M K PROTEINS

M K Proteins Limited

Regd. Office: Naraingarh Road, Village Garnala, Ambala City (Haryana), India - 134003
T: 0171-2679358 | W: www.mkproteins.in | E: compliancemkproteins@gmail.com
CIN: L15500HR2012PLC046239

Notice

Notice is hereby given that 13th Annual General Meeting of the members of **M/s M K Proteins Limited** will be held on **Friday, 19th September 2025** at **11:30 A.M.** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), to transact the following businesses with or without modification.

Ordinary Business:

Item: I: To receive, consider and adopt the Financial Statements including Audited Balance Sheet of the Company as at 31st March, 2025, the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date together with reports of the Board of Directors and the Auditors thereon.

Item: II: To re-appoint Sh. Parvind Kumar, Director who retires by rotation at this meeting and, being eligible, offered himself for re-appointment.

Special Business:

Item III: Appointment of M/s. Subhash Sajal & Associates, Chartered Accountants as Statutory Auditors of the Company to fill casual vacancy caused due to resignation of the existing Statutory Auditors M/s KRA & Co. Chartered Accountants

To consider and if thought fit, to pass the following resolution as an ***Ordinary Resolution:***

"**RESOLVED THAT** pursuant to the provisions of Section 139(8), 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendation made by the Audit Committee and the Board of Directors, M/s. Subhash Sajal & Associates, Chartered Accountants (FRN: 018178N), who have given their consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Act, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of the existing Statutory Auditors, M/s. KRA & Co., Chartered Accountants (FRN: 020266N), and they shall hold office until the conclusion of 13th Annual General Meeting of the Company on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all the necessary actions and to do all such acts, deeds, matters and things, as may be necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in this regard."

Item IV: Appointment of M/s. Subhash Sajal & Associates, Chartered Accountants as Statutory Auditors of the Company for Five years:

To consider and if thought fit, to pass the following resolution as an ***Ordinary Resolution:***

"**RESOLVED THAT** pursuant to provisions of Section 139, 142 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rule, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), M/s. Subhash Sajal & Associates, Chartered Accountants (FRN: 018178N), be and are hereby appointed as Statutory Auditors of the Company to hold office from conclusion of 13th Annual General Meeting for a term of 5 (Five) years until the conclusion of 18th Annual General Meeting to be held in the year 2030 at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

Item: V: Appointment of M/s J.P. Jagdev & Co., a Practicing Company Secretary (sole proprietor firm) as Secretarial Auditor of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ***Ordinary Resolution****:*

"RESOLVED THAT pursuant to Regulation 24A(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015; section 204 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. J.P. Jagdev & Co., a peer reviewed Practicing Company Secretaries, Ambala be and is hereby appointed as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the year 2030 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

Item: VI: Appointment of Mr. Deepak Khetarpal, (DIN: 00732804) as an Independent Director of the Company for the first term for 5 (five) consecutive years

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a ***Special Resolution****:*

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013 (''the Act''), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] Mr. Deepak Khetarpal, (DIN: 00732804) was appointed as an Additional Director (Independent Director) of the Company, with effect from 23rd August 2025, under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members be and is hereby accorded for appointment of Mr. Deepak Khetarpal, (DIN: 00732804) as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years with effect from 23rd August 2025.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

Item: VII: Ratification of Remuneration payable to Cost Auditors for the Financial Year 2025-26

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ***Ordinary Resolution:***

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and read with rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of M/s K. K. Sinha & Associates, Cost Accountants (Firm Regn. No. 100279) appointed by the Board of Directors of the Company as the Cost Auditor, to conduct the audit of cost records of the Company for the financial year ending March 31, 2026, at Rs. 50,000/- per annum (Rupees Fifty Thousand Only) be and is hereby ratified."

Item: VIII: Approval for Material Transactions with Related Parties:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a ***Special Resolution****:*

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement /Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 , governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise)

with the Related Parties as mentioned below for an aggregate value not exceeding the amounts mentioned against them and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

(Rs. In lakhs)

Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ As per Listing Agreement	KAMLA ORGANICES PVT. LTD.	SHREE GANESH FATS PVT. LTD.	KAMLA OLEO PVT. LTD.	KAMLA OIL & FATS PVT. LTD.	SHIB CHARAN DASS INDUSTRIES PVT. LTD.	SGF INDUSTRIES PRIVATE LIMITED
	Nature of Relationship	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern
	Name of interested Director(s)/KMP(s)	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Raj Kumar Sh. Vinod Kumar
1.	Sales Purchase of goods or material "*"						
	Sale of Goods	2500.00	1000.00	5000.00	3000.00	0	2500
	Purchase of Goods	2000.00	1000.00	4500.00	3000.00	0	2500
2.	Lease Rent Paid	0.00	0.00	0.00	0.00	12.00	0.00
	CSR AMOUNT	0.00	0.00	0.00	0.00	0.00	0.00
3.	Commission and Brokerage Paid	0.00	0.00	0.00	0.00	0.00	0.00
	Total	**4500.00**	**2000.00**	**9500.00**	**6000.00**	**12.00**	**5000.00**

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

For and on behalf of the Board
For M K Proteins Limited

Sd/-
Parmod Kumar
Managing Director
DIN: 0126965

Date: 23.08.2025
Place: Ambala

NOTES:

1. MCA circulars dated April 8, 2020, April 13, 2020, May 5, 2020, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 and SEBI Circulars dated May 12, 2020, January 15. 2021, May 13, 2022, January 5, 2023 and October 7 2023, (collectively referred as 'Circulars') permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with these Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this AGM is being held through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out the details relating to the Ordinary and Special Businesses to be transacted at the AGM, is annexed hereto.

3. Pursuant to MCA Circulars, since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. The Notice of the AGM along with the Annual Report 2024-25 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same.

5. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 13th September 2025 to Friday, 19th September 2025** (both days inclusive) for the purposes of the Annual General Meeting. The Board of Directors has not recommended any Dividend for the Financial Year 2024-25.

6. The board of directors has appointed Mr. J. P. Jagdev, Proprietor of M/s J.P Jagdev & Co., Practicing Company Secretary (M. No. FCS 2469 and CP 2056) as the Scrutinizer to scrutinize the e-voting at the meeting and remote e-voting process in a fair and transparent manner.

7. Pursuant to Section 113 of the Act, Corporate/Institutional members intending to appoint their authorized representative(s) to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting are requested to send (in advance),scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution/Letter of Authority/Power of Attorney, together with the respective specimen signatures of those representative(s), to the Scrutinizer through e-mail to jpjncoin@gmail.com with a copy marked to evoting@nsdl.co.in and compliancemkproteins@gmail.com.

8. Green Initiative: Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication from the Company electronically.

9. Submission of questions or queries prior to AGM Registration of Speakers: Members who would like to express their views or ask questions during the AGM may register

themselves as a speaker, during the period from September 09, 2025 to September 12, 2025 through e-mail on compliancemkproteins@gmail.com. Such questions shall be taken up during the meeting or replied by the Company suitably. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered e-mail address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at compliancemkproteins@gmail.com on or before September 12, 2025.

10. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

11. Details as required in sub-regulation (3) of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, on directors recommended by the Board for appointment at this Meeting forms part of the Notice. The Director(s) has furnished consent/disclosure for the appointment as required under the Act and rules made thereunder.

12. In accordance with the MCA circulars and SEBI circulars the Notice of AGM is being sent only through the electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar or the Depository Participant(s). The Company will not be dispatching physical copies of Notice of AGM and Annual Report 2024-25 to any Member. Members are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Registrar, by following due procedure.

13. A copy of the Notice of this AGM and Annual Report 2024-25 are available on the Company's website at www.mkproteins.in, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the RTA.

15. In all correspondences with the Company, members are requested to quote their DP ID and Client ID No(s).

16. Since the AGM will be held through VC/OAVM Facility, the Route Map of Venue is not annexed to this Notice.

General instructions for accessing and participating in the AGM through VC/OAVM Facility and Voting through electronic means including remote e-Voting

1.The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.

2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, and the MCA Circulars and Secretarial Standard-2 issued by Institute of Company Secretaries of India, the Company is providing facility of remote e-Voting to its Members in respect of the business(es) to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by National Securities Depository Limited (NSDL).

4. The remote E-voting period for all items of businesses contained in this notice of AGM shall commence from **Tuesday, 16th September 2025 at 9:00 A.M. (IST) and will end on Thursday, 18th September 2025 at 5:00 P.M. (IST).** The E-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

5. The cut-off date for determining the eligibility of shareholders to exercise remote E-voting rights and **attendance at AGM is Friday, 12th September 2025.** A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the above-mentioned cut-off date, shall be entitled to avail the facility of remote E-voting or voting at the meeting through electronic mode. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

6. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system during the AGM.

7. The Members who have cast their vote by remote E-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for E-voting before casting their vote.

