

NOTICE OF EXTRA-ORDINARY GENERAL MEETING (EGM)

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (#4/FY24-25) OF THE MEMBERS OF M/S. ORKLA INDIA PRIVATE LIMITED (FORMERLY KNOWN AS MTR FOODS PRIVATE LIMITED) WILL BE HELD ON SATURDAY, THE 22ND DAY OF MARCH 2025 AT 10.30 A.M. (IST) AT ITS REGISTERED OFFICE AT NO. 1, 2ND & 3RD FLOOR, 100 FEET INNER RING ROAD EJIPURA, ASHWINI LAYOUT, VIVEK NAGAR, BANGALORE - 560047, KARNATAKA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:**1. REGULARIZATION OF APPOINTMENT OF MR. SHANTANU MAHARAJ KHOSLA (DIN: 00059877) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT subject to the provisions of the Companies Act, 2013 along with the rules made thereunder, ("Companies Act"), Regulation 17 and other applicable provisions thereof, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory amendment(s) or modification(s) for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, Mr. Shantanu Maharaj Khosla (DIN: 00059877), who possesses relevant expertise and experience and is not disqualified under Section 164(2) of the Companies Act and who has signified his consent to act as an Independent Director of Orkla India Private Limited (the "Company"), and has submitted a declaration that he meets the criteria for appointment as an independent director under the Section 149(6) of the Companies Act and the SEBI Listing Regulations, and is eligible for appointment, be and is hereby appointed as an independent director on the board of directors of the Company (the "Board" or "Board of Directors"), who shall hold office for a term of two years commencing on March 10, 2025, and not be liable to retire by rotation. Mr. Shantanu Maharaj Khosla shall be entitled to receive sitting fees and commission for attending meetings of the Board or any committees thereof as detailed in the letter of appointment dated March 10, 2025 issued to Mr. Shantanu Maharaj Khosla, and as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the board of directors of the Company or any duly authorized committee or representative thereof, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement such resolutions.



RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary 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.”

2. REGULARIZATION OF APPOINTMENT OF MS. RASHMI SATISH JOSHI (DIN: 06641898) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** subject to the provisions of the Companies Act, 2013 along with the rules made thereunder, (“Companies Act”), Regulation 17 and other applicable provisions thereof, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), (including any statutory amendment(s) or modification(s) for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, Ms. Rashmi Satish Joshi (DIN: 06641898), who possesses relevant expertise and experience and is not disqualified under Section 164(2) of the Companies Act and who has signified her consent to act as an Independent Director of Orkla India Private Limited (the “Company”), and has submitted a declaration that she meets the criteria for appointment as an Independent Director under the Section 149(6) of the Companies Act and the SEBI Listing Regulations, and is eligible for appointment, be and is hereby appointed as an Independent Director on the board of directors of the Company (the “Board” or “Board of Directors”), who shall hold office for a term of two years commencing on March 10, 2025, and not be liable to retire by rotation. Ms. Rashmi Satish Joshi shall be entitled to receive sitting fees and commission for attending meetings of the Board or any committees thereof as detailed in the letter of appointment dated March 10, 2025, issued to Ms. Rashmi Satish Joshi, and as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the board of directors of the Company or any duly authorized committee or representative thereof, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement such resolutions.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary 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.”

3. REGULARIZATION OF APPOINTMENT OF MR. AMIT JAIN (DIN: 01770475) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** subject to the provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (“Companies Act”), Regulation 17 and other applicable provisions thereof, if any, of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") (including any statutory amendment(s) or modification(s) for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, Mr. Amit Jain (DIN: 01770475), who possesses relevant expertise and experience and is not disqualified under Section 164(2) of the Companies Act and who has signified his consent to act as an Independent Director of Orkla India Private Limited (the "Company"), and has submitted a declaration that he meets the criteria for appointment as an Independent Director under the Section 149(6) of the Companies Act and the SEBI Listing Regulations, and is eligible for appointment, be and is hereby appointed as an Independent Director on the board of directors of the Company (the "Board" or "Board of Directors"), who shall hold office for a term of two years commencing on March 10, 2025, and not be liable to retire by rotation. Mr. Amit Jain shall be entitled to receive sitting fees and commission for attending meetings of the Board or any committees thereof as detailed in the letter of appointment dated March 10, 2025 issued to Mr. Amit Jain, and as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the board of directors of the Company or any duly authorized committee or representative thereof, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement such resolutions.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary 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."

