



Date: 29-05-2025

**National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G  
Bandra Kurla Complex,  
Bandra East, Mumbai-400051  
Scrip Code: MUKKA

**BSE Limited**

Listing Department  
Dalal Street,  
Mumbai-400001  
Scrip Code: 544135

Dear Sir/Madam,

**Subject: Annual Secretarial Compliance Report for the year ended 31st March 2025.**

Pursuant to Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Secretarial Compliance Report issued by Chethan Nayak & Associates, Practicing Company Secretaries for the financial year 2024-25.

This is for your information and further dissemination.

Thanking you,  
For **Mukka Proteins Limited**

**Mehaboobsab Mahmadvous Chalyal**  
**Company Secretary & Compliance Officer**

Encl: as above.

**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](mailto:info@mukkaproteins.com) - Website : [www.mukkaproteins.com](http://www.mukkaproteins.com) - CIN : L05004KA2010PLC055771



Date: 29.05.2025

To,

Mukka Proteins Limited

Mukka Corporate House, Door No. 18-2-16/4,

First cross, NG Road, Attavara, Dakshina Kannada,

Mangaluru, Karnataka, 575001

Sirs,

**Annual Secretarial Compliance Report for the Financial Year 2024-25**

We have been engaged by **Mukka Proteins Limited** (hereinafter referred as 'the listed entity') bearing CIN: L05004KA2010PLC055771 whose equity shares are listed on National Stock Exchange of India Limited (NSE) (Scrip Code: MUKKA) and BSE Limited (Scrip Code: 544135) to issue the Annual Secretarial Compliance Report in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with Securities and Exchange Board of India and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November, 2024.

It is the responsibility of the Management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable Securities and Exchange Board of India Regulations and Circulars / Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable Securities and Exchange Board of India Regulations and Circulars / Guidelines issued thereunder from time to time and issue a report thereon.



Yenepoya Mall, Kadri Road, Mangaluru - 575 003.

Ph. : 0824-4252627, 2448727, Mob. : 9845162627, Email : info@aduro.co.in

Branch : Level 3, Basappa Complex, Lavelle Road, Bengaluru - 560 001.

Ph. : 080-43008819, Mob. : 734930144, Email : cs@snrlegal.in

website : www.aduro.co.in

Our audit was conducted in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

Place: Mangaluru

Date: 29.05.2025



For Chethan Nayak & Associates  
Company Secretaries

CS Chethan Nayak K  
Partner

FCS No: 4736; CP No: 3140

Peer Review Certificate No.: 3095/2023



## **ANNUAL SECRETARIAL COMPLIANCE REPORT**

### **Secretarial compliance report of "Mukka Proteins Limited" for the Financial Year ended 31<sup>st</sup> March, 2025**

We, Chethan Nayak and Associates, Practising Company Secretaries have examined:

- a. All the documents and records made available to us and explanation provided by "Mukka Proteins Limited" ("the listed entity"),
- b. The filings/ submissions made by the listed entity to the stock exchanges,
- c. Website of the listed entity,
- d. Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31<sup>st</sup> March 2025** ("Review Period") in respect of compliance with the provisions of:
  - a. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - b. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable as there is no reportable event held during the financial year under review)
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable as there is no reportable event held during the financial year under review)
- f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable as there is no reportable event held during the financial year under review)





- g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;and
- h. Other regulations as applicable.
- And circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:

- i. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in the **Annexure-A** to the report
- ii. The listed entity has taken the actions specified in the **Annexure-B** to comply with the observations made in previous reports:

We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/guidelines issued by SEBI.</li> </ul>	Yes  Yes	None  None

3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>None</p> <p>None</p> <p>None</p>
4.	<u>Disqualification of Director:</u> None of the director(s) of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None of the Director(s) of the Company are disqualified
5.	<u>Details related to Subsidiaries of listed entities</u> <p>a) Identification of material subsidiary companies</p> <p>b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Not Applicable	The Company does not have any material subsidiary and the Company has complied with the disclosure requirements with respect to other subsidiaries
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations.	Yes	None
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the board,	Yes	None



	independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.		
8.	<u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	Yes, the listed entity has obtained prior omnibus approval of Audit committee for all related party transactions except for one transaction.	The listed company had entered in to related party transaction with Mcity Infraventures Private Limited, company in which directors are interested, which was subsequently ratified by the Audit Committee, however the detailed rationale for the omission of prior approval was not noted in the minutes of the meeting.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder	Yes	Few disclosures were intimated to the Stock Exchange with the slight delay has been mentioned in Annexure-A.
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	(i) The company has paid Rs. 59000 (inclusive of GST) each for Delay in compliance with the requirements pertaining to appointment or continuation of Non-executive director who