8. At the AGM, the Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by electronic means to all those members who are present at the meeting but have not casted their votes by availing the remote E-voting facility.

9. The Board of Directors of your Company have appointed Mr. J. P. Jagdev, Proprietor of M/s J.P Jagdev & Co., Practicing Company Secretary (M. No. FCS 2469 and CP 2056), as the Scrutinizer to scrutinize the remote e-voting process and voting through E-voting system at the AGM in a fair and transparent manner.

10. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote E-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. Thereafter the Scrutinizer shall, submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman, or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith. The result of e-voting along with consolidated Scrutinizer's report will be declared upon conclusion of the Meeting, within the permissible timelines.

11. The results declared along with the Scrutinizer's report shall be placed on the website of the Company and shall also be communicated to the Stock Exchanges. The Resolutions, if approved, shall be deemed to be passed, on the date of EGM.

12. AGM been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Tuesday, 16th September 2025 at 9:00 A.M. (IST) and will end on Thursday, 18th September 2025 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 12th September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 12th September 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you

	will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your

	existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jpjncoin@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliancemkproteins@gmail.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliancemkproteins@gmail.com . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliancemkproteins@gmail.com. The same will be replied by the company suitably.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

For and on behalf of the Board
For M K Proteins Limited

Sd/-
Parmod Kumar
Managing Director
DIN: 0126965

Date : 23rd August 2025
Place: Ambala

Annexure-1

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under item no. **III** to **VIII** of the accompanying Notice dated August 23, 2025:

Items No. III

Appointment of M/s. Subhash Sajal & Associates, Chartered Accountants as Statutory Auditors of the Company to fill casual vacancy caused due to resignation of the existing Statutory Auditors M/s KRA & Co. Chartered Accountants:

M/s. KRA & Co., Chartered Accountants (FRN: 020266N), were appointed statutory auditor of the Company by the members at the 12th Annual General Meeting held on September 30, 2024, for 5 (Five) years from the conclusion 12th AGM till the conclusion of 17th AGM to be held in calendar year 2029, on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. M/s. KRA & Co., Chartered Accountants (FRN: 020266N), has resigned from the office of Statutory Auditor vide their letter dated August 4, 2025, before completion of their term. Their resignation has caused a casual vacancy in the office of Statutory Auditors as envisaged by section 139(8) of the Companies Act, 2013 and casual vacancy so caused by the resignation of auditors can only be filled up by the Company after taking consent of the members.

The Board of Directors at their meeting held on August 12, 2025, on the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, has appointed M/s. Subhash Sajal & Associates, Chartered Accountants, (FRN: 018178N) to hold office as Statutory Auditor of the Company till the conclusion of 13th Annual General Meeting and to fill up the casual vacancy caused by the resignation of M/s. KRA & Co., Chartered Accountants (FRN: 020266N), subject to the approval of members at the 13th Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received a letter from M/s. Subhash Sajal & Associates, Chartered Accountants communicating their eligibility and consent to accept the office, if appointed, to act as a Statutory Auditor of the Company in place of M/s. KRA & Co, Chartered Accountants with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives are in any way, interested or concerned, financially or otherwise, in the resolution set out at Item No. III.

In view of the above, the Board recommends the Ordinary Resolution set out at Item No. III of the Notice for approval of the Members.

Item No. IV

Appointment of M/s. Subhash Sajal & Associates, Chartered Accountants as Statutory Auditors of the Company for Five years:

The Board of Directors at their meeting held on August 12, 2025, on the recommendation of the Audit Committee. and pursuant to the provisions of Section 139 & 142 of the Companies Act, 2013, and rules made there under and other applicable provisions, if any, has appointed M/s. Subhash Sajal & Associates, Chartered Accountants, (FRN: 018178N) to hold office as Statutory Auditors of the Company to hold office from conclusion of 13th Annual General Meeting for a term of 5 (Five) years until the conclusion of 18th Annual General Meeting to be held in the year 2030, subject to approval of members at the 13th Annual General Meeting of the Company.

