M K PROTEINS

Date: 04.09.2026

To
The Manager
Listing Compliance
Bombay Stock Exchange Limited
P.J.Towers, Dalal Street,
Mumbai-400 001
Maharashtra, India
SCRIP CODE: 543919

To
The Manager
Listing Compliance
National Stock Exchange of India Limited (NSE)
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai – 400051
NSE SYMBOL: MKPL

Sub: Notice of 14th Annual General Meeting (AGM) to be held on 30th September 2026

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) 2015, please find enclosed the Notice convening the 14h Annual General Meeting of the shareholders of the Company that is scheduled to be held on Wednesday, the 30th day of September, 2026 at 11:00 A.M. through VC/OAVM in accordance with the circulars issued by Ministry of Company Affairs (MCA) and Securities and Exchange Board of India (SEBI).

Information at a Glance:

Particulars	Details
Time & Date of AGM	Wednesday, 30th day of September, 2026 at 11:00 A.M.
Mode	Video Conferencing (“VC”) and other Audio Visual Means (“OAVM”)
Cut-off Date for E-voting	Wednesday, 23rd September, 2026
Commencement of E-voting	Sunday, 27th September 2026 from 09:00 A.M. (IST)
Conclusion of E-voting	Tuesday, 29th September 2026 till 05:00 P.M. (IST)
Period of Book Closure	Thursday, 24th September, 2026 to Wednesday, 30th September 2026 (both days inclusive)

You are requested to take the above-mentioned information on your records and acknowledge.

Thanking you,
Yours Truly,

For M K Proteins Limited

NEHA AGGARWAL
Digitally signed by NEHA AGGARWAL
Date: 2026.09.04 12:53:16 +05'30'

Neha Aggarwal
Company Secretary cum Compliance Officer

Notice

Notice is hereby given that 14th Annual General Meeting of the members of **M/s M K Proteins Limited** will be held on **Wednesday, 30th September 2026** at **11:00 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, 2026, 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. Raj Kumar, Director (DIN: 00126983) who retires by rotation at this meeting and, being eligible, offered himself for re-appointment.

Special Business:

Item: III: Ratification of Remuneration payable to Cost Auditors for the Financial Year 2026-27

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, 2027, at Rs. 50,000/- per annum (Rupees Fifty Thousand Only) be and is hereby ratified."

Item: IV: Appointment of Ms. Aritika Garg, (DIN: 11895058) 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] Ms. Aritika Garg, (DIN: 11895058) who was appointed as an Additional Director (Independent Director) of the Company, with effect from 22nd August 2026, 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 Ms. Aritika Garg, (DIN: 11895058)) as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years with effect from 22nd August 2026.

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: V: Approval for Material Transactions with Related Party M/s Kamla Oleo Private Limited

*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 applicable provisions of the Companies Act, 2013 ("Act") read with the rules framed thereunder and in terms of Regulation 23 read with Schedule XII of the SEBI (LODR) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, SEBI circulars/Industry Standards issued from time to time and other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of 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 ("Board") of the Company respectively, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board") which term shall be deemed to include any duly authorised Committee constituted or empowered by the Board to exercise the power conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) (excluding material modification) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), of the Company with M/s Kamla Oleo Private Limited, a related party of the Company as per the terms and conditions and details set out in the explanatory statement annexed to this Notice and as may be mutually agreed between the related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time but shall not exceed the value specified in the Explanatory Statement pursuant to Section 102 of the Act annexed hereto, provided however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be required in this connection including finalizing and executing necessary documents, 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 execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions (not materially) of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

Item VI: Approval for Material Transactions with Related Party M/s Kamla Oils and Fats Private Limited

*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 applicable provisions of the Companies Act, 2013 ("Act") read with the rules framed thereunder and in terms of Regulation 23 read with Schedule XII of the SEBI (LODR) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, SEBI circulars/Industry Standards issued from time to time and other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of 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 ("Board") of the Company respectively, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board") which term shall be deemed to include any duly authorised Committee constituted or empowered by the Board to exercise the power conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) (excluding material modification) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), of the Company with M/s Kamla Oils and Fats Private Limited, a related party of the Company, as per the terms and conditions and details set out in the explanatory statement annexed to this Notice and as may be mutually agreed between the related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time but shall not exceed the value specified in the Explanatory Statement pursuant to Section 102 of the Act annexed hereto, provided however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be required in this connection including finalizing and executing necessary documents, 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 execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions (not materially) of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

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

Sd/-
Parmod Kumar
Managing Director
DIN: 00126965

Date: 02.09.2026
Place: Ambala

NOTES:

1. The Ministry of Corporate Affairs ("MCA"), vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, (collectively "MCA Circulars") has permitted companies to conduct AGM through VC or other audio-visual means, subject to compliance with various conditions mentioned therein. In compliance with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013, rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and relevant SEBI circulars issued from time-to-time, the 14^{th} Annual General Meeting (AGM) of the Company is being convened and conducted through VC. The Registered Office of the Company shall be deemed to be the venue for the AGM.

