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Initial Public Offer of equity shares on the main board of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges") in compliance with Chapter II of the Securities and Exchange Board of India. (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR REGULATIONS").



(Please scan this QR code to view the RHP)



ORKLA INDIA LIMITED

(Formerly known as MTR Foods Private Limited)

Our Company was originally incorporated as "MTR Foods Limited" as a public company under the Companies Act, 1956, pursuant to a certificate of incorporation dated August 21, 1996, issued by the Registrar of Companies, Karnataka at Bengaluru ("RoC"). Upon conversion of our Company from a public limited company to a private limited company, pursuant to a resolution passed by the Board of Directors dated June 27, 2008, and a special resolution passed by our Shareholders on August 12, 2008, our name was changed to "MTR Foods Private Limited" and a fresh certificate of incorporation dated November 4, 2008 was issued by the RoC. Thereafter, pursuant to the resolution passed by the Board of Directors dated December 5, 2023 and the Shareholders resolution dated December 12, 2023, our name was changed to "Orkla India Private Limited" and a certificate of incorporation dated January 4, 2024 was issued by the RoC. Upon the conversion of our Company into a public limited company, pursuant to a resolution passed by the Board of Directors dated February 26, 2025, and a Shareholders' resolution dated March 13, 2025, the name of our Company was changed to "Orkla India Limited", and a fresh certificate of incorporation dated April 25, 2025 was issued by the Registrar of Companies, Central Processing Centre. For details of changes in the name and the registered office of our Company, see "History and Certain Corporate Matters" on page 223 of the red herring prospectus dated October 23, 2025 ("RHP" or "Red Herring Prospectus") filed with the RoC.

Registered Office: No. 1, 2nd and 3rd Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Vivek Nagar, Bengaluru - 560 047, Karnataka, India
Contact Person: Kaushik Seshadri, Company Secretary and Compliance Officer; **Tel:** +91 80 4081 2100, **E-mail:** investors@orklaindia.com; **Website:** www.orklaindia.com;
Corporate Identity Number: U15136KA1996PLC021007

OUR PROMOTERS: ORKLA ASA, ORKLA ASIA HOLDING AS AND ORKLA ASIA PACIFIC PTE. LTD.

INITIAL PUBLIC OFFER OF UP TO 22,843,004 EQUITY SHARES BEARING FACE VALUE OF ₹1 EACH ("EQUITY SHARES") OF ORKLA INDIA LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING TO ₹[●] MILLION THROUGH AN OFFER FOR SALE (THE "OFFER" OR "OFFER FOR SALE") OF UP TO 20,560,768 EQUITY SHARES BEARING FACE VALUE OF ₹1 EACH AGGREGATING TO ₹[●] MILLION BY ORKLA ASIA PACIFIC PTE. LTD. ("PROMOTER SELLING SHAREHOLDER"), UP TO 1,141,118 EQUITY SHARES BEARING FACE VALUE OF ₹1 EACH AGGREGATING TO ₹[●] MILLION BY NAVAS MEERAN AND UP TO 1,141,118 EQUITY SHARES BEARING FACE VALUE OF ₹1 EACH AGGREGATING TO ₹[●] MILLION BY FERROZ MEERAN (TOGETHER REFERRED TO AS "OTHER SELLING SHAREHOLDERS" AND TOGETHER WITH PROMOTER SELLING SHAREHOLDER REFERRED TO AS THE "SELLING SHAREHOLDERS" AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE OFFER INCLUDES A RESERVATION OF UP TO 30,000 EQUITY SHARES OF FACE VALUE OF ₹1 EACH, AGGREGATING TO ₹[●] MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

Notice to Investors: Addendum to the Red Herring Prospectus dated October 23, 2025 ("Addendum")

This Addendum is in reference to the Red Herring Prospectus dated October 23, 2025 ("RHP") filed with the RoC, SEBI and the Stock Exchanges in relation to the Offer. In this regard, potential Bidders should note the following:

- Post the filing of the RHP, our Company has received a notice dated October 23, 2025 from the Office of the District Registrar, Belgaum, Registration and Stamps Department, Government of Karnataka ("District Registrar"), which was received on October 27, 2025 ("Notice") alleging a deficiency in payment of stamp duty amounting to ₹132.3 million in relation to the merger of Eastern Condiments with our Company pursuant to the Eastern Condiments Scheme of Amalgamation. Our Company, vide its reply dated October 28, 2025 ("Reply to Notice"), has denied the allegations. The matter is currently pending.