The Company has received a letter from M/s. Subhash Sajal & Associates, Chartered Accountants, (FRN: 018178N) communicating their eligibility and consent to accept the office, if appointed, to act as a Statutory Auditor of the Company with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Further details as required under the Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

a. Brief Profile of CA firm: M/s. Subhash Sajal & Associates, (FRN: 018178N) (Off. Address: 1766, New Christian Colony, Near Civil Hospital, Jagadhri-135003) is a professionally managed Chartered Accountancy firm based out of Haryana that specializes in statutory audits, tax, financial compliance, and advisory for a diverse set of clients. The firm is well recognized in the industry and listed as statutory auditor for various listed and unlisted companies. Their experienced team handles a spectrum of compliance and reporting services in line with Indian regulatory requirements

b. Proposed fee: The Audit Committee has proposed a remuneration of Rs.4,00,000/- (Rupees Four Lakhs only) per annum. However, the Board and audit committee thereof be given the power to alter and vary the terms and conditions including revision in remuneration.

c. Term of appointment: Appointment as Statutory Auditors of the Company will be from the conclusion of the 13th Annual General Meeting till the conclusion of the 18th Annual General Meeting of the Company to be held in the year 2030.

d. In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:

There is no change in the fee payable to M/s. Subhash Sajal & Associates, Chartered Accountants, for the Statutory Audit of the Company and is same as given to M/s. KRA & Co,.

e. Basis of recommendation for appointment:
The Board of Directors and the Audit Committee, at their respective meetings held on August 12, 2025, have considered various parameters like audit experience across the industries, market standing of the firm, clientele served, technical knowledge, governance standards, etc., and found M/s. Subhash Sajal & Associates, Chartered Accountants suitable for this appointment and accordingly, recommended the same.

None of the Directors, Key Managerial Personnel or their relatives are in any way, interested or concerned, financially or otherwise, in the resolution set out at Item No. IV.

In view of the above, the Board recommends the Ordinary Resolution set out at Item No. IV of the Notice for approval of the Members.

Item No. V

Appointment of M/s J.P. Jagdev & Co., a Practicing Company Secretary (sole proprietor firm) as Secretarial Auditor of the Company:

In terms of the SEBI (LODR) (Third Amendment) Regulations, 2024, Regulation 24A of the SEBI (LODR) Regulations 2015 relating to Secretarial Audit of Listed Companies was amended with the following changes:

1. Secretarial Audit of the listed companies and its' material subsidiaries to be undertaken by a Peer Reviewed Company Secretary; and
2. Appointment of Secretarial Auditors for a term of 5 (five) consecutive years (and in case of firm of Company Secretaries, for 2 (two) terms of 5 (five) consecutive years) with the approval of its shareholders in its Annual General Meeting.

Accordingly, pursuant to the provisions of section 204 and all other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 24A(1) of the SEBI (LODR) Regulations, 2015 (as amended), the Company is required to appoint secretarial auditors for a term of 5 (five) consecutive years with the approval of its shareholders in its Annual General Meeting.

The Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 23/05/2025 after duly evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence has approved and recommends the appointment of M/s. J.P. Jagdev & Co, a peer reviewed Sole Proprietorship firm of Practicing Company Secretaries as the Secretarial Auditors of the Company, to carry out the Secretarial Audit for a term of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting until the conclusion the Annual General Meeting to be held in the year 2030.

The proposed Secretarial Auditors have provided their consent to their appointment as Secretarial Auditors and have confirmed that their appointment, if confirmed by the shareholders will be in accordance with Regulation 24A of SEBI (LODR) Regulations 2015 and Section 204 of Companies Act 2013 and in particular, the eligibility and qualifications prescribed under Regulation 24A (1A), and Regulation 24A (1B).

Other disclosures:

No order has been passed by ICSI/SEBI/MCA/any other competent authority/Court, both in India or outside India, in the past 5 years against the proposed secretarial auditor. M/s. J.P. Jagdev & Co., did not have any association with the Company, its holding or subsidiary companies or any of the Promoter or Promoter Group entities during the last three financial years. The Board after taking into account the qualification and experience of M/s. J.P. Jagdev & Co and the certificate submitted by them, was of the opinion that they are qualified to be appointed as the Secretarial Auditors of the Company in accordance with the Listing Regulations and the Circular, the qualification and experience of M/s. J.P. Jagdev & Co is commensurate with the size and requirements of the Company and have accordingly recommended their appointment as the Secretarial Auditors for the term, as set out in the proposed resolution, to the members of the Company.

The proposed fees in connection with the secretarial audit shall be Rs. 35,000/- (Rupees Thirty Five Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of

Directors and M/s. J.P. Jagdev & Co., In addition to the secretarial audit, M/s. J.P. Jagdev & Co., shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors. In addition to the remuneration, the Secretarial Auditor shall be entitled to receive the out of pocket expenses as may be incurred by them during the course of the Audit or issuance of any other certificate or report or opinion.

