

THE COMPANIES ACT 2013
MEMORANDUM OF ASSOCIATION³

OF

ORKLA INDIA LIMITED^{*1,2}

(A Company Limited by Shares - Incorporated under the Companies Act, 1956)

- I.** The name of the Company is **"ORKLA INDIA LIMITED"**^{*1,2}.
- II.** The Registered Office of the Company will be situated in the State of Karnataka.
- III.** The objects for which the Company is established are:
- A) The objects to be pursued by the Company on its incorporation are:-**
1. To carry on the business of manufacturing, producing, buying, selling, importing, exporting, marketing, and to act as dealers and agents of food products, ready to eat items, spices, pickles, condiments, agro products, frozen foods, instant food mixes of every kind and taste and without limiting the generality of the foregoing, to carry on the business in the manufacture and sale of instant mixes like gulab jamoon, badam, vade, dosai, idli, rasam, sambar, and powders like puliyogare, tamarind, bisibelebhath, rasam, sambar, chutney and garam masala, and dehydrated vegetables, dehydrated foods, wheat products, rice products, pasta products, vermicelli, noodles, macaroni and all kinds of spice powders and blends.
 2. To carry on the business of purveyors, caterers, dealers, and/or contractors in food products of all kinds and description, drinks, provisions and other products and/or as refreshment contractors, sugar and sweetmeat merchants, bakers, confectioners, butchers, fish-mongers, milk sellers, butter sellers, poulterers, green-grocers, ice-cream manufacturers, fruiterers, bacon factors, meat sellers, cheesemongers, corn and flower merchants, launderers, cleaners, dry cleaners and carpet beaters, manufacturers and dealers of glassware of various kinds, crockery, cutlery, linen and as licensed victuallers, wine, beer, alcohol and spirit merchants, brewers, distillers, importers, manufacturers and dealers of aerated, mineral and artificial waters and other alcoholic and non-alcoholic drinks, furniture and furnishings, and all other articles and things required in the said business.
 3. To carry on the business of purchasing, leasing, selling, exchanging or otherwise acquiring and dealing in all kinds of agricultural lands, plantations, estates, farms and to use the same for carrying on business of the Company or otherwise.

*The Company has been converted into a private limited company vide fresh Certificate of Incorporation dated 4th November 2008

¹Amended vide special resolution passed by the shareholders at the Extra Ordinary General meeting held on 12th December 2023 pursuant to change of name of the Company from MTR Foods Private Limited to Orkla India Private Limited.

²The word 'Private' deleted on the conversion of the company to a public company vide special resolution passed at the Extra-Ordinary General Meeting held on March 13, 2025

³Memorandum of Association amended to be in line with the Companies Act, 2013, vide special resolution passed at the Extra-Ordinary General Meeting held on March 22, 2025

For Orkla India Limited


Company Secretary



4. To carry on the business of selling agents, purchasing agents, general agents, commission agents, sub-agents, distribution agents, stockists, dealers, and manufacturer's representatives, marketing agents or consultants, indenting agents of all types and kinds of goods, commodities and services and to do all such other acts and things which are conducive to the aforesaid business and/or ancillary or incidental to the same.
5. To carry on business as importers, exporters, dealers, agents, merchants, wholesalers or retailers, processors, manufacturers, and to act as carriers, or in any other capacity in India or elsewhere and to deal with any commodity or articles as may be suitable for the Company.

B) Matters which are necessary for furtherance of the objects specified in clause III(A) are: -

