

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L05004KA2010PLC055771

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAGCM8310E

(ii) (a) Name of the company

MUKKA PROTEINS LIMITED

(b) Registered office address

Mukka Corporate House Door No. 18-2-16/4, First cross, NG  
Road , Attavara NA  
Mangaluru  
Dakshina Kannada  
Karnataka  
575001

(c) \*e-mail ID of the company

IN\*\*\*\*\*NS.COM

(d) \*Telephone number with STD code

08\*\*\*\*\*72

(e) Website

www.mukkaproteins.com

(iii) Date of Incorporation

04/11/2010

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange	1,024

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"  
No.1 CLUB HOUSE ROAD

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

26/09/2024

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	99.82

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	OCEAN AQUATIC PROTEINS LL		Subsidiary	63
2	HARIS MARINE PRODUCTS PRN	U05001KA2019PTC129205	Subsidiary	98

3	ATLANTIC MARINE PRODUCTS	U05150GJ2019PTC110796	Subsidiary	50.99
4	ENTO PROTEINS PRIVATE LIMITED	U15209KA2021PTC145044	Associate	50
5	OCEAN PROTEINS PRIVATE LIMITED	U05000KA2019PTC169786	Associate	40
6	MSFI (BANGLADESH) LIMITED		Associate	49

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	300,000,000	300,000,000	300,000,000	300,000,000
Total amount of equity shares (in Rupees)	300,000,000	300,000,000	300,000,000	300,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	300,000,000	300,000,000	300,000,000	300,000,000
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	300,000,000	300,000,000	300,000,000	300,000,000

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	220,000,000	220000000	220,000,000	220,000,000	
<b>Increase during the year</b>	0	80,000,000	80000000	80,000,000	80,000,000	2,160,000,000
i. Public Issues	0	80,000,000	80000000	80,000,000	80,000,000	2,160,000,000
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	300,000,000	300000000	300,000,000	300,000,000	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE0CG401037

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

12,701,971,339.67

**(ii) Net worth of the Company**

3,651,725,430.49

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	187,487,600	62.5	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	187,487,600	62.5	0	0

**Total number of shareholders (promoters)**

3

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	84,641,340	28.21	0	
	(ii) Non-resident Indian (NRI)	544,907	0.18	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	40,696	0.01	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	592,960	0.2	0	
10.	Others            Alternate Investment Fund:	26,692,497	8.9	0	
	<b>Total</b>	112,512,400	37.5	0	0

**Total number of shareholders (other than promoters)**

116,751

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

116,754

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	5	116,751
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	3	0	3	0	62.5	0
<b>B. Non-Promoter</b>	0	5	0	5	0	10.83
(i) Non-Independent	0	2	0	2	0	10.83
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>3</b>	<b>5</b>	<b>3</b>	<b>5</b>	<b>62.5</b>	<b>10.83</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KALANDAN ABDUL R.	02530917	Director	22,000,000	
KALANDAN MOHAMM	ABJPH9234P	CEO	90,686,800	
KALANDAN MOHAMM	03020471	Managing Director	90,686,800	
KALANDAN MOHAMM	03020564	Whole-time directo	48,400,400	
UMAIYYA BANU	03051040	Director	10,511,200	
KALANDAN MOHAMM	AGIPA6496J	CFO	48,400,400	
KALANDAN MOHAMM	03051103	Whole-time directo	48,400,400	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KARKALA SHANKAR I	03589394	Director	0	
NARENDRA SUREND	07255904	Director	0	
HAMAD BAVA	09448423	Director	0	
MEHABOBSAB MAH	BFXPC6012H	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	30/09/2023	8	8	100

**B. BOARD MEETINGS**

\*Number of meetings held

14

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/05/2023	8	8	100
2	07/06/2023	8	7	87.5
3	14/06/2023	8	8	100
4	15/06/2023	8	7	87.5
5	09/08/2023	8	5	62.5
6	29/09/2023	8	8	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
7	23/12/2023	8	7	87.5
8	05/02/2024	8	7	87.5
9	16/02/2024	8	6	75
10	16/02/2024	8	7	87.5
11	24/02/2024	8	7	87.5
12	05/03/2024	8	7	87.5

### C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	01/05/2023	3	3	100
2	Audit Committee	07/06/2023	3	3	100
3	Audit Committee	15/06/2023	3	3	100
4	Audit Committee	29/09/2023	3	3	100
5	Audit Committee	23/12/2023	3	3	100
6	Audit Committee	16/02/2024	3	3	100
7	Audit Committee	28/03/2024	3	3	100
8	Nomination and Remuneration	01/05/2023	3	3	100
9	Nomination and Remuneration	28/03/2024	3	3	100
10	Corporate Social Responsibility	29/09/2023	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								26/09/2024
								(Y/N/NA)

