



Orkla India Limited

(formerly known as "Orkla India Private Limited")

CIN: L15136KA1996PLC021007

Registered Office: No.1, 2nd and 3rd Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Vivek Nagar, Bengaluru-560047, Karnataka, India

Tel: +91 80 4081 2100; **Email ID:** company.secretary@orklaindia.com; **Website:** www.orklaindia.com

POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that the resolution set out below is proposed for approval by the Members of **Orkla India Limited** (the "**Company**") by means of Postal Ballot, only through remote voting by electronic means ("**e-voting**") being provided by the Company to all its Members to cast their vote electronically, pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("**Act**"), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, latest being 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and other relevant MCA Circulars and Notifications issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and any other applicable provision of Listing Regulations circular(s) issued by the Securities and Exchange Board of India ("**SEBI**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode to those Members whose e-mail address is registered with the Company/depository participant(s)/Registrar and Transfer Agent and whose names appear in the Register of Members as on Friday, March 20, 2026 ("**Cut-Off Date**"). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

An explanatory statement pursuant to Section 102 and Section 110 of the Act and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof form part of this Notice. The Notice will also be placed on the website of the Company at www.orklaindia.com, websites of the stock exchanges where the Equity Shares of the Company are listed i.e. BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depositories Limited ("**NSDL**") at www.evoting.nsd.com.

Scrutinizer for conducting the Postal Ballot:

The Board has appointed Mr. Pramod S M (FCS No.: 7834, CP No.: 13784) or in his absence Mr. Biswajit Ghosh (FCS No.: 8750, CP No.: 8239), Partners of M/s. BMP & Co. LLP, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, within the prescribed timelines, to the Managing Director & CEO, or to the Company Secretary & Compliance Officer, or any other person authorized by the Chairman of the Company. The results of e-voting along with scrutinizer's report will be announced within specified time and will be displayed on the Company's website at www.orklaindia.com and the website of NSDL at www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges where the Company's Equity Shares are listed. The result of the Postal Ballot will also be displayed at the registered office of the Company.

E-Voting:

Members are requested to carefully read the instructions in this Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process. The remote e-voting period commences on Thursday, March 26, 2026 from 9.00 a.m. (IST) and ends on Friday, April 24, 2026 at 5.00 p.m. (IST). The remote e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

Resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members convened on that behalf. The last date specified by the Company for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority i.e. on Friday, April 24, 2026.

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR THE REMUNERATION PAYABLE TO MR. ATLE VIDAR NAGEL JOHANSEN (DIN: 01361367), CHAIRMAN OF BOARD AND NON-EXECUTIVE DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, and

in accordance with the Company’s Nomination and Remuneration Policy, and pursuant to the approval of the Board of Directors on the basis of recommendation of Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded for payment of remuneration by way of commission to Mr. Atle Vidar Nagel Johansen (DIN: 01361367), Chairman of the Board and Non-Executive Director of the Company, in accordance with the terms of Remuneration Agreement, the salient features whereof are set out below:

<p>Components of Remuneration to Chairman and Non-Executive Director</p>	<p>Remuneration shall be paid by way of Commission of NOK 400,000 (Norwegian Kroner Four Hundred Thousand) per annum which may further be increased subject to an upper limit of NOK 500,000 (Norwegian Kroner Five Hundred Thousand) per annum (or its INR equivalent) subject to deduction of applicable taxes.</p> <p>The remuneration shall be payable effective from January 01, 2026.</p> <p>The commission shall be determined by the Nomination and Remuneration Committee and/or the Board of Directors, within the aforesaid overall limit. In the event of payment in Indian Rupees, the amount shall be converted at the exchange rate prevailing on the date of remittance.</p> <p>The payment of such commission shall, at all times, be subject to and within the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
<p>Reimbursement of Expenses</p>	<p>The Company shall either reimburse to the Chairman of the Board and Non-Executive Director, or bear on behalf of, the Chairman of the Board and Non-Executive Director, as the case may be, all expenses incurred for attending meetings, performing his duties and representing the Company, including travel, lodging, maintenance of his office, and incidental costs.</p>
<p>Duration</p>	<p>The duration of remuneration shall be co-terminus with the duration of office of the Chairman of the Board and Non-Executive Director.</p>

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to take such steps as may be necessary for

obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and to take all necessary steps for filing necessary forms with the Registrar of Companies, Karnataka at Bengaluru, and to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions.”