4. REGULARIZATION OF APPOINTMENT OF MS. MEENA GANESH (DIN: 00528252) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT subject to the provisions of the Companies Act, 2013 along with the rules made thereunder, ("Companies Act"), Regulation 17 and other applicable provisions thereof, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory amendment(s) or modification(s) for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, Ms. Meena Ganesh (DIN: 00528252), who possesses relevant expertise and experience and is not disqualified under Section 164(2) of the Companies Act and who has signified her consent to act as an Independent Director of Orkla India Private Limited (the "Company"), and has submitted a declaration that she meets the criteria for appointment as an Independent Director under the Section 149(6) of the Companies Act and the SEBI Listing Regulations, and is eligible for appointment, be and is hereby appointed as an Independent Director on the board of directors of the Company (the "Board" or "Board of Directors"), who shall hold office for a term of two years commencing on March 10, 2025, and not be liable to retire by rotation. Ms.

Meena Ganesh shall be entitled to receive sitting fees and commission for attending meetings of the Board or any committees thereof as detailed in the letter of appointment dated March 10, 2025 issued to Ms. Meena Ganesh, and as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the board of directors of the Company or any duly authorized committee or representative thereof, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement such resolutions.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary 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."

5. APPROVAL TO MORTGAGE / HYPOTHECATE/ PLEDGE AND/ OR CREATE CHARGE ON THE PROPERTIES/ ASSETS OF THE COMPANY AS A SECURITY TOWARDS BORROWINGS UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and any other applicable laws and provisions of the Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may in its absolute discretion determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s), Trustee(s) and other bodies/persons, to secure the borrowings of the Company and/or Company's subsidiaries/ affiliates/associate companies, availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and/or securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) and all other applicable provisions, if any, of the Act, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges,

premium on prepayment, remuneration of the Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/ Deed(s) and Agreement (s)/Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s), in respect of the said loans/borrowings/securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s)/Trustee(s) as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

6. APPROVAL TO BORROW IN EXCESS OF THE LIMITS PROVIDED UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) thereof for the time being in force) and such other laws, rules and regulations, guidelines as may be applicable from time to time, the board of directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised, to borrow money as and when required, from (including without limitation) any Bank(s) and/or other Financial Institution(s) and/or foreign lender(s) and/or any body corporate(s)/ entity(ies) and/or authority(ies), either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount so borrowed (apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of INR 50,000 Million (Rupees Fifty Thousand Million Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorised by the Board or Chief Financial Officer of the Company, be and are hereby authorized to arrange to fix the terms and conditions of all such

borrowings from time to time as to interest, repayment, security or otherwise, howsoever it may consider appropriate and to sign and execute all such deeds, contracts, instruments, agreements and any other documents as may be required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or Officers of the Company to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company.

RESOLVED FURTHER THAT any Directors or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to do such acts, deeds and things, as may be necessary for compliance with the applicable laws and to file the aforesaid resolution with the Registrar of Companies and sign and issue a certified copy of the aforesaid resolution, whenever necessary."

7. APPROVAL TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, (including any Statutory modification or re-enactment thereof, for the time being in force) subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company by way of a special resolution be and is hereby accorded to the Board of Directors of the Company (Hereinafter referred to as "Board" which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the power conferred on the Board by this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 50,000 Million (Rupees Fifty Thousand Million Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013."

RESOLVED FURTHER THAT any Directors or Chief Financial Officer or Company Secretary of the Company be and are hereby authorized either jointly or severally to take all such steps and do all such acts, deeds and things considered necessary, proper and expedient to give effect to this Resolution."

