

NOTICE OF EXTRA- ORDINARY GENERAL MEETING (EGM)

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (#3/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 FRIDAY, MAY 30, 2025 AT 10.30 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. TO APPROVE THE ADOPTION OF AMENDED ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 5 and 14 and other applicable provisions of the Companies Act, 2013 ("Act") read with applicable Rules thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the resolution passed by the Board of Directors on May 27, 2025, the consent of the Members be and is hereby accorded for adoption of amended Articles of Association (AOA) of the Company, including changes to incorporate the relevant clauses of the Waiver cum Amendment Agreement to the Shareholders' Agreement dated March 24, 2021 (as supplemented by the deed of adherence dated January 16, 2024) dated May 28, 2025, alteration to Article 164 giving the Chairperson of the Board, the right to a casting vote in the event of an equality of votes, alteration to Part-B of AOA to include references to Initial Public Offering and Offer for Sale, and alteration to Article 50 of Part-B for providing 21 (twenty-one) clear days for a General Meeting.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary and Compliance Officer, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for the purposes of giving effect to this resolution and matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard."

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 and Compliance Officer

ICSI M. No. A41800

Date: May 27, 2025

Place: Bengaluru

ORKLA INDIA LIMITED

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

Registered Office: No. 1, 2nd & 3rd Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Viveknagar, Bengaluru - 560 047, India

CIN: U15136KA1996PLC021007 | T: +91 80 4081 2100/7 | Website: www.orklaindia.com | E-mail: contactus@orklaindia.com

Notes:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Extraordinary General Meeting (“EGM / Meeting”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed personal presence of the Members at the meeting. The Ministry of Corporate Affairs (MCA) issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 03/2022 dated May 05, 2022, Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 (collectively referred to as ‘MCA Circulars’) and other applicable circulars in this regard, issued clarifications / relaxations on holding the EGM through VC / OAVM and other incidental matters in connection with the same from time to time. In terms of the said Circulars, the EGM of the Company will be held on Friday, May 30, 2025 at 10:30 A.M. (IST) through VC / OAVM. Hence, Members can attend and participate in the EGM through VC / OAVM only.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) relating to the special businesses to be transacted at the EGM is annexed hereto and forms an integral part of the EGM Notice.
3. The deemed venue for the EGM shall be the registered office of the Company i.e., No.1, 2nd & 3rd Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Viveknagar, Bengaluru – 560047, Karnataka, India.
4. The meeting is being convened at shorter notice, after obtaining the consent in writing, by the Members entitled to vote and who represent not less than ninety-five percent of such part of the paid-up share capital of the Company as gives a right to vote at the meeting, pursuant to the provisions of Section 101 of the Companies Act, 2013.
5. Orkla India Limited (“the Company”) shall conduct the EGM through video conferencing by using ‘Microsoft Teams application’ and the Members are requested to follow the below-mentioned instructions for participating in the meeting through ‘Microsoft Teams application’:
 - (i) Members may kindly attend the Meeting through video-conferencing mode by clicking on the following link [Extra-Ordinary General Meeting - May 30, 2025](#)
 - (ii) For joining through laptop / desktops, the instructions are as follows:
 - (a) Select ‘Join Microsoft Teams Meeting’ by clicking on the following link - [Extra-Ordinary General Meeting - May 30, 2025](#)

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Thereafter, a page will be displayed where you can choose to either join on the web or download the desktop app. If you already have the Microsoft Teams app, the meeting will open on the app automatically.

