



M K PROTEINS

# M K Proteins Limited

CIN: L15500HR2012PLC046239

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## **POSTAL BALLOT NOTICE**

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

**To,  
The Members of M. K. Proteins Limited,**

**NOTICE** is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings / conducting the process of postal ballot through remote e-Voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020; 17/2020 dated 13<sup>th</sup> April, 2020; 22/2020 dated 15<sup>th</sup> June, 2020; 33/2020 dated 28<sup>th</sup> September, 2020; 39/2020 dated 31<sup>st</sup> December, 2020; 10/2021 dated 23<sup>rd</sup> June, 2021 and 20/2021 dated 8<sup>th</sup> December 2021 including any other circular issued in this regard (“**relevant Circulars**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolutions appended below are proposed to be passed by the Members of the Company, by way of postal ballot through remote voting by electronic means only:

1. Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company;
2. Issue of Bonus Shares;
3. Migration from NSE SME Platform to Main Board of NSE Limited;
4. Direct Listing on Main Board Platform of Bombay Stock Exchange of India Limited (BSE)
5. Change in designation of Mr. Parmod Kumar (DIN: 00126965) from Director to Managing Director of the Company
6. Change in designation of Mr. Vinod Kumar (DIN: 00150507) from Managing Director to Whole Time Director of the Company
7. Change in designation of Mr. Raj Kumar (DIN: 00126983) from Whole Time Director to Non-Executive Director of the Company

In compliance with the MCA Circulars the Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on 11<sup>th</sup> November, 2022 “Cut-off date”). Members may note that the Notice of Postal Ballot is uploaded on the Company’s website [www.mkproteins.in](http://www.mkproteins.in) and may be accessed by the members and will also be available on the website of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The physical copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid self-addressed business reply envelope are not being sent to the Members for this Postal Ballot and Member have been requested to communicate their assent or dissent through the e-voting system only. For this purpose, the Company has obtained the services of National Securities Depository Limited (“NSDL”)

The Company has appointed *Sh J P Jagdev, Company Secretaries* for conducting the Postal Ballot in a fair and transparent manner.

The E-voting period commences from **9:00 am (IST) on 23<sup>rd</sup> November, 2022 till 5:00 pm (IST) on 22<sup>nd</sup> December, 2022** as per instructions provided in the Notes. You are requested to peruse the proposed Resolutions along with their Explanatory Statement and read the instructions and notes carefully and thereafter cast your vote through the e-voting system not later than 5:00 pm (IST) on 22<sup>nd</sup> November, 2022. Upon completion of e-voting period, the Scrutinizer shall submit his report to the Chairman of the Company. The result of the Postal Ballot shall be announced on or before Friday, 23<sup>rd</sup> December, 2022 at the registered office of the Company and shall also be displayed on the Company’s website [www.mkproteins.in](http://www.mkproteins.in) besides communicating to the stock exchanges on which the shares of the Company are listed.

#### **PROPOSED RESOLUTIONS:**

#### **ITEM NO. 1: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 5,00,00,000 (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- (Rupee Ten Only) each to Rs. 15,00,00,000 (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs.10/- (Rupees Ten Only) by creation of 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

**“RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

*V. The Authorized Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs.10/- each (Rupees Ten Only).”*

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary and to execute all deeds, applications, documents and writings that may be required and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”

## **ITEM NO. 2: ISSUE OF BONUS SHARES**

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

**“RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for capitalization of a sum not exceeding Rs. 8,34,16,000/- (Rupees Eight Crore Thirty-Four Sixteen Thousand Only) from and out of the Company’s Free Reserves as on March 31, 2022, for the purpose of issue of bonus equity shares of Rs. 10/- (Rupees Ten) each, credited as fully paid to the eligible members of the Company holding equity shares of Rs. 10/- (Rupees Ten) each of the Company whose names appear in the Register of Members as on a ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 2 (Two) new fully paid-up equity share of Rs. 10/- each (Rupees Ten) each for every 1 (One) existing fully paid-up equity shares of Rs. 10/- (Rupees Ten) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.”

**“RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.”

**“RESOLVED FURTHER THAT** the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** in the case of Members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution and listing of shares as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

**Item No. 3: Migration of Equity Shares of the Company from NSE SME Platform to Main Board of National Stock Exchange of India Limited (NSE):**

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

**“RESOLVED THAT** pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof and subject to the applicable Laws and by-laws and rules and Regulations of NSE and subject to the approval of any statutory authorities, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company present listing from NSE SME Platform of National Stock Exchange of India Limited (NSE) to main board of NSE.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited.,

Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the

purpose of Migration of the Company present listing from NSE SME Platform of National Stock Exchange of India Limited (NSE) to Main Board of NSE.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and to settle any question, difficulties or doubts that may arises in this regard and accede to such modification and alteration to aforesaid resolution as may be suggested by National Stock Exchange of India Limited (NSE) or such other authority without requiring Board to secure any further consent or approval of member of company”.

