

MEMORANDUM OF ASSOCIATION¹
OF
MUKKA PROTEINS LIMITED^{2&3 *}

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

(A company Limited by Shares under the Company, Act 1956)

1. The name of the Company is "**MUKKA PROTEINS LIMITED**"^{2&3}.
2. The Registered office of the Company will be situated in the state of **Karnataka**.

3. The objects for which the company is established are:

(A) MAIN OBJECTS TO BE PURSUED ON INCORPORATION OF THE COMPANY ARE⁴:

1. To carry on all or any of the business of manufacturers importers, exporters, buyers, sellers, wholesalers, retailers and distributing agents of and dealers in all kinds of fish products, fish oil, frozen fish products, canned

¹***Substituted and adopted as per Companies Act 2013 vide Special resolution in the Extra- Ordinary General Meeting dated 18th July 2019***

²***Converted from a Private Limited Company to Public Limited Company vide Special resolution in the Extra- Ordinary General Meeting dated 18th July 2019 pursuant to which the name of the Company changed from Mukka Sea Food Industries Private Limited to Mukka Sea Food Industries Limited.***

³***Clause I of the Memorandum of Association of the company was altered vide special resolution in the Extra-ordinary General meeting dated 23rd July 2021 from "MUKKA SEA FOOD INDUSTRIES LIMITED" to "MUKKA PROTEINS LIMITED."***

⁴***The existing heading of the clause 3 (A) of the Memorandum of Association of the company was altered vide special resolution in the Extra-ordinary General meeting dated 18th July 2019***

For MUKKA PROTEINS LIMITED


DIRECTOR
DIN:03020471

fish products, sea foods including prawns, shrimps, lobsters, pomfrets and to preserve, smoke, cure, freeze, prepare or process fish and sea foods and to manufacture or procure any substances or articles wholly or partially from fish or sea foods for human consumption, animal consumption and medical preparations, and all types of various food grains for animal consumption including all types of protein substitutes and protein products suitable for aqua and animal feeds.^{5#}

2. To carry on the business as dealers, warehousemen transporters, traders of fish, sea foods, processed fish and sea foods and to manufacture, trade, export, import, deal in sea food products including fish oil, fish meal, frozen fish, live fish and other marine products.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE⁶:

1. To enter into partnership or joint ventures, consortiums or merge or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company and enter into such arrangements for co-operation sharing profits, losses, mutual assistance or other working arrangements as may seem desirable.⁷
2. To provide, establish, maintain, control, manage, improve, assist, contribute, acquire, subsidize, hold, operate, obtain, or do such other act or acts as are conducive to the attainment of the main objects.

⁵***Sub Clause 1 of the clause 3 (A) of the Memorandum of Association of the company was amended vide special resolution in the Extra-ordinary General meeting dated 23rd July 2021***

⁶***The existing heading of the clause 3 (B) of the Memorandum of Association of the company was altered vide special resolution in the Extra-ordinary General meeting dated 18th July 2019***

⁷***Sub Clause 1 of the clause 3(B) of the Memorandum of Association of the company was amended vide special resolution in the Extra-ordinary General meeting dated 18th July 2019***

For MUKKA PROTEINS LIMITED


DIRECTOR

DIN: 03020471

3. To apply for, purchase or otherwise acquire and protect, prolong, and renew whether in India or elsewhere any patents, patent rights, brevets d'invention, trade marks, designs, licenses, protections, concession, and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information or any invention, process, or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may directly or indirectly be to the benefit of the Company or the acquisition of which may directly or indirectly be to the benefit of the Company and to use, exercise, develop, manufacture or grant licenses or privileges in respect of or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith.⁸
4. To receive money on deposit, securities, foreign investments, valuables at interest or otherwise from any person, firm, company, trust, estate, organization, Government, municipal, local or any other authorities, concerns, corporations, Institutions or boards or otherwise but not to carry on any banking business as defined in the Banking Regulation Act, 1949. The acceptance of deposits shall be subject to the provisions of Sections 73, 74, 75, 76 and 76A of the Companies Act, 2013 and the rules framed there under.⁹
5. To make advances with or without security and upon such terms as the Company may approve, provided however, that the Company shall not carry on any banking business as defined in the Banking Regulation Act, 1949.

