Orkla INDIA

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ORKLA INDIA LIMITED (FORMERLY KNOWN AS "ORKLA INDIA PRIVATE LIMITED" AND "MTR FOODS PRIVATE LIMITED") HELD ON THURSDAY, OCTOBER 23, 2025, AT 10:15 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY AT NO.1, 2ND & 3RD FLOOR, 100 FEET INNER RING ROAD, EJIPURA, ASHWINI LAYOUT, VIVEK NAGAR, BENGALURU - 560047, KARNATAKA, INDIA AND THROUGH VIDEO CONFERENCING ('VC') MODE.

APPROVAL AND ADOPTION OF THE RED HERRING PROSPECTUS IN RELATION TO THE INITIAL PUBLIC OFFER BY THE COMPANY

"**RESOLVED THAT** in furtherance of the resolution of the Board dated June 10, 2025, approving the draft red herring prospectus, the 'in-principle' approvals each dated July 28, 2025 received from BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and the Securities and Exchange Board of India ("**SEBI**") letter dated October 16, 2025 noting changes made to the draft red herring prospectus, the red herring prospectus of the Company ("**RHP**"), a copy of which is placed before this meeting and the information contained therein as per the requirements of Companies Act, 2013, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and other applicable law, be and is hereby approved and taken on record in connection with the proposed initial public offering of equity shares of face value of ₹1 each of the Company ("**Equity Shares**") comprising of an offer for sale of up to 22,843,004 Equity Shares by the Selling Shareholders ("**Offer**") for filing with the Registrar of Companies, Karnataka at Bengaluru (the "**RoC**"), the Stock Exchanges, SEBI and such other authorities or persons as may be required under applicable laws.

RESOLVED FURTHER THAT the preliminary international wrap dated October 23, 2025 ("**Preliminary International Wrap**") which is placed before the Board in respect of the Offer, be and is hereby approved.

RESOLVED FURTHER THAT subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the SEBI ICDR Regulations and other applicable laws, approvals (if any) by authorities as may be necessary, any of the Directors of the Company or the Chief Financial Officer or the Company Secretary and Compliance Officer, be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP and/or the Preliminary International Wrap, if any, and to finalise the RHP and the Preliminary International Wrap and approval be and is hereby granted for filing the RHP and any other related documents with the SEBI, the RoC, the Stock Exchanges and with any other regulatory authority as may be necessary with respect to the Offer and undertake such other necessary steps to implement the above resolution.

RESOLVED FURTHER THAT each of the Directors of the Company and the Chief Financial Officer of the Company be and are hereby severally authorized to sign the RHP for and on behalf of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company or the Chief Financial Officer or the Company Secretary and Compliance Officer, be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal counsels to the Offer and the book running lead managers appointed in this respect.

Orkla India Limited Bengaluru

RESOLVED FURTHER THAT all monies received out of the Offer (as defined in the RHP) shall be transferred to a separate bank account maintained with the scheduled bank as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director and/or Company Secretary and Compliance Officer be furnished to any government, statutory or regulatory authority as may be required from time to time."

//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
ICSI Membership No.: A41800

Orkla India Limited * Bengaluru *

Date: October 23, 2025
Place: Bengaluru