			<p>has attained the age of seventy-five years till quarter ended March 2024 to BSE and NSE.</p> <p>(ii) The company has paid Rs. 5900(inclusive of GST) each for delay in submission of disclosure of related party transactions on Consolidated basis For the half year ended March 2024 to BSE and NSE.</p> <p>(iii) The company has paid Rs. 1,77,000(inclusive of GST) each for the delay in compliance with the requirements pertaining to appointment or continuation of Non-executive director who has attained the age of seventy-five years till quarter ended June 2024 to BSE and NSE.</p>
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of</p>	Not Applicable	Not Applicable





	chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	<u>No additional non-compliances observed:</u> No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.	Yes	None

Place: Mangaluru

Date: 29.05.2025

UDIN: F004736G000487174



For Chethan Nayak & Associates  
Company Secretaries

*[Signature]*  
CS Chethan Nayak K  
Partner

FCS No: 4736; CP No: 3140

Peer Review Certificate No: 3095/2023

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity..
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Mangaluru

Date: 29.05.2025

UDIN: F004736G000487174



For Chethan Nayak & Associates  
Company Secretaries

CS Chethan Nayak K  
Partner

FCS No: 4736; CP No: 3140

Peer Review Certificate No: 3095/2023



**Annexure-A**

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution	Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Special resolution was passed through postal ballot on 15.06.2024.	Stock Exchange	Fine	The Company got listed on the BSE and NSE on March 7, 2024, bringing it under the purview of SEBI (LODR) Regulations, 2015. As on the date of listing, Mr. Kalandan Abdul Razak (DIN: 02530917) Non-	Rs. 1,77,000 each (Inclusive of GST)	The Company got listed on the BSE and NSE on March 7, 2024, bringing it under the purview of SEBI (LODR) Regulations, 2015. As on the date of listing, Mr. Kalandan Abdul Razak (DIN: 02530917) Non-Executive Director is		



is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person upto Quarter ended 30 June 2024.					Executive Director is continuing as director who has attained age of 80 years. In order to ensure the compliance of Regulation 17(1A), the Company had proposed and dispatched Postal Ballot Notice for the continuation of Directorship of Mr. Kalandan Abdul Razak (DIN: 02530917) Non-Executive Director on 16.05.2024 and passed the special resolution through postal ballot only on	continuing as director who has attained age of 80 years. In order to ensure the compliance of Regulation 17(1A), the Company had proposed and dispatched Postal Ballot Notice for the continuation of Directorship of Mr. Kalandan Abdul Razak (DIN: 02530917) Non-Executive Director on 16.05.2024 and passed the special resolution through postal ballot only on 15.06.2024. However the listed company		
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						15.06.2024.		has paid the fines imposed by both NSE and BSE in this regard.		
2.	The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website. Provided further that the listed entity shall make such disclosures every six months	Regulation 23 (9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015	Delay in submission of related party transactions by one day	Stock Exchange	Fine	The listed company had submitted the standalone and consolidated financial results on 14.05.2024, however the disclosure pertaining to related party transactions was intimated to Stock Exchange on 15.05.2024, thereby resulting delay by one day. However the listed company has paid	Rs. 5900 each (Inclusive of GST)	The listed company had submitted the standalone and consolidated financial results on 14.05.2024, however the disclosure pertaining to related party transactions was intimated to Stock Exchange on 15.05.2024, thereby resulting delay by one day. However the listed company has paid the fines imposed by both NSE and BSE in this		

	on the date of publication of its standalone and consolidated financial results with effect from April 1, 2023					the fines imposed by both NSE and BSE in this regard		regard		
3.	The members of the audit committee, who are independent directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the audit committee,	Regulation 23(2)(f) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The listed company had entered in to related party transaction with Mcity Infraventures Private Limited, company in which directors are interested, which was subsequently	PCS	Others- NIL	The listed company had entered in to related party transaction with Mcity Infraventures Private Limited, company in which directors are interested, which was subsequently ratified by the Audit Committee, however the detailed rationale for the omission of	-	The listed company had entered in to related party transaction with Mcity Infraventures Private Limited, company in which directors are interested, which was subsequently ratified by the Audit Committee, however the detailed rationale for the omission of prior approval was		



