



STAKEHOLDERS RELATIONSHIP COMMITTEE CHARTER

OF

ORKLA INDIA LIMITED

**[Formerly known as Orkla India Private Limited and
earlier as MTR Foods Private Limited]**

TABLE OF CONTENTS

Sr. No.	Particulars	Page Nos.
1.	Objective	3
2.	Composition of the Committee	3
3.	Meetings and Quorum	3
4.	Terms of Reference	3
5.	Reporting	4
6.	Review of Charter	4

1. Objective

The Stakeholders' Relationship Committee ("Committee") is constituted pursuant to and in accordance with the applicable provisions of Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, ("SEBI Listing Regulations") as amended from time to time.

The Committee reports to and is accountable to, the Board of Directors ('Board') of Orkla India Limited ('Company')

The objective of the Committee is to assist the Board with oversight of, inter-alia, the effective and efficient servicing and protecting the stakeholders' interest including but not limited to shareholders, and any other security holders and rating agencies, regulators, customers.

2. Composition of the Committee

Chairperson - The chairperson of the committee shall be a non-executive director. The Chairperson of the Committee shall be present at the Annual General Meeting of the Company to answer queries of the security holders.

Membership - Minimum three directors, including at least one Independent Director.

Secretary - The Company Secretary of the Company shall act as the Secretary to the Committee.

3. Meetings and Quorum

Frequency of Meetings - The Committee shall meet from time to time or at least once in a year. Members who are not physically present may attend through video/ tele-conference.

Quorum for Meetings - Two members present or one third of the total, whichever is higher, including those who attend via video conference shall form the quorum for the meeting. The participation of the directors by video conferencing or by other audio-visual means shall also be counted for the purposes of quorum. However, members attending meeting through teleconference are to be excluded for the purpose of Quorum.

Minutes of Meetings - The Company Secretary will maintain minutes of meetings of the Committee, which will be submitted to the Board in subsequent meeting, for noting.

4. Terms of Reference

The Committee shall act and have powers in accordance with the terms of reference, as approved by the Board from time to time and such other items as may be prescribed by applicable laws, which shall include the following:

- i. Considering and looking into various aspects of interest of shareholders, debenture holders and other security holders
- ii. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report,

non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

- iii. Giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
 - iv. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
 - v. Review of measures taken for effective exercise of voting rights by shareholders;
 - vi. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent;
 - vii. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
 - viii. Carrying out any other functions as may be delegated by the Board of Directors of the Company or required to be carried out by the Stakeholders' Relationship Committee as contained in the Companies Act, 2013 or the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.
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5. Reporting

- i. The Committee will periodically report to the Board on various matters that it has considered.
 - ii. The Annual Report of the Company shall disclose the composition of this Committee (including names of members and Chairperson), brief description of the terms of reference, number of meetings held in a financial year and attendance of the members/chairperson of the Committee.
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6. Review of Charter

The adequacy of this charter shall be reviewed from time to time by the Committee and appropriate recommendations shall be made to the Board to update the same based on the changes that may be brought about due to the regulatory amendments or otherwise.

In case of any ambiguity or need for clarification, the Company should refer applicable Secretarial Standards, provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Articles of Association of the Company and any other applicable laws. Further, in case there prevails any inconsistency between the provisions of this charter and the law, the law shall prevail.

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Approved by:	Board
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