1. To enter into agreements and contracts with foreign Individuals, companies or other organisations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
2. To establish and maintain any agencies in India or any part of the world for the conduct of the business of the Company or for the sale of any materials or things for the time being at the disposal of the Company for sale.
3. To advertise and/or otherwise adopt means of making known or promoting the recognition of products of and/or services rendered by the Company or generally of the activities of the Company in any way as may be expedient, including the posting of bills in relation thereto, release of press advertisements, publications, issue of circulars, books, pamphlets and price lists and conducting of competitions, exhibitions and giving/granting of prizes, rewards and donations.
4. To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in India or elsewhere, trade marks, trade names, designs, secret processes patent rights, 'BREVETS 'D' INVENTION', licenses protections and concessions which may appear likely to be advantageous or useful to the Company, to use, exercise, develop, manufacture under or grant licenses or privileges in respect thereof or otherwise turn to account any patents, trade marks, property rights, inventions, secrets, information or seeking to improve any patents, property, inventions secrets, information or rights which the Company may acquire or propose to acquire and develop.
5. To enter into partnership or into any arrangements for sharing profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in, or about to carry on or engage, in any business or transaction which this Company is authorised to carry on or engage in or any allied business or undertaking or transaction which may seem capable of being carried on or business or undertaking or transaction which may seem capable of being carried on or conducted so as to directly or indirectly benefit the Company and to lend money, to guarantee the contracts of or otherwise assist any person, firm or company and to take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, reissue, with or without guarantee or otherwise deal with such shares and securities.
6. To enter into any arrangement with any Government or State Authority Municipal, Local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or State Authority, any rights, privileges and concessions which may seem conducive to the Company's objects or any of them.
7. To be interested in, promote and undertake the formation and establishment of such institutions, business pools, combines, syndicates, industrial, trading or manufacturing, as may be



considered to be conducive to the interest of the Company and acquire, promote or subsidise any allied industry or undertaking and to carry on any such other business (industrial, trading, manufacturing or other) which may seem to the company capable of being conveniently carried on in connection with any of the main objects of the company or otherwise calculated directly or indirectly to render any of the Company's properties or rights for the time being profitable.

8. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company, carrying on any business which this Company is authorised to carry on and/or to be in possession of any property or rights suitable for any of the purpose of the Company, to purchase, acquire, debentures of any person, firm or company and to conduct, make or effect any arrangement with regard to the winding up of the business of any such person, firm or Company.
9. To construct, acquire, establish, provide, maintain and administer factories, estates, railways, buildings, water reservoirs, sheds, channels, pumping installations, generating installations, pipelines, garages, storages and accommodation of all description in connection with the business of the Company.
10. To buy, lease or otherwise acquire lands, buildings and other immovable property and to sell, lease, mortgage or hypothecate or otherwise dispose of all or any of the property and assets of the Company on such terms and conditions as the Company may think fit.
11. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company and issue of its capital including commissions, broker's fee and charges in connection therewith, including costs, charges, expenses of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
12. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.
13. To remunerate or make donations to (by cash or other assets or by the allotment of fully or partly paid shares, or by a call or option on shares, debenture stock or securities of this or any other company or in any other manner) whether out of the Company's capital, profits or otherwise to any person or firm or company for services rendered or to be rendered in introducing any property or business to the Company or placing or assisting to place, or guaranteeing the subscription of any shares, debenture stock or other securities of the Company, or for any other reason which the company may think proper subject to the provisions of the Companies Act, 2013.
14. To lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such person or company and in particular to customers and others having dealings with the Company with or without security, upon terms as may be thought proper and guarantee the performance of contracts by such person or company, but not to do the business of banking as defined in the Banking Regulation Act, 1949.
15. To procure the incorporation and such other recognition of the Company in any other Country, State or place in the world, wherever and whenever it may be deemed necessary and expedient to do so.
16. To undertake and execute any trust, the undertaking whereof may seem desirable either gratuitously or otherwise.



