

**NOTICE OF EXTRA- ORDINARY GENERAL MEETING (EGM)**

SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (#1/FY25-26) OF THE MEMBERS OF ORKLA INDIA LIMITED (FORMERLY KNOWN AS "ORKLA INDIA PRIVATE LIMITED" AND "MTR FOODS PRIVATE LIMITED") WILL BE HELD ON WEDNESDAY, THE 7<sup>th</sup> DAY OF MAY 2025 AT 10.30 A.M. (IST) AT ITS REGISTERED OFFICE AT NO. 1, 2<sup>ND</sup> & 3<sup>RD</sup> FLOOR, 100 FEET INNER RING ROAD, EJIPURA, ASHWINI LAYOUT, VIVEK NAGAR, BENGALURU - 560047, KARNATAKA, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:

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**SPECIAL BUSINESS:**

**1. APPOINTMENT OF MR. SANJAY SHARMA (DIN: 02581107) AS THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013, ("Act") and rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force and applicable provisions of Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of Mr. Sanjay Sharma (DIN: 02581107) as the Managing Director and Chief Executive Officer of the Company, for a period of five years, with effect from April 01, 2025 to March 31, 2030, not liable to retire by rotation, upon the terms and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act with liberty to the Board of Directors (which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the appointment as it may deem fit and in such manner as may be agreed to between the Board of Directors and Mr. Sanjay Sharma.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any duly authorized committee or representative thereof, be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."

## **2. PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO INDEPENDENT DIRECTORS**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder read with Schedule V of the Act (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6) and other applicable regulations, read with the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include Nomination and Remuneration Committee of the Board) the approval of the Members of the Company be and is hereby accorded for payment of remuneration by way of commission to Non-Executive Independent Directors of the Company for their respective tenures, of a sum not exceeding 1% per annum of the net profits of the Company or maximum of INR 42,50,000/- (Rupees Forty-Two Lakhs Fifty Thousand only) per annum whichever is lower, to be paid in such manner for the duration of their appointment as may be determined by the Board as per applicable provisions of the Act and other applicable regulations.

**RESOLVED FURTHER THAT** the above remuneration shall be paid in addition to sitting fees payable to the Non-Executive Independent Directors for attending the meetings of the Board or Committees thereof as may be decided by the Board as per the provisions of Section 197 of the Act.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during their respective tenures, the Non-Executive Independent Directors shall be paid remuneration by way of commission as set out in the explanatory statement, in accordance with the limits specified in Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to approve the reimbursement of expenses for participation of Non-Executive Independent Directors in the Board and / or Committee meetings based on actual expenses.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including but not limited to seeking all necessary approvals, to sign and execute all deeds, applications, documents, papers, forms and writings as may be required, for and on behalf of the Company, to settle all such issues, questions, difficulties or doubts whatsoever as may arise

and to take all such steps and decisions in this regard to give effect to this resolution and for the matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."

### **3. SUB-DIVISION OF EQUITY SHARES OF THE COMPANY**

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

**"RESOLVED THAT**, pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 including the rules framed thereunder, and in accordance with the Articles of Association of the Company and subject to any approvals, consents, permissions and sanctions, if any, required from any competent authority, consent of the shareholders of the Company be and is hereby accorded to sub-divide each fully paid up equity share of the nominal value of INR 10/- (Rupees Ten Only) each in the capital of the Company, into 10 (Ten) equity shares of INR 1/- (Rupee One Only) each fully paid up and all the fully paid up equity shares of INR 10/- (Rupees Ten Only) each of the Company, be subdivided accordingly with effect from the record date being May 02, 2025.

**RESOLVED FURTHER THAT** pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid-up equity shares of nominal value of INR 10/- (Rupees Ten Only) of the Company, existing as on the record date shall stand subdivided into equity shares of nominal value INR 1/- (Rupee One Only) each, fully paid up.

**RESOLVED FURTHER THAT** upon sub-division of equity shares of the Company as aforesaid, the number of sub-divided equity shares to be credited to the respective beneficiary accounts of the shareholders with the depository participants, in lieu of the existing credits representing the equity shares before sub-division.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary be and is hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to this above resolution.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."

#### 4. ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION CONSEQUENT UPON SUB-DIVISION

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

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Shareholders be and is hereby accorded to alter the Memorandum of Association.