⁸Sub Clause 3 of the clause 3(B) of the Memorandum of Association of the company was amended vide special resolution in the Extra-ordinary General meeting dated 18th July 2019

⁹Sub Clause 4 of the clause 3(B) of the Memorandum of Association of the company was amended vide special resolution in the Extra-ordinary General meeting dated 18th July 2019

For MUKKA PROTEINS LIMITED


DIRECTOR
DIN:03020471

6. To acquire from any person, firm or body corporate or incorporate, whether in India or elsewhere technical information, know how, processes, engineering, manufacturing and operating data, plans, layouts, and blueprints, useful for the design, erection and operation of plant required for any of the businesses of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things or otherwise for the business of the Company.¹⁰
7. To pay all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
8. To procure the registration or incorporation or recognition of the Company in and/or under the laws of any place outside India.
9. To establish agencies in India and elsewhere and to regulate and discontinue the same. To enter into contract or arrangement or other dealings for the conduct of the business of the Company or any part thereof.
10. To employ experts to investigate, examine into the conditions, prospects, value, character, and circumstance of any business concerns and undertakings and generally of any assets, property or rights, with the object of finding out suitable transactions.
11. To open accounts with any individual, firm or company or with any bank or banks and to pay into and to withdraw moneys from such accounts.
12. To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, firm, association or company carrying on or formed (in the case of a company) to carry on any business which this Company is authorized to carry on or possess any property suitable to the purposes of this Company and as the consideration for the same to pay cash or issue any shares, stocks or obligations of this

¹⁰Sub Clause 6 of the clause 3(B) of the Memorandum of Association of the company was amended vide special resolution in the Extra-ordinary General meeting dated 18th July 2019

For MUKKA PROTEINS LIMITED



DIRECTOR


DIN: 03020471

Company and in connection with any such transaction to undertake any liabilities relating to the business or property acquired.

13. To enter into any scheme of arrangement, amalgamation, merger, demerger or restructuring and to amalgamate, merge, demerge, or otherwise restructure with any person including firm, limited liability partnership, association of persons, body corporate, foreign company, subsidiaries, associates, joint ventures or any other entity.¹¹
14. To obtain any provisional order or act of legislation for enabling the Company to carry out any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings, or application which may seem expedient and to oppose any proceedings, or application which may seem calculated directly or indirectly to prejudice the Company's interest.
15. To purchase, take on lease or in exchange, hire or otherwise acquire and to hold and deal with any movable or immovable property (including actionable claims, patents, patent rights, inventions, concessions, shares, stocks, and debentures) or obligations of any company and to spend money in experimenting upon, testing or improving any patents, invention or rights, and upon distribution of assets or division of profits, to distribute any such property amongst the members of this Company in specie on its winding up.
16. To form, incorporate or promote any company or companies, whether in India or in any foreign country, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the

¹¹**Sub Clause 13 of the clause 3(B) of the Memorandum of Association of the company was amended vide special resolution in the Extra-ordinary General meeting dated 18th July 2019**

For MUKKA PROTEINS LIMITED


DIRECTOR
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- costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in, or about the promotion or formation of any other company in which the Company may have an interest.
17. To draw, make, accept, endorse, discount, execute, issue, buy, sell, and/or otherwise deal with promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, subject to Banking Regulation Act, 1949.
 18. To lend money to such person or companies on such security and either with or without the borrower's personal security or on personal security alone and on such terms and conditions as may be thought fit and in particular to customers of and persons having dealings with the Company and to guarantee the performance of contracts by any such persons.
 19. To invest or otherwise deal with the moneys of the Company not immediately required, upon such securities or without securities and in such manner as may from time to time be determined and that free from any restrictions imposed by statute upon the investment of trust funds.
 20. To accept, invite, promote, raise, secure, borrow, undertake, or otherwise tonegotiate loans, underwriting contracts, cashcredit, letter of credits, guarantees, obligations, commitments, overdrafts and otherfinancial facilities from banks, financial institutions, leasing companies, governmentor semi government bodies, companies, firms, individuals, societies, associations, body corporate and other entities and for the purpose of the Company on mortgage or lease of its property or any part thereof or otherwise or on any bond, promissory notes, debentures or deposit receipts payable to bearer or otherwise or on all or any of them and at such rates of interest and for such period or periods and repayable in such manner and generally on such terms as the Directors may consider desirable and to re-borrow the same or any part thereof on all or any of such securities including its uncalled capitaland to issue mortgages, bonds, promissory notes, debentures, and deposit receipts as aforesaid on such terms and conditions as the Directors shall determine and to give the