17. To draw, make, issue accept, endorse, discount, execute and/or negotiate promissory notes, warrants, hundies, bills of exchange, bills of lading, delivery orders, warehouse keepers certificates, debentures and other negotiable or commercial or mercantile or transferable Instruments connected with the business of the Company and to buy, sell and deal in the same.
18. To open account or accounts with any Individual, Firm or Company or with any Bank or Banks and to pay into and to withdraw moneys from such account or accounts.
19. Subject to the provisions of the Companies Act, 2013, to invest, apply and acquire or otherwise employ money belonging to, entrusted to or at the disposal of the Company, upon securities and shares upon such terms as may be thought proper and to vary such transactions in such manner as the Company think fit, from time to time.
20. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purposes of the Company.
21. To borrow, raise money, accept advances and amounts, with or without security, or to receive money on deposit, subject to the provisions of the Acceptance of Deposit Rules and the directions of the Reserve Bank of India in this matter, wherever applicable, or secure the payment of money, at interest or otherwise, from any person, firm, body corporate or association of persons, Including shareholders, whether in India or abroad, not amounting to the business of banking as defined in the Banking Regulation Act, 1949 for any of the purposes of the Company and at such time or times and in such manner as the Company may think fit and in particular by the issue of debentures perpetual or otherwise including debentures or debenture stock convertible into shares of this or any other company and in security of any such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, Including its uncalled capital, by special assignment or otherwise, or to transfer or convey the same absolutely or in trust and to give the lenders, power of sale or other powers as may seem expedient and to purchase, redeem or pay off any such securities, and the acceptance of Deposit subject to the provisions of Companies Act, 2013.
22. To sell, mortgage, assign, lease, improve, manage, work, develop, alter, exchange, enfranchise, dispose of, turn to account, abandon or otherwise deal with the undertaking(s) of the Company or any part thereof, all or any part of the land, buildings, assets, properties, rights, concessions, whether movable or immovable, for such consideration, in such manner and on such terms as the Company may think fit or deem expedient and in particular, for shares, stock, debentures or other securities of any other Company having objects altogether or in part similar to those of this Company.
23. To provide for the welfare of the employees or ex-employees of the Company and the wives, widows, families or dependents or relations of such persons by building or by contributing to the building of houses, dwellings or chawls or by grants of moneys, pensions, allowances, gratuity, bonus, payments towards Insurance or other ex-gratia payments, by creating from time to time, subscribing or contributing to, aiding or supporting, provident fund trusts and other associations, institutions, by providing or subscribing or contributing to schools, colleges and/or other place of instruction or recreation, hospitals and dispensaries and to render such medical and/or other assistance as the Company may think fit.
24. Subject to the provisions of the Companies Act, 2013 and the Constitution of India, to subscribe or contribute or otherwise to assist or to guarantee money to charitable benevolent, religious, scientific, national or other institutions or for any objects established for any public and/or general utility or for any other useful objects/purposes.



25. To distribute any of the properties of the Company amongst the members in specie or in kind, consequent upon the winding up of the Company.
26. To improve, manage, work, develop, alter, exchange, lease, mortgage, turn to account, abandon or otherwise deal with, all or any other part of the property, rights and concessions of the Company.
27. To buy, lease, or otherwise acquire lands, buildings and other immovable property and to sell, lease, mortgage, or hypothecate or otherwise dispose of all or any of the properties and assets of the Company on such terms and conditions as the Company may think fit.
28. To make experiment in connection with any business of the Company and to protect any invention of the Company by letters, patent or otherwise.
29. To purchase or otherwise acquire, erect, maintain, reconstruct and adopt any buildings, offices, workshops, showrooms, warehouses, factories, mills, plants, machineries, accessories and other things found necessary or convenient for the purpose of the Company and also to extend the business of the Company by adding to, altering, enlarging or pulling down, removing or replacing all or any of the buildings, mill premises, and machinery, for the time being the property of the Company, on all or any of the lands, being the property or in possession of the Company, and by expending from time to time such sums of money as may be necessary or expedient for the purpose of improving, adding to, altering, repairing and maintaining the buildings, machineries and properties for the time being of the Company.
30. To invest and deal with the surplus moneys and funds belonging to or entrusted with the Company and not immediately required, in lands, buildings, bullion, commodities, movable properties, negotiable instruments, actionable claims, advances against any property or goods, bonds and securities with the Government, Municipal, and other local authorities, in shares and/or securities in Companies, in such other investments and in such manner as may from time to time be determined and to vary such investments and transactions based on the needs and circumstances of the case and/or to lend and advance moneys or give credit to such persons firms and/or bodies corporate and on such terms, with or without securities, as may seem expedient and in particular, to customers of and other persons having dealings with the Company and to give guarantee or become surety for any such person/s, firm/s, or body/ies corporate but, however, not including in the business of banking as contemplated under the Banking Regulation Act, 1949.
31. To enter into agreement, arrangements, collaborations and/or contracts with any Individual, Company, Government, State Municipal and/or Local Authority, Panchayat, Foreign parties, either private or otherwise for Technical, Financial or any other assistance that may seem conducive to the attainment of the objects of the Company and to obtain from such Individual Company, Government, State, Authority or party, any rights, privileges and concessions which the Company may think fit or find desirable to obtain and to carry out and comply with such arrangements and to exercise, dispose of or otherwise turn to account any such rights, privileges and concessions.
32. Generally to carry on or assist in carrying on in any place or places, any other trade or business, whether financial, commercial, mercantile, manufacturing or otherwise which may seem to the Company as capable of being conveniently carried on with the business(es) of the Company or calculated directly or indirectly to promote the interests of the Company or render profitable any of the Company's properties or rights.
33. To establish and maintain agencies, local registers or branches and to appoint sub- distributors and sole selling agents in India or in any part of the world for the conduct of the business of the



