

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting (the “AGM”) of the Members of Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited) (the “Company”) will be held on Wednesday, September 24, 2025 at 10:30 A.M. (IST) at the Registered Office of the Company at No.1, 2nd & 3rd Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Viveknagar, Bengaluru – 560047, Karnataka, to transact the following businesses:

ORDINARY BUSINESS:

Item No. 01

ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS:

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

“**RESOLVED THAT** the audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2025, comprising the Balance Sheet, Statement of Profit and Loss, notes to accounts and schedules thereon, along with the reports of the Board of Directors and Statutory Auditors thereon, be and are hereby adopted.”

Item No. 02

ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS:

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

“**RESOLVED THAT** the audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2025, comprising the Balance Sheet, Statement of Profit and Loss, notes to accounts and schedules thereon, along with the report of the Statutory Auditors thereon, be and are hereby adopted.”

Item No. 03

RE-APPOINTMENT OF MR. ATLE VIDAR NAGEL JOHANSEN (DIN: 01361367), AS DIRECTOR LIABLE TO RETIRE BY ROTATION

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

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr. Atle Vidar Nagel Johansen (DIN: 01361367), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

Item No. 04

APPOINTMENT OF M/S. BMP & CO. LLP, PRACTICING COMPANY SECRETARIES, AS SECRETARIAL AUDITOR OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) to the extent applicable and other applicable laws/statutory provisions, if any, as amended from time to time, and based on the recommendation of Audit Committee and approval of Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of M/s. BMP & Co. LLP, Practicing Company Secretaries (Firm Registration Number: L2017KR003200) as Secretarial Auditor of the Company for first term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30, subject to their continuity of fulfilment of the applicable eligibility norms, to conduct Secretarial Audit of the Company.

RESOLVED FURTHER THAT the Board of Directors (including Committee authorised by the Board) of the Company be and are hereby authorised to fix the terms and conditions including the annual remuneration plus applicable taxes, and out of pocket expenses, payable to them during their tenure as the Secretarial Auditors of the Company, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT any of the Director or Chief Financial Officer or Company Secretary and Compliance Officer of the Company be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

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Item No. 05

CANCELLATION OF REDEEMABLE OPTIONALLY CONVERTIBLE PREFERENCE SHARES, RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Sections 4, 13, 43, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for cancellation of 2,20,00,000 (Two Crore Twenty Lakh) redeemable optionally convertible preference shares (“ROCPS”) of face value of INR 10/- (Indian Rupee Ten only) each and for the reclassification of the Authorized Share Capital of the Company as mentioned below:

From 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.

To INR 1,11,30,00,000/- (Indian Rupees One Hundred and Eleven Crore Thirty Lakhs only) divided into 1,11,30,00,000 (One Hundred and Eleven Crore Thirty Lakhs) equity shares of face value of INR 1/- (Indian Rupee One only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act 2013, the existing Clause V of the Memorandum of Association of the company be and is hereby altered by deleting the same and substituting in its place the following as new Clause V:

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 1,11,30,00,000 (One Hundred and Eleven Crore Thirty Lakhs) equity shares of face value of INR 1/- (Indian Rupee One only) each.

RESOLVED FURTHER THAT any of the Directors or Chief Financial Officer or Company Secretary and Compliance Officer of the Company be and is hereby severally authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the

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aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution including making necessary filings with the Registrar of Companies and execution of any documents on behalf of the company and to represent the company before any governmental authorities as and when necessary.”

By order of the Board of Directors

For 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".

Kaushik Seshadri

Company Secretary and Compliance Officer

ICSI Membership No.: A41800

Address: No.1, 2nd & 3rd Floor, 100 Feet Inner Ring Road Ejipura, Ashwini Layout,
Viveknagar, Bengaluru-560047, Karnataka, India



Date: September 02, 2025

Place: Bengaluru

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts in respect of special businesses set out at Item Nos. 4 and 5 of the Notice, is annexed hereto. Further, details in respect of Item No. 3 is also appended hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Members may note that pursuant to provisions of Section 105 of the Companies Act, 2013 read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. For a member holding more than 10% 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 proxy for any other person or member.
3. The instrument appointing a proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed signed and stamped, not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
6. Documents relating with these businesses and the Register of Directors and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice and will be available for inspection by the members of the Company at Registered office of the Company during the Annual General Meeting.