Accordingly, based on the recommendations of the Audit Committee, the Board of Directors recommends the resolution contained in item no. V of the accompanying Notice to the shareholders for approval by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. V of the Notice.

Item No. VI:

Appointment of Mr. Deepak Khetarpal, (DIN: 00732804) as an Independent Director of the Company for the first term for five consecutive years:

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company at its meeting held on 23rd August 2025 appointed Mr. Deepak Khetarpal (DIN: 00732804) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. 23rd August 2025.

Pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Accordingly, in compliance with above and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Deepak Khetarpal (DIN: 00732804) holds office as an Additional Director till the date of the ensuing 13th Annual General Meeting (AGM) to be held on 19th September 2025.

Mr. Deepak Khetarpal is a highly accomplished and dynamic professional, holding the distinction of being a Qualified Cost and Works Accountant (CMA) with extensive expertise spanning across Costing, Finance, Business Management, Accounting, and Income Tax. Over the course of his career, he has built a reputation for his sharp analytical skills, strategic financial acumen, and result-oriented approach, which have collectively contributed to the growth and success of the organizations he has been associated with.

The Nomination and Remuneration Committee ("NRC") and the Board of Directors are of the opinion that Mr. Deepak Khetarpal will provide valuable insights to the Company and his appointment as an Independent Director will be in the interest of the Company.

The NRC had identified skills, expertise and competencies required by the Board for the effective functioning of the Company. The selection of the new Independent Director was carried out and concluded by NRC members who were Independent Directors and not considered interested in such proposal. After considering qualifications, skillsets, experience, independence, knowledge, ability to devote sufficient time, the NRC selected and recommended to the Board, the appointment of Mr. Deepak Khetarpal as Independent Director of the Company. Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 23rd August 2025 also recommended the appointment of Mr. Deepak Khetarpal (DIN: 00732804) as an Independent Director on the Board of the

Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 23rd August 2025.

Mr. Deepak Khetarpal (DIN: 00732804) is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Deepak Khetarpal (DIN: 00732804) has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Further, Mr. Deepak Khetarpal (DIN: 00732804) is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. Further, he is also registered with the Independent Director's databank maintained by the Indian Institute of Corporate Affairs (IICA). In the opinion of the Board, Mr. Deepak Khetarpal (DIN: 00732804) fulfils the conditions for his appointment as an Independent Director, as specified in the Act and SEBI Listing Regulations and is independent of the management.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Deepak Khetarpal (DIN: 00732804) as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment Mr. Deepak Khetarpal (DIN: 00732804) as an Independent Director of the Company for period of 5 years, not liable to retire by rotation, for a term commencing from the date of Board's approval i.e. 23rd August 2025.

None of the Directors, Key Managerial Personnel or their relatives are interested in or concerned, financially or otherwise, in passing the proposed resolution.

Items No. VII

Ratification of Remuneration payable to Cost Auditors for the Financial Year 2025-26:

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of **M/s K. K. Sinha & Associates, Cost Accountants, 3396, Sector - 46C, Chandigarh- 160047** (Firm Regn. No. 100279) to conduct the audit of cost records of the Company for the financial year 2025-26, at Rs. 50,000/- per annum (Rupees Fifty Thousand Only) subject to ratification by shareholders.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors during the year 2025-26 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the directors or KMP or their relatives are concerned or interested in the aforesaid resolution and your board recommends the Ordinary Resolution set out at Item No. VII of the Notice for approval by the shareholders in the interest of the Company.

Item No. VIII:

Approval for Material Transactions with Related Parties:

The Members are informed that the Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the Related Parties of the Company. As per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015.

Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Special Resolution where transactions proposed to be entered into falls, in the list of items referred therein and are in excess of threshold limits.

Proviso to Section 188 further provides that nothing contained in Sub-section (1) of Section 188 applies where transactions are entered into by the Company in the ordinary course of business other than transactions which are not on an arm's length basis.

All transactions entered into by the Company with Related Entities are at arm's length basis and in the ordinary course of business except a few of which could be construed as not in the ordinary course of business but are at arm's length basis.

In the light of provisions of the Companies Act, 2013, the Board of Directors are authorized to determine the actual sums to be involved in the transactions and to finalize terms and conditions including the period of transactions and all other matters arising out of or incidental to the proposed transactions.

The Members are informed that no Members of the Company being a Related Party or having any interest in the Resolution as set out at Item No. VIII shall be entitled to vote on this special Resolution.

The Board of Directors recommends the Resolution set forth in Item No. VIII for approval of the Members.