**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company, be and is hereby deleted and substituted with the following:

V. *The Authorised Share Capital of the Company is INR 1,11,30,00,000/- (Indian Rupees One Hundred and Eleven Crore Thirty Lakhs only) divided into 89,30,00,000 (Eighty Nine Crore Thirty Lakhs) equity shares of face value of INR 1/- (Indian Rupee One only) each and 2,20,00,000 (Two Crore Twenty Lakh) redeemable optionally convertible preference shares of face value of INR 10/- (Indian Rupee Ten only) each.*

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary be and is hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above resolution.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company is authorized to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."

By order of the Board of Directors of  
**ORKLA INDIA LIMITED**  
(Formerly known as "Orkla India Private Limited"  
and "MTR Foods Private Limited")

  
\_\_\_\_\_  
**KAUSHIK SESHADRI**  
Company Secretary  
ICSI M. No. A41800



Date: May 01, 2025

Place: Bengaluru

**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. A Member entitled to attend and vote at an Extra-Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company.

The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than two hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
5. 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.
6. Consent of the shareholders under Section 101(1) of the Companies Act, 2013 for issue of shorter notice is annexed herewith.
7. Members should bring the attendance sheets duly filled in at the meeting to avoid any inconvenience.
8. 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.
9. Route map to the venue of the EGM is annexed hereto.



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

**Item No. 1: APPOINTMENT OF MR. SANJAY SHARMA (DIN: 02581107) AS THE  
MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY**

The Board of Directors at its meeting held on April 09, 2025, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Sanjay Sharma (DIN: 02581107) as the Managing Director and Chief Executive Officer (MD & CEO) for a term of five years with effect from April 01, 2025 to March 31, 2030, not liable to retire by rotation.

**Brief profile of Mr. Sanjay Sharma is as follows:**

Mr. Sanjay Sharma has been serving as a Director & CEO of the Company since February 01, 2009. He has over three decades of experience in the marketing and FMCG sector. He was previously associated with Voltas Foods and Beverages Limited as manager dispense operations, Colgate-Palmolive (India) Limited as senior product manager, Dabur India Limited as business head (food division) and IFFCO group as director – beverages, culinary and strategic marketing. Under his leadership, the Company's business presence in India has grown significantly, establishing itself as a pioneer in the packaged foods industry.

The key terms and conditions of Mr. Sanjay Sharma's appointment as the MD & CEO are as follows:

**1. Tenure of Appointment**

The appointment as MD & CEO is for a period of five years with effect from April 01, 2025 to March 31, 2030.

**2. Remuneration**

**a) Basic Salary**

Basic Salary of Rs. 1,62,77,472 /- per annum effective January 01, 2025.

**b) Benefits & Allowances**

In addition to the basic salary referred to in (a) above, Mr. Sanjay Sharma shall be entitled to:

- **Allowances:** Basket of allowances that include House Rent Allowance, Leave Travel Allowance, Medical and other allowances of Rs. 3,79,80,744/- per annum.
- **Retirement benefits:** Contribution to Provident Fund and Gratuity Fund shall be made as per the Rules of the Company.

**c) Perquisites**

- The Employee shall be entitled to free furnished accommodation or House Rental Allowance not exceeding Rs. 9.13 million per annum.
- A Company car with reimbursement of the chauffeur's gross monthly salary.
- Club membership and subscription fees.
- Telecommunication facility: Reimbursement of expenses towards mobile, landline telephone, internet, and other suitable communication facilities at his residence.
- Reimbursement of entertainment expenses actually and properly incurred in the course of the legitimate business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors including the reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively on the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as approved by the Board of Directors.
- Mediclaim Policy, Personal Accident Insurance, Mutual Family Assistance, Life Insurance Scheme according to the applicable Company's or Group's policies as amended from time to time.
- Reimbursement of cost of annual health check as per the Company's policy coverage with its insurance providers.

**d) Short-Term Incentive**

The Short-Term Incentive (STI), being a performance-linked incentive, is proposed at a target value not exceeding 30% of the annual take-home pay, amounting to ₹1,62,77,465 per annum. This incentive is payable annually at the discretion of the Board, based on the achievement of pre-determined

performance criteria, business objectives, and such other parameters as may be deemed appropriate by the Board from time to time.

The short-term incentive performance period is from January to December of each year, effective from January of the same year and the Company typically processes the payment in April of the subsequent year.