Company or to conduct all or any of several operations that form part of the business(es) of the Company, particularly importing, exporting, purchase, sale, manufacture, packing, storing, warehousing, transshipment of goods, chattels, merchandise or any other materials or things at the disposal of the Company at any time.

34. To promote, form and incorporate and aid in the promotion, formation and incorporation of any Company or Companies, subsidiary or otherwise, for the purpose of disposing of or acquiring all or any of the property, rights and liabilities of this Company or of any other company for any purpose which may seem directly or indirectly calculated to benefit the Company and to transfer to any such Company, any property of the Company and to be interested in or take or otherwise dispose of, shares, stock, debentures and other securities in or of such Company in attainment of any of the objects of the Company, and to subsidise or otherwise assist any such Company and to undertake the management, secretarial and other work and fiduciary duties or business(es) of any such Company on such terms as may be mutually negotiated and agreed upon.
35. To create any depreciation fund, reserve fund, investment fluctuation fund, sinking fund, insurance fund or any special or other contingency fund, whether for depreciation or for repairing, modernising, replacing, renovating, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares, workers welfare or any other purpose whatsoever, conducive to the general interests and purposes of the Company.
36. To offer pecuniary or other aid to any association, body or movement having for its objects, the solution, settlement, surmounting, arbitration, conciliation and adjudication of industrial or labour problems, disputes or troubles or for the promotion of any other industry or trade having a direct bearing on the interests of the Company.
37. To acquire, install, erect, and/or construct, by concession, grant, purchase, lease, barter, licence or otherwise absolutely or conditionally, and either independently or jointly with others, any lands, buildings, machinery, plant, utensils, tools, works, conveniences and other movable and immovable property of any description, patents, trade marks, concessions, privileges and other rights for the objects and businesses of the Company, to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company and to pay for such lands, buildings, works, property or rights purchases or otherwise acquired by or for the Company, by shares, debentures, debenture stock, bonds or other securities of the Company or otherwise dispose of or turn to account the same at such time or times and in such manner and for such consideration as may be deemed proper or expedient in the interests of the Company.
38. To insure either fully or partly, the whole or any part of the Company with a view to protect and indemnify the Company from liability or loss, either fully or partially and to insure, to protect and indemnify any part or portion thereof, either on mutual principal or otherwise.
39. To buy, take on lease or otherwise acquire, any Machinery, Plant, Raw Materials, Chemicals and other articles for the use of the Company and to remove all or any of the same items or articles for the time being in or upon any lands, buildings or premises of the Company to other lands, buildings premises wheresoever situated, in the attainment of the objects of the Company.
40. To indemnify Members, Officers, Directors, Agents and Servants of the Company against proceedings, costs, damages, claims and/or demands in respect of anything done or ordered to be done by them for and in the interests of the Company or against any loss, damage or misfortune whatsoever which shall chance to happen in the execution of the duties of their offices or in relation thereto.



