



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

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS IN THE EXTRA-ORDINARY GENERAL MEETING OF MUKKA PROTEINS LIMITED (PREVIOUSLY KNOWN AS MUKKA SEA FOOD INDUSTRIES LIMITED / MUKKA SEA FOOD INDUSTRIES PRIVATE LIMITED) HELD ON THURSDAY, 20TH DAY OF JANUARY, 2022 AT 4:30P.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 DAKSHINA KANNADA 575001

TO APPOINT MR. KALANDAN MOHAMMED ALTHAF (DIN: 03051103) AS WHOLETEIME DIRECTOR AND CHIEF FINANCIAL OFFICER:

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the Memorandum and Articles of Association of the company as amended from time to time and subject to such other approvals, consents and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable, and based on the recommendation of the nomination and remuneration committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to appoint **Mr. Kalandan Mohammed Althaf (DIN:03051103)**, a Director of the Company as Whole Time Director and Chief Financial Officer of the Company, to hold office for a period of 5 years with effect from 20th January 2022 to 19th January 2027 whose office as a Director shall be liable to retire by rotation in an annual general meeting."

"RESOLVED FURTHER THAT subject to the provisions of Companies Act 2013, remuneration paid to **Mr. Kalandan Mohammed Althaf (DIN:03051103)**, as a Whole-time director and Chief Financial Officer of the Company be and hereby fixed on the following terms for the period of three years from 20th January 2022 to 19th January 2025 as provided in Schedule V of the Companies Act, 2013:

- I. Period of appointment :** From 20th January 2022 to 19th January 2027
- II. Remuneration:** In consideration of performance of duties, the company shall pay to the Whole-time director and Chief Financial Officer as under during the continuation of his tenure.

Salary: Upto Rs. 96,00,000/- (Rupees Ninety-six lakhs only) per annum with the authority to the Board of Directors (including its Committee Mfrs. & Exporters of Steam Dried Fish Meal, Fish Oil & Fish Soluble Paste

thereof) to vary/alter the remuneration in terms of Schedule V and other applicable provisions if any, of the Companies Act, 2013. Subject to Section 197, 198, Schedule V of the Companies Act, 2013, any subsequent increase in remuneration beyond the limits as stated herein shall be done by way of passing a special resolution in a general meeting of the members of the Company.

b. Perquisites:

Mr. Kalandan Mohammed Althaf, **(DIN:03051103)** Whole Time Director and Chief Financial Officer shall be entitled to perquisites like rent free residential furnished or otherwise accommodation or house rent allowance in lieu thereof together with reimbursement of expenses for utilization of Gas, Electricity, Water, reimbursement of medical expenses incurred in India or abroad (including insurance premium for medical and hospitalization policy) for self and family, leave travel concession for self and his family including dependents, Children education allowance, club fees, premium towards personal accident insurance premium and other payments in nature of benefits, perquisites and allowances as per rules of the Company subject to a ceiling of 10% of annual salary per annum.

"Family" covers the spouse, the dependent children, and dependant parents of Whole Time Director.

In the computation of the ceiling on remuneration the following perquisites shall not be included:

- 1) Contribution to Provident fund or Superannuation or Annuity fund and Gratuity as per the Rules of the Company.
- 2) Leave and encashment of unavailed leave as per the Rules of the Company.

c. Other Amenities:

The following amenities shall not be considered as perquisites: -

- (iv) Free use of the Company's Car with Driver for the Business of the Company.
- (v) Free telephone at the residence.
- (vi) Reimbursement of all actual cost, charges, expenses incurred in course of Company's business.

III. OVERALL REMUNERATION:

The aggregate of the remuneration payable to Whole Time Director by way of Salary and perquisites in any financial year shall not exceed the limit prescribed under section 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 as amended from time to time.

IV. MINIMUM REMUNERATION

In the event where the company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Whole Time Director, the remuneration by way of Salary and perquisites as mentioned above shall be paid to him as minimum remuneration subject to the limit as prescribed in section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.