**e) Long-Term Incentive**

Mr. Sanjay Sharma shall be eligible to participate in the Company's long-term incentive (LTI) plan, in accordance with the policy established by the Company and as amended from time to time at the discretion of the Board. The LTI is a discretionary component of compensation, subject to approval by the Board of Directors.

**f) Other Terms of Appointment**

- The aggregate of the annual base salary, short and long-term incentives, and perquisites in any financial year shall not exceed the limit prescribed from time to time under Section 197 and related provisions of the Companies Act, 2013, read with Schedule V thereunder, for the time being in force.
- In case of loss or inadequacy of profits in any financial year during the tenure of the MD & CEO, the payment of salary, short and long-term incentives, and perquisites shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.
- The terms and conditions of the appointment of Mr. Sanjay Sharma as provided in the agreement may be altered or varied or modified from time to time by the Nomination and Remuneration Committee and the Board of Directors of the Company as may be permissible and if deem fit, with liberty to the Board of Directors of the Company for annual review of remuneration, so as not to exceed the limits specified in the Companies Act, 2013 or any amendments made thereto.
- The terms and conditions of the appointment of Mr. Sanjay Sharma, *inter-alia*, also includes clauses pertaining to adherence with the Company's Code of Ethics and Business Conduct, No Conflict of Interest, Non-Competition, Non-Solicitation, maintenance of confidentiality, Indemnity, Termination and use of Intellectual Properties.



- The Employment of Mr. Sanjay Sharma may be terminated by either party by giving six (06) months of written notice. Written notice shall include an email or letter delivered by post or in hand.
  - If Mr. Sharma is at any time prevented by ill-health or accident or any physical or mental disability from performing his work duties as MD & CEO, he shall inform the Company and supply all applicable details as may be reasonably required to evidence such ill-health, accident, or mental disability.
  - If Mr. Sharma is unable to perform his work duties as the MD & CEO due to such ill-health or accident or any physical or mental disability for one hundred and eighty (180) consecutive calendar days in any period of twelve (12) consecutive calendar months, the Company may forthwith terminate his employment, without compensation in lieu of notice.
  - If Mr. Sharma is guilty of inattention or negligence in the conduct of his work duties or any other act or omission inconsistent with his duties as the MD & CEO, which in the opinion of the Board renders his termination from the office of the MD & CEO desirable, or any other act, omission or conduct on the his account which results in loss of confidence, the Company may forthwith terminate his employment, without compensation in lieu of notice.
  - If Mr. Sharma becomes insolvent or makes any composition or arrangements with his creditors or ceases to exercise the position of MD & CEO, the Company shall be entitled to forthwith terminate his Employment Contract, without compensation in lieu of notice.

Mr. Sanjay Sharma has provided his consent for appointment as MD & CEO of the Company. He has also provided a declaration of non-disqualification to act as MD & CEO and satisfies conditions set out under Section 196(3) and in Part -I of Schedule V to the Act, for being eligible for appointment as MD & CEO of the Company.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V to the Act, , the terms of appointment and remuneration of the MD & CEO as specified above are now being placed before the Members for their approval by way of an Ordinary Resolution.

The Board recommends the passing of the Ordinary Resolution as set out in Item No. 1 of this EGM Notice.

Except for Mr. Sanjay Sharma and his relatives, none of the other Directors, Key Managerial Personnel, and their relatives are, in any way, concerned or interested, financially or otherwise, in the passing of Resolution at Item No. 1.

Disclosures, as required under applicable law and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are as under:

<b>Name of Director</b>	<b>Mr. Sanjay Sharma</b>	
<b>Director Identification Number</b>	02581107	
<b>Designation/category of the Director</b>	Managing Director and Chief Executive Officer	
<b>Date of Birth</b>	28/12/1966	
<b>Age</b>	58 years	
<b>Date of first appointment on the Board</b>	February 01, 2009	
<b>Qualification</b>	Bachelor's degree in science and statistics from St. Xavier's College, Mumbai and a master's degree in business administration from Savitribai Phule Pune University	
<b>Profile, Experience and Expertise in specific functional areas</b>	Mr. Sanjay Sharma has been serving as a Director of the Company since February 01, 2009. He has over three decades of experience in the marketing and FMCG sector. He was previously associated with Voltas Foods and Beverages Limited as manager dispense operations, Colgate-Palmolive (India) Limited as senior product manager, Dabur India Limited as business head (food division) and IFFCO group as director - beverages, culinary and strategic marketing.	
<b>Terms and conditions of appointment</b>	As set out in Resolution and the Explanatory Statement	
<b>Details of remuneration last drawn (FY 2024-25)</b>	<b>YTD December 2024</b>	<b>FY 2024-25</b>
	Rs. 5,72,27,548/-	Rs. 6,99,04,702/-