41. To provide corporate guarantees in such manner as the Company shall think fit.
42. To carry on business of manufacturers Exporters, Importers, Buyers, Sellers, Processor, Producers, Refiners, Cultivator, Miners, Mediators, Brokers, Agents, Consignment Agents, Distributors, Suppliers, Factors, Traders, Stockists, Advisors, Partner of and dealers in all kinds of Industrial, Consumer (both durable and non- durable) and Intermediate products of any kind, particularly in Tea, Tobacco, Chemicals, Fertilizers, Yarn, Cloth, Jute and Textiles, Handicraft, Engineering goods, Stores and Spares, Hemp, Rayon, Nylon, Plastics, Wood, Metals, Sugar and Sugarcane, Coffee, Electrical and Electronic goods, Rice, Flour, Rubber and other Agro products, Food products, Beverages, Edible and Non- edible oils, Minerals, Petroproducts, Pharmaceutical products, real estate, funds, timber, cement, paper, printing, publishing, computer, software hardware, garments, leather, securities and shares, stationery ink, construction material, cosmetics, soaps, glass, jewelleryes, vehicles, vessles, aircraft, ceramics and refractories, musical items, hosiery, foot ware and knit wares, furniture, machineries, forgings and stampings, gases, livestock and allied items
43. To carry on the business as manufacturers, importers, exporters, refiners, processors of and dealers in all kinds and forms of petrochemical products, chemical whether organic or inorganic, including Caustic Soda, Soda Ash, Chlorine, Sulphuric Acid, Sodium, Hydrosulphite, Drugs, Acids, Alkalies, Pasting Agents, Solvents, including Industrial Solvents easeences, pharmaceutical, medicinal and chemical and other preparations, natural and synthetic waxes, dyes, cosmetics, paints, pigments, oils, varnishes, resins and all products, by-products, oils, varnishes, resins and all products, by-products thereof and to manufacture, process and deal in all or any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith and to carry on all or any of the business or synthetics, compounders, analysts, chemists, analytical, chemists, dry salters, distillers and refinery operators.
44. To carry on business of manufacturers, importers, buyers, sellers of and dealers in plastic, polythene alkathene, natural and synthetic rubber, moulded goods, foams, rubber and plastic products, insulating materials and all other blown, moulded, formed, extruded and dipped goods, and in all kinds of cellulose and other cellulose derivatives, products and by-products and articles.
45. To carry on the business of electricians, electrical and mechanical, manufacturing and consulting engineers, to generate, accumulate, distribute and supply electricity for the purposes of light, heat, motive power and for all other purposes for which electric energy can be employed and to manufacture and deal in machinery, apparatus, instruments and things required for or capable of, being used in connection with the generation, distribution, supply, accumulation, employment and use of electricity, electromotive forces, galvanism, magnetism or otherwise.
46. To carry on the business of manufacturers, producers, processors, importers, exporters, buyers, sellers of and dealers in all kinds of yarns, fibres and fabrics whether synthetic, artificial or natural or prepared or manufactured from nylon, polyester, acrylics, rayon, silk, linen, cotton, wool, jute and any other fibre or fibrous materials, textile substances, allied products, by products and substitutes for all or any of them and to treat and utilise any waste arising from any such manufacture, production or process and converters of synthetic, artificial and natural fibres including fibre glass into materials like cloth, tapes, ropes, yarn, twines and such other articles as may be conveniently produced or manufactured.