**By the Order of the Board of Directors
For Orkla India Limited**
(formerly known as “Orkla India Private Limited”)

Sd/-

Kaushik Seshadri
Company Secretary & Compliance Officer
ICSI Membership No.: ACS 41800

Place: Bengaluru
Date: March 10, 2026

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102 and other applicable provisions of the Companies Act, 2013 read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members / Register of Beneficial Owners as on Friday, March 20, 2026, (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Accordingly, physical copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through remote e-voting.
3. In accordance with the MCA Circulars, Members can only vote through remote e-voting. Accordingly, only those Members whose names are appearing in the Register of Members/Register of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by way of remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
4. This Postal Ballot Notice is also available on the Company’s website at www.orklaindia.com, websites of Stock Exchanges, i.e., BSE Limited (“**BSE**”) at www.bseindia.com and National Stock Exchange of India Limited (“**NSE**”) at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
5. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations, as amended (“**SEBI Master Circular**”), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. For this purpose, the Company has engaged the services of National Securities Depositories Limited (“**NSDL**”) as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice.
6. The remote e-voting period commences on Thursday, March 26, 2026, from 09.00 a.m. (IST) and shall end on Friday, April 24, 2026, at 05.00 p.m. (IST). The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
7. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. Friday, April 24, 2026.
8. Corporate/ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to

info@bmpandco.com with a copy marked to evoting@nsdl.com. Institutional Members can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

9. All the documents referred to in this Postal Ballot Notice and Explanatory Statement shall be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until 05:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e. Friday, April 24, 2026. Members desirous of inspecting such documents can send their requests to company.secretary@orklaindia.com mentioning his / her names, folio numbers/DP ID and Client ID.
10. Members who have not yet registered their email address are requested to register the same with their respective Depository Participant(s) in respect of shares held in dematerialised form. For any queries relating to KYC updates, Members may reach out to the Company’s Registrar and Transfer Agent (“RTA”) at inward.ris@kfintech.com.

11. PROCEDURE FOR E-VOTING:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the

Type of shareholders	Login Method
	<p>e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li data-bbox="477 604 1458 716">3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="477 758 1458 1178">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="477 1220 1458 1325">5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="724 1335 1203 1367" style="text-align: center;"> <p>NSDL Mobile App is available on</p> </div> <div data-bbox="724 1398 1203 1444" style="text-align: center;"> <p>  App Store  Google Play </p> </div> <div data-bbox="771 1472 917 1619" style="text-align: center;">  </div> <div data-bbox="1019 1472 1166 1619" style="text-align: center;">  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="477 1646 1458 1866">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

Type of shareholders	Login Method
	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 138937 then user ID is 138937001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your ‘initial password’?
- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN- 138937” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@bmpandco.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Falguni Chakraborty, Deputy Manager – NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to company.secretary@orklaindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (company.secretary@orklaindia.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively Shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 & 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1: APPROVAL FOR THE REMUNERATION PAYABLE TO MR. ATLE VIDAR NAGEL JOHANSEN (DIN: 01361367), CHAIRMAN OF BOARD AND NON-EXECUTIVE DIRECTOR

Pursuant to the provisions of Section 197 of the Companies Act, 2013 (“the Act”), a company having a Managing Director or Whole-time Director or Manager may pay remuneration to its Non-Executive Directors, including Independent Directors, by way of commission, provided that the aggregate amount does not exceed one (1) percent of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act.

Further, in terms of Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), all fees or compensation payable to Non-Executive Directors, including Independent Directors, are required to be recommended by the Board of Directors and approved by the shareholders of the Company.

Mr. Atle Vidar Nagel Johansen (DIN: 01361367), Chairman of the Board and Non-Executive Director of the Company, brings with him extensive industry experience, strategic insight and leadership expertise, which have significantly contributed to the Company’s governance standards and long-term strategic direction.

Brief Profile of Mr. Atle Vidar Nagel Johansen:

Mr. Atle Vidar Nagel Johansen is the Chairman of the Board and Non-Executive Director of the Company duly elected as Chairman in 2015. He has completed the Financial Analyst study program from the Norwegian School of Economics. He has been associated with the Orkla Group since 1993 and has held senior executive positions 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 across the finance, marketing and FMCG sectors. Prior to joining the Orkla Group, he was previously associated with Tandberg Data ASA, Jøtun Funds Ltd and Carl Klerulf & Co Ltd. He is also the Chairperson of the Board of Directors of Anora Group Plc., Helsinki, Finland.