This Addendum supplements the information in the RHP and this Addendum should be read in conjunction with the RHP. This Addendum does not reflect all the changes that have occurred between the date of the RHP and the date hereof. The information included in the RHP will be suitably updated, including to the extent stated in this Addendum, as may be applicable, in the Prospectus, as and when filed with the RoC, SEBI and the Stock Exchanges.

Capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the RHP.

BOOK RUNNING LEAD MANAGERS

REGISTRAR TO THE OFFER

ICICI Securities Limited ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025, Maharashtra, India Tel: +91 22 6807 7100 E-mail: orkla.ipo@icicisecurities.com Investor grievance e-mail: customer@icicisecurities.com Website: www.icicisecurities.com Contact person: Tanya Tiwari / Ashik Joisar SEBI registration no.: INM000011179	Citigroup Global Markets India Private Limited 1202, 12th Floor, First International Financial Centre, G-Block, C 54 & 55, Bandra Kurla Complex, Bandra (East), Mumbai - 400 098, Maharashtra India Tel: + 91 22 6175 9999 E-mail: orkla.india.ipo@citi.com Website: https://www.citigroup.com/global/about-us/global-presence/india/disclaimer Investor grievance e-mail: investors.cgmib@citi.com Contact person: Karishma Asrani/ Adarsh Agarwal SEBI registration no.: INM000010718	J.P. Morgan India Private Limited J.P. Morgan Tower, Off C.S.T Road, Kaila, Santacruz (East), Mumbai - 400 098, Maharashtra, India Tel: +91 22 6157 3000 E-mail: orkla_india_ipo@jpmorgan.com Website: www.jpiml.com Investor grievance e-mail: investorsmb.jpiml@jpmorgan.com Contact person: Himanshi Arora/ Rishank Chheda SEBI registration no.: INM000002970	Kotak Mahindra Capital Company Limited 27 BKC, 1st Floor, Plot No. C - 27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India Tel: +91 22 4336 0000 E-mail: orkla.india.ipo@kotak.com Investor grievance e-mail: kmcaddressal@kotak.com Website: https://investmentbank.kotak.com Contact person: Ganesh Rane SEBI registration no.: INM000008704	KFin Technologies Limited 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Kurla, Mumbai, Maharashtra, India, 400 070. Tel: + 91 40 6716 2222/ 1800 309 4001 E-mail: orkla.india.ipo@kfinetech.com; Website: www.kfinetech.com Investor grievance e-mail: einward.ris@kfinetech.com Contact person: M. Murali Krishna; SEBI registration no.: INR000000221
COMPANY SECRETARY AND COMPLIANCE OFFICER	Kaushik Seshadri No.1, 2nd and 3rd Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Vivek Nagar, Bengaluru - 560 047, Karnataka, India Tel: +91 80 4081 2100 E-mail: investors@orklaindia.com			Bidders can contact our Company Secretary and Compliance Officer, the Book Running Lead Managers or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer-related queries and for redressal of complaints, investors may also write to the Book Running Lead Managers.

For **ORKLA INDIA LIMITED**
(Formerly known as MTR Foods Private Limited)
On behalf of the Board of Directors
Sd/-
Kaushik Seshadri
Company Secretary and Compliance Officer

Place: Bengaluru
Date: October 28, 2025

ORKLA INDIA LIMITED (Formerly known as MTR Foods Private Limited) is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed the red herring prospectus dated October 23, 2025, with RoC ("RHP"). The RHP shall be available on the website of SEBI at www.sebi.gov.in, as well as on the websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, on the website of the Company at www.orklaindia.com and on the websites of the BRLMs, i.e. ICICI Securities Limited, Citigroup Global Markets India Private Limited, J.P. Morgan India Private Limited and Kotak Mahindra Capital Company Limited at www.icicisecurities.com, https://www.citigroup.com/global/about-us/global-presence/india/disclaimer, www.jpiml.com and https://investmentbank.kotak.com, respectively. Any potential investors should note that investment in Equity Shares involves a high degree of risk and for details relating to such risk, see the section titled "Risk Factors" on page 36 of the RHP. Potential Bidders should not rely on the draft red herring prospectus dated June 10, 2025 filed with SEBI and the Stock Exchanges for making any investment decision and should instead rely on the RHP, for making investment decision.

The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in the Red Herring Prospectus as "U.S. QIBs"), in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (b) outside of the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur. There will be no public offering in the United States.