July 25, 2026

To,

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

Scrip Code: 544595

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

Scrip Symbol: ORKLAINDIA

Subject: Notice of the 30th Annual General Meeting (AGM) of the Company

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice of the 30th Annual General Meeting of the Company for the financial year 2025-26, scheduled to be held on Wednesday August 19, 2026 at 03:00 P.M. (IST) through Video Conferencing/Other Audio Visual Means.

The Notice of the AGM is available on our website at https://www.orklaindia.com/governance/general-meetings/ and also forms part of the Annual Report for the financial year 2025-26 which is available on our website at https://www.orklaindia.com/governance/annual-report/.

Kindly take the above information on record.

Thanking You,

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

KAUSHIK
SESHADRI

Digitally signed by KAUSHIK
SESHADRI
Date: 2026.07.25 17:02:40 +05'30'

Kaushik Seshadri
Company Secretary and Compliance Officer

Encl: as above

Orkla India Limited

(Formerly known as "Orkla India Private Limited" and "MTR Foods Private Limited")

CIN: L15136KA1996PLC021007

Registered Address: No. 1, 2nd & 3rd Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Vivek Nagar, Bengaluru - 560 047, Karnataka, India

Website: www.orklaindia.com **Email:** investors@orklaindia.com **Tel: +91 80 4081 2100/7**

Dear Shareholders,

Sub: Invitation to attend the Thirtieth (30th) Annual General Meeting ("AGM") of Orkla India Limited ("the Company") to be held on Wednesday, August 19, 2026.

You are cordially invited to attend the **Thirtieth (30th)** AGM of the Company scheduled to be held on **Wednesday, August 19, 2026, at 03:00 p.m. (IST)** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). The notice convening the AGM is enclosed herewith.

For ease of participation, key details regarding the AGM are as follows:

S. No.	Particulars	Details
1.	Link for participation in AGM through VC	https://www.evoting.nsdl.com/ You may attend the AGM through VC by accessing the above link and by using the remote e-voting credentials. Please refer the instructions in the enclosed AGM Notice for further information.
2.	Link for remote e-voting	https://www.evoting.nsdl.com/
3.	Cut-off date for e-voting	Wednesday, August 12, 2026
4.	Time period for e-voting	Commences on **Sunday, August 16, 2026 at 9:00 a.m. (IST)** Concludes on **Tuesday, August 18, 2026 at 5:00 p.m. (IST)**
5.	Last date for publishing results of the e-voting	On or before Friday, August 21, 2026
6.	Contact details of Registrar and Share Transfer Agent (RTA)	**KFin Technologies Limited** Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032. Tel: 1800 309 4001 Email: einward.ris@kfintech.com Website: https://www.kfintech.com/
7.	Helpline number for e-voting	**National Securities Depository Limited (NSDL)** Tel No. 022 - 48867000 Email: evoting@nsdl.com
8.	Helpline number for VC participation	For any assistance or support before or during the AGM, members may contact the Company at: Email: investors@orklaindia.com Tel No.: +91 80 4081 2100/7
9.	Scrutinizer Details	CS Pramod S M (Membership No. F7834, CP No.13784) or in his absence CS Biswajit Ghosh (Membership No. F8750, CP No. 8239) Partners of M/s. BMP & Co. LLP, Practicing Company Secretaries Email: info@bmpandco.com
10.	Company Contact details	Email: investors@orklaindia.com Tel No.: +91 80 4081 2100/7

Best Regards
For and on behalf of Orkla India Limited

Kaushik Seshadri
Company Secretary and Compliance Officer
ICSI Membership No. – ACS 41800

Place: Kochi
Date: June 09, 2026

Notice of Annual General Meeting

NOTICE is hereby given that the 30th Annual General Meeting ("AGM") of Orkla India Limited (the 'Company') will be held on Wednesday, August 19, 2026 at 03:00 P.M. (IST) through Video Conferencing / Other Audio-Visual Means ("VC / OAVM"), to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon.

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, Auditor's Report thereon, together with the Report of the Directors as circulated to the Shareholders be and are hereby considered and adopted.

RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, Auditor's Report thereon, as circulated to the Shareholders be and are hereby considered and adopted."

2. To appoint a Director in the place of Mr. Per Haavard Skiaker Maelen (DIN: 10138903), who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, and other applicable laws, and the rules made thereunder including any statutory modification(s) or re-enactment thereof and the Articles of Association and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Per Haavard Skiaker Maelen (DIN:10138903), Non-Executive Director of the Company who retires by rotation, and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. Ratification of the "Employee Stock Option Plan 2025" of Orkla India Limited

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

"RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 ("Act"), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("Applicable Laws"), the relevant provisions of the Memorandum of Association and Articles of Association of Orkla India Limited ("Company") and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the 'Employee Stock Option Plan 2025' ("ESOP 2025"/ "Plan") of the Company as approved by the Board of Directors as well as Shareholders as on May 12, 2025 and May 16, 2025 respectively, prior to the listing of equity shares of the Company on the Stock Exchanges consequent to the Initial Public Offer ("IPO") by the Company, be and is hereby ratified within the meaning of the SEBI SBEB & SE Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI SBEB & SE Regulations), being authorised to create, offer, issue, reissue and allot employee stock options ("ESOPs"), and allot Equity shares on exercise of options, issue fresh options, reissue options that may have lapsed / cancelled / surrendered already approved at any time to or for the benefit of the eligible employees under the ESOP 2025, and to grant the ESOPs to the eligible employees on such terms and conditions as provided in the ESOP 2025 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT the authority of the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI SBEB & SE Regulations), to create, offer, grant, issue and allot upto 27,39,784 (Twenty Seven Lacs Thirty Nine Thousand Seven Hundred Eighty Four) employee stock options ("ESOPs") (being not more than 2% of the total share capital of the Company), exercisable into 27,39,784 equity shares of face value of INR 1/- (Rupee One only) each of the Company, at such price, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under the SEBI SBEB & SE Regulations, with each option giving a right, but not an obligation, to the eligible employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan, the accounting policies, SEBI SBEB & SE Regulations and in due compliance with the applicable laws and regulations in force, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the authority granted to the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI SBEB & SE Regulations) to grant ESOPs be and is hereby ratified.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee and / or the Board of the Company be and is hereby authorized to facilitate the allotment of equity shares upon exercise of options from time to time in accordance with the ESOP 2025 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of effectuating the above resolution, the Board / Nomination & Remuneration Committee be and is hereby authorised on behalf of the Company, to implement, formulate, evolve, decide upon and bring in to effect the ESOP 2025 and modifications, changes, variations, alterations, or revisions in the said Plan from time to time or to suspend, withdraw or revive the Plan from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganization/ corporate actions etc., requisite adjustments (which may include adjustments to the number of options in ESOP 2025) shall be appropriately made, in a fair and reasonable manner in accordance with ESOP 2025.