8. AMENDMENT OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY BASED ON COMPANIES ACT, 2013

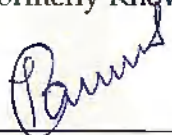
To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approvals, permission and consents as may be required, the draft set of Memorandum of Association of the Company, as placed before the members, be and is hereby approved and adopted as the new set of Memorandum of Association of the Company, in substitution for the existing Memorandum of Association of the Company to align with the Companies Act, 2013.

RESOLVED FURTHER THAT in accordance with Table A of Schedule I of the Companies Act, the Memorandum of Association of the Company be amended to rename and read the following clauses as: Clause III (A): 'The objectives to be pursued by the Company on its incorporation are:', Clause III (B): 'Matters which are necessary for furtherance of the objects specified in Clause III (A) are:' Clause 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.'

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary, proper, or expedient to give effect to this resolution, including but not limited to filing necessary forms with the Registrar of Companies, and signing and executing all necessary documents, agreements, and writings."

By order of the Board of Directors of
ORKLA INDIA PRIVATE LIMITED
(Formerly Known as MTR Foods Private Limited)


KAUSHIK SESHADRI
Company Secretary
ICSI M. No. A41800
Date: March 07, 2025
Place: Bengaluru



Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business as set out above is annexed hereto.
2. Attendance sheets are enclosed with this notice.
3. A Member entitled to attend and vote at an Extra-Ordinary General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company.

The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than two hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.

4. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
5. Corporate members intending to send their authorised representative(s) to attend the EGM are requested to send to the Company a certified true copy of the relevant board resolution authorising such representative(s) to attend and vote on their behalf at the EGM.
6. Consent of the shareholders under Section 101(1) of the Companies Act, 2013 for issue of shorter notice is annexed herewith.
7. Members should bring the attendance sheets duly filled in at the meeting to avoid any inconvenience.
8. Documents and other statutory registers/records, as required in terms of the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and the applicable secretarial standard on general meetings shall be available for inspection at the registered office of the Company during normal business hours on all working days up to the date of the EGM and also at the EGM.
9. Route map to the venue of the EGM is annexed hereto.

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

Item No. 1: REGULARIZATION OF APPOINTMENT OF MR. SHANTANU MAHARAJ KHOSLA (DIN: 00059877) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Company intends to list its equity shares (the "Equity Shares") on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares (the "Offer"). In connection with the Offer, the Company will be required to comply with the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations").

Accordingly, the Board has recommended Mr. Shantanu Maharaj Khosla to be appointed as an Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013 and the provisions of Regulation 17 of the SEBI Listing Regulations, each as amended, in connection with the Offer of the Equity Shares. In this regard, the Board has noted that Mr. Shantanu Maharaj Khosla fulfils the criteria for independent directors, as set out in the Companies Act, 2013, related rules framed thereunder, and the SEBI Listing Regulations and that Mr. Shantanu Maharaj Khosla is independent of the management of the Company.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of two years subject to such Director continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

The Board recommends the 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, except in the ordinary course of business.

Additional Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India is annexed herewith as an Annexure.

Item No. 2: REGULARIZATION OF APPOINTMENT OF MS. RASHMI SATISH JOSHI (DIN: 06641898) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Company intends to list its equity shares (the "Equity Shares") on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares (the "Offer"). In connection with the Offer, the Company will be required to comply with the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations").

Accordingly, the Board has recommended Ms. Rashmi Satish Joshi to be appointed as an Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013 and the provisions of Regulation 17 of the SEBI Listing Regulations, each as amended, in connection with the Offer of the Equity Shares. In this regard, the Board has noted that Ms. Rashmi Satish Joshi fulfils the criteria for independent directors, as set out in the Companies Act, 2013, related rules framed thereunder and the SEBI Listing Regulations and that Ms. Rashmi Satish Joshi is independent of the management of the Company.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of two years subject to such Director continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations and shall not be liable to retire by rotation.

The Board recommends the 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, except in the ordinary course of business.

Additional Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India is annexed herewith as an Annexure.

Item No. 3: REGULARIZATION OF APPOINTMENT OF MR. AMIT JAIN (DIN: 01770475) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Company intends to list its equity shares (the "Equity Shares") on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares (the "Offer"). In connection with the Offer, the Company will

be required to comply with the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations").

