



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

CIN: U05004KA2010PLC055771

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 12TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MUKKA PROTEINS LIMITED (PREVIOUSLY KNOWN AS MUKKA SEA FOOD INDUSTRIES LIMITED) WILL BE HELD ON WEDNESDAY, 14TH DAY OF SEPTEMBER 2022 AT 04:30 P.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- 575001 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Financial Statement of accounts for the year ending 31st March 2022 together with the Reports of Board of Directors & Auditor's.
2. To appoint a Director in the place of Mr. Kalandan Mohammad Arif (DIN: 03020564) who retires by rotation, and being eligible offers himself for reappointment.
3. To appoint a Director in the place of Mrs. Umaiyya Banu (DIN: 03051040) who retires by rotation, and being eligible offers herself for reappointment.

SPECIAL BUSINESS:

- 4. Approval of loans, investments, guarantee or security under section 185 of Companies Act, 2013**

To consider and, if thought fit, with or without modification to pass the following resolutions proposed as a **Special Resolution**:

RESOLVED THAT in supersession of earlier resolution passed in this regard in the shareholder's meetings and pursuant to section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made

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

Factory : D. No. 14-161 to 164, Sasiythlu Road, Mukka, Mangaluru - 575021. Karnataka, India

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☎ : (0) +91 824 2420772, 2442889, 4252889 | Fax : +91 824 2426405

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and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any Director or officer(s) authorized by the board to exercise the powers conferred on the Board under this resolution) to advance or give any loan in one or more tranches including in connection with any loan taken by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture or group entity of the Company, as applicable or any other person (as defined in Section 185(2)) in which any Director is deemed to be interested upto an aggregate sum of Rs. 500,00,00,000/- (Rupees Five hundred crores Only) at any point of time, in their absolute discretion deem beneficial and in the interest of the company, provided that such loans are utilized by the borrowing company for its principal business activities.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company including any committee thereof be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans /Guarantees/ Securities/ investments, and to take all necessary steps to settle any question, difficulty that may arise in this regard, to execute all such documents, deeds, instruments, paper and/or agreements and writings as may be required and to do all necessary acts, deed and things, as the Board may in its absolute discretion, deem feet, necessary or appropriate in the best interest of the Company.

“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.”

5. To give loans or make investments and to give guarantees or to provide security in connection with a loan made under section 186 of the Companies Act, 2013:

To consider and, if thought fit, with or without modification to pass the following resolutions proposed as a **Special Resolution:**

"RESOLVED THAT in supersession of earlier resolution passed in this regard in the shareholder's meetings and pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 500 Crore (Rupees Five Hundred Crore Only)."

"RESOLVED FURTHER THAT the existing Directors of the Company be and are hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

"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"

6. To approve donation to Charitable Trusts under section 181 of the Companies Act, 2013

To consider and, if thought fit, with or without modification to pass the following resolutions proposed as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules, circulars, notifications, if any, made thereunder (including statutory modification(s), enactment(s) or

re-enactment(s) thereof for the time being in force), Foreign Exchange Management Act, and such other applicable Regulations, if any, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (or Committee thereof) to contribute, donate, subscribe or otherwise provide assistance from time to time to any bona fide charitable, social, benevolent and other funds, body, university, institute, society, trust, etc. for charitable and other purposes in any financial year of up to a total amount of Rs. 1,50,00,000/- (Rupees One crore and fifty lakhs only) which may exceed 5% of the Company's average net profits of the three immediately preceding financial years."

"RESOLVED FURTHER THAT, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

"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."