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8. A route map providing directions to reach the venue of the AGM is provided in the Notice.
9. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as per the provisions of the Act.
10. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
11. In compliance with the provisions of MCA vide its circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 2/2021 dated January 13, 2021, the Notice of the ensuing AGM, is being sent only through electronic mode to those shareholders whose email IDs are available with the Company.

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 04:**

Pursuant to the provisions of Section 204 and other applicable provisions of the Act, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (to the extent applicable), as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting.

In view of that above, after evaluating and considering various factors such as industry experience, competence of the audit team efficiency in conduct of audit, independence, etc., on recommendation from Audit Committee, the Board of Directors of the Company in its meeting held on September 02, 2025, approved the appointment of M/s. BMP & Co. LLP ("BMP") (Firm registration No. L2017KR003200) Company Secretaries, as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30, subject to approval of the shareholders of the Company at the ensuing Annual General Meeting at such remuneration as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

BMP is a well-established firm of Practicing Company Secretaries with offices in Bengaluru, Mumbai, and Delhi (NCR). Founded in 2017, the firm specializes in Company Secretarial services. Having undergone peer review, BMP delivers comprehensive consulting and advisory services in corporate law. Their expertise encompasses a wide spectrum, including Corporate Secretarial Services, Secretarial Audit, SEBI compliances, Initial Public Offerings, Foreign Direct Investment and Overseas Direct Investment under FEMA, Mergers & Amalgamations, Business Setup, and Fund Raise compliance. BMP provides services across diverse sectors, including listed corporates, multinational companies, startups, venture capital firms, and esteemed law firms.

M/s. BMP & Co. LLP have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI Listing Regulations.

The proposed remuneration to be paid to BMP for secretarial audit services for the financial year ending March 31, 2026, is Rs. 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and out of-pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from BMP under various statutory regulations and certifications required by banks, statutory authorities, audit related services

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and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors.

Statement containing additional disclosure as required under Regulation 36(5) of the Listing Regulations:

Proposed fees payable to the Secretarial Auditors for the financial year 2025-2026	Rs. 3,00,000/- (Rupees Three Lakhs only) for the financial year 2025-2026. The fees shall exclude Goods and Services Tax and out of pocket expenses, conveyances or incidental expenses as may be incurred from time to time during the audit process
Term of appointment	5 (Five) consecutive years, commencing from financial year 2025-2026 to financial year 2029-2030
Material changes in the fee payable to Secretarial Auditors	No material changes. The increased fees commensurate with the size of the Company, audit coverage and scope of work.
Rationale of change	Not Applicable
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditors proposed to be appointed	M/s. BMP & Co. LLP are recognised audit firm. Given the scope, size, and distribution of the Company's operations, a competent audit firm is necessary. The recommendations from the Audit Committee and the Board of Directors of the Company meet the eligibility criteria as prescribed under the Act and the applicable rules made thereunder.
Brief Profile of Secretarial Auditors	M/s. BMP & Co. LLP (BMP) is a well-established firm of Practising Company Secretaries with offices in Bengaluru, Mumbai, and Delhi (NCR). Founded in 2017, the firm comprises 5 partners and a dedicated team of 60 employees. Specialising in Company Secretarial services and having undergone peer review, BMP delivers comprehensive consulting and advisory services in corporate law. BMP's expertise encompasses a wide spectrum, including Corporate Secretarial Services, Secretarial Audit, SEBI compliances, Initial Public Offerings (IPO), Foreign Direct Investment (FDI) and Overseas Direct Investment (ODI) under FEMA, Mergers & Amalgamations, Business Setup, and Fund Raise compliance. BMP has earned the trust of industry leaders across diverse sectors, including listed corporates, multinational companies, start-ups, venture capital firms, and esteemed law firms, establishing itself as a trusted partner in the corporate landscape.

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The Board of Directors shall approve revisions to the remuneration of BMP for the remaining part of the tenure in such manner and to such extent as may be mutually agreed with BMP.

In view of the above, the consent of the Members is requested to pass an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise either directly or indirectly, in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the Resolution set forth in Item No.4 for the approval of the Members of the Company by way of an Ordinary Resolution.