**Item No. 4 - Direct Listing on Main Board Platform of Bombay Stock Exchange of India Limited (BSE).**

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

**“RESOLVED THAT** pursuant to the BSE norms for direct listing on main board platform of BSE Limited without IPO and subject to the applicable Laws and by-laws and rules and regulations of BSE and subject to the approval of any statutory authorities, the consent of the members of the Company be and is hereby accorded for Direct listing on Main Board of BSE Limited pursuant to migration from SME Platform of NSE to Main Board of NSE.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange of India Limited.,

Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of Direct listing on Main Board of BSE Limited pursuant to migration from SME Platform of NSE to Main Board of NSE.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and to settle any question, difficulties or doubts that may arises in this regard and accede to such modification and alteration to aforesaid resolution as may be suggested by Bombay Stock Exchange of India Limited (BSE) or such other authority without requiring Board to secure any further consent or approval of member of company.”

**Item No. 5 - Change in designation of Mr. Parmod Kumar (DIN: 00126965) from Director to Managing Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members of the Company be and is

hereby accorded for the change in designation of Mr. Parmod Kumar (DIN: 00126965) from Director to Managing Director of the Company with effect from 1<sup>st</sup> January, 2023 for the term of 5 years from 1st January, 2023 to 31<sup>st</sup> December, 2027 on a remuneration as detailed below:

**Salary:** Rs. 4,00,000/- per month (consolidated) for a period of 5 years commencing from 1st January, 2023 to 31<sup>st</sup> December, 2027 The remuneration payable to the appointee is subject to deduction of TDS under the provisions of the Income Tax Act, 1961, and Rules framed thereunder.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

**Item No. 6 - Change in designation of Mr. Vinod Kumar (DIN: 00150507) from Managing Director to Whole Time Director of the Company**

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

**“RESOLVED THAT** in partial modification of the earlier resolution approved by the shareholders on 30<sup>th</sup> September, 2022 vide Annual General Meeting, Mr. Vinod Kumar (DIN: 00150507), who was appointed as Chairman cum Managing Director for a period of five years from 01/10/2022 to 30/09/2027 be and is hereby re-designated as Whole-Time Director of the Company with effect from 1<sup>st</sup> January, 2023”

**Salary:** Rs. 4,00,000/- per month (consolidated) for a period of 5 years commencing from 1st January, 2023 to 31<sup>st</sup> December, 2027 The remuneration payable to the appointee is subject to deduction of TDS under the provisions of the Income Tax Act, 1961, and Rules framed thereunder.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

**Item No. 7 - Change in designation of Mr. Raj Kumar (DIN: 00126983) from Whole Time Director to Non-Executive Director of the Company**

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

**“RESOLVED THAT** in partial modification of the earlier resolution approved by the shareholders on 30<sup>th</sup> September, 2022 vide Annual General Meeting, Mr. Raj Kumar (DIN: 00126983), who was appointed as Whole Time Director for a period of five years from

01/10/2022 to 30/09/2027 be and is hereby re-designated as Non-Executive Director of the Company with effect from 1<sup>st</sup> January, 2023”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

By order of the Board of Directors  
**For M K Proteins Limited**

Sd/-  
**Vinod Kumar**  
**Managing Director**  
**DIN: 00150507**

Date: 22/11/2022

Place: Ambala

**Notes:**

1. The statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, November 11, 2022 (“Cut-off Date”). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 39/2020 dated December 31, 2020, (“MCA Circulars”).
4. A copy of this Postal Ballot Notice also be available on the Company's website [www.mkproteins.in](http://www.mkproteins.in), website of the Stock Exchange i.e., National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) through <https://www.evoting.nsdl.com/>.

5. Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date, i.e., Friday, November 11, 2022, only shall be entitled to avail the facility of e-voting. A person who is not member on Cut-off date should treat this notice for information purpose only.
6. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date i.e., Friday, November 11, 2022.
7. The e-voting period begins on Wednesday, 23<sup>rd</sup> November, 2022 and ends on Thursday, 22<sup>nd</sup> December, 2022. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, November 11, 2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
8. In accordance with the provisions of the MCA Circulars, Communication of the assent / dissent by Shareholders on resolutions proposed in the Notice would take place only through remote e-voting. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
9. In compliance with sections 108 and 110 of the Companies Act, 2013 and the Rules made there under and Regulation 44 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by NSDL. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. The instructions for e-voting forms part of this Notice. Members whose email ids are not registered with the Company/RTA/Depositories, for obtaining postal Ballot Notice and login credentials for remote e-voting for the resolutions are requested to refer the instructions provided in notice.
10. 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 the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited.
11. The Board of Directors has appointed Mr. J P Jagdev, Company Secretary, Ambala, as the Scrutinizer for conducting the postal ballot only through the evoting process in a fair and transparent manner and he has communicated his willingness to be appointed for the said purpose. The Scrutinizer will submit its report to the Chairman



after the completion of scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman within two working days from the date of ending of e-voting and will also be displayed on the website of the Company i.e., [www.mkproteins.in](http://www.mkproteins.in), besides being communicated to the Stock Exchange i.e., NSE Limited and Depositories i.e., NSDL.

12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Thursday, 22<sup>nd</sup> November, 2022 i.e., the last date of e-voting.
13. Resolutions passed by the Members through postal ballot are deemed to have been passed at a General Meeting of the Members, if required.
14. A member cannot exercise his vote by proxy on postal Ballot.

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**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

**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 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ 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 “ <b>Access</b>

	<p><b>to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New</li> </ol>

	<p>System Myeasi Tab and then user your existing my easi username &amp; password.</p> <ol style="list-style-type: none"> <li>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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

**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.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 use 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 [jjpncoin@gmail.com](mailto:jjpncoin@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at [evoting@nsdl.co.in](mailto: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 [mkproteins1@gmail.com](mailto:mkproteins1@gmail.com) or [info@mkproteins.in](mailto:info@mkproteins.in).
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 [mkproteins1@gmail.com](mailto:mkproteins1@gmail.com) or [info@mkproteins.in](mailto:info@mkproteins.in). If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

**EXPLANATORY STATEMENT**  
**(Pursuant to Sections 102 and 110 of the Companies Act, 2013)**

**Item No. 1: Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.**

The Current Authorised Share Capital of your Company is of Rs. 5,00,00,000 (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) each. The Company proposes to increase its authorized share capital to Rs. 15,00,00,000 (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) each to cover issuance of Bonus shares.

Pursuant to the provisions of Section 61 the proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 1 of the Postal Ballot Notice.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting i.e., Thursday, December 22, 2022.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

The Board of your Company recommends that the resolutions under Item No. 1, be passed in the interest of your Company.

**Item No. 2 – Issue of Bonus Shares**

In appreciation of continuing support from shareholders of the Company, the Board of Directors at its meeting held on November 14, 2022, subject to consent of the Members of the Company, approved and recommended issue of bonus equity shares of Rs. 10/- (Rupees Ten) each credited as fully paid-up to eligible members of the Company in the proportion of 2 (Two) new fully paid-up equity share of Rs. 10/- (Rupees Ten) each for every 1 (One) existing fully paid-up equity shares of Rs. 10/- (Rupees Ten) each held by them, by capitalizing a sum not exceeding Rs. 8,34,16,000/- (Rupees Eight Crore Thirty-Four Sixteen Thousand Only) out of the Company's Free Reserves as on March 31, 2022.

The Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the Members as fully paid bonus shares.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company.



Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 2 of the Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot Notice except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends that the Resolution under Item No. 2 be passed in the interest of your Company.

**Item No. 3 &4: Migration of Equity shares of the Company from NSE SME Platform to Main Board of National Stock Exchange of India Limited (NSE) and Direct listing on Main Board of BSE Limited.**

As the members are aware that the Company is listed on NSE SME Platform of the National Stock Exchange of India Limited (NSE). The listing helped Company in many aspects like enhanced branding, better transparency and accountability. Listing on the Main Board of National Stock Exchange of India Limited will enhance participation of retail investors in large numbers and overall market capitalization of the Company may also get increased. In terms of present rules/regulations, the Equity Shares are listed on SME Platform can be migrated to Main Board of Exchange after an initial period of 2 years from the date of listing and at similar time company by making an application for seeking to listing on Main Board of BSE under the Direct Listing when it migrating to Main Board at that stock exchange where company was originally listed. The Company is in well poised to migrate to the Main Board of NSE and Direct listed on Main Board of BSE Limited.