V. NATURE OF DUTIES & POWERS:

Mr. Kalandan Mohammed Althaf, **(DIN:03051103)** Whole Time Director and Chief Financial Officer shall look after the day-to-day Financial aspects of the Company including the responsible for drafting the financial planning as well as analyzing the company's financial strengths and weaknesses and proposing corrective actions. Subject to superintendence, control and Directors of the Board of Directors he shall exercise such other powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

- VI.** The position may be terminated by the Company or by Whole Time Director by giving one month prior notice in writing.

"RESOLVED FURTHER THAT the remuneration including minimum remuneration as detailed in the resolution may be regarded as an abstract of the terms of appointment and agreement/memorandum under Section 190 of the Companies Act, 2013."

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to discuss, negotiate and finalize the detailed terms and conditions, to execute/modify/file such agreements, documents, writings, forms, papers, returns etc. as may be required and to do all acts, deeds and things as may be required in this regard.

"RESOLVED FURTHER THAT, the above referred resolution has been passed in accordance with the mechanism prescribed by Ministry of Corporate Affairs vide General Circular No. 14/2020 dated 8th April, 2020 and General circular No. 17/2020 dated 13th April, 2020 and in compliance with the applicable provisions of the Companies Act 2013 and rules thereof"

Certified True Copy

For **MUKKA PROTEINS LIMITED**
(PREVIOUSLY KNOWN AS MUKKA SEA FOOD INDUSTRIES LIMITED /MUKKA
SEA FOOD INDUSTRIES PRIVATE LIMITED)



DIRECTOR

KALANDAN MOHAMMED HARIS

DIN: 03020471

19-10-624, UMayA B R KARKERA ROAD NEAR TELECOM HOUSE
PANDESHWAR MANGALORE- 575001



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS IN THE

EXTRA-ORDINARY GENERAL MEETING OF MUKKA PROTEINS LIMITED (PREVIOUSLY KNOWN AS MUKKA SEA FOOD INDUSTRIES LIMITED / MUKKA SEA FOOD INDUSTRIES PRIVATE LIMITED) HELD ON THURSDAY, 20TH DAY OF JANUARY, 2022 AT 4:30P.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 DAKSHINA KANNADA 575001

TO APPOINT MR. KALANDAN MOHAMMED ARIF (DIN:03020564) AS WHOLETIME DIRECTOR AND CHIEF OPERATING OFFICER OF THE COMPANY:

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the Memorandum and Articles of Association of the company as amended from time to time and subject to such other approvals, consents and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable, and based on the recommendation of the nomination and remuneration committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to appoint **Mr. Kalandan Mohammed Arif (DIN:03020564)**, a Director of the Company as Whole Time Director and Chief Operating Officer of the Company, to hold office for a period of 5 years with effect from 20th January 2022 to 19th January 2027 whose office as a Director shall be liable to retire by rotation in an annual general meeting."

"RESOLVED FURTHER THAT subject to the provisions of Companies Act 2013, remuneration paid to **Mr. Kalandan Mohammed Arif (DIN: 03020564)**, as a Whole-time director and Chief Operating Officer of the Company be and hereby fixed on the following terms for the period of three years from 20th January 2022 to 19th January 2025 as provided in Schedule V of the Companies Act, 2013:

- I. **Period of appointment :** From 20th January 2022 to 19th January 2027
- II. **Remuneration:** In consideration of performance of duties, the company shall pay to the Whole-Time Director and Chief Operating Officer as under during the continuation of his tenure.

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

a. Salary: Upto Rs. 96,00,000/- (Rupees Ninety-six lakhs only) per annum with the authority to the Board of Directors (including its committee thereof) to vary/alter the remuneration in terms of Schedule V and other applicable provisions if any, of the Companies Act, 2013. Subject to Section 197, 198, Schedule V of the Companies Act, 2013, any subsequent increase in remuneration beyond the limits as stated herein shall be done by way of passing a special resolution in a general meeting of the members of the Company.

b. Perquisites:

Mr. Kalandan Mohammed Arif, (DIN: 03020564) Whole Time Director and Chief Operating Officer shall be entitled to perquisites like rent free residential furnished or otherwise accommodation or house rent allowance in lieu thereof together with reimbursement of expenses for utilization of Gas, Electricity, Water, reimbursement of medical expenses incurred in India or abroad (including insurance premium for medical and hospitalization policy) for self and family, leave travel concession for self and his family including dependents, Children education allowance, club fees, premium towards personal accident insurance premium and other payments in nature of benefits, perquisites and allowances as per rules of the Company subject to a ceiling of 10% of annual salary per annum.