Accordingly, the Board has recommended Mr. Amit Jain to be appointed as an Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013 and the provisions of Regulation 17 of the SEBI Listing Regulations, each as amended, in connection with the Offer of the Equity Shares. In this regard, the Board has noted that Mr. Amit Jain fulfils the criteria for Independent Directors, as set out in the Companies Act, 2013, related rules framed thereunder and the SEBI Listing Regulations and that Mr. Amit Jain is independent of the management of the Company.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of two years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations and shall not be liable to retire by rotation.

The Board recommends the 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, except in the ordinary course of business.

Additional Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India is annexed herewith as an Annexure.

Item No. 4: REGULARIZATION OF APPOINTMENT OF MS. MEENA GANESH (DIN: 00528252) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Company intends to list its equity shares (the "Equity Shares") on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares (the "Offer"). In connection with the Offer, the Company will be required to comply with the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations").

Accordingly, the Board has recommended Ms. Meena Ganesh to be appointed as an Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013 and the provisions of Regulation 17 of the SEBI Listing Regulations, each as amended, in connection with the Offer of the Equity Shares. In this regard, the Board

has noted that Ms. Meena Ganesh fulfils the criteria for Independent Directors, as set out in the Companies Act, 2013, related rules framed thereunder, and the SEBI Listing Regulations and that Ms. Meena Ganesh is independent of the management of the Company.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of two years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

The Board recommends the 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, except in the ordinary course of business.

Additional Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India is annexed herewith as an Annexure.

Item No. 05 & 06:

Provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 read with the Rules, if any, made thereunder ("the Act") provide that the Company shall not, except with the consent of Members by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), exceeding the aggregate of the paid-up share capital, free reserves and securities premium, and sell, lease or otherwise dispose off whole or substantially the whole of the undertaking of the company.

Accordingly, consent of the Members is sought by way of Special Resolution as set out in Item Nos. 05 & 06 of the accompanying Notice. These resolutions enable the Board of Directors of the Company to borrow funds (apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business) which may at any time exceed INR 50,000 Million (Rupees Fifty Thousand Million Only) and also to secure the same by creating mortgage/charge on whole or substantially the whole of the undertaking of the Company in accordance with section 180(1)(a) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested financially or otherwise in the Resolution, except to the extent of their shareholdings in the Company.

The Board accordingly recommends the Special Resolutions set out at Item Nos. 05 & 06 of the accompanying Notice for the approval of the Members of the Company.

Item No. 07 - APPROVAL TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

As per Section 186 of the Companies Act, 2013 read with the relevant rules framed thereunder, the Company is required to obtain the prior approval of the shareholders by way of a Special Resolution for giving of any loan or guarantee or providing any security or acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Limits available to the Company as per Section 186 of the Companies Act, 2013 (as of March 31, 2024) is as follows:

Particulars	INR in Million
Total available limits as per section 186 of Companies Act, 2013 (as of March 31, 2024)	21,838
Total limits that will be available after payout of dividend	15,838

Though the current loans and investments of the Company is within the limits specified under the Companies Act, 2013, it was thought expedient by the Board that as a measure of achieving greater financial management and to enable optimal financial and capital structuring and to keep sufficient safeguard for, among other things, deploying capital in group companies or investments of excess cash in financial instruments and other body corporates, for future growth of the Company, to seek approval of shareholders to make investments, give loans, guarantees and security in excess of the limits prescribed under Section 186 of the Companies Act, 2013 up to an aggregate sum of INR 50,000 Million (Rupees Fifty Thousand Million Only)

The approval of the shareholders is being sought by way of a Special Resolution pursuant to Section 186 of the Companies Act, 2013, to enable the Company to give loan or guarantee or provide any security or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Item No. 08 - AMENDMENT OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY BASED ON COMPANIES ACT, 2013

The existing Memorandum of Association (MOA) of the Company is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013 (the "Act").

The object clause and the liability clause of the existing MOA needs to be re-aligned as per Table A of Schedule I of the new Act. Members are requested to note that there is no change in main objects of the Company. MOA is being amended and replaced only to bring the same in line with the new Act.