Also listing on the Main Board of NSE and BSE will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. Moreover, trading of Equity Shares will happen for even 1 (One) Equity Share instead of present one lot size of 500 equity shares; i.e., present equity shareholders will get better leverage in trading of equity shares of the Company.

As per the Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 Proposed resolution shall be acted upon if the votes casted by shareholders other than promoter in favour of the proposal amount to at least 2 times the number of votes cast by the shareholders other than promoter against the proposal.

The consent of the Shareholders is sought for the purpose of migration of the Company's present listing from NSE SME Platform to Main Board of National Stock Exchange of India Limited (NSE) and Direct Listing on Main Board of BSE as set out in aforesaid as special resolution. The Shareholders approval for the said purpose is sought through this resolution as required under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

None of the Promoters, Directors, and Key Managerial Personnel of the Company or their respective relatives has any interest in resolution set forth in Item No.3 & 4 of this Notice except to the extent of equity shares held by them in the Company.

In light of above Board of Directors of the Company recommended passing resolution set out in item No.3 & 4 of the Notice.

## **Item No. 5 - Change in designation of Mr. Parmod Kumar (DIN: 00126965) from Director to Managing Director of the Company**

The Board of Directors of the Company (“the Board”) at its meeting held on November 14, 2022 has, subject to approval of members, proposed to the change in designation of Mr. Parmod Kumar (DIN: 00126965) from Director to Managing Director of the Company for a period of 5 (five) years with effect from 1<sup>st</sup> January, 2023 on remuneration as recommended by the Board at its Meeting, subject to the approval of the members of the Company.

The Remuneration has been approved by the Board of Directors under provisions of Section 196, 197 and Schedule V, Part II, Section II of the Companies Act, 2013.

It is proposed to seek the members’ approval for the change in designation of appointment of Mr. Parmod Kumar (DIN: 00126965) as Managing Director of the Company and the remuneration payable to him in his capacity as Managing Director, in terms of the applicable provisions of the Act as mentioned in the Resolutions mentioned under item No. 5 of the Notice.

The other details are as under:

### **I. General Information:**

1. Nature of Industry: Manufacture Non-edible and edible oils.
2. Date or expected date of commencement of commercial production: The Company is in production since 2012.
3. Financial position based on given indicators: The Company has been making profits, but margins are falling and the profit earned by the Company are inadequate.

### **II. Information about the appointee:**

1. Background details: Mr. Parmod Kumar is associated with the Company since 2012.
2. Past Remuneration: -N.A-
3. Recognition or awards: None
4. Job Profile and his suitability: The appointee has been working and devoting his whole time to the Company.
5. Proposed Remuneration:  
Salary: Rs. 4,00,000/- p.m. (consolidated) for a period of 5 years commencing from from 1st January, 2023 to 31<sup>st</sup> December, 2027
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position (in case of expatriates the relevant details would be with respect to the country of his origin): Not Applicable
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any. - The appointee is the promoter Director of the Company is a major shareholder alongwith his family.

### **III. Other Information:**

1. Expected increase in productivity and profile in measurable terms: During the year ended on 31/03/2022 and further year on.
2. Mr. Raj Kumar, Mr. Parvind Kumar and Mr. Vinod Kumar are interested in the resolution being related to each other. He is Director in the following Companies:

S. No.	Name of the Companies	Designation	Date of Appointment
1	Kamla Oleo Private Limited	Director	03/09/2009
2	Shree Ganesh Fats Pvt Ltd	Director	28/09/2018
3	Shib Charan Dass Industries Private Limited	Director	29/07/1991
4	Saatvik Green Energy Private Limited	Director	29/05/2015
5	Kamla Finvest Private Limited	Director	07/12/2011
6	Saatvik Social Foundation	Director	21/06/2022

**Item No. 6 - Change in designation of Mr. Vinod Kumar (DIN: 00150507) from Managing Director to Whole Time Director of the Company**

The shareholders vide special resolution passed on 30th September, 2022 approved the re-appointment of Mr. Vinod Kumar (DIN: 00150507) as Chairman cum Managing Director of the Company for a period of five years w.e.f. 01/10/2022 to 30/09/2027. The terms and conditions of his re-appointment, including remuneration were approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

The Board of Directors at their meeting held on 14<sup>th</sup> November, 2022 noted the request received from Mr. Vinod Kumar (DIN: 00150507) about his desire to step down as the Managing Director of the Company, due to certain personal reasons.