For MUKKA PROTEINS LIMITED



DIRECTOR

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lenders power of sale and other powers as may seem expedient; and to purchase, redeem, or pay off any such securities. The acceptance of deposits shall be subject to Section 73 of the Companies Act, 2013 and the Rules made there under and issue of the directives by the Reserve Bank of India as may be applicable.¹²

21. To acquire or take over all such licenses and permits sanctioned in the name of promoters prior to incorporation to attain main objects of the Company.
22. To sell, exchange, let, develop, dispose of or otherwise deal with the undertaking or all or any part of the rights and properties of the Company upon such terms and conditions and for such price or other consideration of any kind as the Company may think fit.
23. To enter into and to complete conveyances, dispositions, assignments, transfers, leases, contracts, coparcener agreements, licenses, and other contracts, or writing of every description requisite for or incidental to or connected with any of the Company's objects or conducive to the attainment thereof.
24. To facilitate and encourage the creation, issue or conversion of debentures, debenture-stock, bonds, obligations, shares, stocks and securities and to act as trustees in connection with any such securities.
25. To constitute any trusts with a view to the issue of preferred, deferred or any other special stocks or securities based on or representing any shares, stocks or other assets specifically appropriated for the purpose of any such trust, and to settle and to regulate and if thought fit, to undertake and execute any such trusts, to issue, dispose of, or hold any such preferred, deferred or other special stocks or securities.

¹²Sub Clause 20 of the clause 3(B) of the Memorandum of Association of the company was amended vide special resolution in the Extra-ordinary General meeting dated 18th July 2019

For MUKKA PROTEINS LIMITED



DIRECTOR

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26. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, contracts, mortgages, charges, obligations, instruments, and shares or securities of any company or of any authority, supreme, and generally to guarantee or become sureties for the due payment of any loans or the performance of any contracts or any obligations, upon such terms as the Directors may consider fair and expedient.
27. To provide for the welfare of the employees or ex-employees of the Company, their wives, widows, and families or the dependents of such persons, by building or contribution for the building of houses, dwellings, or Chawls or by grants of money, pensions, allowances, bonus, or other payments or by creating and from time to time subscribing or contributing to provident funds and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim for support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise and to create trusts for carrying out all such objects.
28. To support, subscribe or donate or otherwise provide aid to any benevolent, charitable, national, public institutions, trusts, societies, clubs or organizations, subject to the provisions of Section 182 of the Companies Act, 2013.¹³
29. To distribute among members of the Company in kind, any property of the Company and in particular any shares, debentures, or security of other companies, belonging to this Company or of which this Company may have the power of disposing.

¹³**Sub Clause 28 of the clause 3(B) of the Memorandum of Association of the company was amended vide special resolution in the Extra-ordinary General meeting dated 18th July 2019**

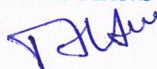
For MUKKA PROTEINS LIMITED


DIRECTOR

30. To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
31. To enter into agreements and contracts with Indian or Foreign individuals, companies or other organizations for technical, financial or any other assistance for the carrying out of all or any of the objects of the Company.
32. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake scientific and technical researches, experiments, and tests of all kinds and to promote studies and researches, both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes & grants to students, various communities or other wise & generally to encourage, promote, & reward studies, researches, investigations of any kind that may be considered likely to assist any of the business which the Company is authorized.¹⁴
33. To advertise and adopt means of making known the activities of the Company or any articles or goods traded or dealt in by the Company in any way as may be expedient, including the posting of bills in relation thereto and the issue of circulars, books, pamphlets and price lists, and conducting of competitions, exhibitions and the giving of prizes, rewards and donations.

