

NOTICE

Notice is hereby given that the 27th Annual General Meeting of Dodla Dairy Limited will be held on Thursday, 30 June 2022 at 11:00 A.M. IST through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”) facility, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2022, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2022, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Dodla Sunil Reddy (DIN: 00794889), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S.R.Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101049W/E300004), be and is hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors, M/s. B S R & Associates LLP, Chartered Accountants (ICAI Registration No.: 116231W/ W-100024), to hold office for a term of five consecutive years from the conclusion of 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting of the Company to be held in the year 2027, at such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

SPECIAL BUSINESS:

4. **Tore-appointment of Mr. Ambavaram Madhusudhana Reddy (DIN: 08126380) as Whole-time Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, (“Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’) and other applicable provisions of Listing Regulations subject to articles of Association of the Company, and the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to reappoint of Mr. Ambavaram Madhusudhana Reddy (DIN: 08126380), as “Whole-time Director” of the company for a term of 5 years commencing from 01 May 2023 to 30 April 2028 on the remuneration and on such terms and conditions as set out in the agreement with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof and as may be agreed between the Board of Directors and the appointee director for the aforesaid period and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Whole Time Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

5. To re-appointment of Mr. Rampraveen Swaminathan (DIN: 01300682) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended from time to time, and the Articles of Association of the Company, Mr. Rampraveen Swaminathan (DIN: 01300682), who was appointed as an Independent Director of the Company at the board meeting from 13 July 2018 and members approval taken at the 23rd Annual General Meeting of the Company and who holds office up to 12 July 2023, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) years commencing from 13 July 2023 to 12 July 2028.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

6. To re-appointment of Mr. Tallam Puranam Raman (DIN: 00320782) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act,

2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended from time to time, and the Articles of Association of the Company, Mr. Tallam Puranam Raman (DIN: 00320782), who was appointed as an Independent Director of the Company at the board meeting 13 July 2018 and members approval taken at the 23rd Annual General Meeting of the Company and who holds office up to 12 July 2023, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) years commencing from 13 July 2023 to 12 July 2028.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

7. To continuation of directorship of Mr. Tallam Puranam Raman (DIN: 00320782), Director and ratification in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, ratification and approval of the members of the Company be and is hereby granted to Mr. Tallam Puranam Raman

(DIN: 00320782) who has attained the age of eighty (80), to continue to be a Non-Executive Independent Director of the Company for five years from 13 July 2023 to 12 July 2028 and being the date of expiry of his second/Current term of office and whose office shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

8. To continuation of directorship of Mr. Dodla Sesha Reddy (DIN: 00520448), Director and ratification in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, ratification and approval of the members of the Company be and is hereby granted to Mr. Dodla Sesha Reddy (DIN: 00520448), who has attained the age of eighty (80), to continue to be a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

9. To ratification of Dodla Dairy Limited- Employee Stock Option Plan, 2018 (“ESOP 2018” or “Plan”)

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

“RESOLVED THAT in Extra-Ordinary General Meeting held on 23 March 2018 members had approved Employee Stock Option Plan, 2018 (“ESOP 2018” or “Plan”), in furtherance of and supplement to the special resolution passed by the shareholders of the Company in their Annual General Meeting held on 17 July 2018 and pursuant to the applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (including any

statutory modification(s) or re-enactment thereof for the time being in force) (“SEBI ESOP Regulations”) and any other SEBI Regulations, Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other relevant provisions for the time being in force and as may be modified from time to time, provisions contained in the memorandum of association and the articles of association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the “Applicable Laws”) and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and based on the recommendation of the nomination and remuneration committee of the board of directors of the Company, which may be agreed to by the board of directors of the Company (hereinafter referred to as the “Board” which shall be deemed to include Nomination & Remuneration Committee constituted by the Board under Section 178 of the Companies Act, 2013 to exercise its powers, including the powers, conferred by this resolution), the Dodla Dairy Limited- Employee Stock Option Plan, 2018 (hereinafter referred as the (“ESOP 2018” or “Plan”) as approved by the shareholders of the Company in their Extra-Ordinary General Meeting held on 23 March 2018 and amended by the shareholders of the Company in their Annual General Meeting held on 17 July 2018, prior to Initial Public Offering (IPO) of Shares of the Company, be and is hereby ratified within the meaning of SEBI (Share Based Employee Benefits) Regulations, 2014 and any other applicable regulations , consent of the Company be and is hereby accorded to the Board to issue and allot at any time to or to the benefit of such person(s) who is in permanent employment of the Company and as per the Dodla Dairy Limited- Employee Stock Option Plan, 2018 (“ESOP 2018” or “Plan”) , options exercisable into not more than 8,35,074 Equity Shares of the Company, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the Applicable laws or guidelines issued by the relevant

Authority and to amend the ESOP 2018 as may be required and each option would be exercisable for one Equity Share of a face value of ₹ 10/- each fully paid-up on payment of the requisite exercise price to the Company.