RESOLVED FURTHER THAT all actions taken and approvals granted by the Shareholders in their meeting held on May 16, 2025 in relation to the adoption and implementation of the Plan shall continue to remain valid, binding and effective until further amendment / modification and the Plan shall be implemented in accordance with the terms and conditions approved therein.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised 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 generally 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, be and is hereby ratified and a certified copy of this resolution be issued to all concerned parties".

4. **Ratification of the extension of benefits of the "Employee Stock Option Plan 2025" to the eligible employees of subsidiary(ies) and holding company.**

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

"RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 ("Act"), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act, and Regulation 6(3) and 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("Applicable Laws"), the relevant provisions of the Memorandum of Association and Articles of Association of Orkla India Limited ("Company"), and further subject to such other approvals, consents, permissions and sanctions as may be necessary, the extension of the benefits of the 'Employee Stock Option Plan 2025' ("ESOP 2025"/ "Plan"), as originally formulated and approved by the Board of Directors and the Shareholders on May 12, 2025 and May 16, 2025 respectively, prior to the listing of equity shares of the Company on the Stock Exchanges consequent to the Initial Public Offer ("IPO"), to the Eligible Employees (as defined in the ESOP 2025) of the subsidiary company(ies) and holding company of the Company, whether working in India or outside India, be and is hereby ratified and approved within the meaning of the SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the authority of the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI SBEB & SE Regulations), to create, offer, grant, issue and allot employee stock options ("ESOPs"), from time to time, to the Eligible Employees of the subsidiary(ies) and holding company under the ESOP 2025, strictly within the overall limit approved by the Shareholders under the Plan, which shall not exceed 27,39,784 (Twenty Seven Lacs Thirty Nine Thousand Seven Hundred Eighty Four) ESOPs exercisable into 27,39,784 equity shares of face value of INR 1/- (Rupee One only) each of the

Company, on such terms and conditions as set out in the ESOP 2025 and as may be determined by the Board in accordance with Applicable Laws, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the terms of ESOP 2025 shall mutatis mutandis apply to the eligible employees of the subsidiary company(ies) and holding company as defined in ESOP 2025.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee and / or the Board of the Company be and is hereby authorized to facilitate the allotment of equity shares upon exercise of options from time to time by the Eligible Employees of the subsidiary(ies) and holding company in accordance with the ESOP 2025 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised 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 generally 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, be and is hereby ratified and a certified copy of this resolution be issued to all concerned parties."

5. Ratification of the "Management Stock Option Plan 2025" of Orkla India Limited.

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

"RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 ("Act"), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (" SEBI Listing Regulations"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("Applicable Laws"), the relevant provisions of the Memorandum of Association and Articles of Association of Orkla India Limited ("Company") and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the 'Management Stock Option Plan 2025' ("MSOP 2025"/ "Plan") of the Company as approved by the Board of Directors as well as Shareholders as on May 12, 2025 and May 16, 2025 respectively, prior to the listing of equity shares of the Company on the Stock Exchanges consequent to the Initial Public Offer ("IPO") by the Company, be and is hereby ratified within the meaning of the SEBI SBEB & SE Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI SBEB & SE Regulations), being authorised to create, offer, issue, reissue and allot management stock options ("MSOPs"), and allot Equity shares on exercise of options, issue fresh options, reissue options that may have lapsed / cancelled / surrendered already approved at any time to or for the benefit of the Management Employees under the MSOP 2025, and to grant the MSOPs to the Management Employees on such terms and conditions as provided in the MSOP 2025 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT the authority of the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI SBEB & SE Regulations), to create, offer, grant, issue and allot upto 4,70,000 (Four Lacs Seventy Thousand) management stock options ("MSOPs") (being not more than 0.34% of the total share capital of the Company), exercisable into 4,70,000 equity shares of face value of INR 1/- (Rupee One only) each, of the Company, at such price, in one or more tranches, from time to time, to the Management Employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under the SEBI SBEB & SE Regulations, with each option giving a right, but not an obligation, to the eligible employees (as defined in the MSOP 2025) and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan, the accounting policies, SEBI SBEB & SE Regulations and in due compliance with the applicable laws and regulations in force, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the authority granted to the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI SBEB & SE Regulations) to grant MSOPs be and is hereby ratified.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee and / or the Board of the Company be and is hereby authorized to facilitate the allotment of equity shares upon exercise of options from time to time in accordance with the MSOP 2025 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of effectuating the above resolution, the Board / Nomination & Remuneration Committee be and is hereby authorised on behalf of the Company, to implement, formulate, evolve, decide upon and bring in to effect the MSOP 2025 and modifications, changes, variations, alterations, or revisions in the said Plan from time to time or to suspend, withdraw or revive the Plan from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganization/ corporate actions etc., requisite adjustments (which may include adjustments to the number of options in MSOP 2025) shall be appropriately made, in a fair and reasonable manner in accordance with MSOP 2025.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised 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 generally 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, be and is hereby ratified and a certified copy of this resolution be issued to all concerned parties".