47. To act as consulting engineers and management consultants and to prepare project reports and plan, layouts and provide technical advice, guidance and supervision in the section, installation, commissioning of any kinds which the Company could undertake.
48. To carry on business as whole-sale and retail dealers as well as exporters and importers of jute, gunnies, hessain and ropes, twine, grains, seeds, sugar, oil cake hemp, flex, and cotton of all kinds and clothiers, hosiers, wool merchants and silk merchants.
49. To establish, own erect, purchase, take on lease, or on contract or otherwise acquire, work and run mills and factories of plywood, block and other boards, flush doors, all types of timber, wooden and its allied products and articles and to produce, process, manufacture, buy, sell, prepare for the market, import, export and carry on the business of such goods products and articles and also to acquire, hold, take on lease or on royalty, and operate timber crops and forest from any Government, local and other bodies and individuals and to procure timber from any other source required for the business of the Company.
50. To carry on business as printers and publishers including of newspapers, books and journals as well as producers, distributors, importers, exporters, exhibitioners and financiers of cinematograph film and to manufacture, own, acquire, provide, secure, arrange or deal in films and photographic paper and equipment, cameras, sound recording, musical lighting appliances, instruments, equipments and machines and to construct, establish, own hire or otherwise and to manage, let out for rent, fee, monetary gain or otherwise studios, laboratories, theatres, buildings, halls and cinema houses.
51. To work as buying and selling agents, shipping agents, railway and forwarding agents, transport and traveling agents, insurance agents, commission agents, factors, brokers, underwriters, mercantile agents, producing agents for Governments and local authorities distributors, contractors, representatives, sales organizers, capitalists, banias, underwriters, financiers, concessionaries, trustees, guarantors, guarantees, brokers and other kinds of commercial, financial and agency business.
52. To carry on and undertake the business of finance, investment and trading, hire- purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plant and machinery and equipment that the Company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including lands and buildings, plant and machinery equipment, ships aircraft, automobiles, computers and all consumer commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/or used and to provide leasing advisory/counselling service to other entitles and/or form and do leasing arrangement for other entitles, provided the Company shall not carry on Banking Business under Banking Regulation Act, 1949.
53. To invest and develop, design, manufacture fabricate process, prepare, assemble all kinds of office equipments materials, office machines date processing jobs, computer software programming, data base management jobs and allied jobs.
54. To carry on the business as financiers and investors and to undertake and carry out all such operations and transactions as in individual may lawfully undertake and carry out. Nothing



contained herein shall entitle the Company to carry on the business of banking as defined in the Banking Regulation Act, 1949.

55. To purchase or otherwise acquire, issue, reissue, sell, place and deal in shares, stocks, bonds, debentures and securities of all kinds and to give any guarantee or security for payment of dividends or interest thereon or otherwise in relation thereto.
56. To carry on the business of general agents for any kind of commercial financial or other agency business including without limitation the business of mercantile agents, insurance agents, commission agents, finance agents, shipping agents or any other agency.
57. To carry on the business of manufacturers of and dealers in all types of rubber, leather, celluloid bakelite and all rubber goods particularly industrial rolls, rollers, sheets, beltings and consumer goods such as tyres, tubes and other allied products, toys and medical goods, railway rubber products and tiles.
58. To carry on the business as manufacturers, producers, refiners, processors, buyers, sellers, exporters importers, brokers, distributors and dealers in granite, marble and various stone-precious, semi-precious or non-precious, various flexible and non-flexible packaging, various ferrous and non-ferrous metals ferro vanadium, magnesium, manganese, silicon, activated carbon and its allied products, food products, beverages, rubberised coir sheets and other related activities.
59. To purchase burn and produce gas or power and to buy, collect and utilise forest refuge wood, plants and other refuge for the said purpose and to produce and deal in products and by-products of the same.
60. To act as consultants and to advise and assist on all aspects of corporate, commercial and industrial management or activity including production, manufacturing, personal, advertising and public relations, public welfare, marketing, taxation, technology, insurance, purchasing, sales, quality control, computer appliance, software, productivity, planning, research and development, organisational review, import and export business, industrial relations and management and to make evaluations, feasibility studies, project reports, forecasts and surveys and to give expert advise and suggest ways and means for improving efficiency in mines, trades, plantations business organisations registered or unregistered co-operative societies, partnership, proprietary concerns private or public limit companies and industries of all kinds in India and elsewhere in the world and improvement of business management, office organisation and supply to and provide, maintain and operate services facilities, conveniences, bureau and the like, to recruit and/or advise on the recruitment to companies or any other organisations.
61. To carry on business of exporters, importers, manufacturers, producers, buyers, buying agents, sellers, selling agents, distributors, stockists, merchants, factors, dealers, wholesalers, retailers, suppliers, spinners and weavers (both handloom and powerlooms) dyers, for all items and in particular all varieties, grades and dyes of cotton, cotton textiles, cotton yarns, handicrafts, silk fabrics, man-made fabrics, such as polyster, rayon, nylon, viscose and other synthetic fibres or mixtures thereof, readymade garments, scarves, knit-wears, leather, leather goods, madeups, furnitures, uphoistery materials, gift articles semiprecious and precious stones and product thereof, ferrous and non-ferrous metals and/or alloy, tin-plates, black plates, tin free steels, iron and steel and products thereof, cosmetics, pure silk cocoons, silk yarn, silk wastes, tea, coffee, jute goods, cans and containers, plastic and plastic products, all electrical and electronic items, tape recorder, black and white, colour television and tape recorders, VCP/VCR, food products poultry and eggs, fish, frozen fish, shrimps and toad legs.