RESOLVED FURTHER THAT the changes in ESOP 2018 would be also applicable to all the grants which have been granted in the past under this scheme;

RESOLVED FURTHER THAT the Board and/or the Nomination and Remuneration Committee, be and is hereby authorised to do all such acts as it may in its absolute discretion deem necessary to bring the Scheme into effect including incur expenses in relation thereto to give effect to the above resolutions Mr. Dodla Sunil Reddy, Managing Director, Mr. Dodla Sessa Reddy , Director and Mr. Surya Prakash Mungelkar, Company Secretary of the Company be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary and make such filings/ applications with the regulatory authorities including the Registrar of Companies, Telangana at Hyderabad to effectively implement this resolution;

RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any Director or the Company Secretary, be forwarded to concerned authorities for necessary actions.”

10. To Approval of Fee payable for copies of inspection documents

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

RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.

**By Order of the Board of Directors
For Dodla Dairy Limited**

**Surya Prakash Mungelkar
Company Secretary and Compliance Officer
M. No. A31877**

**Place: Hyderabad
Date: 16 May 2022**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No. 4 to 10 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on 16 May 2022 considered that the special business under Item No. 4 to 10, being considered unavoidable, be transacted at the 27th AGM of the Company.

2. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021 and 5 May 2022 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 has permitted the holding of the Annual General Meeting ("AGM") through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, the 27th Annual general Meeting of the company is being conducted through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM") herein after called as "e-AGM".

e-AGM: Company has appointed KFin Technologies Limited (KFintech), the Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.

3. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable provisions of the Companies Act, 2013 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this AGM are also annexed to this Notice.

4. Pursuant to the provisions of the circulars on the VC/ OAVM(e-AGM):

a. Members can attend the meeting through login credentials provided to them to connect to Video Conference (VC)/Other Audio-Visual Means

(OAVM) Physical attendance of the Members at the Meeting venue is not required.

b. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.

5. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the AGM will be conducted through VC/OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

6. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

7. The attendance of the Members (member's logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. The Register of Members and Share Transfer Books of the Company will remain closed from 23 June 2022 to 30 June 2022 (both days inclusive).

9. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") since the shares are held by them in electronic Form.

10. In compliance with MCA Circular No. 20/2020 dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021 and 5 May 2022 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as the Annual Report), the Annual Report for Financial year ended 31 March 2022 and Notice of the AGM are being sent in electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s).

Notice calling the e-AGM and Annual Report has been uploaded on the website of the Company at <https://www.dodladairy.com>. The Notice can also be accessed from the websites of the Stock Exchanges

i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively. The Notice and Annual Report is also available on the website of e-voting agency KFin Technologies Limited at the website address <https://evoting.kfintech.com>.

11. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, there are no unclaimed dividend amounts pending for transfer.

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE e-AGM THROUGH VIDEO CONFERENCE / OTHER AUDIO VISUAL MODE:

- i. Attending the e-AGM: Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members 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. Further, Members can also use the OTP based login for logging into the e-voting system.
- ii. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- iii. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. Facility of joining the AGM through VC / OAVM shall be open 15 minutes before the time scheduled for the AGM.
- vi. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.

vii. Submission of Questions / queries prior to e-AGM:

Members desiring any additional information with regard to Accounts/ Annual Reports or has any

question or query are requested to write to the Company Secretary on the Company's investor email-id i.e. cs@dodladairy.com at least 2 days before the date of the e-AGM, so as to enable the Management to keep the information ready. Please note that, member's questions will be answered only if they continue to hold the shares as of cut-off date.

Alternatively, shareholders holding shares as on cut-off date may also visit <https://evoting.kfintech.com/> and click on the tab "Post Your Queries Here" to post their queries/ views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM.

- viii. Speaker Registration before e-AGM: Shareholder who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/> the shareholders are requested to get registered on or before 27 June 2022, 5.00 P.M. (IST).
- ix. Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
- x. Members who need technical assistance before or during the AGM, can contact <https://emeetings.kfintech.com>
- xi. Corporate members intending to send their authorised representatives to attend the Annual General Meeting through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution to the Company.

INSTRUCTIONS FOR E-VOTING:

In terms of the provisions of Section 108 and 109 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting

system to members holding shares as on 24 June 2022 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process and poll.