¹⁴Sub Clause 32 of the clause 3(B) of the Memorandum of Association of the company was amended vide special resolution in the Extra-ordinary General meeting dated 18th July 2019

For MUKKA PROTEINS LIMITED



DIRECTOR

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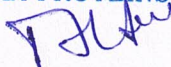
34. To remunerate or make donations (by cash or other assets or by allotment of fully or partly paid-up shares or by a call or option on shares, debenture, or securities of this Company, or any other company, or in any other manner) of the Company's capital, profits or otherwise to any person or firm for services rendered in introducing any property or business or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture stock, or other securities of the Company, or for any other reason which the Company may think proper subject to the provisions of the Companies Act, 2013¹⁵
35. To carry on the business of and act as shippers, underwriters, transporters, commission agents, advertising agents, travelling agents, transport agents, forwarding and clearing agents, brokers, estate agents and hardware merchants.¹⁶
36. To establish, run, manage, and maintain, research centre, immunization centre, medical and other research laboratories, experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and researches, inventions, workshops, libraries, meetings, lectures and conferences related to marine species and to apply or provide utility articles and other related services.¹⁷

¹⁵Sub Clause 34 of the clause 3(B) of the Memorandum of Association of the company was amended vide special resolution in the Extra-ordinary General meeting dated 18th July 2019

¹⁶sub Clause 35 of the clause 3B of the Memorandum of Association of the company was inserted vide special resolution in the Extra-ordinary General meeting dated 18th July 2019

¹⁷sub Clause 36 of the clause 3B of the Memorandum of Association of the company was inserted vide special resolution in the Extra-ordinary General meeting dated 18th July 2019

For MUKKA PROTEINS LIMITED



DIRECTOR

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37. To undertake the custody and warehousing of merchandise, goods and materials and to provide cold storage and other special storage facilities.¹⁸

38. To manufacture, import, export and trade in all types of food products, medical preparations, preservatives and chemical products.¹⁹

39. To set-up, maintain and deal with all types of cold storage units, cold storage transport systems in India or in abroad.²⁰

(C)*²¹

4. The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.²²

¹⁸sub Clause 37 of the clause 3B of the Memorandum of Association of the company was inserted vide special resolution in the Extra-ordinary General meeting dated 18th July 2019

¹⁹sub Clause 38 of the clause 3B of the Memorandum of Association of the company was inserted vide special resolution in the Extra-ordinary General meeting dated 18th July 2019

²⁰sub Clause 39 of the clause 3B of the Memorandum of Association of the company was inserted vide special resolution in the Extra-ordinary General meeting dated 18th July 2019

²¹The heading of Clause 3 (C) and Sub- Clause 6 earlier denoted under the said heading of the Memorandum of Association of the company was deleted vide special resolution in the Extra-ordinary General meeting dated 18th July 2019

²²Clause 4 of the Memorandum of Association of the company was substituted as per the Companies Act 2013 and roman numerals "IV" have now been renumbered as numeral "4" vide Special Resolution in the Extra-ordinary General Meeting dated 18th July 2019

For MUKKA PROTEINS LIMITED



DIRECTOR

DIN: 03020471

5. The Authorised Share Capital of the Company is Rs. 30,00,00,000 /- (Rupees Thirty Crores only) divided into 30,00,00,000 (Thirty Crore) Number of Equity Shares of Face Value Re. 1/- (Rupee one only) each with a power to Board of Directors to increase or reduce the capital and to consolidate or subdivide the shares and issue shares of higher or lower denomination and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions attached thereto as may be determined by or in accordance with the articles of association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such a manner as may for the time being be permitted by the articles of association of the company or the legislative provision for the time being in force in that behalf^{23,24 & 25}.

(* The Authorized share capital of the company was increased from the existing Rs. 7,00,00,000/- (Rupees Seven Crore Only) to Rs. 8,00,00,000/- (Rupees Eight Crore only) in the Extra-ordinary general meeting held on 29.10.2018)

²³**Roman numerals V have now been renumbered as numeral 5 in Special Resolution in the Extra-ordinary General Meeting dated 18th July 2019.**

²⁴**The facevalue of the company has been sub divided from Rs. 100/- each fully paid up to Rs. 10/- each fully paid up. Further, the Authorised Share Capital was increased from the existing Rs. 8,00,00,000/- (Rupees Eight Crores) divided into 80,00,000 (Eighty Lakhs) Number of equity shares of Rs. 10/- (Rupees Ten) each to Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crores) Number of Equity Shares of Face Value Rs. 10/- (Rupees Ten) each in the Extra-ordinary general meeting held on 29.12.2021.**