Pursuant to the recommendation by the Board of Directors at their meeting held on 14<sup>th</sup> November, 2022, has proposed to the change in designated Mr. Vinod Kumar (DIN: 00150507) as the Whole-time Director of the Company w.e.f. 1<sup>st</sup> January, 2023.

The other details are as under:

**I. General Information:**

1. Nature of Industry: Manufacture Non-edible and edible oils.
2. Date or expected date of commencement of commercial production: The Company is in production since 2012.
3. Financial position based on given indicators: The Company has been making profits, but margins are falling and the profit earned by the Company are inadequate.

**II. Information about the appointee:**

1. Background details: Mr. Vinod Kumar is associated with the Company since 2012.
2. Past Remuneration: Rs. 50,000/- p.m.
3. Recognition or awards: None
4. Job Profile and his suitability: The appointee has been working and devoting his whole time to the Company.
5. Proposed Remuneration: Rs. 4,00,000/- p.m. (consolidated) for a period of 5 years commencing from from 1st January, 2023 to 31<sup>st</sup> December, 2027

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position (in case of expatriates the relevant details would be with respect to the country of his origin): Not Applicable
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any. - The appointee is the promoter Director of the Company is a major shareholder alongwith his family.

### III. Other Information:

3. Expected increase in productivity and profile in measurable terms: During the year ended on 31/03/2022 and further year on.
4. Mr. Raj Kumar, Mr. Parvind Kumar and Mr. Parmod Kumar are interested in the resolution being related to each other. He is Director in the following Companies:

S. No.	Name of the Companies	Designation	Date of Appointment
1	Kamla Oleo Private Limited	Director	03/09/2009
2	Shree Ganesh Fats Pvt Ltd	Director	28/09/2018
3	Shib Charan Dass Industries Private Limited	Director	29/07/1991
4	Sgf Industries Private Limited	Director	07/11/2016
5	Kamla Organics Private Limited	Director	01/06/2019

Save and except, Mr. Vinod Kumar (DIN: 00150507) to whom the resolution relates alongwith his relatives including Mr. Parmod Kumar, Mr. Parvind Kumar, Mr. Raj Kumar Mr. Nipun Garg, none of the Directors/ Key Managerial Personnel of the Company/their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 6 of the Notice for approval of the members as a Special Resolution.

### **Item No. 7 - Change in designation of Mr. Raj Kumar (DIN: 00126983) from Whole Time Director to Non-Executive Director of the Company**

The shareholders vide special resolution passed on 30th September, 2022 approved the re-appointment of Mr. Raj Kumar (DIN: 00126983) as Whole-time Director of the Company for a period of five years w.e.f. 01/10/2022 to 30/09/2027. The terms and conditions of his re-appointment, including remuneration were approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

The Board of Directors at their meeting held on 14<sup>th</sup> November, 2022 noted the request received from Mr. Raj Kumar (DIN: 00126983) about his desire to step down as the Whole-time Director of the Company, due to certain personal reasons.

Pursuant to the recommendation by the Board of Directors at their meeting held on 14<sup>th</sup> November, 2022, has proposed to the change in designated Mr. Raj Kumar (DIN: 00126983) as Non-Executive Director of the Company w.e.f. 1<sup>st</sup> January, 2023. Since, the designation of Mr. Raj Kumar (DIN: 00126983) was specifically mentioned as the Whole-time Director in

the earlier resolution dated 30<sup>th</sup> September, 2022 approved by the shareholders, this resolution is being proposed to modify the same.

Name	Mr. Raj Kumar (DIN: 00126893)
Date of Birth	29/08/1972
Qualification	Graduation
Expertise in Specific functional Area	40 years' experience in Edible Oil Industry
Number of Shares held in Equity Capital of the Company	290000
Directorship held in other Indian Listed Companies	Nil
Chairman/Member of Committees of Board of Directors of other Listed Companies	Nil
Disclosure of relationships between Directors/KMP inter-se	He is the brother of Mr. Pramod Kumar (Managing Director) and Mr. Vinod Kumar (Whole time Director)

Save and except, Mr. Raj Kumar (DIN: 00126983) to whom the resolution relates alongwith his relatives including Mr. Parmod Kumar, Mr. Parvind Kumar, Mr. Vinod Kumar, Mr. Nipun Garg, none of the Directors/ Key Managerial Personnel of the Company/their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 7 of the Notice for approval of the members as a Special Resolution.

By order of the Board of Directors  
**For M K Proteins Limited**

Sd/-  
**Vinod Kumar**  
**Managing Director**  
**DIN: 00150507**

Date: 22/11/2022

Place: Ambala