Item No. 05:

The existing 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 ("ROCPS") of face value of INR 10/- (Indian Rupee Ten only) each.

In view of the evolving capital structure and long-term strategic planning of the Company, it is proposed to cancel the ROCPS component and reclassify the Authorised Share Capital by converting the entire ROCPS into equity share capital. Post reclassification, the Authorised Share Capital will consist solely of equity shares aggregating to INR 1,11,30,00,000/- (Indian Rupees One Hundred and Eleven Crore Thirty Lakhs only), divided into 1,11,30,00,000 equity shares of face value INR 1/- (Indian Rupee One only) each.

This reclassification aligns with the Company's current and foreseeable capital requirements. The ROCPS forming part of the existing capital structure has already been converted into equity, and the Company does not envisage issuing further ROCPS in the near term. Accordingly, the proposed reclassification will simplify the capital structure and provide greater flexibility in equity capital management.

Consequently, it is also proposed to amend Clause V of the Memorandum of Association of the Company to reflect the revised composition of the Authorised Share Capital.

In view of the above, the consent of the Members is requested to pass an Ordinary Resolution as set out at Item No. 5 of the Notice.

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None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise either directly or indirectly, in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Resolution set forth in Item No. 5 for the approval of the Members of the Company by way of an Ordinary Resolution.

By order of the Board of Directors

For Orkla India Limited

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


Kaushik Seshadri

Company Secretary and Compliance Officer

ICSI Membership No.: A41800

Address: No.1, 2nd & 3rd Floor, 100 Feet Inner Ring Road Ejipura, Ashwini Layout,
Vivek Nagar, Bangalore, Karnataka- 560047, India



Date: September 02, 2025

Place: Bengaluru, India

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Annexure to AGM Notice

Details of the Director being re-appointed are set out in Item No. 3 above; pursuant to the Companies Act, 2013 read with Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

Name of the Director	ATLE VIDAR NAGEL JOHANSEN
Director Identification Number	01361367
Designation/Category of the Director	Chairman, Non-Executive (Non- Independent) Director
Date of Birth and Age	March 01, 1963 62 years
Date of first appointment	March 17, 2015
Qualifications	Completed the financial analyst study program from Norwegian School of Economics.
Profile, Experience and Expertise in specific functional areas	Mr. Atle Vidar Nagel Johansen has been associated with Orkla group since 1993 and has undertaken various roles and responsibilities in executive capacities across multiple entities within the Orkla Group, including Orkla AS, Saetre AS, Orkla Foods AS, Orkla Foods International, Orkla ASA and Orkla Care. He has over 31 years of experience in finance, marketing and FMCG sectors. Mr. Atle was previously associated with Tandberg Data ASA, Jøtun Funds Ltd and Carl Klerulf & Co Ltd.
Terms and conditions of re-appointment and remuneration	Liable to retire by rotation and being eligible, offers himself for re-appointment
Details of remuneration sought to be paid	NIL
Details of remuneration last drawn	Not Applicable
Shareholding in the Company	NIL
No. of Companies in which the person is already a Director and other Directorships, Membership/ Chairmanship of Committees of other Boards	NIL
Relation with other Directors and Key Managerial Personnel of the Company	He is not related to any other Director and / or Key Managerial Personnel of the Company
Number of meetings attended during the year (FY 2024-2025)	During the Financial Year 2024-25, he has attended all the 6 Board Meetings

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ATTENDANCE SLIP FOR ANNUAL 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: September 24, 2025, Time: 10:30 A.M.

Venue: No. 1, 2nd & 3rd 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 Annual General Meeting of the Company being held on Wednesday, September 24, 2025 at 10:30 A.M. at the Registered Office of the Company at No. 1, 2nd & 3rd Floor, 100 Feet Inner Ring Road Ejipura, Ashwini Layout, Viveknagar, Bengaluru - 560047, Karnataka, India.

.....
Signature of First holder/Proxy/Authorised Representative
Signature of 1st Joint holder
Signature of 2nd 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.