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 2025-26 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 **Thursday, 24^{th} September, 2026 to Wednesday, 30^{th} September, 2026** (both days inclusive) for the purposes of the Annual General Meeting. The Board of Directors has not recommended any Dividend for the Financial Year 2025-26.

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: The 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 21, 2026 to September 25, 2026 through e-mail on compliancemkproteins@gmail.com. Such questions shall be taken up during the meeting or replied by the Company suitably. The 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 25, 2026.

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 2025-26 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.

13. A copy of the Notice of this AGM and Annual Report 2025-26 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.

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 **Sunday, 27th September 2026 at 09:00 A.M. (IST) and will end on Tuesday, 29th September 2026 at 05:00 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 Wednesday, 23rd September 2026.** 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 Sunday, 27th September 2026 at 9:00 A.M. (IST) and will end on Tuesday, 29th September 2026 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. 23rd September 2026, 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, 23rd September 2026.

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: 00126965

Date: 02/09/2026
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**, **IV, V and VI** of the accompanying Notice dated September 2nd, 2026:

Items No. III: Ratification of Remuneration payable to Cost Auditors for the Financial Year 2026-27

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 2026-27, 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 2026-27 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. III of the Notice for approval by the shareholders in the interest of the Company.

Item No. IV: Appointment of Ms. Aritika Garg (DIN: 11895058), as an Independent Director of the Company for the first term for 5 (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 22nd August 2026 appointed **Ms. Aritika Garg (DIN: 11895058),** as an Additional Director (Non-Executive & Independent Director) of the Company w.e.f. 22nd August 2026.

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”), Ms. Aritika Garg (DIN: 11895058), holds office as an Additional Director till the date of the ensuing 14th Annual General Meeting (AGM) to be held on 30th September 2026.

Ms. Aritika Garg (DIN: 11895058) is a qualified Chartered Accountant with over fifteen years of experience and a professional with expertise in the areas of accounting, finance, taxation, audit and related corporate matters. She possesses the requisite knowledge, skills and professional experience considered relevant for discharging the responsibilities of an Independent Director.

Ms. Garg’s professional qualification as a Chartered Accountant, together with her understanding of financial and corporate matters, is expected to enable her to provide valuable guidance and an independent perspective to the Board. Her appointment would also contribute to strengthening the Board’s overall composition and governance framework.

The Nomination and Remuneration Committee ("NRC") and the Board of Directors are of the opinion that Ms. Aritika Garg will provide valuable insights to the Company and her 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 Ms. Aritika Garg as an 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 22nd August 2026 also recommended the appointment of Ms. Aritika Garg 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 22nd August 2026.

Ms. Aritika Garg (DIN: 11895058) 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, Ms. Aritika Garg (DIN: 11895058) has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Further, Ms. Aritika Garg (DIN: 11895058) 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, she is also registered with the Independent Director's databank maintained by the Indian Institute of Corporate Affairs (IICA). In the opinion of the Board, Ms. Aritika Garg (DIN: 11895058) fulfils the conditions for her appointment as an Independent Director, as specified in the Act and SEBI Listing Regulations and is independent of the management.

Considering her expertise and knowledge, the Board considers that the appointment of Ms. Aritika Garg (DIN: 11895058) as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Ms. Aritika Garg (DIN: 11895058) 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. 22nd August 2026.

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

Item No. V & VI: Approval for Material Transactions with Related Parties:

The provisions of Regulation 23 of SEBI (LODR) Regulations, 2015 ("the SEBI Listing Regulations"), as amended from time to time, mandates prior approval of Members of the Company by way of an Ordinary Resolution, for all material related party transactions and subsequent material modifications as defined by the Audit Committee even if such transactions are in the ordinary course of the business of the concerned Company and at an arm's length basis.

Pursuant to Regulation 23 of the amended SEBI Listing Regulations effective from December 19, 2025, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions of the Company along with its subsidiaries during a financial year exceeds the materiality threshold prescribed under Schedule XII of the SEBI Listing Regulations.