In recognition of his valuable guidance, continued contribution and services rendered and to be rendered to the Company, and pursuant to the terms of the mutually agreed Remuneration Agreement, the Nomination and Remuneration Committee, at its meeting held on March 03, 2026, has recommended and the Board of Directors, at its meeting held on March 10, 2026, have approved the following remuneration to him by way of commission as stated below, effective from January 01, 2026 and recommended the same for shareholders’ approval.

However, the remuneration by way of commission payable to all the Directors who are neither Managing Director nor Whole Time Director shall not exceed one percent (1%) of the net profits of the Company for each financial year during the period of approval, as stipulated under Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act.

The salient points of his remuneration agreement pertaining to his remuneration are mentioned below:

<p>Components of Remuneration to Chairman and Non-Executive Director</p>	<p>Remuneration shall be paid by way of Commission of NOK 400,000 (Norwegian Kroner Four Hundred Thousand) per annum which may further be increased subject to an upper limit of NOK 500,000 (Norwegian Kroner Five Hundred Thousand) per annum (or its INR equivalent) subject to deduction of applicable taxes.</p> <p>The remuneration shall be payable effective from January 01, 2026.</p> <p>The commission shall be determined by the Nomination and Remuneration Committee and/or the Board of Directors, within the aforesaid overall limit. In the event of payment in Indian Rupees, the amount shall be converted at the exchange rate prevailing on the date of remittance.</p> <p>The payment of such commission shall, at all times, be subject to and within the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
<p>Reimbursement of Expenses</p>	<p>The Company shall either reimburse to the Chairman of the Board and Non-Executive Director, or bear on behalf of, the Chairman of the Board and Non-Executive Director, as the case may be, all expenses incurred for attending meetings, performing his duties and representing the Company, including travel, lodging, maintenance of his office, and incidental costs.</p>
<p>Duration</p>	<p>The duration of remuneration shall be co-terminus with the duration of office of the Chairman of the Board and Non-Executive Director.</p>

Accordingly, the Board recommends passing of the resolution as set out under Item No. 1 as an Ordinary Resolution for approval by the shareholders.



None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives other than Mr. Atle Vidar Nagel Johansen to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the said resolution.

**By the Order of the Board of Directors
For Orkla India Limited**
(formerly known as "Orkla India Private Limited")

Sd/-

Kaushik Seshadri
Company Secretary & Compliance Officer
ICSI Membership No.: ACS 41800

Place: Bengaluru
Date: March 10, 2026

Details of Director seeking approval for the payment of Remuneration [Pursuant to Secretarial Standards on General Meetings (SS-2) as laid down by the Institute of Company Secretaries of India (ICSI)]

Particulars	Mr. Atle Vidar Nagel Johansen
Directorship	Chairman of the Board and Non-Executive Director
DIN	01361367
Age	63 years
Nationality	Norwegian
Date of first appointment on the Board	Since March 17, 2015
Qualification	Mr. Atle Vidar Nagel Johansen has completed the Financial Analyst study program from the Norwegian School of Economics.
Experience and Expertise	Mr. Atle Vidar Nagel Johansen has been associated with the Orkla Group since 1993 and has held senior executive positions 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 across the finance, marketing and FMCG sectors. Prior to joining the Orkla Group, he was previously associated with Tandberg Data ASA, Jøtun Funds Ltd and Carl Klerulf & Co Ltd. He is also the Chairperson of the Board of Directors of Anora Group Plc., Helsinki, Finland. He has contributed immensely to the performance of the Company since appointment and played pivotal role in the operation and growth of the Company. The Board of Directors is of the opinion that his vast experience is very useful and is required by the Company.
Directorship held in other Companies (excluding foreign Companies, Private Companies and Section 8 Companies)	Nil
Chairmanships/ Memberships of Committees in other companies (excluding foreign Companies, Private Companies and Section 8 Companies)	Nil
Relationship with other directors, manager and other key managerial personnel of the Company	Nil

Particulars	Mr. Atle Vidar Nagel Johansen	
No. of Shares Held <ul style="list-style-type: none"> • Own • For other persons on a beneficial basis • By relatives 	Nil	
Number of Meetings attended during the financial year 2025-26	Meeting of the Board of Directors	15
	Nomination and Remuneration Committee	5
	Stakeholders' Relationship Committee	1
Variation of terms of remuneration	Payment of remuneration by way of Commission of NOK 400,000 per annum which may further be increased subject to an upper limit of NOK 500,000 per annum (or its INR equivalent) subject to deduction of applicable taxes, as detailed in the explanatory statement above.	
Remuneration last drawn	Nil	