62. To undertake the transport work on transport contract of individuals or firms or companies or other concerns and to over or to take on lease vehicles, boats, aircrafts and other equipments used in transport.
63. To carry on the business of manufacture, buy, sell, import, export, lease, let on hire and otherwise deal in all types, kinds and descriptions of energy saving devices.
64. To carry on the business of agriculturists, horticulturists and planters of all kinds and description.
65. To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the main objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
66. Subject to the provisions of the Companies Act, 2013 and the Banking Regulation Act, 1949 to carry on and undertake any business, enterprise, venture, transaction or operation carried on or undertaken by capitalists, promoters, financiers, concessionaires contractors not amounting to the business of Banking within the meaning of the Banking Regulation Act, 1949 or any amendment thereof.
67. To carry on the business of buyers, sellers, selling agents, purchasing agents, general agents, commission agents, sub-agents, distribution agents, stockists, dealers, manufacturers' representatives, indenting agents, traders, importers and exporters of all types, kinds of goods, commodities, agricultural produce and services.
68. To act as an export house and trading house in respect of goods of every description.
69. To carry on the business of production, distribution and exhibition of motion pictures and television films and to deal in, import or export motion pictures, television films and the exclusive lease rights to exhibit such films anywhere in the world.
70. To carry on the business of advertising and publicity agents.
71. To carry on all or any of the business of printers, stationers, lithographers type foundry, steno-typers, electro-typers, photographic printers, photo-lithographers, chromo-lithographers, engravers, block makers, book binders, designers, ink manufacturers, machine rulers, numerical printers, paper bag and account book makers, envelop manufacturers, box makers, dealers in materials used in the manufacture of ink and paper, cabinet makers and dealers in or manufacturers of any other articles or things of a character similar or analogous to the foregoing or connection therewith.
72. To carry on all or any of the businesses of owners, lessees, managers, keepers, lessors and/or conductors of hotels, restaurants, cabs, tavern, beer-houses, refreshments and tea rooms, lodging houses, hotels, clubs, bars, baths, swimming pools, boat clubs, dressing rooms, laundries, reading rooms, writing rooms, news paper rooms, libraries, smoke rooms, play grounds, places of all kinds and description of amusement, recreation, sports, entertainment and/or pleasure, guest houses, cottages, rest-rooms, resorts, Time share Resorts holiday rooms, tourist bungalows, shopping centres, cinema theatres, dance halls, drama stages, touring talkies, film studios, milk and snack bars, road houses, auto- cart, apartment houses, diaries, farms, gardens and orchards.
73. To carry on the business of transporting goods and passengers by rail, lorries, trucks, cars, vans, buses, airways, ships, motor boats, steamers, launches, carts driven by animals either owned by the Company or through outside agencies and as owners, managers and lessees



of garages, stables and to run and maintain buildings for housing, fueling, and repairing of such vehicles and to establish and run petrol and service stations, tyre retraining units, battery servicing units, and manufacture and deal in ancillary parts required for such vehicles and to establish and conduct places for parking cars and other vehicles.

TO GENERALLY TO DO ALL THINGS as may appear to be incidental or conducive to the attainment of all of the above objects or any of them.

