

NOTICE OF EXTRA- ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (EGM) (#3/FY24-25) OF THE MEMBERS OF M/S ORKLA INDIA PRIVATE LIMITED (FORMERLY MTR FOODS PRIVATE LIMITED) WILL BE HELD AT ITS REGISTERED OFFICE AT NO.1, 2ND & 3RD FLOOR, 100 FEET INNER RING ROAD EJIPURA, ASHWINI LAYOUT, VIVEK NAGAR, BENGALURU - 560047 ON THURSDAY, 13TH DAY OF MARCH 2025 AT 10.30 A.M. (IST) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. CONVERSION FROM A PRIVATE LIMITED COMPANY TO A PUBLIC LIMITED COMPANY AND ALTERATION OF THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION 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 pursuant to the provisions of Section 18 read with Sections 4, 13 and 14 and any other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules thereunder, each as amended (the “Companies Act”) and subject to and in accordance with any other applicable law or regulation, and receipt of any necessary approvals from any government, statutory or regulatory authority, including the Registrar of Companies, Karnataka at Bengaluru, the shareholders hereby approve the change in status of the Company by conversion from a private company limited by shares to a public company limited by shares.

RESOLVED FURTHER THAT pursuant to the provision of Section 18 and any other applicable provisions, if any, of the Companies Act, subject to receipt of any necessary approvals from any government, statutory or regulatory authority, the name of the Company be and is hereby changed from **ORKLA INDIA PRIVATE LIMITED** to **ORKLA INDIA LIMITED** by deletion of the word “Private” before the word “Limited” in the name of the Company and accordingly amend the name Clause of the Memorandum and Articles of Association and all such other papers, documents and matters be made to give effect of the changed name accordingly.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the directors or Chief Financial officer or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Karnataka at Bengaluru, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time

decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT any of the directors or Chief Financial officer or 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. ADOPTION OF NEW/REVISED ARTICLES OF ASSOCIATION OF THE COMPANY FOR CONVERSION TO A PUBLIC LIMITED COMPANY

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

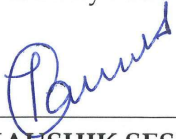
“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14, 18 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “**Companies Act**”) and in accordance with the enabling provisions of the memorandum of association of the Company and articles of association of the Company and subject to the applicable provisions of any other applicable law, subject to the necessary approvals required, the consent and approval of the shareholders of the Company be and is hereby accorded for substitution of the existing set of Articles of Association of the Company with the new set of articles of association of the Company, as placed before the shareholders of the Company, and the same be adopted as new articles of association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the directors or Chief Financial officer or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Karnataka at Bengaluru, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof

are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

RESOLVED FURTHER THAT any of the Directors or Chief Financial officer or 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."

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: February 27, 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. 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.

3. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
4. 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.
5. Consent of the shareholders under Section 101(1) of the Companies Act, 2013 for issue of shorter notice is annexed herewith.
6. Members should bring the attendance sheets duly filled in at the meeting to avoid any inconvenience.
7. 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.
8. 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**

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 market-place 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 order to undertake the Offer, the Company will be required to ensure that the articles of association of the Company conform to the requirements and directions provided by the Securities and Exchange Board of India (the "SEBI") and relevant stock exchanges prior to filing of the draft red herring prospectus with the SEBI and the relevant stock exchanges. In order to undertake the Offer, the status of the Company is required to be changed from a private company limited by shares to a public company limited by shares.

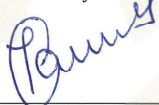
Pursuant to the provisions of Section 18 read with Sections 4, 13 and 14 of the Companies Act, 2013, change in status of the Company by conversion from a private company limited by shares to a public company limited by shares, requires the approval of the shareholders of the Company.

Consequent upon the conversion of Company into a public company, the Memorandum of Association and Articles of Association would need to be amended. The Company, therefore, proposes to alter the Memorandum of Association and adopt a new set of Articles of Association that shall conform to the Companies Act, 2013, as amended, and the rules and regulations made thereunder. Further, pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013 as applicable, any amendment in Memorandum of Association and the Articles of Association requires approval of the shareholders of the Company.

The copies of the existing and proposed altered Memorandum of Association and Articles of Association of the Company are available for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the meeting and will also be made available at the meeting. The Board of Directors of the Company recommends the resolutions set out at Item Nos. 1 and 2 of the accompanying Notice for your approval as special resolutions.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are financially or otherwise concerned or interested in the proposed resolution, except in the ordinary course of business and to the extent of their shareholding in the Company.

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: February 27, 2025
Place: Bengaluru