

NOTICE OF EXTRA- ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (EGM) (#1/FY 24-25) OF MEETING OF THE MEMBERS OF MS/ ORKLA INDIA PRIVATE LIMITED (FORMERLY KNOWN AS MTR FOODS PRIVATE LIMITED) WILL BE HELD AT NO.1, 2ND & 3RD FLOOR, 100 FEET INNER RING ROAD EJIPURA, ASHWINI LAYOUT, VIVEK NAGAR, BENGALURU – 560047 ON MONDAY, 13TH JANUARY, 2025 AT 10:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. TO APPROVE AMALGAMATION OF RASOI MAGIC FOODS (INDIA) PRIVATE LIMITED WITH ORKLA INDIA PRIVATE LIMITED (TRANSFEREE COMPANY)

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

"RESOLVED THAT pursuant to the provisions of Section 233 read with Rule 25 of Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 and all other applicable provisions, if any, of the Companies Act, 2013 and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the sanction of the Regional Director, South East Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable, consent of the Board be and is hereby accorded for the Scheme of Amalgamation of Rasoi Magic Foods (India) Private Limited with Orkla India Private Limited and their respective shareholders (herein after referred to as 'Scheme' or 'the Scheme' or 'this Scheme').

RESOLVED FURTHER THAT, the draft Scheme placed before the meeting and initialled by the Chairman for the purpose of identification, being advantageous and beneficial to the shareholders and the terms thereof being fair and reasonable, be and is hereby approved.

RESOLVED FURTHER THAT any of the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to take all the necessary steps to:

- a) Finalize and Settle the draft Scheme of Amalgamation;
- b) Execute and file declarations and other documents with the ROC and other concerned authorities
- c) Execute and file of application with the Regional Director South East Region or such other appropriate authority for approval of the scheme;
- d) Execute and file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary, and sign and issue public advertisements and notices;
- e) Obtaining approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;
- f) Making any alterations/ changes/ modifications to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme; particularly for satisfying the requirements or conditions imposed by the Central Government or any other authority;
- g) Signing all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- h) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution; and
- i) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT any of the Directors, the Chief Financial Officer and the Company Secretary of the Company be and is hereby severally authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

2. TO APPROVE AMALGAMATION OF BAMS CONDIMENTS IMPEX PRIVATE LIMITED WITH ORKLA INDIA PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the provisions of Section 233 read with Rule 25 of Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 and all other applicable provisions, if any, of the Companies Act, 2013 and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the sanction of the Regional Director, South East Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable, consent of the Board be and is hereby accorded for the Scheme of Amalgamation of BAMS Condiments Impex Private Limited with Orkla India Private Limited and their respective shareholders (herein after referred to as 'Scheme' or 'the Scheme' or 'this Scheme').

RESOLVED FURTHER THAT, the draft Scheme placed before the meeting and initialled by the Chairman for the purpose of identification, being advantageous and beneficial to the shareholders and the terms thereof being fair and reasonable, be and is hereby approved.

RESOLVED FURTHER THAT any of the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to take all the necessary steps to:

- a. Finalize and Settle the draft Scheme of Amalgamation;
- b. Execute and file declarations and other documents with the ROC and other concerned authorities
- c. Execute and file of application with the Regional Director South East Region or such other appropriate authority for approval of the scheme;
- d. Execute and file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary, and sign and issue public advertisements and notices;
- e. Obtaining approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;
- f. Making any alterations/ changes/ modifications to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme; particularly for satisfying the requirements or conditions imposed by the Central Government or any other authority;
- g. Signing all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- h. To settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution; and
- i. To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT any of the Directors, the Chief Financial Officer and the Company Secretary of the Company be and is hereby severally authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

3. TO APPROVE THE PROPOSED SCHEME OF AMALGAMATION OF RASOI MAGIC FOODS (INDIA) PRIVATE LIMITED (TRANSFEROR COMPANY NO.1) AND BAMS CONDIMENTS IMPEX PRIVATE LIMITED (TRANSFEROR COMPANY NO.2) WITH ORKLA INDIA PRIVATE LIMITED (TRANSFEREE COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS.

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

"RESOLVED THAT pursuant to the provisions of Section 233 read with Rule 25 of Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 and all other applicable provisions, if any, of the Companies Act, 2013 and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval of the shareholders / creditors of the Company and subject to the sanction of the Regional Director, South East Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable, consent of the Board be and is hereby accorded for the Scheme of Amalgamation of Rasoi Magic Foods (India) Private Limited (Transferor Company No.1) and BAMS Condiments Impex Private Limited (Transferor Company No.2) with Orkla India Private Limited (Transferee Company) and their respective shareholders (herein after referred to as 'Scheme' or 'the Scheme' or 'this Scheme').

RESOLVED FURTHER THAT, the draft Scheme placed before the meeting and initialled by the Chairman for the purpose of identification, being advantageous and beneficial to the shareholders and the terms thereof being fair and reasonable, be and is hereby approved.