Except Promoter, Directors and their relatives (to the extent of their Shareholding interest in the Company), no other Director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this Resolution.

For and on behalf of the Board
For M K Proteins Limited
Sd/-
Parmod Kumar
Managing Director
DIN:0126965

Date: 23.08.2025
Place: Ambala

Annexure -2

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of the Director	**Mr. Parvind Kumar**	**Mr. Deepak Khetarpal**
DIN	**00126933**	**00732804**
Age	**64 years**	**62 years**
Designation and Category of Director	Non-Executive Director-Chairman	Non-Executive-Independent
Date of First Appointment	15th June 2012	23rd August 2025
Directorships held in other companies including equity listed companies and (excluding Foreign Companies)	• SGF Industries Private Limited • Kamla Oleo Private Limited • Shree Ganesh Fats Pvt Ltd • Shreeom Commercial Realestate Private Limited • Prayagh Global Foundation • PT Works Private Limited	NIL
Memberships / Chairmanships of committees of other companies (excluding foreign companies)	None	None
Listed Entities from which he/ she has resigned as Director in past 3 years	None	None
shareholding of non-executive directors [in the listed entity, including shareholding as a beneficial owner	1,62,72,000 Equity Shares of Re 1 each	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	Mr. Deepak Khetarpal is a highly accomplished and dynamic professional, holding distinction of being a Qualified Cost and Works Accountant (CMA) from the Institute of Cost Accountants of India with extensive expertise spanning across Costing, Finance,

		Business Management, Accounting, and Income Tax. Over the course of his career, he has built a reputation for his sharp analytical skills, strategic financial acumen, and result-oriented approach, which have collectively contributed to the growth and success of the organizations he has been associated with. The Nomination and Remuneration Committee ("NRC") and the Board of Directors are of the opinion that Mr. Deepak Khetarpal will provide valuable insights to the Company and his appointment as an Independent Director will be in the interest of the Company.

Annexure-3

DETAILS OF AUDITORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED IN TERMS OF CLAUSE 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Auditors	M/s. Subhash Sajal & Associates
Proposed audit fee payable to auditors	The fees proposed to be paid to M/s Subhash Sajal & Associates., Chartered Accountants towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements) shall be Rs. 4,00,000/- per annum or as may be decided between the Board and the Auditors with authority to Board to make changes as it may deem fit for the balance term.
Terms of appointment	M/s Subhash Sajal & Associates, Chartered Accountants' appointment is proposed to be ratified as Statutory Auditors for term of five years i.e., from the conclusion of 13th AGM till the conclusion of 18th AGM.
In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	No Change in the fee payable to such M/s. Subhash Sajal & Associates from that paid to the outgoing auditor M/s. KRA & Co.along with the rationale for such change
Basis of recommendation and auditor credentials	M/s. Subhash Sajal & Associates, (FRN: 018178N) Office Address: 1766, New Christian Colony, Near Civil Hospital, Jagadhri-135003 M/s Subhash Sajal & Associates (FRN 018178N) is a professionally managed Chartered Accountancy firm based out of Haryana that specializes in statutory audits, tax, financial compliance, and advisory for a diverse set of clients. The firm is well recognized in the industry and listed as statutory auditor for various listed and unlisted companies. Their experienced team handles a spectrum of compliance and reporting services in line with Indian regulatory requirements. The Board and the Audit Committee looked into the above mentioned factors while making their appointment in casual vacancy.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. III of the notice, except to the extent of their shareholding in the Company. The Board recommends passing of the ordinary resolution set forth in Item No. V of the notice for approval of the members.

Annexure-4

DETAILS OF SECRETARIAL AUDITOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED IN TERMS OF REGULATION 24A OF THE SEBI (LODR) REGULATIONS 2015

S. No.	Particulars	Details
1.	Reason for change viz. appointment, ~~resignation, removal, or otherwise~~	Appointment: To comply with the Companies Act, 2013 and the requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2.	Date of appointment/~~cessation~~ & term of appointment	Date: May 23, 2025 M/s. J.P. Jagdev & Co., Company Secretaries is proposed to be appointed as Secretarial Auditor of the Company for 5 years.
3.	Brief Profile (in case of appointment)	Field of Experience: Mr. Jai Prakash Jagdev is a Company Secretary (M. No. 2469 & COP No. 2056), based in Ambala. He has vast experience in the field of Company Law, Secretarial Work, Due Diligence, SEBI Regulations etc.
4.	Disclosure of relationships between directors (in case of appointment of a director).	NA