



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) HELD ON FRIDAY, 10TH DAY OF MARCH 2023 AT 5:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED ATMUKKA CORPORATE HOUSE DOOR NO. 18-2-16/4, FIRST CROSS, NG ROAD, ATTAVARA MANGALURU DAKSHINA KANNADA 575001

TO APPROVE THE PROPOSED INITIAL PUBLIC OFFERING (IPO) OF EQUITY SHARES OF THE COMPANY

"RESOLVED THAT in supersession of the earlier resolutions passed in this regard, pursuant to Section 23 and Section 62(1)(c) and other applicable provisions if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Securities Contracts (Regulation) Act, 1956 as amended from time to time and the rules and regulations made thereunder including the Securities Contracts (Regulation) Rules 1957, and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**") as amended from time to time, read with the provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreements to be entered into with the respective stock exchanges where the Company's shares are proposed to be listed, the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, other guidelines and regulations issued by the Securities and Exchange Board of India ("**SEBI**"), Foreign Exchange Management Act, 1999 as amended from time to time ("**FEMA**"), Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and the approval to the extent necessary of the Government of India, SEBI, Secretariat of Industrial Approvals ("**SIA**"), the concerned Administrative Ministry/Department empowered to grant government approval for foreign investment under the extant Foreign Direct Investment Policy and FEMA and rules and regulations made thereunder, the Reserve Bank of India ("**RBI**") and all other concerned statutory and other authorities, if any required, and to the extent necessary such other approvals, consents, permissions sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which shall include a duly authorized Committee Mfrs. & Exporters of Steam Dried Fish Meal, Fish Oil & Fish Soluble Paste

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thereof for the time being exercising the powers conferred upon it by the Board), consent and approval of the Board be and is hereby accorded to the Company to offer, issue and allot upto 8,00,00,000 equity shares of face value Re. 1/- each for cash at such price including premium (in accordance with the book building mechanism prescribed under the SEBI ICDR Regulations), if any, as may be determined by the Board at its sole discretion in pursuance of the Book Building mechanism (in accordance with SEBI ICDR Regulations) ("**Fresh Issue**") in consultation with the Book Running Lead Manager ("**BRLM**") so appointed, by way of public offering ("**Offer**") to such categories of investors including foreign/ resident investors, Foreign Portfolio Investors ("**FPIs**"), sub accounts of eligible FPIs, Foreign Venture Capital Investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, Qualified Institutional Buyers, Retail Individual Investors, Non-Institutional Investors, Bodies Corporate, any other company/companies, Private or Public or other body corporate(s) or entities/authorities whether incorporated or not, eligible employees and/or workers of the Company and/or its subsidiaries, business associates of the Company and general public, bodies corporate, companies (private or public) or other entities, authorities, and such other persons in one or more combinations thereof and/or any other categories of investors, whether they be holders of equity shares of the Company or not, or to one or more of the aforesaid categories of persons (to the exclusion of one or more of the other categories of investors) and such other persons in one or more combinations thereof, and/or any other categories of investors, including Pre-IPO investors ("**Pre-IPO investors**") and anchor investors, as defined under the SEBI ICDR Regulations ("**Anchor Investors**") ("**Initial Public Offer**" or "**IPO**"), which shall include, reservation of a certain number of equity shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "**Reservation**"), the price including the premium to be determined through the book building process, in one or more tranches and in the manner, and on the terms and conditions as the Board or a Committee constituted thereof may, in its absolute discretion, decide, in consultation with the BRLM, by issue of the Red Herring Prospectus and any other offer documents, whether the price at which the equity shares are to be issued, at par or at premium, including such differential prices to retail individual investors or employees/discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board in consultation with the BRLM, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the equity shares on the stock exchanges as may be decided by the Board from time to time."

"RESOLVED FURTHER THAT such of these equity shares may also be issued to Pre-IPO/Anchor Investors or to any category(ies) of persons in any reservation as may be permissible in accordance with the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines in such manner and on such terms as the Board or a Committee constituted thereof, in its absolute discretion may think most beneficial to the Company including without limitation, to negotiate, finalize and execute any document or agreement and any amendments or supplements thereto and generally to do all such acts, deeds, matters and things in relation to all matters incidental to or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing."

"RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion may think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/ Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute discretion decide, subject to SEBI ICDR Regulations and other regulations, as applicable"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and execute the Offer Document, Form of Application, appointment of Book Running Lead Manager(s), Registrar to the Offer, Share Transfer Agent, Bankers to the Offer, Depository Participant, custodians, Legal Advisors to the Offer, and other intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed Offer, enter into stand-by-arrangement with Brokers/Bankers/Merchant Bankers for the whole or the part of the Offer and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities, and do all such acts, deeds and things as it may, in its absolute discretion, deem necessary and settle any or all matters arising with respect to the Offer, allotment and utilization of the proceeds of the issue of equity shares and further do all such acts, deeds and things and finalize and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed IPO, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this regard"

"RESOLVED FURTHER THAT in terms of the Act and all other applicable provisions of the Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorized at its option to make an allotment of not more than 1% of the net offer to public or such other extent as may be permitted under the applicable laws for the purpose of making allotment in minimum lots, in case of oversubscription".

