

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

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, BMP & Co. LLP, Practicing Company Secretaries, have been appointed as the Secretarial Auditor of Orkla India Limited (hereinafter referred to as “the Company”), having CIN: L15136KA1996PLC021007 and having its Registered Office at No.1, 2nd and 3rd Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Vivek Nagar, Bengaluru - 560047, Karnataka, vide a resolution passed by the shareholders on 29th September 2025, as recommended by Board of Directors at their meeting held on 02nd September 2025 for the financial year 2025-26. This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as “the Regulations”), for the financial year ended 31st March 2026.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the scheme(s) including designing, maintaining records, and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Employee Stock Option Plan 2025 (“ESOP 2025”) and Management Stock Option Plan 2025 (“MSOP 2025”) of Orkla India Limited, including approval of grant of stock options to the eligible employees of holding and subsidiary(ies) of the company, was recommended by the Board of Directors on 12th May 2025 and approved by special resolution(s) of the members at the extra-ordinary general meeting held on 16th May 2025, in accordance with the Regulations and the Companies Act, 2013 and

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the relevant rules made thereunder for the benefit of the employees. Post listing, the ESOP 2025 and MSOP 2025 are yet to be ratified by the shareholders of the Company, and the ESOP 2025 and MSOP 2025 are being placed for ratification of shareholders at the ensuing 30th Annual General Meeting of the Company.

For the purpose of verifying the compliance of the Regulations, we have examined the following:

1. Scheme(s) received from/furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders resolutions passed at the General Meeting(s);
5. Shareholders resolution passed at General Meeting w.r.t variation in the Scheme - Not Applicable;
6. Minutes of the meetings of the Board and Nomination and Remuneration Committee;
7. Trust Deed – Not Applicable as the Company has implemented the Scheme(s) through direct route instead of trust route;
8. Details of trades in the securities of the Company executed by the trust through which the scheme is implemented – Not Applicable as the Company has implemented the Scheme(s) through direct route instead of trust route;
9. Relevant Accounting Standards as prescribed by the Central Government;
10. Detailed terms and conditions of the scheme as approved by Board of Directors, Nomination and Remuneration Committee and shareholders of the Company;
11. Bank Statements towards Application money received under the scheme(s)- Not Applicable;
12. Valuation Report;
13. Exercise Price/Pricing formula;
14. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations;
15. Disclosure by the Board of Directors;
16. Relevant provisions of the Regulations, Companies Act, 2013 and rules made thereunder;
17. Other relevant document/filing/records/information as sought and made available to us and the explanations provided by the Company.



BMP & Co. LLP

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the ESOP 2025 and MSOP 2025 in accordance with the applicable provisions of the Regulations and resolution(s) of the Company in the general meeting(s).

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information, and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For **BMP & Co. LLP**,
Company Secretaries



Pramod S.M.

Partner

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

UDIN: F007834H000600162

Peer Review Certificate No:6387/2025

Place: Bengaluru

Date: 09th June, 2026