The annual turnover of the Company as on March 31, 2026 is Rs. 38287.52 Lakhs. Accordingly, based on the applicable threshold prescribed under the said Schedule, a related party transaction shall be considered material for the Company if it exceeds Rs. 3828.75 Lakhs during FY 2026-27.

Accordingly, the Company is required to comply with Regulation 23 of the SEBI Listing Regulations with respect to material related party transactions proposed to be undertaken during the FY 2026-27.

Further, SEBI vide its circular dated June 26, 2025, has introduced the revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ('Standards') to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI Listing Regulations read with the SEBI Master Circular dated November 11, 2024 ('SEBI Circular'). The Industry Standards were further amended by SEBI vide its Circular dated October 13, 2025.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and taken note of the certificate placed before it by the Managing Director and Chief Financial Officer of the Company, confirming that the terms of the proposed RPT(s) are not prejudicial or unfavourable for the Company. The Audit Committee and the Board of Directors including Independent Directors have unanimously granted approval for entering into the below mentioned material RPT.

The value of transactions of the Company for the period commencing from April 1, 2026, till the date of this Notice has not exceeded the materiality threshold and is not likely to exceed the materiality threshold till the approval of these transactions by the members.

The RPTs placed for Members' approval shall also be reviewed/monitored on quarterly basis by the Independent Members of Audit Committee of the Company as per Regulation 23 of the SEBI Listing Regulations and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the Members. Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and Dealing with Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23 of the SEBI Listing Regulations.

The Members are requested to note that the proposed transactions are in the interest of the Company. Further, the justification pertaining to the said transaction is separately provided in the table below in the explanatory statement. The Members may note that the Company had been undertaking such transactions of similar nature with related parties in the past Financial Years, in the ordinary course of business and on arm's length after obtaining requisite approvals, including from the Audit Committee of the Company and the shareholders, as per the requirements of the applicable law.

The maximum annual value of the proposed transactions with the related parties is estimated based on the Company's current transactions with them and future business projections.

As per the amended SEBI LODR Regulations, omnibus approval granted by the shareholders for Material Related Party transactions at an Annual General Meeting of the Company shall be valid till the date of the next Annual General Meeting held within the timelines prescribed under section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder.

(i) Details of Material Related Party Transactions between the Company and M/s Kamla Oleo Private Limited

Sr. No.	Particulars of the Information	Disclosures
Part A: Minimum Information of the proposed Related Party Transaction		
A(1) Basic Detail of the Related Party		
1.	Name of the Related Party	M/s Kamla Oleo Private Limited
2.	Country of Incorporation of Related Party	India
3.	Nature of Business of the Related Party	Manufacture of Soap Noodles & Oleo Chemicals
A(2) **Relationship and ownership of the related party**		
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party	The Directors Mr. Parmod Kumar, Mr. Vinod Kumar, Mr. Raj Kumar and Mr. Parvind Kumar are also Directors in M/s Kamla Oleo Private Limited
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	**NIL**
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	**NIL**
A(3) **Financial performance of the related party**		
7.	Standalone turnover of the related party for each of the last three financial years:	
	FY 2024-2025	**Rs. 303,60,84,801**
	FY 2023-2024	**Rs. 316,69,70,344**
	FY 2022-2023	**Rs. 666,71,06,745**
8.	Standalone net worth of the related party for each of the last three financial years:	
	FY 2024-2025	**Rs. 134,01,64,186.91**
	FY 2023-2024	**Rs. 126,99,17,876**
	FY 2022-2023	**Rs. 1,18,90,12,467**
9.	Standalone net profits of the related party for each of the last three financial years:	
	FY 2024-2025	**Rs. 9,53,37,154.87**
	FY 2023-2024	**Rs. 11,07,29,398**
	FY 2022-2023	**Rs. 21,32,31,372**
A(4) **Details of previous transactions with the related party**		
10.	Total amount of all the transactions undertaken by the listed entity with the related party during each of the last three financial years.	