"Family" covers the spouse, the dependent children, and dependant parents of Whole Time Director.

In the computation of the ceiling on remuneration the following perquisites shall not be included:

- 1) Contribution to Provident fund or Superannuation or Annuity fund and Gratuity as per the Rules of the Company.
- 2) Leave and encashment of unavailed leave as per the Rules of the Company.

c. Other Amenities:

The following amenities shall not be considered as perquisites: -

- (vii) Free use of the Company's Car with Driver for the Business of the Company.
- (viii) Free telephone at the residence.
- (ix) Reimbursement of all actual cost, charges, expenses incurred in course of Company's business.

III. OVERALL REMUNERATION:

The aggregate of the remuneration payable to Whole Time Director by way of Salary and perquisites in any financial year shall not exceed the limit prescribed under section 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 as amended from time to time.

IV. MINIMUM REMUNERATION

In the event where the company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Whole Time Director, the remuneration by way of Salary and perquisites as mentioned above shall be paid to him as minimum remuneration subject to the limit as prescribed in section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.

V. NATURE OF DUTIES & POWERS:

Mr. Kalandan Mohammed Arif, Whole Time Director and Chief Operating Officer shall look after effective operational, managerial and administrative procedures, reporting structures and operation controls to the company. Subject to superintendence, control and Directors of the Board of Directors he shall exercise such other powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

- VI.** The position may be terminated by the Company or by Whole Time Director and Chief Operating Officer by giving one month prior notice in writing.

"RESOLVED FURTHER THAT the remuneration including minimum remuneration as detailed in the resolution may be regarded as an abstract of the terms of appointment and agreement/memorandum under Section 190 of the Companies Act, 2013."

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to discuss, negotiate and finalize the

detailed terms and conditions, to execute/modify/file such agreements, documents, writings, forms, papers, returns etc. as may be required and to do all acts, deeds and things as may be required in this regard."

"RESOLVED FURTHER THAT, the above referred resolution has been passed in accordance with the mechanism prescribed by Ministry of Corporate Affairs vide General Circular No. 14/2020 dated 8th April, 2020 and General circular No. 17/2020 dated 13th April, 2020 and in compliance with the applicable provisions of the Companies Act 2013 and rules thereof"

Certified True Copy

For **MUKKA PROTEINS LIMITED**
(PREVIOUSLY KNOWN AS MUKKA SEA FOOD INDUSTRIES LIMITED /MUKKA
SEA FOOD INDUSTRIES PRIVATE LIMITED)



DIRECTOR

KALANDAN MOHAMMED HARIS

DIN: 03020471

19-10-624, UMaya B R KARKERA ROAD NEAR TELECOM HOUSE
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TO APPOINT MR. KALANDAN MOHAMMED HARIS (DIN: 03020471) AS A MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY:

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the Memorandum and Articles of Association of the company as amended from time to time and subject to such other approvals, consents and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable, and based on the recommendation of the nomination and remuneration committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to appoint **Mr. Kalandan Mohammed Haris (DIN: 03020471)** as Managing Director and Chief Executive Officer of the Company, to hold office for a period of 5 (Five) years with effect from 20th January 2022 to 19th January 2027 whose office as a Managing Director shall not be liable to retire by rotation in an annual general meeting."

"RESOLVED FURTHER THAT subject to the provisions of Companies Act 2013, remuneration paid to **Mr. Kalandan Mohammed Haris (DIN: 03020471)**, as a Managing Director and Chief Executive Officer of the Company be and is hereby fixed on the following terms for the period of three years from 20th January 2022 to 19th January 2025 as provided in Schedule V of the Companies Act, 2013:

- I. Period of appointment :** From 20th January 2022 to 19th January 2027
- II. Remuneration:** In consideration of performance of duties, the company shall pay to the Managing director and Chief Executive Officer as under during the continuation of his tenure.

