relation to the above-captioned subject matter.

Capitalized terms which are not defined herein shall have the same meaning as in the Letter.

We hereby confirm that the Loan(s) as mentioned in **Annexure A**, include all the outstanding borrowings or sanctioned facilities of the Company with us. Further, our consent and approval given hereunder shall supersede all covenants and conditions that may be stipulated in the Loan Documentation.

We hereby give our irrevocable and unconditional approval and consent to the Company to proceed with and consummate the proposed Issue and to do all other acts and deeds, including executing necessary documents, forms, and instruments in connection with the Issue, including but not limited to:

- incurring any additional borrowings subject to within the Bank's stipulated financial covenants;
- undertaking capital expenditure otherwise than through Company's own resources;
- diversifying business;
- advancing or repaying loans subject to within the Bank's stipulated financial covenants;
- effect any change in shareholding pattern and management control of the Company;
- issuance of the Equity Shares by the Company pursuant to the Issue;
- changes in the capital structure of the Company pursuant to the Issue;
- implementation of a scheme for expansion or diversification or capital expenditure;
- changes in the management set-up of the Company to the extent of the changes required to be made in pursuance of the Issue;

For YES Bank Ltd
Authorized Signatory



- approaching the capital markets for mobilizing additional resources in the form of equity; and
- making alterations in the Company's constitution, controlling ownership and management in pursuance of the Issue.

At any given time, promoter's shareholding should be of minimum 74%.

We further confirm that, (i) the accounts held by the Company with us are regular and there have been no current or past defaults on account of repayment of interest or principal or of any other provision or condition of the Loan Documentation, (ii) there has been no rescheduling of any loans or credit facilities or any event of default or acceleration with respect to any of the Loans availed by the Company, (iii) there is no pending litigation, dispute, show-cause or other notices initiated or issued by us against the Company or against any of the directors or promoters of the Company in relation to any of the Company's borrowings as on the date of this letter, (iv) we have not issued any notices of default or sought any prepayments, accelerations in repayment, lump sum payments or sought for conversion of the Loan amount(s) into equity shares or invoked any of our rights in relation to the security provided in relation to the Loan(s) till date; and (v) the Company has complied with and is not, nor has in the past been, in breach of any of the terms, conditions, representations, warranties and covenants in relation to the Loan(s).

Our consent and approval given hereunder may be deemed to be in full force until the date of the listing and trading of the Equity Shares of the Company on the relevant stock exchanges, unless cancelled by us in writing prior to such date. The contents of this letter may be disclosed in any document relating to the proposed Issue, as may be required or appropriate in accordance with applicable laws.

We also agree to keep the contents of the Letter and this consent granted by us regarding the proposed Issue strictly confidential.

Yours sincerely,
For YES BANK LTD

A handwritten signature in blue ink, appearing to read "Neelash K", written over a horizontal line.

Authorised Signatory

Name: Neelash K

Designation: EVP

ANNEXURE A

Sr. No.	Nature of credit facilities and date of the loan agreement (07.03.2023)	Amount sanctioned (in Rs. crs)	Amount outstanding as on [23.03.2023] (in Rs. crs)	Rate of interest
1.	Working capital loan agreement	40.00	27.66	PCFC (FCY): Overnight SOFR+210bps p.a. PC INR: Repo-rate+2.50%
2.	Working capital term loan agreement	1.39	1.59	Repo-rate+ 1.75%
3.	Forwards	5.00	0.00	As per market rate
4.	Commercial cards	0.15	0.04	At negotiated rates to be decided by Business and Commercial Cards Product



ANNEXURE II

To,
MUKKA PROTEINS LIMITED
(Previously known as Mukka Sea Food Industries Limited)
Mukka Corporate House, Door No. 18-2-16/4,
First cross, NG Road,
Attavara Mangaluru - 575001

Dear Sir,

Re: Proposed initial public offering (the "IPO") of equity shares by Mukka Proteins Limited (the "Company")

Sub: Consent Letter from the Banker/Lender to the Company

We consent to our name and the following details, as required, being inserted as Banker/Lender to the Company in the Draft Red Herring Prospectus intended to be filed by the Company with the Securities and Exchange Board of India, ("SEBI"), and the stock exchanges, and the Red Herring Prospectus and the Prospectus intended to be filed by the Company with SEBI, the stock exchanges and the Registrar of Companies, Bangalore ("RoC"), the Preliminary International Wrap/Offering Memorandum and the Abridged Prospectus to be issued with respect to the said IPO:

Name:	Neelash K.	Fax Number:	
Address:	Prestige Obelisk, Municipal No. 3, Kasturba Road, Bangalore - 560001. Karnataka India.	E-mail Id: neelash.k@yesbank.in	
Contact Person:	Neelash K	Website:	www.yesbank.in
Telephone Number:	9895255499	Logo:	

We 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, SEBI, the relevant stock exchanges, the book running lead managers or any other regulatory authority as required by law.

We confirm that any changes to the above will immediately be intimated to the Company and the book running lead managers 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 exchanges. 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 advisors and the book running lead managers in relation to the IPO.

Yours sincerely,





For Yes Bank Limited


Authorised Signatory

Name: Neelash K

Designation: Executive Vice President

For YES Bank Ltd


Authorized Signatory

To

Mukka Proteins Limited

Mukka Corporate House,

N G Road, Attavar, Mangalore-575001

Dear Sir/Madam,

Sub: NOC issued for IPO – Letter regarding change of authorized official

With reference to the NOC issued by us for your Company's IPO, we wish to inform that the contact person who has signed the NOC letter dated 23rd March 2023 has changed and the present contact person details are as follows:

Name	Ms. Deepa A
EMAIL ID	deepa.a@yesbank.in
PHONE	+91 97393 21745

All the other contents of the NOC/ Consent Letter dated 23rd March 2023, remains unchanged.

We wish to inform you that Ms Deepa A will attend the work related to your IPO and attend any queries raised by SEBI or other Company's related to IPO.

Yours faithfully,