	2025-26 **S. No.** **Nature of Transaction** **Amount (Rs.)** 1 Purchases 51,46,20,570 2 Sales 5,79,54,720 Total **57,25,75,290**	
	2024-25 **S.No.** **Nature of Transaction** **Amount (Rs.)** 1 Purchases 32,70,48,005 2 Sales 85,98,100 **Total** **33,56,46,105**	
	2023-24 **S.No.** **Nature of Transaction** **Amount (Rs.)** 1 Purchases 5,72,14,500 2 Sales 22,54,98,200 **Total** **28,27,12,700**	
11.	Total amount of all the transactions undertaken by the listed entity ~~or subsidiary~~ with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	**Rs. 16,00,52,700**
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	**Yes**
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	**No**
A(5). Amount of the proposed transactions *(All types of transactions taken together)*		
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	**Rs. 80 Crore**
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	**Yes**
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	**20.89 %**
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	**NA**

<table>
<tr><td>18.</td><td>Value of the proposed transactions as a percentage of the related party’s annual standalone turnover for the immediately preceding financial year</td><td colspan="4">48.83%</td></tr>
<tr><td colspan="6">B. Details for specific transactions</td></tr>
<tr><td colspan="6">B(1). Basic details of the proposed transaction</td></tr>
<tr><td rowspan="3">1.

2.</td><td rowspan="3">Specific type of the proposed transaction
&
Details of the proposed transaction</td><td>Sr. No.</td><td>Specific Type of the Proposed Transactions</td><td>Details of the Proposed Transaction</td><td>Amount (Rs. in Crore)</td></tr>
<tr><td>1</td><td>Sale of Goods or any other similar business transaction and trade advances</td><td rowspan="2">Transactions relating to sale/purchase of any goods and materials including Palm Fatty Acid, Non-Edible Oil, Rice Bran Oil and Chemicals.</td><td>10</td></tr>
<tr><td>2</td><td>Purchase of Goods or any other similar business transaction and trade advances</td><td>70</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td colspan="4">The shareholders’ approval will be valid for the period commencing from the date of the Annual General Meeting i.e., 30th September 2026 upto the date of the Next Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>4.</td><td>Indicative date / timeline for undertaking the transaction</td><td colspan="4"></td></tr>
<tr><td>5.</td><td>Whether omnibus approval is being sought?</td><td colspan="4">Yes</td></tr>
<tr><td>6.</td><td>Value of the proposed transaction during a financial year.</td><td colspan="4">Rs. 80 Crore</td></tr>
<tr><td>7.</td><td>Whether the RPTs proposed to be entered into are:
i (i) not prejudicial to the interest of public shareholders, and
ii (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party</td><td colspan="4">YES</td></tr>
<tr><td>8.</td><td>Justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.</td><td colspan="4">The proposed Related Party Transactions are in the ordinary course of business and are intended to ensure continuity and timely availability of required goods/materials at competitive and commercially viable terms. The transactions are proposed to be undertaken on an arm’s-length basis and are expected to support operational efficiency and business requirements of the Company. Accordingly, the transactions are considered to be in the best interests of the Company and its public shareholders.</td></tr>
<tr><td>9.</td><td>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
The details shall be provided, where the</td><td colspan="4">Directors of the Company, are interested in the proposed transaction by virtue of their also being Directors in M/s Kamla Oleo Private Limited, the related party.</td></tr>
</table>

	shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	
	(a) Name of the director / KMP/ partner	Mr. Parmod Kumar, Mr. Vinod Kumar, Mr. Raj Kumar and Mr. Parvind Kumar
	(b.) Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	16.07 %
10.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The related party transactions will be in line with the Company's Policy on Materiality of and Dealing with Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.
11.	Any other information relevant for decision making	All relevant information has been appropriately disclosed herein for informed decision making.
B(2). Additional details for proposed transactions relating to sale/ purchase		
12.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bidding or other process has been applied for choosing M/s Kamla Oleo Private Limited for the proposed transaction. The Company benefits through operational synergies, cost optimisation, efficient working capital, assurance of product/ service quality, utilising the expertise within the Group for manufacturing, sourcing, etc. thereby bringing efficiencies in the businesses, providing enhanced level of user experience to the consumers of the Company to enable achieve growth objectives.
13.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	NA

(ii) Details of Material Related Party Transactions between the Company and M/s Kamla Oils and Fats Private Limited

Sr. No.	**Particulars of the Information**	
Part A: Minimum Information of the proposed Related Party Transaction		
A(1) Basic Detail of the Related Party		
1.	Name of the Related Party	M/s Kamla Oils and Fats Private Limited
2.	Country of Incorporation of Related Party	India
3.	Nature of Business of the Related Party	Manufacture of Edible Grade Vegetable Oils
A(2) **Relationship and ownership of the related party**		