Salary: Upto Rs. 1,44,00,000/- (Rupees one crore forty four lakhs only) per annum with the authority to the Board of Directors (including its

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

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Committee thereof) to vary/alter the remuneration in terms of Schedule V and other applicable provisions if any, of the Companies Act, 2013. Subject to Section 197, 198, Schedule V of the Companies Act, 2013, any subsequent increase in remuneration beyond the limits as stated herein shall be done by way of passing a special resolution in a general meeting of the members of the Company.

b. Perquisites:

Mr. Kalandan Mohammed Haris, (DIN: 03020471) Managing Director and Chief Executive Officer shall be entitled to perquisites like rent free residential furnished or otherwise accommodation or house rent allowance in lieu thereof together with reimbursement of expenses for utilization of Gas, Electricity, Water, reimbursement of medical expenses incurred in India or abroad (including insurance premium for medical and hospitalization policy) for self and family, leave travel concession for self and his family including dependents, Children education allowance, club fees, premium towards personal accident insurance premium and other payments in nature of benefits, perquisites and allowances as per rules of the Company subject to a ceiling of 10% of annual salary per annum.

"Family" covers the spouse, the dependent children, and dependent parents of Managing Director.

In the computation of the ceiling on remuneration the following perquisites shall not be included:

- 1) Contribution to Provident fund or Superannuation or Annuity fund and Gratuity as per the Rules of the Company."
- 2) Leave and encashment of un availed leave as per the Rules of the Company.

c. Other Amenities:

The following amenities shall not be considered as perquisites: -

- (i) Free use of the Company's Car with Driver for the Business of the Company.
- (ii) Free telephone at the residence.
- (iii) Reimbursement of all actual cost, charges, expenses incurred in course of Company's business.

III. OVERALL REMUNERATION:

The aggregate of the remuneration payable to Managing Director by way of Salary and perquisites in any financial year shall not exceed the limit prescribed under section 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 as amended from time to time.

IV. MINIMUM REMUNERATION

In the event where the company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Managing Director and Chief Executive Officer, the remuneration by way of Salary and perquisites as mentioned above shall be paid to him as minimum remuneration subject to the limit as prescribed in section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.

V. NATURE OF DUTIES & POWERS:

Mr. Kalandan Mohammed Haris, (DIN: 03020471) Managing Director and Chief Executive Officer, shall look after the day-to-day management and business affairs of the Company and he shall have substantial powers of management of the company. Subject to superintendence, control and directions of the Board of Directors he shall exercise such other powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

- VI.** The position may be terminated by the Company or by Managing Director and Chief Executive Officer by giving one month prior notice in writing.

"RESOLVED FURTHER THAT the remuneration including minimum remuneration as detailed in the resolution may be regarded as an abstract of the terms of appointment and agreement/memorandum under Section 190 of the Companies Act, 2013."

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are hereby severally authorized to discuss, negotiate and finalize the detailed terms and conditions, to execute/modify/file such agreements, documents, writings, forms, papers, returns etc. as may be required and to do all acts, deeds and things as may be required in this regard."

"RESOLVED FURTHER THAT, the above referred resolution has been passed in accordance with the mechanism prescribed by Ministry of Corporate Affairs vide General Circular No. 14/2020 dated 8th April, 2020 and General circular No. 17/2020 dated 13th April, 2020 and in compliance with the applicable provisions of the Companies Act 2013 and rules thereof"

Certified True Copy

For **MUKKA PROTEINS LIMITED**

**(PREVIOUSLY KNOWN AS MUKKA SEA FOOD INDUSTRIES LIMITED /MUKKA
SEA FOOD INDUSTRIES PRIVATE LIMITED)**



DIRECTOR

KALANDAN MOHAMMED HARIS

DIN: 03020471

**19-10-624, UMaya B R KARKERA ROAD NEAR TELECOM HOUSE
PANDESHWAR MANGALORE- 575001**