For and on behalf of the Board of Directors



Mehaboobsab Mahmadvous Chalyal
Company Secretary & Compliance Officer
Membership No. – A67502

Place: Mangalore

Date: 07-09-2022

NOTES: -

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Proxies in the form annexed hereto must be lodged at the registered office of the Company not later than 48 hours before the commencement of the meeting. The blank proxy form is enclosed. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
2. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxy should carry ID proof which shall be produced at the entrance of the venue.
3. A proxy is allowed to be appointed under section 105 of the Act to attend and vote at a general meeting on behalf of a member who is not able to attend personally.
4. Members are requested to please bring duly filled attendance slip at the meeting which is enclosed.
5. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Members seeking any information with regard to the Accounts are requested to address communication to the Company at the Registered Office at least 7 days before the meeting so as to enable the Management to keep the information ready at the meeting
7. Shareholders are required to intimate changes in their addresses, if any.
8. Shareholders are requested to register their E mail ID with the company to enable the Company to send all communication including notice of the meeting electronically.
9. As per Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the shares of the Company should be held in DEMAT form. The ISIN of the Company is INE0CG401037. Shareholders are requested to DEMAT the shares held by them.
10. On account of threat posed by COVID-19 pandemic situation, the Company is sending AGM Notice in electronic form also in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated April 13, 2020:

a) Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, shareholders who have not registered their email address and in consequence of the notice could not receive the notice electronically may get their email address registered with the Company by sending a mail to info@mukkaproteins.com. In case of any queries, shareholder may write to info@mukkaproteins.com.

b) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, by writing an email to info@mukkaproteins.com

c) Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with the Company to enable servicing of notices documents / Annual Reports electronically to their email address

d) The shareholders may attend the general meeting via Video Conference facility. (Video Conference facility can be accessed via <https://us05web.zoom.us/j/81030016068?pwd=dXhscUVzVmI3Y1R6WUxyTm82Smh2dz09>

Meeting ID: 810 3001 6068

Passcode: i7RpYk

e) Members can send their questions/ queries prior to the date of the meeting by sending an email to info@mukkaproteins.com Phone no: 7848853517. Members can raise queries/questions regarding items specified herein above only. Please avoid any queries which are irrelevant to the topic.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM 4

APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

The Company may have to render support for the business requirements of its subsidiary Companies or Associate or Joint Venture of Group Entity, as and when applicable, or any other person in whom any Director of the Company is/may be deemed to be interested (collectively referred to as the "Entities"), from time to time.

As per provisions of section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note the Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources/ accruals and/or any other appropriate sources, from time to time, only for principal business activities of the entities.

Hence, in order to enable the Board of Directors of the Company to advance loan or give guarantee or provide security in respect of loans taken by such entities in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 upto an aggregate sum of Rs. 500,00,00,000/- (Rupees Five hundred crores Only) requires approval of members by a Special Resolution.

- a. Amount of Loan: 500,00,00,000/-
- b. Terms and conditions: Terms and conditions of loan, guarantee and security, as the case may be, shall be governed by the agreement executed /to be executed by and between the Company and the entities covered under this Section.

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c. Purpose: Such loan shall be utilized by the borrowing Company for its principal business activities.

The Board recommends the resolution set out at Item No. 4 of the accompanying Notice for your approval as special resolution.

Director of the Company and his relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution to the extent the loan or guarantee is given or security is provided in respect of loan availed by any of the Subsidiaries/ Joint Ventures /Associates or other body corporate in which he is interested.

As per proviso to section 102(2) of Companies Act, 2013, special business to be transacted at a meeting of the Company relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter, Director, manager, if any, and of every other key managerial personnel of the first mentioned Company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that Company, also be set out in the statement:

Subsidiary Companies:

1. Ocean Aquatic Proteins LLC

Extent of shareholding of promoter, directors, key managerial personnel of the Company in Ocean Aquatic Proteins LLC:

Name of Directors, key managerial personnel or their relatives	No of shares held in Ocean Aquatic Proteins LLC	Face value (Omani Riyals)	Percentage of shareholding in Ocean Aquatic Proteins LLC
Kalandan Mohammed Haris	10500	1	7%

Group Companies

1. MCITY INFRAVENTURES PRIVATE LIMITED

Extent of shareholding of promoter, Directors, key managerial personnel of the Company in Mcity Infraventures Private Limited:

Name of Directors, key managerial personnel or their relatives	No of shares held in Mcity Infraventures Private Limited	Face value (in rupees)	Percentage of shareholding in Mcity Infraventures Private Limited
Kalandan Mohammed Althaf	400	100	40%
Kalandan Mohammed Haris	600	100	60%

2. U MAYA DEVELOPERS PRIVATE LIMITED

Extent of shareholding of promoter, Directors, key managerial personnel of the Company in Umayya Developers Private Limited:

Name of Directors, key managerial personnel or their relatives	No of shares held in Umayya Developers Private Limited	Face value (in rupees)	Percentage of shareholding in Umayya Developers Private Limited
Kalandan Mohammed Haris	50,892	100	25.45
Kalandan Mohammed Althaf	54,524	100	27.27
Kalandan Mohammad Arif	50,092	100	25.05
Kalandan Abdul Razak	44,432	100	22.23

3. SHIPWAVES ONLINE PRIVATE LIMITED

Extent of shareholding of promoter, Directors, key managerial personnel of the Company in SHIPWAVES ONLINE PRIVATE LIMITED:

Name of Directors, key managerial personnel or their relatives	No of shares held in Shipwaves Online Private Limited	Face value (in rupees)	Percentage of shareholding in Shipwaves Online Private Limited
Kalandan Mohammed Althaf	99,50,000	1	10.53
Kalandan Mohammed Haris	2,98,50,000	1	31.58
Kalandan Mohammad Arif	99,50,000	1	10.53

4. MEDIX PHARMACEUTICALS PRIVATE LIMITED

Extent of shareholding of promoter, Directors, key managerial personnel of the Company in MEDIX PHARMACEUTICALS PRIVATE LIMITED:

Name of Directors, key managerial personnel or their relatives	No of shares held in Medix Pharmaceuticals Private Limited	Face value (in rupees)	Percentage of shareholding in Medix Pharmaceuticals Private Limited
Kalandan Abdul Razak	375	1000	50%

ITEM 5

TO GIVE LOANS OR MAKE INVESTMENTS AND TO GIVE GUARANTEES OR TO PROVIDE SECURITY IN CONNECTION WITH A LOAN MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Section 186 (2) (b) of the Companies Act 2013 states that no Company shall directly or indirectly — give any loan to any person or other body corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and give any guarantee or provide security in connection with a loan to any other body corporate or person exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. However, Section 186 (3) of the Companies Act 2013 states that where the giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified as above, prior approval by means of a special resolution passed at a general meeting shall be necessary.

Board of Directors recommends passing of this resolution as a special resolution.

None of the Directors, key managerial personnel or their relatives are interested in the said resolution financially or otherwise.

ITEM 6

TO APPROVE DONATION TO CHARITABLE TRUSTS UNDER SECTION 181 OF THE COMPANIES ACT, 2013:

Section 181 of the Companies Act, 2013 states that, prior permission of the Company in general meeting shall be required for any contribution to bona fide and charitable funds,

etc. in case any amount the aggregate of which, in any financial year, exceed five per cent. of its average net profits for the three immediately preceding financial years.

Board of Directors recommends passing of this resolution as an ordinary resolution.

As per proviso to section 102(2) of Companies Act, 2013, special business to be transacted at a meeting of the Company relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter, Director, manager, if any, and of every other key managerial personnel of the first mentioned Company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that Company, also be set out in the statement:

Name of Directors, key managerial personnel or their relatives	Nature of Interest
Kalandan Mohammed Haris	Author and Vice Chairman
Kalandan Mohammed Althaf	Author and Treasurer
Kalandan Mohammad Arif	General Secretary
Kalandan Abdul Razak	Author and Chairman

For and on behalf of the Board of Directors



Mehaboobsab Mahmudgous Chalyal
Company Secretary & Compliance Officer
Membership No. – A67502

Place: Mangalore

Date: 07-09-2022