RESOLVED FURTHER THAT any of the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to take all the necessary steps to:

- a) Finalize and Settle the draft Scheme of Amalgamation;
- b) Execute and file declarations and other documents with the ROC and other concerned authorities
- c) Execute and file of application with the Regional Director South East Region or such other appropriate authority for approval of the scheme;
- d) Execute and file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary, and sign and issue public advertisements and notices;
- e) Obtaining approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;
- f) Making any alterations/ changes/ modifications to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme; particularly for satisfying the requirements or conditions imposed by the Central Government or any other authority;
- g) Signing all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- h) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution; and
- i) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.



RESOLVED FURTHER THAT any of the Directors, the Chief Financial Officer and the Company Secretary of the Company be and is hereby severally authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

By order of the Board of Directors of

ORKLA INDIA PRIVATE LIMITED

(Formerly Known as MTR Foods Private Limited)

KAUSHIK Digitally signed by
KAUSHIK SESHADRI
SESHADRI Date: 2024.12.21
08:13:44 +05'30'

Kaushik Seshadri

Company Secretary

ICSI M. No. A41800

Date: 21st December 2024

Place: Bengaluru

Registered Office: **Orkla India Private Limited**

(Formerly MTR Foods Private Limited)

No. 1, 2nd & 3rd Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Viveknagar SO, Bengaluru - 560 047. INDIA

CIN: U15136KA1996PTC021007 | T: +91 80 4081 2100/7 | Website: www.orklaindia.com

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business as set out above is annexed hereto.
2. Attendance sheets are enclosed with this notice.
3. Corporate members intending to send their authorised representative(s) to attend the EGM are requested to send to the Company a certified true copy of the relevant board resolution authorising such representative(s) to attend and vote on their behalf at the EGM.
4. Members should bring the attendance sheets duly filled in at the meeting to avoid any inconvenience.
5. Documents and other statutory registers/records, as required in terms of the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and the applicable secretarial standard on general meetings shall be available for inspection at the registered office of the Company during normal business hours on all working days up to the date of the EGM and also at the EGM.
6. Route map to the venue of the EGM is annexed hereto.

By order of the Board of Directors of
ORKLA INDIA PRIVATE LIMITED
(Formerly Known as MTR Foods Private Limited)

KAUSHIK Digitally signed by
KAUSHIK SESHADRI
SESHADRI Date: 2024.12.21
08:14:07 +05'30'

Kaushik Seshadri
Company Secretary
ICSI M. No. A41800

Date: 21st December 2024
Place: Bengaluru

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

Item No 1:

TO APPROVE AMALGAMATION OF RASOI MAGIC FOODS (INDIA) PRIVATE LIMITED WITH ORKLA INDIA PRIVATE LIMITED (TRANSFEREE COMPANY)

Board of Directors of Orkla India Private Limited at their Board meeting dated November 26, 2024 passed a resolution in favor amalgamation of Rasoi Magic Foods (India) Private Limited, which would result in cost optimization, optimum resource utilization and operational convenience, to merge the said company with Orkla India Private Limited. The approval of Board of Directors is subject to approval of members, hence the same is being proposed as special resolution at the extraordinary general meeting seeking for the approval of the Shareholders.

Item No 2:

TO APPROVE THE SCHEME OF AMALGAMATION OF BAMS CONDIMENTS IMPEX PRIVATE LIMITED WITH ORKLA INDIA PRIVATE LIMITED

Board of Directors of Orkla India Private Limited at their Board meeting dated November 26, 2024 passed a resolution in favor amalgamation of BAMS Condiments Impex Private Limited, which would result in cost optimization, optimum resource utilization and operational convenience, to merge the said company with Orkla India Private Limited. The approval of Board of Directors is subject to approval of members, hence the same is being proposed as special resolution at the extraordinary general meeting seeking for the approval of the Shareholders.

Item No 3:

TO APPROVE THE SCHEME OF AMALGAMATION OF RASOI MAGIC FOODS (INDIA) PRIVATE LIMITED (TRANSFEROR COMPANY NO.1) AND BAMS CONDIMENTS IMPEX PRIVATE LIMITED (TRANSFEROR COMPANY NO.2) WITH ORKLA INDIA PRIVATE LIMITED (TRANSFEREE COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS

In alignment with the proposed amalgamation of Transferor Company No. 1 and Transferor Company No. 2 with the Transferee Company, the Board of Directors of the Transferee Company propose a scheme for the amalgamation. The said scheme has been approved by the Board of Directors at its meeting held on November 26, 2024 and such approval is subject to approval of members at this extraordinary general meeting seeking for the approval of the Shareholders.

By order of the Board of Directors of
ORKLA INDIA PRIVATE LIMITED
(Formerly Known as MTR Foods Private Limited)

Digitally signed
by KAUSHIK
SESHADRI
Date: 2024.12.21
08:14:28 +05'30'

Kaushik Seshadri
Company Secretary
ICSI M. No. A41800

Date: 21st December 2024

Place: Bengaluru

Route map for the venue of meeting