6. Ratification of the extension of benefits of the "Management Stock Option Plan 2025" to the eligible employees of subsidiary(ies) and holding company.

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

"RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 ("Act"), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Act, and Regulation 6(3) and 12 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("Applicable Laws"), the relevant provisions of the Memorandum of Association and Articles of Association of Orkla India Limited ("Company"), and further subject to such other approvals, consents, permissions and sanctions as may be necessary, the extension of the benefits of the 'Management Stock Option Plan 2025' ("MSOP 2025"/"Plan"), as originally formulated and approved by the Board of Directors and the Shareholders on May 12, 2025 and May 16, 2025 respectively, prior to the listing of equity shares of the Company on the Stock Exchanges consequent to the Initial Public Offer ("IPO"), to the eligible employees (as defined in the MSOP 2025) of the subsidiary company(ies) and holding company of the Company, whether working in India or outside India, be and is hereby ratified and approved within the meaning of the SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the authority of the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI SBEB & SE Regulations), to create, offer, grant, issue and allot management stock options ("MSOPs"), from time to time, to the Management Employees of the subsidiary(ies) and holding company under the MSOP 2025, strictly within the overall limit approved by the Shareholders under the Plan, which shall not exceed 4,70,000 (Four Lacs Seventy Thousand) MSOPs exercisable into 4,70,000 equity shares of face value of INR 1/- (Rupee One only) each of the Company, on such terms and conditions as set out in the MSOP 2025 and as may be determined by the Board in accordance with Applicable Laws, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the terms of MSOP 2025 shall mutatis mutandis apply to the eligible employees of the subsidiary company(ies) and holding company as defined in MSOP 2025.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee and/or the Board of the Company be and is hereby authorized to facilitate the allotment of equity shares upon exercise of options from time to time by the Management Employees of the subsidiary(ies) and holding company in accordance with the MSOP 2025 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised 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 generally 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, be and is hereby ratified and a certified copy of this resolution be issued to all concerned parties".

NOTES

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 and other applicable circulars issued in this regard ("SEBI Circulars"), have permitted companies to hold their Annual General Meeting ("AGM" or "Meeting") through Video Conference ("VC") or through Other Audio-Visual Means ("OAVM") without the physical presence of Shareholders at a common venue. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of Companies Act, 2013 ("the Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("the ICSI"), the 30th AGM of the Company is being held through VC/OAVM on Wednesday, August 19, 2026, at 3:00 p.m. (IST). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at No.1, 2nd & 3rd Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Vivek Nagar, Bengaluru – 560047, Karnataka.

2. The Explanatory Statement setting out material facts concerning the business under Item Nos. 3 to 6 of the Notice of AGM is annexed hereto in accordance with Section 102 of the Act. Further, the relevant details with respect to Director seeking re-appointment at this AGM are also provided as **Annexure** to the Notice of AGM which forms part of the Explanatory Statement, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 issued by the ICSI.

3. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for Financial Year ("FY") 2025-26 is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent ("RTA")/Depository Participants ("DPs"). Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link, including the exact path and Quick Response (QR) code for accessing the Notice of AGM and Annual Report for the FY 2025-26 is also being dispatched to those Shareholders whose e-mail addresses are not registered with Company/RTA/DP. The Company shall send the physical copy of Annual Report for FY 2025-26 to those Shareholders who have made a request for the same, either to the RTA or the Company. Additionally, any Shareholders who desires to get a physical copy of the Annual Report for FY 2025-26, may request for the same by sending an email to the Company at investors@orklaindia.com mentioning their Folio No./DP ID and Client ID.

4. The Notice convening the 30th AGM, along with the Annual Report for FY 2025-26, is available on the Company's website at https://www.orklaindia.com/governance/, websites of Stock Exchanges- BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com and on the website of the National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

5. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send certified scanned copy (PDF/JPG Format) of their respective Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the 30th AGM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address at info@bmpandco.com with a copy marked to evoting@nsdl.com. Institutional shareholders/Corporate shareholders 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.

6. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.

7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standards on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-voting to its Shareholders in respect of the business to be transacted at the AGM. The facility of casting votes by a Shareholder using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

8. Pursuant to the provisions of the Act, a Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Shareholder of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Shareholders will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

9. The remote e-voting period commences on Sunday, August 16, 2026 from 9.00 a.m. (IST) and concludes on, Tuesday, August 18, 2026 at 5.00 p.m. (IST). During this period, Shareholders holding shares in dematerialized form as on Wednesday, August 12, 2026 i.e. cut-off date, may cast their vote electronically. In case of joint holders, the Shareholders whose name appears as the first holder in the order of names as per the Register of Members of the Company as on Wednesday, August 12, 2026 (cut-off date) will be entitled to vote during the AGM.

10. The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the AGM Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Shareholders on a first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

11. Only a person, whose name is recorded as on the Cut-off Date, in the register of members / register of beneficial owners maintained by the Depositories, shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting during the AGM. A person who is not a Shareholder as on the Cut-off Date, should treat this Notice for information purpose only.

12. Shareholders to intimate change in their details:

Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/ mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

a. **For shares held in electronic mode:** to their DPs

b. **For shares held in physical mode:** to the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023]

The facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH13. [Section 72 of the Act]

If a Shareholder desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Shareholders are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form

13. Dematerialization of shares:

Dematerialization of shares and Processing of Service Requests: In accordance with Regulation 40(1) of the SEBI Listing Regulations, transfer, transmission, and transposition of securities shall be effected only in dematerialized form. Furthermore, pursuant to the SEBI Master Circular No. SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, SEBI has mandated that listed companies process service requests (such as issue of duplicate certificates, claims from unclaimed suspense accounts, renewals, transmissions, and transpositions) in dematerialized form only, subject to the folio being KYC compliant (via Form ISR-1).