4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party	Mr. Parmod Kumar, Mr. Vinod Kumar, Mr. Raj Kumar and Mr. Parvind Kumar, Directors of the Company, are related to Mr. Himanshu Garg and Mr. Arvind Kumar, who are Directors and shareholders of Kamla Oils and Fats Limited, and accordingly, the parties are related within the meaning of the applicable provisions of the Companies Act, 2013.
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	**NIL**
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	**NIL**
A(3) **Financial performance of the related party**		
7.	Standalone turnover of the related party for each of the last three financial years:	
	FY 2024-2025	**Rs. 103,81,06,491**
	FY 2023-2024	**Rs. 87,64,37,556**
	FY 2022-2023	**Rs. 132,00,66,979**
8.	Standalone net worth of the related party for each of the last three financial years:	
	FY 2024-2025	**Rs. 8,85,22,569**
	FY 2023-2024	**Rs. 7,66,05,298**
	FY 2022-2023	**Rs. 7,18,71,956**
9.	Standalone net profits of the related party for each of the last three financial years:	
	FY 2024-2025	**Rs. 1,60,58,376**
	FY 2023-2024	**Rs. 63,59,123**
	FY 2022-2023	**Rs. 1,55,62,035**
A(4) **Details of previous transactions with the related party**		
10.	Total amount of all the transactions undertaken by the listed entity with the related party during each of the last three financial years.	

2025-26

S.No.	**Nature of Transaction**	**Amount (Rs.)**
1	Purchase of Goods	14,53,52,733
	Total	**14,53,52,733**

2024-25

S.No.	**Nature of Transaction**	**Amount (Rs.)**
1	Purchase of Goods	14,71,23,570
2	Sales of Goods	1,48,38,020
	Total	**16,19,61590.00**

	2023-24 **S.No. — Nature of Transaction — Amount (Rs.)** 1 — Purchase of Goods — 32,12,62,519 2 — Sales of Goods — NIL **Total — 32,12,62,519**	
11.	Total amount of all the transactions undertaken by the listed entity ~~or subsidiary~~ with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	**Rs. 2,20,62,756.00**
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	**Yes**
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	**No**
A(5). Amount of the proposed transactions *(All types of transactions taken together)*		
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	**Rs. 55 Crore**
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	**Yes**
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	**14.36 %**
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	**NA**
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year	**51.85 %**
B. Details for specific transactions		
B(1). Basic details of the proposed transaction		

<table>
<tr><td rowspan="3">1.

2.</td><td rowspan="3">Specific type of the proposed transaction
&
Details of the proposed transaction</td><td>Sr. No.</td><td>Specific Type of the Proposed Transactions</td><td>Details of the Proposed Transaction</td><td>Amount (Rs. in Crore)</td></tr>
<tr><td>1</td><td>Sale of Goods or any other similar business transaction and trade advances</td><td rowspan="2">Transactions relating to sale/purchase of any goods and materials including Rice Bran Oil and other types of Vegetable Oil.</td><td>25</td></tr>
<tr><td>2</td><td>Purchase of Goods or any other similar business transaction and trade advances</td><td>30</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td colspan="4">The shareholders' approval will be valid for the period commencing from the date of the Annual General Meeting i.e., 30th September 2026 upto the date of the Next Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>4.</td><td>Indicative date / timeline for undertaking the transaction</td><td colspan="4"></td></tr>
<tr><td>5.</td><td>Whether omnibus approval is being sought?</td><td colspan="4">Yes</td></tr>
<tr><td>6.</td><td>Value of the proposed transaction during a financial year.</td><td colspan="4">Rs. 55 Crore</td></tr>
<tr><td>7.</td><td>Whether the RPTs proposed to be entered into are:
iii (i) not prejudicial to the interest of public shareholders, and
iv (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party</td><td colspan="4">YES</td></tr>
<tr><td>8.</td><td>Justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.</td><td colspan="4">The proposed Related Party Transactions are in the ordinary course of business and are intended to ensure continuity and timely availability of required goods/materials at competitive and commercially viable terms. The transactions are proposed to be undertaken on an arm's-length basis and are expected to support operational efficiency and business requirements of the Company. Accordingly, the transactions are considered to be in the best interests of the Company and its public shareholders.</td></tr>
<tr><td>9.</td><td>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</td><td colspan="4">Directors of the Company, are interested in the proposed transaction by virtue of their Relatives being Directors in M/s Kamla Oil and Fats Private Limited, the related party.</td></tr>
<tr><td></td><td>(b) Name of the director / KMP/ partner</td><td colspan="4">Mr. Parmod Kumar, Mr. Vinod Kumar, Mr. Raj Kumar and Mr. Parvind Kumar</td></tr>
<tr><td></td><td>(b.) Shareholding of the director / KMP/ partner, whether direct or</td><td colspan="4">16.07 %</td></tr>
</table>