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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, 2nd & 3rd 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:-	

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Signature:-	
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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of members of the Company, to be held on Wednesday, 24th September, 2025 at 10.30 A.M. (IST) at No.1, 2nd & 3rd 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 Business	For	Against
1	Adoption of audited standalone financial statements.		
2	Adoption of audited consolidated financial statements.		
3	Re-appointment of Mr. Atle Vidar Nagel Johansen (DIN: 01361367), as Director liable to retire by rotation.		
Sl. No.	Special Business	For	Against
4	Appointment of M/s. BMP & Co. LLP, Practicing Company Secretaries, as Secretarial Auditor of the Company		
5	Cancellation of Redeemable Optionally Convertible Preference Shares, reclassification of Authorized Share capital and Consequent Amendment to Memorandum of Association of the Company.		

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.

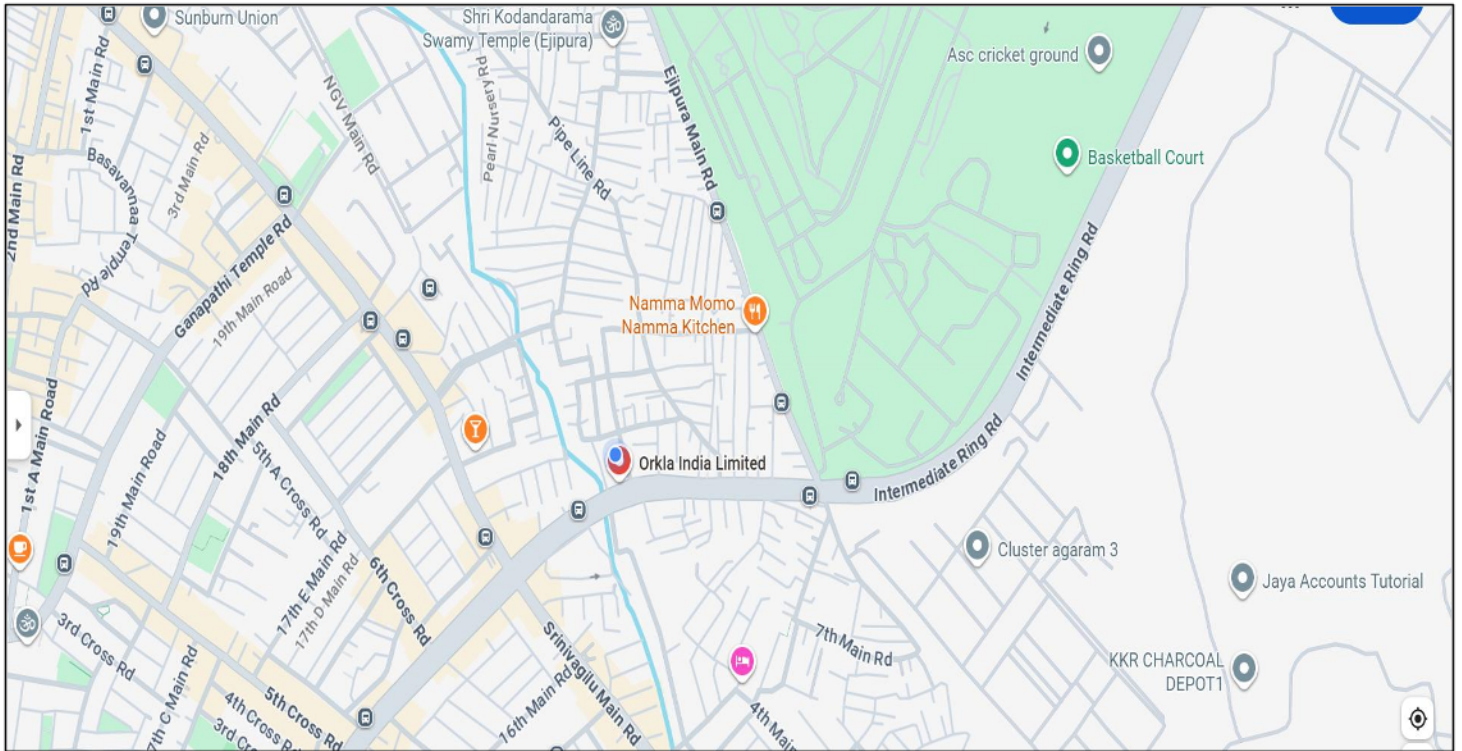
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Route map to the venue of the AGM



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