<p>whichever is earlier, subject to the following conditions:</p> <p>(i) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;</p> <p>(ii) the transaction is not material in terms of the provisions of sub-regulation (1) of this regulation;</p>		<p>ratified by the Audit Committee, however the detailed rationale for the omission of prior approval was not noted in the minutes of the meeting.</p>			<p>prior approval was not noted in the minutes of the meeting.</p>		<p>not noted in the minutes of the meeting.</p>		
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<p>(iii) rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;</p> <p>(iv) the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of sub-regulation (9) of this regulation;</p> <p>(v) any other condition as</p>									
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	specified by the audit committee:									
4.	The listed entity shall submit to the stock exchange the statements of deviation(s) or variation on a quarterly basis for public issue, rights issue, preferential issue	Regulation 32 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of XBRL	PCS	Others- NIL	For the quarter ended on September 2024, the PDF version of the statements of deviation(s) or variation was submitted on 14.11.2024, however there was delay in submission of XBRL version of the statements of deviation(s) or variation to NSE and BSE and the same was submitted on 13.02.2025.	-	It is observed that for the quarter ended on September 2024, the PDF version of the statements of deviation(s) or variation was submitted on 14.11.2024, however there was delay in submission of XBRL version of the statements of deviation(s) or variation to NSE and BSE and the same was submitted on 13.02.2025.		

5.	Board meeting outcome with regard to the approval of the unaudited standalone and Consolidated financial results for the quarter and three months period ended 30th June 2024 was required to be intimated within 30 minutes from the time of conclusion of board meeting	Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in reporting of outcome by 1 minute and 2 minutes to NSE and by 6 minutes and 8 minutes to BSE.	PCS	Others- NIL	Board meeting outcome pertaining to the approval of the unaudited standalone and consolidated financial results for the quarter and three months period ended 30th June 2024 was intimated with the Delay of 1 minute and 2 minutes to NSE and 6 minutes and 8 minutes to BSE	-	It is observed the Board meeting outcome pertaining to the approval of the unaudited standalone and consolidated financial results for the quarter and three months period ended 30th June 2024 was intimated with the Delay of 1 minute and 2 minutes to NSE and 6 minutes and 8 minutes to BSE which was due to lag in email transmission between the Company and Company's Auditor's team while sharing		
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								documents and the same was informed to NSE and BSE and they have taken the same on record as informed by the Management.		
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Place: Mangaluru

Date: 29.05.2025

UDIN: F004736G000487174



For Chethan Nayak & Associates  
Company Secretaries

CS Chethan Nayak K  
Partner

FCS No: 4736; CP No: 3140

Peer Review Certificate No. : 3095/2023

**Annexure-B**

(b) The listed entity has taken the following actions to comply with the observations made in previous reports.

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the Secretarial Compliance report for the year ended 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	Continuation of Directorship by a Director after attaining the age of 75 years.	The Company got listed on the BSE and NSE on March 7, 2024, bringing it under the purview of SEBI (LODR) Regulations, 2015. As on the date of listing, Mr. Kalandan Abdul Razak (DIN: 02530917) Non- Executive Director is continuing as director who has attained age of 80 years.	Regulation 17 (1A) of SEBI (LODR) Regulations, 2015	The Company got listed on the BSE and NSE on March 7, 2024, bringing it under the purview of SEBI (LODR) Regulations, 2015. As on the date of listing, Mr. Kalandan Abdul Razak (DIN: 02530917) Non- Executive Director	In order to ensure the compliance of Regulation 17(1A), the Company passed a special resolution by way of postal ballot on 15 <sup>th</sup> June 2024 through remote voting for the	(i) The company has paid Rs. 2,36,000 each (inclusive of GST) as fine towards delay in continuation of Non-executive director who has attained the age of seventy-five years till quarter ended March 2024 to BSE and NSE





		<p>In order to ensure the compliance of Regulation 17(1A), the Company has proposed and dispatched Postal Ballot Notice for the continuation of Directorship of Mr.Kalandan Abdul Razak (DIN: 02530917) Non-Executive Director on 16.05.2024 and is in the process of passing the special resolution through postal ballot.</p>		<p>is continuing as director who has attained age of 80 years.</p> <p>In order to ensure the compliance of Regulation 17(1A), the Company passed a special resolution by way of postal ballot on 15<sup>th</sup> June 2024 through remote voting for the continuation of Directorship of Mr.Kalandan Abdul Razak (DIN: 02530917) Non-Executive Director. The NSE and BSE imposed a penalty</p>	<p>continuation of Directorship of Mr. Kalandan Abdul Razak (DIN: 02530917) Non- Executive Director. The company has paid a penalty of Rs. 2,36,000 each (inclusive of GST) towards non compliance of Regulation 17 (1A) of SEBI (LODR) Regulations, 2015 to NSE and BSE</p>	
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				of Rs. 2,36,000 each (inclusive of GST) towards non compliance of Regulation 17 (1A) of SEBI (LODR) Regulations, 2015		
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Place: Mangaluru  
Date: 29.05.2025  
UDIN: F004736G000487174



For Chethan Nayak & Associates  
Company Secretaries

CS Chethan Nayak K  
Partner

FCS No: 4736; CP No: 3140  
Peer Review Certificate No. : 3095/2023