AND IT IS HEREBY DECLARED that the word 'Company' when used in reference to this Company shall be deemed to include any authority partnership or anybody of person whether or not incorporated and the intention is that the objects set forth in each of the several paragraphs of the above clauses shall have the widest possible construction and shall in no ways be limited or satisfied by reference to or inference from the terms of any other paragraph or any other sub-clause above or by the name of the Company and shall extend to all parts of the world.

- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- 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.^{4,5,6}

⁴The Authorised Share Capital was amended vide special resolution passed at the Extra-Ordinary General Meeting held on 5th September 2023.

⁵Clause V was amended pursuant to Clause 11 of the Scheme of Amalgamation or Merger of Rasoi Magic Foods (India) Private Limited and BAMS Condiments Impex Private Limited with Orkla India Private Limited, under Section 233 of the Companies Act, 2013, as approved by the Regional Director – South East Region, by order dated 21st March, 2025.

⁶Amendment vide ordinary resolution passed at the Extra-Ordinary General Meeting held on 7th May 2025 for sub-division of Equity Shares.



We, the several persons, whose name and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

SL. NO.	Names and Addresses, Description and Occupation of Subscribers with their Signatures	Number of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of the witness
1.	<i>Sd/-</i> P. SADANANDA MAIYA S/o Late P.Y.N. Maiya No.342, I 'B' Main Road, 7th Block West, Jayanagar Bangalore - 560 082. Business	10 (Ten)	<i>Sd/-</i> A. SHANKAR S/o A. S. Arunachalam No.8, WIGWAM, 80 Feet Road, Rajajinagar, Bangalore - 560 010. <i>Chartered Accountant</i>
2	<i>Sd/-</i> P. SUNANDA S. MAIYA W/o P.Sadananda Maiya No.342, I 'B' Main Road, 7th Block West, Jayanagar Bangalore - 560 082. Business	10 (Ten)	
3	<i>Sd/-</i> MADALASA V. RAO W/o K. Vijayaprakash Rao 234, 2nd Main Road, ISRO Layout, Vikramnagar, Bangalore - 560 078 Business	10 (Ten)	
4	<i>Sd/-</i> P. PADMANABHA MAIYA S/o Late P.Y.N. Maiya No.343, 25th Cross, 9th Main, BSK II Stage, Bangalore - 560 070. Doctor of Medicine	10 (Ten)	



SL. NO.	Names and Addresses, Description and Occupation of Subscribers with their Signatures	Number of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of the witness
5	<p><i>Sd/-</i></p> <p>V. KRISHNA MURTHY</p> <p>S/o Late V.V Sharma</p> <p>221/2, 6th Cross,</p> <p>Gandhinagar</p> <p>Bangalore - 560 009.</p> <p>Employed</p>	<p>10</p> <p>(Ten)</p>	<p><i>Sd/-</i></p> <p>A. SHANKAR</p> <p>S/o A. S. Arunachalam</p> <p>No.8, WIGWAM, 80 Feet Road,</p> <p>Rajajinagar,</p> <p>Bangalore - 560 010.</p> <p><i>Chartered Accountant</i></p>
6	<p><i>Sd/-</i></p> <p>Dr. P. SRINIVAS MAIYA</p> <p>S/o P.Y.N.Maiya</p> <p>No.29, 'ANUPAMA'</p> <p>5th 'A' Cross, 4th Main,</p> <p>I Phase, Girinagar,</p> <p>Bangalore - 560 085.</p> <p>Surgeon</p>	<p>10</p> <p>(Ten)</p>	
7	<p><i>Sd/-</i></p> <p>G. JAYARAM</p> <p>S/o Gopalappa</p> <p>1322 A, 13th Cross,</p> <p>Indiranagar 2nd Stage,</p> <p>Bangalore - 560 038</p> <p>Business</p>	<p>10</p> <p>(Ten)</p>	

Dated this 21st day of August 1996 at Bangalore.

For Orkla India Limited

Kaushik Seshadri
Kaushik Seshadri
Company Secretary
ICSI M. No. A41800