	indirect, in the listed entity	
10.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The related party transactions will be in line with the Company's Policy on Materiality of and Dealing with Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.
11.	Any other information relevant for decision making	All relevant information has been appropriately disclosed herein for informed decision making.
B(2). Additional details for proposed transactions relating to sale/ purchase		
12.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bidding or other process has been applied for choosing Kamla Oil and Fats Private Limited for the proposed transaction. The Company benefits through operational synergies, cost optimisation, efficient working capital, assurance of product/ service quality, utilising the expertise within the Group for manufacturing, sourcing, etc. thereby bringing efficiencies in the businesses, providing enhanced level of user experience to the consumers of the Company to enable achieve growth objectives.
13.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	NA

The Company has in place a robust process for approval of Material Related Party Transactions and on dealing with Related Parties.

As per the process, necessary details for each of the Related Party Transactions as applicable along with the justification are provided to the Audit Committee in terms of the Company's Policy on Materiality of and Dealing with Related Party Transactions and as required under SEBI Circular(s).

Further, the Audit Committee at its meeting held on 29th May 2026 has reviewed the certificate from the Managing Director, Chief Financial Officer of the Company confirming that the proposed Related Party Transactions are in the best interest of the Company and are entered in the ordinary course of business and on an arm's length basis.

Relevant disclosures for decision-making were placed before Audit Committee and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

The Related Party Transactions placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the SEBI LODR Regulations and section 177 of the Companies Act, 2013 and shall remain within the proposed amount(s) being placed before the Members.

Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and Dealing with Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI LODR Regulations. As per the SEBI LODR Regulations effective from 1st January 2022, all the Related Party Transactions shall be approved only by those members of the audit committee, who are independent directors.

Accordingly, the Material Related Party Transactions placed for Members approval have been approved only by those Members of the Audit Committee who are Independent Directors.

The Company will seek separate approval on an Annual Basis from the shareholders, in future, in case any omnibus approvals are needed for Material Related Party Transactions.

The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and are in the best interest of the Company and its Members.

The Members may please note that in terms of provisions of the SEBI LODR Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolutions at Item No. V and VI of the Notice.

The Board of Directors of the Company recommends the Material Related Party Transactions of the Company as set out in the Item Nos. V and VI of the Notice for approval of the Members by way of Ordinary Resolutions.

For and on behalf of the Board
For M K Proteins Limited
Sd/-
Parmod Kumar
Managing Director
DIN: 00126965

Date: 02.09.2026
Place: Ambala

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. Raj Kumar**	**Ms. Aritika Garg**
DIN	**00126983**	**11895058**
Date of Birth	29/08/1972	16/11/1984
Age	54 years	41 years
Designation and Category of Director	Non-Executive	Non-Executive-Independent
Date of First Appointment	15/06/2012	21/08/2026
Profile	Mr. Raj Kumar, is one of the Promoters and the Director of our Company. He has done his graduation in B.Sc. from Kurukshetra University. He is a businessman having rich experience of more than 23 years in manufacturing Soap noodles and refining of Palm Kernel Oil.	Ms. Ms. Aritika Garg (DIN: 11895058) is a qualified Chartered Accountant with over fifteen years of experience and a professional with expertise in the areas of accounting, finance, taxation, audit and related corporate matters. She possesses the requisite knowledge, skills and professional experience considered relevant for discharging the responsibilities of an Independent Director.
Qualification	B.Sc. from Kurukshetra University	Chartered Accountant
Experience	23 years	15 years
Remuneration last drawn	NIL	NIL
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	NONE
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	2,32,20,000 Equity Shares of Re 1 each	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in	NA	Ms. Garg's professional qualification as a Chartered Accountant, together with her

which the proposed person meets such requirements		understanding of financial and corporate matters, is expected to enable her to provide valuable guidance and an independent perspective to the Board. Her appointment would also contribute to strengthening the Board's overall composition and governance framework. The Nomination and Remuneration Committee ("NRC") and the Board of Directors are of the opinion that Ms. Aritika Garg will provide valuable insights to the Company and her appointment as an Independent Director will be in the interest of the Company.
Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any	Mr. Raj Kumar is the brother of Directors Mr. Parmod Kumar, Mr. Parvind Kumar and Mr. Vinod Kumar	NIL
Membership/Chairmanship of the Committees	He is the Member of Nomination & Remuneration Committee and Chairman of Stakeholders Relationship Committee	NIL