#### ORKLA INDIA LIMITED

(Formerly known as "Orkla India Private Limited" and "MTR Foods Private Limited")

Registered Office: No. 1, 2<sup>nd</sup> & 3<sup>rd</sup> Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Vivek Nagar, Bengaluru - 560 047, India

CIN: U15136KA1996PLC021007 | T: +91 80 4081 2100/7 | Website: [www.orklaindia.com](http://www.orklaindia.com) | E-mail: [contactus@orklaindia.com](mailto:contactus@orklaindia.com)

<b>Name of Director</b>	<b>Mr. Sanjay Sharma</b>
<b>Details of remuneration sought to be paid (Remuneration effective January 01, 2025, payable in arrears in April 2025)</b>	As set out in Resolution and the Explanatory Statement
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	1 equity share. The beneficial interest is with Orkla ASA, Norway.
<b>Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice</b>	Pot Ful India Private Limited
<b>Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice</b>	<u><b>Orkla India Limited</b></u> Corporate Social Responsibility Committee (Member) Stakeholders' Relationship Committee (Member) Risk Management Committee (Member)
<b>Listed entities from which the Director has resigned from directorship in the past three (3) year</b>	NIL
<b>No. of Board Meetings attended</b>	FY 2024-2025: 6 FY 2025-2026 (till the date of this EGM Notice): 1
<b>Inter-se relationship with other Directors and Key Managerial Personnel</b>	Not related to any Director/ Key Managerial Personnel of the Company

## Item No. 2: PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO INDEPENDENT DIRECTORS

The Company's Non-Executive Independent Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, corporate governance, finance, risk management amongst others.

With the increased roles and responsibilities of the Non-Executive Independent Directors, requiring greater time commitments and attention, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, have at their meeting held on April 09, 2025, accorded their approval for payment of profit related commission of a sum not exceeding 1% per annum of the net profits of the Company or maximum of INR 42,50,000/- (Rupees Forty-Two Lakhs Fifty Thousand only) per Independent Director per

annum, whichever is lower, calculated in accordance with Section 198 of the Companies Act, 2013 (the "Act"), to be paid in such manner for the duration of their appointment as may be modified and extended from time to time, subject to approval of the shareholders.

Pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Act read with applicable rules and the Articles of Association ("AOA") of the Company, the Non-Executive Independent Directors may be remunerated in the following manner:

- payment of sitting fees for attending the Board and Committee Meetings;
- profit relation commission; or
- professional fee,

as approved by the Board within the limits prescribed in the Act.

Further, the approval of the Shareholders is being sought to approve the payment of profit related commission for an amount not exceeding 1% per annum of the net profits of the Company or maximum of INR 42,50,000/- (Rupees Forty-Two Lakhs Fifty Thousand only) per Independent Director per annum, whichever is lower, calculated in accordance with Section 198 of the Companies Act, 2013.

Further, the Nomination and Remuneration Committee of the Company and/or the Board shall from time to time shall approve the payment of profit related commission, which shall not exceed the overall ceiling of the total managerial remuneration as provided under Sections 197 and 198 read with Schedule V of the Act and other applicable provisions of the Act or such other limits as may be prescribed from time to time.

The Board recommends the passing of the Ordinary Resolution as set out in Item No. 2 of this EGM Notice.

Except for the Independent Directors, i.e., Mr. Shantanu Maharaj Khosla, Ms. Meena Ganesh, Ms. Rashmi Satish Joshi and Mr. Amit Jain and their relatives, none of the other Directors, Key Managerial Personnel, and their relatives are, in any way, concerned or interested, financially or otherwise, in the passing of Resolution at Item No. 2.

#### **Item No. 3 & 4 :**

Section 61 of the Companies Act, 2013 provides that a limited company having a share capital may, if so authorized by its articles of association, with the consent of its members in its general meeting, sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division, the proportion between the

amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.

Article 41(c) under Part B of the Articles of Association duly altered *vide* approval of the members at their Extra-Ordinary General Meeting dated March 13, 2025, empowers the Company to sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum of association of the Company.