SEBI has dispensed with the requirement of issuing a Letter of Confirmation ("LOC"). Accordingly, verified securities will be credited directly to the investor's demat account upon the submission of a duly filled and signed Form ISR-4, along with valid demat account details and the latest Client Master List (CML).

14. Shareholders seeking any information with regard to the financial statements or any other matters to be placed at the AGM are requested to write to the Company at investors@orklaindia.com from their registered e-mail ID, mentioning their name, DP ID and Client ID/Folio No. The same will be replied by the Company suitably.

15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the certificate from Mr. Pramod S M (FCS No.: 7834 CP No.: 13784) Partner of M/s. BMP & Co. LLP, Practicing Company Secretaries, in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 shall be available electronically for inspection by the Shareholders during the AGM. Shareholders seeking to inspect such documents can send an email to investors@orklaindia.com.

16. Documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be available for inspection by the Shareholders at the Registered Office of the Company, without any fee, during business hours (i.e. from 9:00 A.M. to 5:00 P.M. IST) on all working days (except Saturday) up to and including the date of the AGM.

17. Dispute Resolution:

SEBI has established a common Online Dispute Resolution (ODR) Portal vide its Master Circular No. SEBI/HO/OIAE/OIAE_ IAD- 1/P/CIR/2023/145 dated August 11, 2023, which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.

18. Brief details of the Director, seeking re-appointment, is annexed to this Notice as per the requirement of Regulation 36(3) of the SEBI Listing Regulations and the provisions of the Act.

19. Instructions for e-voting and joining the AGM are as follows:

The process to vote electronically on NSDL e-voting system consists of two steps:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting and joining virtual meeting 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, 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.	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 or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	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. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. 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. 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. 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.
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 or joining virtual meeting & voting during the meeting.

Important note: Shareholders 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	Shareholders 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	Shareholders 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 e-voting and joining virtual meeting 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 Shareholders 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 Shareholders 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 Shareholders 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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

 a) If you are already registered for e-voting, then you can user 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) Shareholders 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 and join General Meeting on NSDL e-voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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 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 investors@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 investors@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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR e-voting ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

3. Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Shareholders may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Shareholders who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

2. Shareholders are encouraged to join the AGM through laptops for better experience.

3. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@orklaindia.com. The same will be replied by the Company suitably.

6. Registration as Speaker Shareholder:

   Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at investors@orklaindia.com from Thursday, August 13, 2026 (9:00 a.m. IST) to Sunday, August 16, 2026 (5:00 p.m. IST). **Only those Shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers taking time constraints into consideration during the AGM**.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 3,4,5,6:

The purpose of the Employee Stock Option Plan 2025 ("**ESOP 2025**") and Management Stock Option Plan 2025 ("**MSOP 2025**") is to attract, retain and motivate the employees of the Company, its subsidiary(ies), and the holding company whose present and potential contributions are important to the success of the Company, by offering them an opportunity to participate in the Company's future by award of options.

The ESOP 2025 and MSOP 2025 were originally formulated and recommended by the Nomination and Remuneration Committee, and duly approved by the Board of Directors at their meetings held on May 12, 2025, and subsequently by the Shareholders on May 16, 2025, prior to the listing of equity shares of the Company on the Stock Exchanges consequent to its Initial Public Offer ("**IPO**").

Shareholders may note that in terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), no company is permitted to make any fresh grant of employee stock options which involves allotment or transfer of shares to its employees under any scheme formulated prior to its IPO unless such pre-IPO scheme is in conformity with the SEBI SBEB & SE Regulations and is ratified by its shareholders subsequent to the IPO. Further, in terms of Regulation 6 of the SEBI SBEB & SE Regulations, approval of the Shareholders by way of separate special resolution is also required for granting options to the employees of holding and subsidiary company(ies).

Accordingly, to enable the Company to grant further options under the pre-IPO plans, approval of the Shareholders of the Company is being sought by way of Special Resolutions to ratify the ESOP 2025 and MSOP 2025, and to authorize the Board of Directors / Committee to create, offer, issue and allot options under the respective plan.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("Committee"), at their meeting held on June 09, 2026, approved and recommended to the Shareholders of the Company for their approval, the ratification of the ESOP 2025 and MSOP 2025.

The details of ESOP 2025 and MSOP 2025 as required under SEBI SBEB & SE Regulations are as under:

No.	Particulars	Details of ESOP 2025	Details of MSOP 2025
a)	Brief description of the scheme(s);	The **"Employee Stock Option Plan 2025" ("Plan" or "ESOP 2025")** is the scheme for eligible employees of the Company, its subsdiary(ies), associate companies(ies), and its holding company, as applicable. The objective of ESOP 2025 is: a) To promote long-term value creation, b) to align interest with the Shareholders, and c) to incentivize great performance.	The **"Management Stock Option Plan 2025" ("Plan" or "MSOP 2025")** is the scheme for eligible employees i.e., the management employees of the Company, its subsdiary(ies), and its holding company, as applicable. The primary objective of MSOP 2025 is to incentivize and reward management employees of the Company by granting them MSOPs that align their interests with the growth and success of the Company. The MSOP 2025 is designed to: (a) recognize and reward the efforts of management employees by providing them with an opportunity to participate in the equity ownership of the Company; (b) provide a mechanism for incentivizing the management employees in the form of MSOPs, particularly in connection with the Company's Initial Public Offer; (c) to foster a sense of ownership, accountability, and commitment to enhancing shareholder value for the management employees; and (d) motivate management employees of the Company to contribute effectively to the Company's performance, profitability, and sustained growth.
b)	The total number of stock options to be granted;	The maximum available ESOPs under ESOP 2025 shall be no more than 2% (two percent) of the total share capital of the Company as on the date of this resolution i.e. 27,39,784 (Twenty Seven Lacs Thirty Nine Thousand Seven Hundred Eighty Four) ESOPs. The aggregate number of ESOPs which will be granted under the ESOP 2025 shall not be more than 27,39,784 (Twenty Seven Lacs Thirty Nine Thousand Seven Hundred Eighty Four) ESOPs, in one or more tranches, on such other terms and conditions as the Committee, may decide from time to time, subject to any adjustment as may be required due to any corporate action or change in control of the Company. The maximum number of Options granted to any Eligible Employee, during any 1 (One) year, shall not equal to or exceed 1% of the issued capital (excluding any outstanding warrants issued by the Company and conversions of securities) of the Company at the time of Grant of such Options, unless approved by the shareholders by way of a separate resolution.	The maximum available MSOPs under MSOP 2025 shall be no more than 0.34% (Zero point Three Four percent) of the total share capital of the Company, as on the date of this resolution i.e., 4,70,000 (Four Lacs Seventy Thousand) MSOPs. The aggregate number of MSOPs which will be granted under the MSOP 2025 shall correspond to 4,70,000 (Four Lacs Seventy Thousand) MSOPs in one or more tranches, on such other terms and conditions as the Committee, may decide from time to time, subject to any adjustment as may be required due to any corporate action or change in control of the Company. The maximum number of MSOPs that may be offered under the Plan per Employee and in aggregate whether in any one or more financial year(s), shall not be more than 4,70,000 (Four Lacs Seventy Thousand Only).
c)	Identification of classes of employees entitled to participate in the Employees Stock Option Scheme;	The Eligible Employees of the Company under ESOP 2025 will be identified in accordance with the term 'Employee' which have the same meaning as assigned to it in SEBI SBEB & SE Regulations.	The Management Employees of the Company under MSOP 2025 will be identified in accordance with MSOP 2025 which includes such management employees holding senior managerial and/or key positions in the Company, holding Company, subsidiary(ies), as the case may be, and identified by the Committee for participation in MSOP 2025.