²⁵**The face value of the equity shares of the Company was further sub divided from Rs. 10/- each fully paid up to Re. 1/- each fully paid up in the Extra-ordinary general meeting held on 28.02.2022.**

For MUKKA PROTEINS LIMITED

DIRECTOR

DIN: 03020491

THE PARTIES ARE ENTITLED TO TAKE PAID UP CAPITAL (ON REGISTRATION) AS UNDER:

S. No	Name	No of Shares	F.V/share	Face value
1	Mr. K. Mohammed Althaf, (First Party)	49250	100	4925000
2	Mr. K. Abdul Razak (Second Party)	164180	100	16418000
3	Mrs. Umaiy Banu (Third Party)	81280	100	8128000
4	Mr. N.A. Abdul Salam (Fourth Party)	155870	100	15587000
5	Mr. N.A. Abdul Sayed (Fifth Party)	78830	100	7883000
6	Mr. K. Mohammed Haris (Sixth Party)	13510	100	1351000
7	Mr. K. Mohammed Arief (Seventh Party)	7080	100	708000
	TOTAL	5,50,000	100	5,50,00,000

We, the several persons, whose names and addresses are subscribed below, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Share Capital of the Company set against our respective names:-

For MUKKA PROTEINS LIMITED


DIRECTOR

DIN: 03020471

Sl.No	Names, Addresses, Descriptions and Occupations of the Subscribers	No of Equity Shares taken by each Subscriber	Signature of the Subscribers	Signature, Name, Address, Description and Occupation of Witness
1.	Kalandan Abdul Razak S/o. Haji AbbuKalandan Umaiy Bagh Yemmekere I cross, Bolar Mangalore-575001 Occupation: Business	164180 (One Lakh Sixty four Thousand One Hundred and Eighty only)	Sd/-	Sd/- CHETHAN NAYAK K S/o. K. K. Nayak Practicing Company Secretary No. 40C Yenepoaya Mall, Kadri Managalore-575003
2	Umaiyya Banu D/o. BaikampadyMoideen Umaiybagh Yemmekere, I Cross, Bolar Mangalore- 575001 Occupation: Business	81280 (Eighty One Thousand two Hundred and Eighty only)	Sd/-	
3	Kalandan Mohammed Haris S/o. Kalandan Abdul Razak Umaiy Bagh, Yemmekere 1st Cross Road, Bolar Mangalore- 575001 Occupation: Business	13510 (Thirteen Thousand five Hundred and ten only)	Sd/-	
4.	Mohammed AlthafKalandan S/o. Kalandan Abdul Razak Umaiy Bagh Yemmekere, I Cross, Bolar Mangalore- 575001 Occupation: Business	49250 (Forty nine Thousand Two Hundred and Fifty only)	Sd/-	

For MUKKA PROTEINS LIMITED



DIRECTOR

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5.	KalandanArif Mohammad S/o. Kalandan Abdul Razzak Umaiy Bag, Yemmekere 1 Cross Bolar Mangalore- 575001 Occupation: Business	7080 (Seven thousand Eighty only)	Sd/-	Sd/- CHETHAN NAYAK K S/o. K. K. Nayak Practicing Company Secretary No. 40C Yenepoaya Mall, Kadri Mangalore-575003
6.	Nachipadpu Abdulla Abdul Salam S/o. NachipadpuMammunchi Abdulla Kunhi Khazi Lane Thalangara Kasaragod- 671121 Occupation: Business Camp at Mangalore	155870 (One Lakh Fifty Five Thousand Eight Hundred and Seventy only)	Sd/-	
7.	Abdul Sayed NechipadappuAbdullakunhi Haji S/o. Abdulla Kunhi Haji NechipadappuMammunhi Khazilane, Po. Thalangara Kasaragod Dist- 671122 Occupation: Business Camp at Mangalore	78830 (Seventy Eight Thousand Eight Hundred and Thirty only)	Sd/-	
	TOTAL	5,50,000 (Five Lakh Fifty Thousand only)		

Dated 6th Day of October , 2010 at Mangalore

For MUKKA PROTEINS LIMITED



DIRECTOR

DIN:03020471