- (b) If you do not have a Teams account, select '**Join as a guest**' and enter your name to join the meeting as a guest. If you have a Teams account, select '**Sign in and join**'.
- (iii) For joining through mobile phone / iPads, the instructions are as follows:
 - (a) For easy and efficient access to the Microsoft Teams meetings (including audio, video, and content sharing) on mobile, it would be advisable to download and install the Microsoft Teams mobile app.
 - (b) If you have the app, select the 'Join Microsoft Teams Meeting' in the meeting invite sent on your registered email address to open the app and join the meeting. If you do not have the app, you will be taken to the app store where you can download the same.
 - (c) If you do not have a Microsoft Teams account, select 'Join as a guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in and join'.
 - (i) It would be advisable to download and install the app before the meeting starts. It might take a minute or two, depending on your internet connection.
 - (ii) Members who need any assistance or clarification while using the video conferencing facility can send an email at company.secretary@orklaindia.com or can call at the helpline number: +91 80 4081 2100/7
- 6. Members can, prior to the Meeting, seek technical assistance on the abovementioned helpline number between 9:00 A.M. to 6:30 P.M. from Monday to Friday till the date of the EGM.
- 7. Members may login and join 15 (fifteen) minutes prior to the scheduled time of the meeting and 15 (fifteen) minutes after the scheduled time.
- 8. The attendance of the Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 9. It is requested to raise the queries precisely and in short at the time of the meeting to enable us to answer the same. Members are also requested to send their queries, if any, to company.secretary@orklaindia.com.
- 10. Voting would be done by Show of hands at the Meeting.

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11. If a poll is ordered to be taken by the Chairman or demanded in accordance with Section 109 of the Companies Act, 2013, Members may cast their votes during the Meeting by sending an email to company.secretary@orklaindia.com from their email addresses registered with the Company.
12. The video conferencing facility allows two-way conferencing, and members can post questions concurrently during the Meeting.
13. A Member entitled to attend and vote at the Meeting is not entitled to appoint a proxy to attend and vote instead of himself. Since the MCA Circular permits the holding of the Meeting through video conferencing and dispenses the physical attendance of the members at the Meeting, there is no requirement for appointment of proxies by the members. Accordingly, the facility of appointment of proxies by the members will not be available for the Meeting and hence Proxy Form and Attendance Slip are not annexed to this Notice.
14. Corporate members intending to send their authorised representatives to attend the Meeting through video conference are requested to send to the Company a scanned copy of the certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
15. The Notice of EGM is being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s).
16. Members may also note that the Notice of EGM will be made available on the Company's website at www.orklaindia.com.
17. All the documents referred to in this Notice and the Statutory Registers, will be made available for inspection by the members at the registered office of the Company on all working days during the business hours up to the date of the Meeting and as such the Members are requested to send an email to company.secretary@orklaindia.com
18. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

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

Item No. 1: TO APPROVE THE ADOPTION OF AMENDED ARTICLES OF ASSOCIATION

The Articles of Association (AOA) of the Company is sought to be amended, including changes pursuant to relevant clauses of the Waiver cum Amendment Agreement to the Shareholders' Agreement dated March 24, 2021 (as supplemented by the deed of adherence dated January 16, 2024) dated May 28, 2025, alteration to Article 164 giving the Chairperson the right to a casting vote in the event of an equality of votes, alteration to Part-B of AOA to include references to Initial Public Offering and Offer for Sale, and alteration to Article 50 of Part-B for providing 21 (twenty-one) clear days for a General Meeting.

The Board of Directors on Tuesday, May 27, 2025, have accorded their approval for adoption of the amended Articles of Association of the company, subject to the approval of the Members of the Company.

Pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (the "Act") and the rules thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members is required by way of a special resolution, in order to amend the Articles of Association of the Company.

The draft amended Articles of Association proposed for approval shall be available for inspection by the Members of the Company at the Registered Office of the Company during business hours from 9:30 A.M. to 6:00 P.M. up to the date of this extraordinary general meeting.

The Board recommends the Special Resolution for approval of the Members of the 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, financially or otherwise, in the proposed resolution set out at Item No. 01, except in the ordinary course of business.

By order of the Board of Directors of

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Kaushik Seshadri

Company Secretary and Compliance Officer

ICSI M. No. A41800

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