1	KALANDAN A	14	13	92.86	2	2	100	Yes
2	KALANDAN M	14	14	100	2	2	100	Yes
3	KALANDAN M	14	13	92.86	1	1	100	Yes
4	UMAIYYA BAI	14	3	21.43	0	0	0	Yes
5	KALANDAN M	14	14	100	8	8	100	Yes
6	KARKALA SH	14	13	92.86	10	10	100	Yes
7	NARENDRA S	14	14	100	4	4	100	Yes
8	HAMAD BAVA	14	14	100	11	11	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KALANDAN MOHA	Managing Direct	14,400,000	0	0	0	14,400,000
2	KALANDAN MOHA	Whole-time Dire	9,600,000	0	0	0	9,600,000
3	KALANDAN MOHA	Whole-time Dire	9,600,000	0	0	0	9,600,000
	Total		33,600,000	0	0	0	33,600,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MEHABOBSAB M	Company Secre	1,221,165	0	0	0	1,221,165
	Total		1,221,165	0	0	0	1,221,165

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	UMAIYYA BANU	Director	0	0	0	45,000	45,000
2	KALANDAN ABDUL	Director	0	0	0	225,000	225,000
3	KARKALA SHANKA	Independent Dir	0	0	0	295,000	295,000
4	NARENDRA SURE	Independent Dir	0	0	0	250,000	250,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
5	HAMAD BAVA	Independent Dir	0	0	0	320,000	320,000
	Total		0	0	0	1,135,000	1,135,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

4

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
Mukka Proteins Lir	Registrar of Comp:	23/11/2023	Sec. 149(4) of Comp	Rs. 9,51,000	Appeal filed with Regional Dire
Mukka Proteins Lir	Registrar of Comp:	23/11/2023	Sec. 177(2) of Comp	Rs. 12,00,000	Appeal filed with Regional Dire
Mukka Proteins Lir	Registrar of Comp:	23/11/2023	Sec. 178(1) of Comp	Rs. 12,00,000	Appeal filed with Regional Dire
Mukka Proteins Lir	Registrar of Comp:	23/11/2023	Sec. 135(1) of Comp	Rs. 5,14,000	Appeal filed with Regional Dire

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

UJALA RANI

Whether associate or fellow

Associate  Fellow

Certificate of practice number

11814

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

HARIS KALANDAN MOHAMMED	Digitally signed by HARIS KALANDAN MOHAMMED Date: 2024.10.24 15:50:08 +05'30'
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DIN of the director

**To be digitally signed by**

MEHABOBSA IB MAHMADGOUS CHALYAL	Digitally signed by MEHABOBSA IB MAHMADGOUS CHALYAL Date: 2024.10.24 15:50:28 +05'30'
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- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

Meeting dates.pdf
MGT-8.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**B. BOARD MEETINGS**

Number of meetings held: 14

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1.	01/05/2023	8	8	100
2.	07/06/2023	8	7	87.5
3.	14/06/2023	8	8	100
4.	15/06/2023	8	7	87.5
5.	09/08/2023	8	5	62.5
6.	29/09/2023	8	8	100
7.	23/12/2023	8	7	87.5
8.	05/02/2024	8	7	87.5
9.	16/02/2024	8	6	75
10.	16/02/2024	8	7	87.5
11.	24/02/2024	8	7	87.5
12.	05/03/2024	8	7	87.5
13.	06/03/2024	8	7	87.5
14.	28/03/2024	8	7	87.5

**C. COMMITTEE MEETINGS**

Number of meetings held: 13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit Committee Meeting	01/05/2023	3	3	100
2.	Audit Committee Meeting	07/06/2023	3	3	100
3.	Audit Committee Meeting	15/06/2023	3	3	100
4.	Audit Committee Meeting	29/09/2023	3	3	100

5.	Audit Committee Meeting	23/12/2023	3	3	100
6.	Audit Committee Meeting	16/02/2024	3	3	100
7.	Audit Committee Meeting	28/03/2024	3	3	100
8.	Nomination And Remuneration Committee Meeting	01/05/2023	3	3	100
9.	Nomination And Remuneration Committee Meeting	28/03/2024	3	3	100
10.	Corporate Social Responsibility Committee Meeting	29/09/2023	3	3	100
11.	Stakeholders Relationship Committee Meeting	28/03/2024	3	3	100
12.	IPO Committee Meeting	28/02/2024	3	3	100
13.	Independent Directors Meeting	28/03/2024	3	3	100

**FORM NO. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies  
(Management and Administration) Rules, 2014]

**CERTIFICATE**

We have examined the registers, records and books and papers of **MUKKA PROTEINS LIMITED ("the Company")** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March 2024. In our opinion and to the best of my information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A.** the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B.** during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1. Its status under the Act;
  2. Maintenance of registers/records & making entries therein within the time prescribed there for;
  3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time; except the returns mentioned in **Annexure-A**;
  4. Calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;