No.	Particulars	Details of ESOP 2025	Details of MSOP 2025
d)	The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme;	The appraisal process for determining the eligibility criteria for the employees will be based on the criteria such as the grade of the employee, number of years serviced, performance record as indicated by the annual performance appraisal, merit of the employee, contribution of the eligible employee towards the growth and performance of the Company (or its holding company, or subsidiary(ies), present/future potential contribution by the employee and /or any such other criteria that may be determined by the Committee for the purposes of ESOP 2025.	The appraisal process for determining the Eligibility Criteria for the Management Employees shall be determined by the Committee from time to time.
e)	The requirements of vesting and period of vesting;	The ESOPs granted under ESOP 2025 shall have a fixed vesting period of 3 (Three) years from the Grant Date of the ESOPs, which shall be inclusive of the minimum Vesting Period of 1 (One) year required under the Applicable Laws. As a prerequisite to valid Vesting, a Grantee will be required to be in continued employment in good standing with the Company, or group company, including holding company, or subsidiary(ies), as the case may be.	Subject to a minimum Vesting Period of 1 (One) year, the MSOPs granted under the MSOP 2025 shall vest on the later of (i) the expiry of 1 (One) year from the Grant Date of such MSOPs, or (ii) the date on which the Company is Listed on a Recognized Stock Exchange. As a prerequisite to valid Vesting, a Grantee will be required to be in continued employment in good standing with the Company, or group company, including holding company, or subsidiary(ies), as the case may be.
f)	The maximum period within which the options shall be vested;	The ESOPs granted under the ESOP 2025 shall have a fixed Vesting period of 3 (Three) years from the Grant Date of ESOPs, which shall be inclusive of the minimum Vesting Period of 1 (One) year, as required under applicables laws.	Subject to a minimum vesting period of 1 (One) year, the MSOPs granted under MSOP 2025 shall vest on the later of (i) the expiry of 1 (One) year from the Grant Date of such MSOPs, or (ii) the date on which the Company is Listed on Recognized Stock Exchanges.
g)	The exercise price or the formula for arriving at the same;	(a) The Exercise Price per ESOP shall be as specified in the Award Letter or any other relevant ESOP Document, as the case may be. However, the Exercise Price shall not be less than the face value of Shares and shall be in conformity with the accounting policies specified under the SEBI SBEB & SE Regulations. (b) The Exercise Price shall be paid in full at the time of Exercise of the Vested Options. (c) Payment of the Exercise Price or any amount under the Plan, if any, shall be made by submission of cheque, banker's cheque, demand draft drawn in favor of the Company with the authorized personnel of the Company, or in such other manner as the Board or any committee authorized by the Board, may approve from time to time.	(a) The Exercise Price per MSOP shall be as specified in the Award Letter or any other relevant MSOP Document, as the case may be. However, the Exercise Price shall not be less than the face value of Shares and shall be in conformity with the accounting policies specified under the SEBI SBEB & SE Regulations. (b) The Exercise Price shall be paid in full at the time of Exercise of the Vested Options. (c) Payment of the Exercise Price or any amount under the Plan, if any, shall be made by submission of cheque, banker's cheque, demand draft drawn in favor of the Company with the authorized personnel of the Company, or in such other manner as the Board or any committee authorized by the Board, may approve from time to time.
h)	The exercise period / offer period and process of exercise / acceptance of offer;	(a) While in employment/ service The Exercise Period in respect of Vested ESOPs shall be 2 (Two) years from the date of Vesting of such ESOPs or such other extended period as may be decided by the Committee on a case to case basis, after which any unexercised Vested ESOPs shall lapse. (b) Exercise Period in case of separation from employment/ service Subject to the Exercise Period stated above, Vested ESOPs can be exercised by the Grantee, as under:	(a) While in employment/ service The Exercise Period in respect of Vested MSOPs shall be 1 (One) year from the date of Vesting of such MSOPs, or such other extended period as may be decided by the Committee on a case to case basis, after which any unexercised Vested MSOPs shall lapse. (b) Exercise Period in case of separation from employment/ service Subject to the Exercise Period stated above, Vested MSOPs can be exercised by the Grantee, as under:

ESOP 2025:

S. No	Separations	Vested ESOPs	Vested ESOPs
1	**Resignation / Termination (other than due to Cause)**	All the Vested ESOPs as on date of submission of resignation/ or issuance of notice of termination may be Exercised by the Grantee within 2 (Two) years from the date of Vesting of such ESOPs.	All the Unvested ESOPs on the date of submission of resignation / or issuance of notice of termination shall stand cancelled with effect from that date.
2	**Termination due to Cause***	All the Vested ESOPs which were not Exercised at the time of such termination shall stand forfeited and cancelled with effect from the date of such termination.	All the Unvested ESOPs on the date of such termination shall stand cancelled with effect from such date of termination.
3	**Retirement / Superannuation**	All the Vested ESOPs as on date of Retirement / Superannuation shall be Exercised by the Grantee within 2 (Two) years from the date of Vesting of such ESOPs.	All Unvested ESOPs as on the date of Retirement / Superannuation would continue to Vest in accordance with the Vesting Schedule even after Retirement / Superannuation unless otherwise determined by the Committee, in accordance with the Award Letter or any other ESOP

MSOP 2025:

S. No	Separations	Vested MSOPs	Vested MSOPs
1	**Resignation / Termination (other than due to Cause)**	All the Vested M S O P s as on date of submission of resignation, or issuance of notice of termination, may be Exercised by the Grantee within 1 (One) year from the date of Vesting of such MSOPs.	All the Unvested MSOPs on the date of submission of resignation / date of issuance of notice of termination shall stand cancelled with effect from that date.
2	**Termination due to Cause***	All the Vested MSOPs which were not Exercised at the time of such termination for Cause shall stand forfeited and cancelled with effect from the date of such termination.	All the Unvested MSOPs at the time of such termination for Cause shall stand cancelled with effect from such date of termination.
3	**Retirement/ Superannuation**	All the Vested MSOPs as on date of Retirement / Superannuation may be Exercised by the Grantee within 1 (One) year from the date of Vesting of such MSOPs.	All Unvested MSOPs as on the date of Retirement / Superannuation would continue to Vest in accordance with the original Vesting Schedule even after the Retirement / Superannuation unless otherwise determined by the Committee in accordance with the Award Letter or any other MSOP Documents, the company policies/ terms of employment, and provisions of the Applicable Laws.

No.	Particulars	Details of ESOP 2025				Details of MSOP 2025			
					Document, the company policies/ terms of employment, and provisions of Applicable Laws. All aforesaid Vested Options shall be Exercised within 2 (Two) years from the date of Vesting of such ESOPs.				
		4	**Separation due to death**	All Vested ESOPs shall be available to be Exercised by the Grantee's nominee or legal heir(s) on submission of requisite proof, within 6 (Six) months from the date of death of such Grantee or within 2 (Two) years from the date of Vesting, whichever is earlier.	All the Unvested ESOPs as on the date of death shall be deemed to vest in Grantee's nominee or legal heir(s) immediately and will be available to be Exercised by the Grantee's nominee or legal heir(s) within 6 (Six) months of date of death of such Grantee.	4	**Separation due to death**	All Vested MSOPs shall be available to be Exercised by the Grantee's nominee or legal heir(s) on submission of requisite proof, within 6 (Six) months from the date of death of such Grantee or within 1 (One) year from the date of Vesting, whichever is earlier.	All the Unvested MSOPs as on the date of death shall be deemed to vest in Grantee's nominee or legal heir(s) immediately and will be available to be Exercised by the Grantee's nominee or legal heir(s) within 6 (Six) months of date of death of such Grantee.
		5	**Separation due to Permanent Incapacity**	All Vested ESOPs may be Exercised by the Grantee or the nominee, or legal heir(s) (if there is nominee) of the permanently incapacitated Grantee (in cases where such Permanent Incapacity renders the Grantee unable to Exercise the Options), within 6 (Six) months from the date of Permanent Incapacity of such Grantee or within 2 (Two) years from the date of Vesting, whichever is earlier. For this purpose, the date of Permanent Incapacity shall be the date mentioned in the certificate issued by the medical expert verifying such Permanent Incapacity of the Grantee.	All the Unvested ESOPs as on the date of incurring such disability shall Vest immediately in the Grantee or their nominee, or legal heir(s) and may be Exercised, within 6 (Six) months from the date of Permanent Incapacity of such Grantee.	5	**Separation due to Permanent Incapacity**	All Vested MSOPs may be Exercised by the Grantee or the nominee, or legal heir(s) (if there is nominee) of the permanently incapacitated Grantee (in cases where such Permanent Incapacity renders the Grantee unable to Exercise the Options), within 6 (Six) months from the date of Permanent Incapacity of such Grantee or within 1 (One) year from the date of Vesting, whichever is earlier For this purpose, the date of Permanent Incapacity shall be the date mentioned in the certificate issued by the medical expert verifying such Permanent Incapacity of the Grantee.	All the Unvested MSOPs as on the date of incurring of such Permanent Incapacity shall Vest immediately in the Grantee or their nominee, or legal heir(s) and can be Exercised within within 6 (Six) months from the date of Permanent Incapacity of such Grantee.
		6	**Abandonment**	All the Vested ESOPs shall stand cancelled with effect from such date of Abandonment, as determined by the Committee	All the Unvested ESOPs shall stand cancelled with effect from such date of Abandonment, as determined by the Committee	6	**Abandonment**	All the Vested MSOPs shall stand cancelled with effect from such date of Abandonment, as determined by the Committee.	All the Unvested MSOPs shall stand cancelled with effect from such date of Abandonment, as determined by the Committee.
		7	**Termination/ separation due to any other reason apart from those mentioned above**	The Committee shall decide whether the Vested ESOPs as on that date can be exercised by the Grantee or not, and such decision shall be final.	All Unvested ESOPs on the date of such termination shall stand cancelled with effect from that date, unless otherwise required by Applicable Laws or unless otherwise decided by the Committee.	7	**Termination/ separation due to any other reason apart from those mentioned above**	The Committee shall decide whether the Vested MSOPs as on that date can be Exercised by the Grantee or not, and such a decision shall be final and binding.	All Unvested MSOPs on the date of such termination shall stand cancelled with effect from that date, unless otherwise required by Applicable Laws or unless otherwise decided by the Committee.
		* **"Cause"** means such acts or omissions by an Employee as defined under the Employee Stock Option Plan 2025. **Procedure for Exercise of ESOP** Each ESOP entitles the holder thereof to apply for and be allotted one Share of the Company, upon the payment of the Exercise Price. The vested ESOPs can be exercised by the Grantee by submitting a written application to the Company in the prescribed format (or by any other means decided by the Committee), subject to the realization of full payment of the Exercise Price and applicable taxes.				* **"Cause"** means such acts or omissions by an Employee as defined under the Management Stock Option Plan 2025. **Procedure for Exercise of MSOP** Each MSOP entitles the Grantee thereof to apply for and be allotted one Share of the Company, upon payment of the Exercise Price. The vested MSOPs can be exercised by the Grantee by submitting a written application to the Company or the Trust (if any) in the prescribed format (or by any other means decided by the Committee), subject to the realization of full payment of the Exercise Price and applicable taxes.			