In case of any queries related to e-voting may send mail to einward.ris@kfintech.com or evoting@kfintech.com contact KFintech at Tel No. 18003094001 (toll free).

The procedure and instructions for e-voting are as follows:

Step 1:

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2:

Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility:
	I. Visit URL: https://eservices.nsdl.com
	II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.
	III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”
	IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
	2. User not registered for IDeAS e-Services
	I. To register click on link: https://eservices.nsdl.com
	II. Select “Register Online for IDeAS” or or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	III. Proceed with completing the required fields.
	IV. Follow steps given in point no.1
	3. Alternatively by directly accessing the e-Voting website of NSDL
	I. Open URL: https://www.evoting.nsdl.com/
	II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.
	III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
	IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFintech.
	V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi/Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e., Kfintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https:// web.cdslindia.com/myeasi/ Registration/ EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e., Kfintech where the e-Voting is in progress.

Type of Shareholders	Login Method
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: [https:// emeetings.kfintech.com/](https://emeetings.kfintech.com/)
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Dodla Dairy Limited- Annual General Meeting' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not

indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorising its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id srinadati@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name and Event No."

INSTRUCTIONS FOR MEMBERS FOR VOTING DURING THE E-AGM SESSION:

- 1 The e-voting window shall be activated upon instructions of the Chairman during the e-AGM.
- 2 E-voting during the AGM is integrate with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the e-AGM.
- 3 Members / shareholders, attending the e-AGM through Video Conference and who have not cast their vote on resolutions through Remote e-Voting shall be eligible to cast their vote through e-voting system available during the e-AGM.
- 4 Members who have voted through Remote e-Voting will be eligible to attend the e-AGM, however, they shall not be allowed to cast their vote again during the e-AGM.

GENERAL INFORMATION:

1. The Company's equity shares are Listed on 28 June 2021 at (i) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001, Maharashtra, India; and (ii) National Stock Exchange of India Limited, Exchange Plaza, Floor 5, Plot No. C/1, Bandra (East), Mumbai – 400051, Maharashtra, India and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2021-2022.
 2. Members are requested to send all communication relating to shares to the Company's Registrar and Share Transfer Agent at KFIN Technologies Limited (Unit: Dodla Dairy Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, Telangana State, India.
 3. Register of Directors and Key Managerial Personnel (KMP) and their shareholding under Section 170 of the Companies Act, 2013 and the rules made thereunder and Register of Contracts maintained under Section 189 of Companies Act, 2013 and the rules made thereunder are available for inspection at the registered office of the Company.
 4. As required under Listing Regulations and Secretarial Standard - 2 on General Meetings details in respect of Directors seeking appointment/ re-appointment at the Annual General Meeting, is separately annexed hereto. Directors seeking appointment/ re-appointment have furnished requisite declarations under Section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.
- (iii) The e-voting period commences from 9.00 A.M. (IST) on 27 June 2022 to 5.00 P.M. (IST) on 29 June 2022. During this period, the members of the Company, holding shares in demat, as on the cut-off date of 24 June 2022 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (iv) The Company has appointed M/s. MNM & Associates, Company Secretaries represented by Mrs. Sridevi Madati, Practising Company Secretary (Membership No.F6476 and CP No. 11694) as the Scrutiniser to conduct the voting process (e-voting and poll) in a fair and transparent manner.
 - (v) The Scrutinizer shall, within two working days from the conclusion of the Annual General Meeting unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report containing the details with respect to votes cast in favour, against, neutral/ abstained, shall submit the Report to the Chairman of the Company.
 - (vi) Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 27th Annual General Meeting of the Company scheduled to be held on 30 June 2022, the results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dodladairy.com within two working days of conclusion of the Annual General Meeting.

GENERAL INSTRUCTIONS

- (i) Members holding shares either in demat or physical mode who are in receipt of Notice, may cast their votes through e-voting.
- (ii) Members opting for e-voting, for which the USER ID and initial password are provided in a separate sheet. Please follow steps from Sl. No. (1) to (11) under

heading 'INSTRUCTIONS FOR E-VOTING' above to vote through e-voting platform.

**By Order of the Board of Directors
For Dodla Dairy Limited**

**Surya Prakash Mungelkar
Company Secretary and Compliance Officer
M. No. A31877**

**Place: Hyderabad
Date: 16 May 2022**

Explanatory Statement pursuant to Sections 102 of the Companies Act, 2013

Item No.4: Re-appointment of Mr. Ambavaram Madhusudhana Reddy (DIN: 08126380) as Whole-time Director of the Company

The Board of Directors, at its meeting held on 3 May 2018, had appointed Mr. Ambavaram Madhusudhana Reddy as the Whole-time Director (WTD) for a period of five years with effect from 3 May 2018 to 30 April 2023.