Presently the Authorised Share Capital of the Company is INR 1,11,30,00,000/- consisting of 89,30,00,000 equity shares of INR 10/- each and 2,20,00,000 redeemable optionally convertible preference shares having face value of INR 10/- each and its paid-up share capital is INR 13,69,89,230/- consisting of 1,36,98,923 equity shares of INR 10/- each fully paid.

In furtherance to the resolution approved by the Board on February 04, 2025 for evaluation of various strategic options, including but not limited to initial public offering, and provide enhanced liquidity to the Company's equity shares and to make it more affordable for small investors, our Company intends to sub-divide each equity share of face value of Rs. 10/- each into ten equity shares of the face value of Rs. 1/- each pursuant to the provisions of Section 61(1)(d) of the Companies Act, 2013 (the "Act"), the rules made thereunder and other applicable provisions. In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its shareholders and therefore the Board by way of its circular resolution dated April 30, 2025, approved the aforesaid sub-division subject to requisite approval of the members. There will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company consequent upon sub-division of equity shares.

The aforesaid sub-division of equity shares of INR 10 each into equity shares of INR 1 each would require amendment to existing capital Clause V of the Memorandum of Association ("MOA") of the Company.

A draft copy of the duly altered Memorandum of Association of the Company is available for inspection to the shareholders of the Company at the registered office of the Company during business hours on any working day.

For the purposes stated hereinabove, it is recommended by the Board that each fully paid up equity share of the nominal value of INR 10/- (Rupees Ten Only) each in the capital of the Company be subdivided into 10 (Ten) equity shares of INR 1/- (Rupee One Only) each fully paid up with effect from the record date being May 02, 2025.

The Board recommends the resolution for approval of the shareholders of the Company. This item of special business does not relate to or affects any other company.



None of the Directors, Key Managerial Personnel and relatives of Directors and/or Key Managerial Personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, financially or otherwise, except in the ordinary course of business.

By order of the Board of Directors of

**ORKLA INDIA LIMITED**

(Formerly known as "Orkla India Private Limited"  
and "MTR Foods Private Limited")

A handwritten signature in black ink, appearing to read "Kaushik Seshadri", written over a horizontal line.

**KAUSHIK SESHADRI**

**Company Secretary**

**ICSI M. No. A41800**



**Date:** May 01, 2025

**Place:** Bengaluru



**Form No. MGT-11**

**Proxy Form**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

**CIN:** U15136KA1996PLC021007

**Name of the Company:** ORKLA INDIA LIMITED

(Formerly known as "Orkla India Private Limited" and "MTR Foods Private Limited")

**Registered office:** No.1, 2<sup>nd</sup> & 3<sup>rd</sup> Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Vivek Nagar, Bengaluru - 560047, Karnataka, India.

Name of the Member(s):	
Registered address:	
Email address:-	
Folio No./ Client ID	
No. of shares held:-	

I, being the member of ORKLA INDIA LIMITED holding \_\_\_\_\_ Shares, hereby appoint

Name:	
Address:	
Email address:-	
Signature:-	

, Or failing him

Name:	
Address:	
Email address:-	
Signature:-	

, Or failing him

Name:	
Address:	
Email address:-	
Signature:-	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of members of the Company, to be held on Wednesday, 7<sup>th</sup> May, 2025 at 10.30 A.M.

**ORKLA INDIA LIMITED**

(Formerly known as "Orkla India Private Limited" and "MTR Foods Private Limited")

Registered Office: No. 1, 2<sup>nd</sup> & 3<sup>rd</sup> Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Vivek Nagar, Bengaluru - 560 047, India

CIN: U15136KA1996PLC021007 | T: +91 80 4081 2100/7 | Website: [www.orklaindia.com](http://www.orklaindia.com) | E-mail: [contactus@orklaindia.com](mailto:contactus@orklaindia.com)

(IST) at No.1, 2<sup>nd</sup> & 3<sup>rd</sup> Floor, 100 Feet Inner Ring Road Ejipura, Ashwini Layout, Vivek Nagar, Bengaluru – 560047 or any adjournment thereof.

I wish my above Proxy to vote in the manner as indicated in the box below:

Sl. No.	Ordinary Resolution - Special Business	For	Against
1	Appointment of Mr. Sanjay Sharma (DIN: 02581107) as the Managing Director and Chief Executive Officer of the Company.		
2	Payment of Remuneration by way of Commission to Independent Directors.		
3	Sub-division of Equity Shares of the Company.		
4	Alteration of Capital Clause in the Memorandum of Association consequent upon sub-division.		