The Board at its meeting held on March 07, 2025 has approved the adoption of new set of Memorandum of Association of the Company in compliance with Companies Act, 2013.

In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for adoption of new set of Memorandum of Association of the Company.

None of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way concerned or interested financial or otherwise, in the resolution set out in Item No. 8 of EGM Notice except to the extent of their shareholdings in the Company.

The Board recommends passing of the Resolution set out at Item No. 8 for the approval of the members of the Company by way of a Special Resolution.

By order of the Board of Directors of
ORKLA INDIA PRIVATE LIMITED
(Formerly Known as MTR Foods Private Limited)


KAUSHIK SESHADRI
Company Secretary
ICSI M. No. A41800
Date: March 07, 2025
Place: Bengaluru



Annexure - Additional Information of Directors being appointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India

Name of the Director	AMIT JAIN	MEENA GANESH	RASHMI SATISH JOSHI	SHANTANU MAHARAJ KHOSLA
Director Identification Number (DIN)	01770475	00528252	06641898	00059877
Date of birth/age	Date of Birth - September 18, 1964 Age - 60 years	Date of Birth - August 31, 1963 Age - 61 years	Date of Birth - July 30, 1966 Age - 58 years	Date of Birth - January 25, 1960 Age - 65 years
Date of first appointment in the Company	March 10, 2025	March 10, 2025	March 10, 2025	March 10, 2025
Educational Qualification	MBA in Marketing from the Faculty of Management Studies, B. Com from Hans Raj College	MBA in Finance and Systems, IIM; B.Sc. in Physics, Madras Christian College.	Chartered Accountant (ICAI), Company Secretary (ICSI), B. Com, University of Mumbai	B. Tech, IIT; MBA, IIM Calcutta
Experience (including expertise in specific functional area) / Brief Resume	He has over 25 years of leadership experience, having served as Managing Director of AkzoNobel India and L'Oréal India. At AkzoNobel, he drove double-digit revenue growth by launching localized product innovations and expanding the premium paints category. At L'Oréal	Meena Ganesh is one of India's most respected business leaders and successful entrepreneurs, with nearly three decades of experience spanning healthcare, consulting, technology, and e-commerce. She has seamlessly managed large corporate roles and entrepreneurial ventures, earning acclaim for	Rashmi has over three decades of leadership experience in financial strategy, governance, and transformation, with key roles at Castrol India, BP Singapore, Godrej Industries, and Veedol Corporation.	Shantanu has over three decades of experience leading major consumer and industrial companies, including Procter & Gamble India, Gillette India, and Crompton Greaves Consumer Electricals. At P&G, he drove category leadership and innovative product launches, significantly increasing market share. During his tenure at Crompton Greaves,

	India, he spearheaded market expansion into tier-2 cities, improving market share and consumer engagement.	founding and scaling three highly successful startups in healthcare, ed-tech, and BPO services. She is the Co-founder, MD, and Chairperson of Portea Medical, India's largest and fastest-growing home healthcare company.		he led operational restructuring that delivered EBITDA growth and enhanced distribution efficiency.
Terms and Conditions of Appointment	As per the appointment letter and resolution at Item No.3 of the Extra-Ordinary General Meeting Notice read with explanatory statement thereto, Mr. Amit Jain is proposed to be appointed as Non-Executive Independent Director of the Company. He is required to comply with the applicable provisions of the Companies Act, and SEBI Regulations and other applicable laws from time to time.	As per the appointment letter and resolution at Item No.4 of the Extra-Ordinary General Meeting Notice read with explanatory statement thereto, Ms. Meena Ganesh is proposed to be appointed as Non-Executive Independent Director of the Company. She is required to comply with the applicable provisions of the Companies Act, and SEBI Regulations and other applicable laws from time to time.	As per the appointment letter and resolution at Item No.2 of the Extra-Ordinary General Meeting Notice read with explanatory statement thereto, Ms. Rashmi Satish Joshi is proposed to be appointed as Non-Executive Independent Director of the Company. She is required to comply with the applicable provisions of the Companies Act, and SEBI Regulations and other applicable laws from time to time.	As per the appointment letter and resolution at Item No.1 of the Extra-Ordinary General Meeting Notice read with explanatory statement thereto, Mr. Shantanu Maharaj Khosla is proposed to be appointed as Non-Executive Independent Director of the Company. She is required to comply with the applicable provisions of the Companies Act, and SEBI Regulations and other applicable laws from time to time.
Remuneration last drawn (FY2024-till date)	NIL	NIL	NIL	NIL
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for	She shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for any other	She shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for any other	He shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for any other