No.	Particulars	Details of ESOP 2025	Details of MSOP 2025
i)	The Lock-in period, if any;	The Shares issued upon exercise of ESOPs shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise, however, the same shall be subject to such restrictions as may be prescribed under Applicable Laws including the Company policies including its Articles of Association, to regulate, monitor and report trading by insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.	The Shares issued upon exercise of MSOPs shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise, however, the same shall be subject to such restrictions as may be prescribed under Applicable Laws including the Company policies including its Articles of Association, to regulate, monitor and report trading by insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
j)	The maximum number of options to be offered /granted and issued per employee and in aggregate;	Maximum number of ESOPs to be granted per employee shall be as determined by the Board (or any person authorised by the Board in accordance with the ESOP 2025), subject to overall limits as approved by the Shareholders.	Maximum number of MSOPs to be granted per employee shall be as determined by the Board (or any person authorised by the Board in accordance with the MSOP 2025), subject to overall limits as approved by the Shareholders.
k)	The method which the company shall use to value its options;	The Board shall determine from time to time the valuation and accounting methodology for the ESOPs issued under ESOP 2025 as per changes in the applicable law. The Company shall comply with all the relevant disclosures as per the applicable laws.	The Board shall determine from time to time the valuation and accounting methodology for the MSOPs issued under MSOP 2025 as per changes in the applicable law. The Company shall comply with all the relevant disclosures as per the applicable laws.
l)	The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct;	Vested ESOPs will lapse in the following conditions: (a) The vested ESOPs which are not exercised by the grantees within the exercise period set out in the grant letter. (b) The vested ESOPs which are not exercised by the grantee/grantees' nominee within 6 (Six) months from the date of death of such grantee, or within 2 (Two) years from the date of Vesting, whichever is earlier in the case of death of a grantee. (c) The vested ESOPs which are not exercised by the grantee/grantees' nominee within 6 (Six) months from the date of Permanent Incapacity (as defined in ESOP 2025), or within 2 (Two) years from the date of Vesting, whichever is earlier, in the case of separation due to permanent incapacity of the grantee. (d) The vested ESOPs which are not exercised by the grantee within 2 (Two) years from the date of Vesting upon (i) Retirement/ Superannuation of the grantee; (ii) resignation; or (iii) termination of employment by the Company for any reason other than 'Cause'. (e) All ESOPs (unvested and vested) as on the date on which (i) the Company terminates the employment of grantee for 'Cause' (as defined in the ESOP 2025), or (ii) the grantee carries on or engages in, directly or indirectly, at any time whether during or post-employment, whether through partnership or as a shareholder, joint venture partner, collaborator, consultant or agent or in any other manner whatsoever, whether for profit or otherwise, in a Competing Activity, and/or (iii) the grantee engages in any activity or action, or inaction which brings disrepute, financial loss, or any other adverse change to the Company. (f) All the vested ESOPs shall stand cancelled with effect from such date of Abandonment (as defined in ESOP 2025), as determined by the Committee, in the case of a grantees' Abandonment.	Vested MSOPs will lapse in the following conditions: (a) The vested MSOPs which are not exercised by the grantees within the exercise period set out in the grant letter. (b) The vested MSOPs which are not exercised by the grantee/grantees' nominee within 6 (Six) months from the date of death of such grantee, or within 1 (One) year from the date of Vesting, whichever is earlier in the case of death of a grantee. (c) The vested MSOPs which are not exercised by the grantee/grantees' nominee within 6 (Six) months from the date of Permanent Incapacity (as defined in MSOP 2025), or within 1 (One) year from the date of Vesting, whichever is earlier, in the case of separation due to permanent incapacity of the grantee. (d) The vested MSOPs which are not exercised by the grantees within 1 (One) year from the date of Vesting upon (i) Retirement/ Superannuation of the grantee; (ii) resignation; or (iii) termination of employment by the Company for any reason other than 'Cause'. (e) All MSOPs (unvested and vested) as on the date on which (i) the Company terminates the employment of grantee for 'Cause' (as defined in the MSOP 2025), or (ii) the grantee carries on or engages in, directly or indirectly, at any time whether during or post-employment, whether through partnership or as a shareholder, joint venture partner, collaborator, consultant or agent or in any other manner whatsoever, whether for profit or otherwise, in a Competing Activity, and/or (iii) grantee engages in any activity or action, or inaction which brings disrepute, financial loss, or any other adverse change to the Company. (f) All the vested MSOPs shall stand cancelled with effect from such date of Abandonment (as defined in MSOP 2025), as determined by the Committee, in the case of a grantees' Abandonment.
m)	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee;	All the vested ESOPs as on date of submission of resignation/ or issuance of notice of termination (other than due to Cause) may be exercised by the grantee within 2 (Two) years from the date of vesting of such ESOPS.	All the vested MSOPs as on date of submission of resignation/ or issuance of notice of termination (other than due to Cause) may be exercised by the grantee within 1 (One) year from the date of vesting of such MSOPs.
n)	A statement to the effect that the company shall comply with the applicable accounting standards.	The Company shall follow/comply with laws/regulations applicable to accounting for stock options, prescribed under applicable laws including but not limited to the Accounting Standard IND AS 102 on Share-based payments and / or any relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time.	The Company shall follow/comply with laws/regulations applicable to accounting for stock options, prescribed under applicable laws including but not limited to the Accounting Standard IND AS 102 on Share-based payments and / or any relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time.
0)	Maximum quantum of benefits to be provided per employee under a scheme(s);	Such amount of benefit that may arise from the exercise of ESOPs granted to an employee by the Committee.	Such amount of benefit that may arise from the exercise of MSOPs granted to an employee by the Committee.
p)	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust;	ESOP 2025 shall be implemented directly by the Company (through the Committee).	MSOP 2025 shall be implemented directly by the Company (through the Committee).
q)	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;	ESOP 2025 involves direct issuance of shares by the Company to the grantees upon exercise of ESOPs granted under ESOP 2025.	MSOP 2025 involves direct issuance of shares by the Company to the grantees upon exercise of MSOPs granted under MSOP 2025.