It is optional to indicate your preference in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate

Signed on \_\_\_\_ day of \_\_\_\_\_

Signature of Shareholder

Signature of Proxy holder(s)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



**ATTENDANCE SLIP FOR (#1/FY 25-26) EXTRA-ORDINARY GENERAL MEETING**

**CIN: U15136KA1996PLC021007**

**Name of the Company: ORKLA INDIA LIMITED**

(Formerly known as "Orkla India Private Limited" and "MTR Foods Private Limited")

**Day: Wednesday, Date: May 07, 2025, Time: 10:30 A.M.**

**Venue: No. 1, 2<sup>nd</sup> & 3<sup>rd</sup> Floor, 100 Feet Inner Ring Road Ejipura, Ashwini Layout, Vivek Nagar,  
Bengaluru - 560047, Karnataka, India.**

Folio No. / DP ID Client ID No.	
Name of First named Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any:	
No. of Shares held	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company

I/we hereby record my/our presence at the (#1 / FY 2025-2026) Extra-ordinary General Meeting of the Company being held on Wednesday, May 07, 2025 at 10:30 A.M. at the Registered Office of the Company at No. 1, 2<sup>nd</sup> & 3<sup>rd</sup> Floor, 100 Feet Inner Ring Road Ejipura, Ashwini Layout, Vivek Nagar, Bengaluru - 560047, Karnataka, India.

.....  
Signature of First holder/Proxy/ Authorised Representative

Signature of 1<sup>st</sup> Joint holder

Signature of 2<sup>nd</sup> Joint holder

**Notes:**

Sign this attendance slip and hand it over at the venue of the meeting.

Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

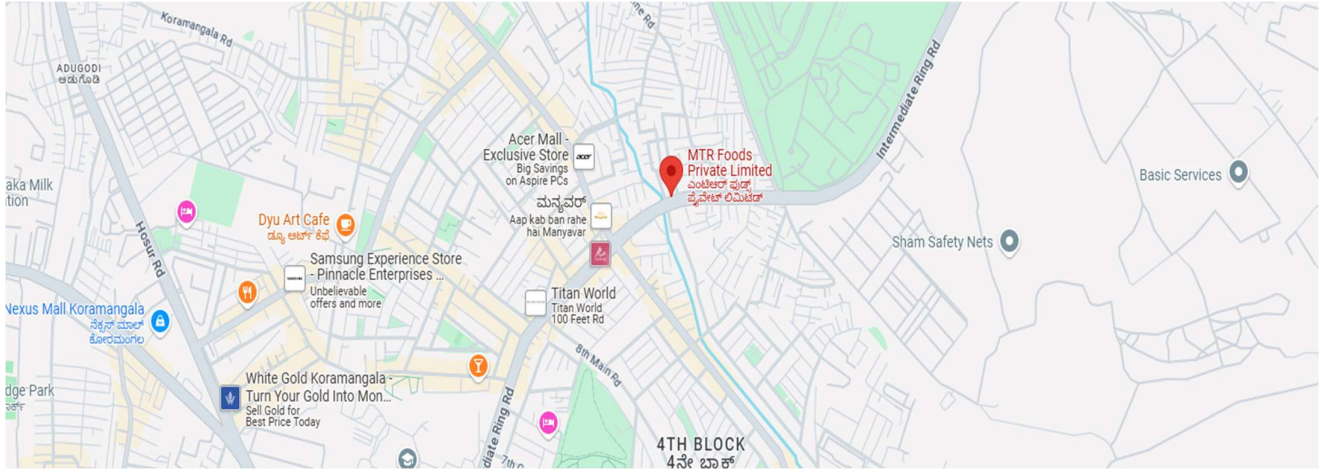
**ORKLA INDIA LIMITED**

(Formerly known as "Orkla India Private Limited" and "MTR Foods Private Limited")

Registered Office: No. 1, 2<sup>nd</sup> & 3<sup>rd</sup> Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Vivek Nagar, Bengaluru - 560 047, India

CIN: U15136KA1996PLC021007 | T: +91 80 4081 2100/7 | Website: [www.orklaindia.com](http://www.orklaindia.com) | E-mail: [contactus@orklaindia.com](mailto:contactus@orklaindia.com)

### Route map for the venue of meeting



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