	any other purpose as per the appointment letter.	purpose as per the appointment letter.	purpose as per the appointment letter.	purpose as per the appointment letter.
Shareholding in the Company (As on March 31, 2024 and December 31, 2024)	NIL	NIL	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	He is not related to any other Director and / or Key Managerial Personnel of the Company.	She is not related to any other Director and / or Key Managerial Personnel of the Company	She is not related to any other Director and / or 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 of the Board attended during the financial year 2023-24	N/A	N/A	N/A	N/A
Directorships of other Boards as on March 06, 2025	<p>Jubilant Foodworks Limited</p> <p>Sanofi Consumer Healthcare India Limited</p> <p>Collective Newsroom Private Limited</p>	<p>Pidilite Industries Limited</p> <p>Healthvista India Private Limited</p> <p>Hitachi Energy India Limited</p> <p>Takecare Technology Private Limited</p> <p>Rocket Logistics Private Limited</p> <p>Qtrove Services Private Limited</p> <p>Ezeesmart Education Private Limited</p>	Bharat Forge Limited	<p>Crompton Greaves Consumer Electricals Limited</p> <p>Modenik Lifestyle Private Limited</p> <p>Leadership Boulevard Private Limited</p> <p>Butterfly Gandhimathi Appliances Limited</p>

		Portea Medical Private Limited CRM Holdings Private Limited Axis Bank Limited Pfizer Limited Axis Bank Limited		
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Jubilant Foodworks Limited	Pidilite Industries Limited Hitachi Energy India Limited Pfizer Limited Axis Bank Limited	NIL	Crompton Greaves Consumer Electricals Limited Butterfly Gandhimathi Appliances Limited
Listed entities from which the Director has resigned in the past three years	Akzo Nobel India Limited	Procter & Gamble Hygiene and Health Care Limited	NIL	Crompton Greaves Consumer Electricals Limited (relinquished position as Managing Director)

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: U15136KA1996PTC021007

Name of the Company: ORKLA INDIA 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 PRIVATE 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:-	
Signature:-	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of members of the Company, to be held on Saturday, 22nd March, 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.	Special Resolution – Special Business	For	Against
1	Regularisation of Appointment of Mr. Shantanu Maharaj Khosla (DIN: 00059877) as an Independent Director of the Company		
2	Regularisation of Appointment of Ms. Rashmi Satish Joshi (DIN: 06641898) as an Independent Director of the Company		
3	Regularisation of Appointment of Mr. Amit Jain (DIN: 01770475) as an Independent Director of the Company		
4	Regularisation of Appointment of Ms. Meena Ganesh (DIN: 00528252) as an Independent Director of the Company		
5	Approval to Mortgage / Hypothecate/ Pledge and/ or create Charge on the properties/ assets of the Company as a security towards borrowings under Section 180(1)(a) of the Companies Act, 2013		
6	Approval to Borrow in excess of the limits provided under Section 180(1)(c) of the Companies Act, 2013		
7	Approval to make investments, give loans, guarantees and provide securities under Section 186 of the Companies Act, 2013		
8	Amendment of the Memorandum of Association of the Company based on Companies Act, 2013		

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.

ATTENDANCE SLIP FOR (#4/FY 24-25) EXTRA-ORDINARY GENERAL MEETING

CIN: U15136KA1996PTC021007

Name of the Company: ORKLA INDIA PRIVATE LIMITED

Day: Saturday, Date: March 22, 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 (#4 / FY 2024-2025) Extra-ordinary General Meeting of the Company being held on Saturday, March 22, 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, Vivek Nagar, Bengaluru - 560047, Karnataka, India.

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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.

Route map for the venue of meeting

