

May 27, 2026

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

National Stock Exchange of India Limited,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051

Scrip Code: 544595

Scrip Symbol: ORKLAINDIA

**Subject: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2026**

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the Financial year ended March 31, 2026, issued by Mr. Pramod S.M., Partner, BMP & Co. LLP, Company Secretaries.

Kindly take the above information on record.

Thanking You,

**For Orkla India Limited**  
*(Formerly known as Orkla India Private Limited)*

**Kaushik Seshadri**  
Company Secretary and Compliance Officer

*Encl: as above*

**Secretarial Compliance Report of Orkla India Limited  
for the year ended 31<sup>st</sup> March, 2026**

To,  
The Board of Directors  
**Orkla India Limited**  
(Formerly known as Orkla India Private limited)  
CIN: L15136KA1996PLC021007  
Address: No.1, 2nd and 3rd Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Vivek Nagar,  
Bengaluru -560047, Karnataka.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Orkla India Limited (Formerly known as Orkla India Private limited) (CIN: L15136KA1996PLC021007) (hereinafter referred as 'the listed entity' or 'company'), having its Registered Office at No.1, 2nd and 3rd Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Vivek Nagar, Bengaluru, Karnataka, 560047. The Secretarial Review was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2026, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, **BMP & Co. LLP**, have examined:

- all the documents and records made available to us and explanation provided by **Orkla India Limited** ("the listed entity"),
- the filings/submissions made by the listed entity to the stock exchanges,
- website of the listed entity,



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+91 99009 01974 info@bmpandco.com www.bmpandco.com LLPIN: AAI-4194



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- d. any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March 2026 (“**Review Period**”) in respect of compliance with the provisions of:
- I. the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the Regulations, circulars, guidelines issued thereunder; and
  - II. the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“**SEBI**”).

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations, 2015**”) to the extent applicable;
- ii. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations, 2018**”) to the extent applicable;
- iii. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- iv. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **Not applicable during the year under review.**
- v. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable;
- vi. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not applicable during the year under review as the Company has not issued any debt securities.**
- vii. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **Not applicable during the year under review as the Company has not issued any non-convertible securities.**
- viii. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable;
- ix. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;**



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- x. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **Not applicable during the year under review.**

and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. no.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Actions taken by	Type of Action	Details of violation	Fine amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
Not applicable										

- (b) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. no.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March 2025	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not applicable as the Listed Entity was listed on NSE and BSE with effect from November 06, 2025						



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(c) We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks from PCS
1.	<b><u>Secretarial Standards:</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2.	<b><u>Adoption and timely updation of the Policies:</u></b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li><li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li></ul>	Yes	-
3.	<b><u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"><li>The Listed Entity is maintaining a functional website.</li><li>Timely dissemination of the documents/information under a separate section on the website.</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li></ul>	Yes	-



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	subsequently approved/ratified/rejected by the Audit Committee.		
9.	<b><u>Disclosure of events or information:</u></b> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<b><u>Prohibition of Insider Trading:</u></b> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> No Actions taken against the Listed Entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NA	-
12.	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></b> In case of resignation of statutory auditor from the Listed Entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by listed entities.	NA	The auditor has not resigned during the review period



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13.	<b><u>No additional non-compliances observed:</u></b> No additional non-compliance observed for any of the SEBI regulation/ circular/guidance note etc. except as reported above.	NA	No additional non-compliance was observed for SEBI regulation/ circular/guidance note during the year under review.
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**Assumptions & Limitation of scope and Review:**

1. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Bangalore

Date: May 27, 2026

For **BMP & Co. LLP,**

Company Secretaries



**Pramod S.M.**

Partner

**Membership No.: FCS No. 7834 CP No.13784**

**UDIN: F007834H000505276**

**Peer Review Certificate No:6387/2025**

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