

NOTICE OF EXTRA- ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (EGM) (#2/ FY 24-25) OF THE MEMBERS OF MS/ ORKLA INDIA PRIVATE LIMITED (FORMERLY KNOWN AS MTR FOODS PRIVATE LIMITED) WILL BE HELD AT NO.1, 2ND & 3RD FLOOR, 100 FEET INNER RING ROAD EJIPURA, ASHWINI LAYOUT, VIVEK NAGAR, BENGALURU – 560047 ON FRIDAY, 7th MARCH, 2025 AT 10:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. TO APPROVE ALTERATION TO THE 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 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

Insertion: Immediately following Article 84 of the Articles of Association of the Company, the following proviso shall be added:

“Provided that, pursuant to the provisions of Section 127 of the Act and the Secretarial Standard on Dividend (SS-3), the Company may, at its discretion, adjust the amount of dividend declared and payable to any member against any and all sums due from such member to the Company, including but not limited to any sums due in any capacity other than as a member of the Company.”

Amendment: The existing Article 88 shall be replaced with the following new Article 88 in its entirety and shall read as under:

“88. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of (i) calls or otherwise in relation to the Shares of the Company; or (ii) any other sums due from such member to the Company, including but not limited to any sums due in any capacity other than as a member of the Company.”

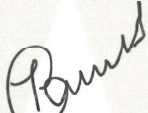
Amendment: The existing Article 89 (i) & (ii) shall be replaced with the following new Article 89 (i) & (ii) in its entirety and shall read as under:

- (i) *“Any dividend, interest or other monies payable in cash in respect of Shares maybe paid by way of electronic inter-bank transfer (NEFT/ RTGS) or such other means, cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such Person and to such address as the holder or joint holders may in writing direct.*
- (ii) *Every such electronic bank transfer, cheque or warrant shall be made payable to the order of the Person to whom it is sent.*

RESOLVED FURTHER THAT for the purpose of giving effect to the aforementioned resolutions, any Director, 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 may be necessary, expedient, proper, or desirable, and to settle all questions, difficulties, or doubts that may arise in this regard at any stage, without requiring any further consent or approval from the members of the Company, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Directors, or Chief Financial Officer or Company Secretary of the Company be and is severally hereby authorised to file necessary e-form(s) with the Ministry of Corporate Affairs and to take all such actions as may be required to give effect to the above 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: February 20, 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. 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.
4. Members should bring the attendance sheets duly filled in at the meeting to avoid any inconvenience.
5. 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.
6. Route map to the venue of the EGM is annexed hereto.

**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 20, 2025

Place: Bengaluru

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

Item No 1:

TO APPROVE ALTERATION TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

In order to ensure the Company's ability to recover outstanding dues from members, it is proposed to (i) insert a proviso to Article 84 of the Articles of Association of the Company (AOA); and (ii) amend Articles 88 and 89 of the AOA.

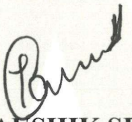
The proposed amendments to the AOA allows the Company to deduct any outstanding sums due from a member to the Company from any dividend payable to such member. This amendment aims to protect the financial interests of the Company by enabling the recovery of dues efficiently, thereby reducing the risk of financial exposure.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, any alteration to the AoA of the Company requires the approval of the members by way of a special resolution.

The Board of Directors, at its meeting held on February 04, 2025, approved the said alteration and recommends passing the resolution as set out in the Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any.

**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

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Route map for the venue of meeting

