

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF “ORKLA INDIA LIMITED” (FORMERLY KNOWN AS “ORKLA INDIA PRIVATE LIMITED” AND “MTR FOODS PRIVATE LIMITED”) ON TUESDAY, JUNE 10, 2025, 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, VIVEKNAGAR, BENGALURU - 560047, KARNATAKA, INDIA AND THROUGH VIDEO CONFERENCING (‘VC’) MODE.**

**TO APPROVE AND ADOPT THE DRAFT RED HERRING PROSPECTUS**

**NOW, THEREFORE, IT IS**

**“RESOLVED THAT** in furtherance of the resolution passed by the Board of Directors of the Company (the **“Board”**) on May 12, 2025 subject to the applicable laws, the draft of the draft red herring prospectus (the **“DRHP”**), containing disclosures as required under the provisions of the Securities Contracts (Regulation) Act, 1956 (and the applicable rules thereunder), each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Companies Act, 2013 and the applicable rules thereunder (including, in each case, any statutory modification or re-enactment of such laws for the time being in force), as amended, (**“Companies Act”**), and any other applicable, rules, regulations, guidelines, circulars and notifications issued by Securities and Exchange Board of India and the enabling provisions of the memorandum of association and the articles of association of the Company, in respect of the initial public offering comprising an offer for sale by the certain existing shareholders *i.e.* the (**“Selling Shareholder[s]”**) of equity shares bearing face value ₹ 1/- each of the Company (the **“Equity Shares”**) (the **“Offer for Sale”** or **“Offer”**), for cash either at par or premium, at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations as placed before the Board, be and is hereby approved for filing with the SEBI, BSE Limited and the National Stock Exchange of India Limited (together with BSE Limited, the **“Stock Exchanges”**) and such and other governmental or supervisory authorities or persons as may be required, in accordance with the applicable provisions of the Companies Act, 2013, as amended, SEBI ICDR Regulation, and other applicable law.

**RESOLVED FURTHER THAT** the DRHP is hereby recommended for signing by each of the directors of the Company, the Chief Financial Officer, and the Selling Shareholders (or their duly authorized representative) and each such person be and is hereby authorized to sign the declaration page of the DRHP for and on behalf of the Company.

**RESOLVED FURTHER THAT** IPO Committee is hereby authorized to make corrections or alterations, if any, and to finalize the DRHP for the purposes of filing with the SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deeds, matters and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, [each of the directors of the Board and/or the Chief Financial Officer and/or the Company Secretary and Compliance Officer of the Company, are severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Karnataka at Bengaluru, furnish any returns or submit any other documents to any government, statutory or regulatory

authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

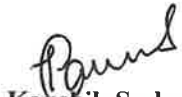
**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary and Compliance Officer of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

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**//CERTIFIED TRUE COPY//**

For **ORKLA INDIA LIMITED**

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



**Kaushik Seshadri**

**Company Secretary and Compliance Officer**

**Membership No.: A41800**



**Date:** June 10, 2025

**Place:** Bengaluru