No.	Particulars	Details of ESOP 2025	Details of MSOP 2025
r)	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;	Not Applicable.	Not Applicable.
s)	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);	Not Applicable.	Not Applicable.
t)	The following statement, if applicable: 'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report';	Not Applicable	Not Applicable
u)	Terms & conditions for buyback, if any, of specified securities covered under these regulations	The Committee is authorized to administer ESOP 2025 and to decide the terms and conditions of procedure of any buy-back (if any) of vested ESOPs from Eligible Employees including (i) permissible sources of financing for buy-back of such vested option(s); (ii) minimum financial thresholds to be maintained by the Company as per its last financial statements; and (iii) limits upon the quantum of vested ESOPs that the Company may buy-back in a financial year.	The Committee is authorized to administer MSOP 2025 and to decide the terms and conditions of procedure of any buy-back (if any) of vested option(s) from Management Employees including (i) permissible sources of financing for buy-back of such vested option(s); (ii) minimum financial thresholds to be maintained by the Company as per its last financial statements; and (iii) limits upon the quantum of vested MSOPs that the Company may buy-back in a financial year.

The ESOP 2025 Plan and MSOP 2025 Plan are governed by the respective scheme documents, which are available for inspection in the manner specified in this AGM Notice and on the website of the Company.

None of the Directors and Key Managerial Personnel of the Company, including their relatives, are interested or concerned in the resolutions, financially or otherwise, except to the extent they may be lawfully granted options under ESOP 2025 and MSOP 2025.

The Board, therefore recommends the Special Resolutions as set forth in the agenda nos. 3,4,5 and 6 for approval of the Shareholders of the Company.

By Order of the Board of Directors of Orkla India Limited
(formerly known as Orkla India Private Limited and
MTR Foods Private Limited)

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

Registered Office:
No.1, 2nd & 3rd Floor,
100 Feet Inner Ring Road,
Ejipura, Ashwini Layout,
Vivek Nagar,
Bengaluru – 560047,
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CIN: L15136KA1996PLC021007
Website: www.orklaindia.com
Email ID: investors@orklaindia.com
Telephone No.: +91 80 4081 2100/7

Place: Kochi
Date: June 09, 2026

Annexure

Details of Director seeking re-appointment at the AGM

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings)

Name of the Director	Mr. Per Haavard Skiaker Maelen
Director Identification Number (DIN)	10138903
Designation and category	Non-Executive Director
Date of Birth and Age	June 12, 1978 (47 years)
Brief Profile, Qualification and Experience	Mr. Per Haavard Skiaker Maelen brings with him over two decades of experience in the FMCG and investment banking sector. He is the Senior Vice President and Investment Director of Orkla ASA. He also serves as the Chairman and Director of Health and Sports Nutrition Group HSNG AB and as a Director on the Boards of Orkla Asia Holding AS, Orkla Food Ingredients AS and Orkla Investeringer AS. He was previously associated with Dresdner Kleinwort Wasserstein and UBS. Since 2011, he has worked for Orkla ASA in various roles, including leading mergers and acquisitions and business development, supporting Orkla ASA's subsidiaries in executing transactions across its various businesses. He holds a Bachelor (Hons) degree in Business Administration from European Business School London.
Nature of expertise in specific functional areas	• Finance, advisory and capital markets • Strategy Planning & Management • Corporate Governance & Compliance • Accounting & Financial Experience • Leadership • Risk Management
Terms and conditions of appointment/re-appointment	Re-appointment as a Non-Executive Director, liable to retire by rotation.
Date of first appointment on the Board	May 11, 2023
No. of meetings of the Board and Committee attended during FY 2025-26	Mr. Per Haavard Skiaker Maelen's attendance in Board and Committee meetings of the Company during FY 2025-26 was: (see table below)
Directorships held in other companies (excluding foreign companies and section 8 companies)	Nil
Listed Entities from which he has resigned as Director in past 3 years	Nil
Memberships/Chairpersonships of Committees held (including this Company and excluding foreign companies and section 8 companies)	**Orkla India Limited** 1. Chairperson of Stakeholders' Relationship Committee 2. Member of Audit Committee
Remuneration last drawn	Nil
Details of remuneration sought to be paid	The Company does not propose to pay any remuneration or sitting fees.
Shareholding in the Company	Nil
Inter-se relationship with other Directors and KMP of the Company	None

Meeting	No. of meetings held	No. of meetings attended	Attendance %
Board Meeting	15	15	100%
Audit Committee	10	10	100%
Stakeholders' Relationship Committee	1	1	100%