5. Closure of Register of Members / Security holders: Not applicable as the Register of Members was not closed during the aforesaid financial year.
6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; Not Applicable
7. Contracts/arrangements with related parties as specified in section 188 of the Act;
8. The company has allotted 8,00,00,000 equity shares of face value of ₹ 1/-each ("equity shares") for cash at a price of ₹ 28 per equity share (including a securities premium of ₹ 27 per equity share) as a public issue vide board resolution dated 06<sup>th</sup> March 2024. The duplicate security certificates were not issued during the period under review.
9. The Company has not kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10. The company has not declared any dividend and the company was not required to transfer unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Appointment of auditors as per the provisions of section 139 of the Act;
13. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act as applicable from time to time. The company had filed a suo motto application under Section 454 of Companies Act, 2013 with Registrar of Companies for violation of Section 135, Section 149, Section 177 and Section 178 of the Companies Act, 2013. However the Registrar of Companies,
  - a. Vide their order dated 23.11.2023 having file no. ROC(B)/Adj.Ord.454-135/MukkaProteins/Co.No.055771/2023 for the purpose of delay in reconstitution of Corporate Social Responsibility Committeewith the proper composition as prescribed under the Section 135of the Companies Act, 2013 levied the total penalty of Rs. 5,14,000 on Company and 7 officers of the Company.





b. Vide their order dated 23.11.2023 having file no. ROC(B)/Adj.Ord.454-149(4)/Mukka Proteins/Co.No.055771/2023 filed for the purpose of delay in appointment of Independent Director as prescribed under the Section 149(4) of the Companies Act, 2013 levied the penalty of Rs. 9,51,000 on Company and 7 officers of the Company.

c. Vide their order dated 23.11.2023 having file no. ROC(B)/Adj.Ord.454-177/Mukka Proteins/ Co.No.055771/ 2023 filed for the purpose of delay in reconstitution of Audit Committee with the proper composition as prescribed under the Section 177 of the Companies Act, 2013 levied the penalty of Rs. 12,00,000 on Company and 7 officers of the Company.

d. Vide their order dated 23.11.2023 having file no. ROC(B)/Adj.Ord.454-178/Mukka Proteins/Co.No.055771/2023 filed for the for the purpose of delay in reconstitution of Nomination and remuneration Committee with the proper composition as per Section 178 of the Companies Act, 2013 levied the penalty of Rs. 12,00,000 on Company and 7 officers of the Company.

Aggrieved by the above mentioned orders under Section 454 of Companies Act, 2013 with Registrar of Companies for violation of Section 135, Section 149, Section 177 and Section 178 of the Companies Act, 2013, the company approached and filed an appeal with the Regional Director, South East Region, Hyderabad in order to reduce the penalty. Accordingly, the Regional Director, South East Region, Hyderabad vide its order dated 26.06.2024 has reduced the penalty to the 50% of the penalty as imposed by the Registrar of Companies, Karnataka.

**14.**Acceptance/ renewal/ repayment of deposits; The Company has not accepted any deposit under section 73 of the Act.

**15.** Borrowings from public financial institutions, banks and others and creation/ modification of charges in that respect, wherever applicable



16. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
17. The Company has not altered the provisions of Memorandum of Association and Articles of Association of the Company


Place: Mangalore

Date: 09/10/2024

UDIN: F011570F001491653



For CHETHAN NAYAK & ASSOCIATES  
Company Secretaries

  
UJALA RANI  
Partner  
C.P No. 11814



**ANNEXURE-A**

Form Filed	Description of the Event/ Matter	Date of The event	Section & Description	Due date for filing / compliance	Date of Filing with SRN/ SRN/ compliance	Concerned Authority (ROC/ NCLT /Court)
Form MGT14	Board resolution passed to use the proceeds of the initial public offer for funding the company's working capital. and To use the proceeds of the initial public offer for investment in Ento Protiens Private Limited for funding its working capital requirements.	07.06.2023	Pursuant to sections 179 of the Companies Act, 2013	06.07.2023	SRN: AA3382125 Dated 10.07.2023	Registrar of Companies
Form DPT 3	Particulars of transactions by a company not considered as deposit as per rule 2(1)(c) of the Companies (Acceptance of	31.03.2023	Pursuant to rule 16 and rule 16A of the Companies (Acceptance of Deposits) Rules, 2014]	30.06.2023	SRN: AA3942631 Dated 07/08/2023	Registrar of Companies



	Deposit) Rules, 2014 as on 31.03.2023					
Form PAS 3	To allot 8,00,00,000 equity shares of face value of ₹ 1/-each ("equity shares") for cash at a price of ₹ 28 per equity share (including a securities premium of ₹ 27 per equity share)	06.03.2024	Pursuant to section 39(4) of the Companies Act,2013 and rule 12 of the Companies (Prospectus and Allotment of Securities) Rules,2014	04.04.2024	SRN: AA7899832 Dated 11/05/2024	Registrar of Companies

Place: Mangalore

Date: 09/10/2024

UDIN: F011570F001491653



**For CHETHAN NAYAK & ASSOCIATES  
Company Secretaries**

**UJALA RANI  
Partner  
C.P No. 11814**