"RESOLVED FURTHER THAT the Board or a Committee constituted thereof as the Board may constitute in this regard, be entitled to vary, modify, or alter any of the foregoing terms and conditions, to conform to those as may be approved by the SEBI, or any other appropriate authorities/ and department(s) or the stock exchanges"

"RESOLVED FURTHER THAT for the purpose of undertaking the IPO and/or to give effect to the above, the Board or a Committee constituted thereof be and is hereby authorized to do all such acts, things or deeds as may be necessary for the issuance and allotment of the said equity shares and to take such action or give such directions as may be necessary or desirable, and to accept any modifications in the proposal and terms of the Offer, including the price of the equity shares to be so issued, as may be considered necessary by the Board or as may be prescribed in granting approvals to the Offer and which may be acceptable to the Board and to decide the Basis of Allotment and, settle any question or difficulty that may arise in regard to the Offer and Allotment of the equity shares"

"RESOLVED FURTHER THAT the Board or such other Committee thereof as the Board may constitute in this regard, be and are hereby authorized to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including without limitation to enter into escrow, sponsor, underwriting, marketing, depository and any other arrangements or agreements deemed necessary by virtue of the proposed IPO, with one or more intermediaries and to appoint and remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek the listing of such securities on stock exchanges in India with the power to act on behalf of the Company and to settle such question, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit."

"RESOLVED FURTHER THAT the equity shares to be so issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing equity shares of the Company, save and except that the said new equity shares shall be entitled to such payment of dividend as may be declared at any time after allotment thereof on the amount paid up thereon on pro rata basis with the existing shares of the Company."

"RESOLVED FURTHER THAT

- a) all monies received by the Company out of the Offer and allotment of the equity shares to the public shall be transferred to a separate bank account in a scheduled bank as referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- b) details of all monies utilised out of the Offer as referred to above shall be disclosed and continued to be disclosed until the time any part of the Offer proceeds remains unutilised under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilised; and
- c) details of all unutilised monies out of the Offer, if any, as referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things necessary under applicable provisions of laws, rules and regulations and subject to approvals, consents, permissions and sanctions from any authority/ies for the listing of equity shares on one or more Stock Exchanges in India, and to enter into agreements, deeds, documents and/or incur costs in connection with the said listing, and to enter into depository arrangements to enable members of the Company to trade in equity shares in a dematerialized form with regard to any such issue or allotment as it may in its absolute discretion deem fit and all such other acts necessary for the listing without being required to seek any further consent or approval of the members."

"RESOLVED FURTHER THAT the Board may authorize the Committee to take decisions with regard to the IPO as it may, in its absolute discretion deem fit and proper in the interest of the Company, without requiring any further approval of the shareholders of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to IPO Committee of the Company or any other officer or officers of the Company to give effect to the aforesaid resolutions."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the existing Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings, pay any fees, commissions and expenses in relation thereto, as it may in its absolute discretion deem necessary or desirable in relation thereto."

"Certified true copy"

For **MUKKA PROTEINS LIMITED**

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



MEHABOBSAB CHALYAL

COMPANY SECRETARY

MEMBERSHIP NO.: A67502

NIZAMUDDIN COLONY, 4TH CROSS, DEPOT ROAD, DHARWAD

M J NAGAR, DHARWAD, KARNATAKA – 580006



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

ITEM NO 1:

TO APPROVE THE PROPOSED INITIAL PUBLIC OFFERING (IPO) OF EQUITY SHARES OF THE COMPANY

The Company proposes to undertake an initial public offering of equity shares of face value Re.1/- each of the Company which consists of fresh issue of Equity shares. The Company intends to at the discretion of the Board of Directors of the Company, undertake the offer and list its Equity shares at an opportune time in consultation with the book running lead managers ("BRLM") and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

With respect to the offer, the Company will be required to file a draft red herring prospectus ("DRHP") with the Securities and Exchange Board of India ("SEBI") and the Stock Exchanges and subsequently file a red herring prospectus ("RHP") with the Registrar of Companies, Bangalore ("ROC") and thereafter with SEBI and the Stock Exchanges and file a Prospectus with the ROC and thereafter with SEBI and the Stock Exchanges in respect of the offer (The "Prospectus", and together with the DRHP and the RHP, the "Offer Documents"), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "Companies Act") and other applicable laws.

The Company proposes to create, issue, offer and allot such number of Equity shares, aggregating upto 8,00,00,000 equity shares of face value Re. 1/-each for cash at such price including premium ("Fresh Issue" or "Offer"), as may be determined by the Board of Directors at its sole discretion and at such time as may be considered appropriate by the Company in consultation with the BRLM, to various categories of permitted investors who may or may not be the shareholders of the Company in the initial public offer by way of the Book building mechanism (in accordance with SEBI ICDR Regulations). The

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Equity shares allotted vide the Fresh Issue shall rank in all respects *pari passu* with the existing Equity shares of the Company. The proceeds of the Fresh Issue will be utilized for the purposes that shall be disclosed in the DRHP, RHP and the Prospectus. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with the applicable laws.

The Company will not make an offer of Equity shares to the Promoters in the Offer. However, the Directors (except independent directors) or the Key managerial personnel of the Company may apply for the Equity shares in the various categories under the offer in accordance with the SEBI ICDR Regulations.

No change in control of the Company or its management of its business is intended or expected pursuant to the offer.

The Equity shares are proposed to be listed on the National Stock Exchange of India Ltd., BSE Limited and any other stock exchange as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

In view of the above, The Board of Directors recommends the resolution in Item no. 1 of the accompanying Notice for your approval as Special Resolution.

Except as and to the extent of the participation in the offer or to the extent of shares held by directors or key managerial personnel as mentioned above, none of the directors or managers or key managerial personnel of the Company or the relatives of the said persons are interested in the said resolution.

**For and on behalf of the Board
For Mukka Proteins Limited
(Previously known as Mukka Sea Food Industries Limited)**

Place: Mangalore
Date: 08-03-2022



**COMPANY SECRETARY
MEHABOOSAB MAHMADGOUS CHALYAL
MEMBERSHIP NO.: A67502**