Subsequently, at the Annual General Meeting of the Company held on 17 July 2018, the Members had approved the appointment and terms of remuneration of Mr. Ambavaram Madhusudhana Reddy of the Company.

The Board of Directors, at its meeting held on 16 May 2022, based on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Ambavaram Madhusudhana Reddy, as WTD of the Company for a further period of five years, with effect from 1 May 2023 to 30 April 2028, subject to the approval of the Members.

Brief profile of Mr. Ambavaram Madhusudhana Reddy is as follows:

Mr. Ambavaram Madhusudhana Reddy holds a bachelor's degree in law from Sri Venkateswara University and a master's degree in business administration from Dr. B.R. Ambedkar Open University. He holds an executive programme in HR analytics from IIM Lucknow. He also has a post graduate diploma in human resource management from Pondicherry University, a post graduate diploma in business and administrative management from the Andhra Pradesh Productivity Council and a PG diploma in journalism from DNF College of Journalism. He is a state committee member of Employers federation of southern India (EFSI) for the state of Telangana and Andhra Pradesh. He is a life member of NHRD Hyderabad chapter. He is enrolled as an advocate on the rolls of the bar council of the State of Andhra Pradesh. He has practiced as an advocate at Kadapa district court for a period of 3 years. He has previously worked with Imperial Granites Limited and has 16 years of experience in the dairy industry. He heads the Human resources, legal and compliances since Oct-2006 at Dodla.

The Members are requested to consider re-appointment of Mr. Ambavaram Madhusudhana Reddy as WTD for a term of 5 years with effect from 1 May 2023 to 30 April 2028.

The main terms and conditions of appointment of Mr. Ambavaram Madhusudhana Reddy (hereinafter referred to as "WTD") are given below:

Period of Appointment: The reappointment as WTD is for a period of five years with effect from 1 May 2023 to 30 April 2028.

Basic Salary: Not exceeding ₹ 2.5 Lakhs per month

The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendations of the Nomination, Remuneration and Compensation Committee (hereinafter called the "NRC") and will be performance-based, take into account the Company's performance as well, within the said maximum amount.

Contribution to Provident Fund: 12% of Basic Salary

Benefits, Perquisites & Allowances:

In addition to the salary and Contribution to Provident Fund the appointee shall also be entitled to perquisites and allowances like Accommodation (furnished or unfurnished) or House Rent Allowance together with reimbursement of expenses and Leave Travel concession for himself and his family, Medical and Personal Accident insurance premium, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and the appointee, however these perquisites and allowances will be subject to a limit of 2.5 lakhs /- per month.

The Whole Time Director shall be entitled to be reimbursed in respect of all expenses incurred by him for and on behalf of the Company.

Encashment of earned leaves as per the Companies HR Policy

Gratuity: In accordance with the Rules of the Company

Minimum Remuneration: Notwithstanding anything herein above stated, where in any financial year during the currency of the tenure of Mr. Ambavaram Madhusudhana Reddy, the Company incurs a loss or its profits are inadequate, the Company subject to the approval of Central Government, if any, if so required, shall pay the same remuneration as stated above but subject to being within the overall limits on Managerial Remuneration as provided under Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and the rules framed there under read with Schedule V to the said Act. The Board of Directors shall communicate any revision in the terms of remuneration to Mr. Ambavaram Madhusudhana Reddy for his acceptance. The Contract of service of Mr. Ambavaram Madhusudhana Reddy is terminable with a notice period of 90 days on either side.

He is not liable to retire by rotation.

No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Ambavaram Madhusudhana Reddy, to whom the resolution

relates, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice

The Board of Directors recommends the resolution at Item No. 4 for approval of the Members by way of a Special Resolution.

Item No.5: Re-appointment of Mr. Rampraveen Swaminathan (DIN: 01300682) as an Independent Director of the Company

Mr. Rampraveen Swaminathan (DIN: 01300682) was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013, vide resolution passed at Board Meeting held on 13 July 2018 and by the Members at the 23rd Annual General Meeting held on 17 July 2018. As per the said resolution, the term of appointment of Mr. Rampraveen Swaminathan (DIN: 01300682) was up to 12 July 2023.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution at their meeting held on 16 May 2022 approving re-appointment of Mr. Rampraveen Swaminathan (DIN: 01300682) as an Independent Director for a second term from 13 July 2023 to 12 July 2028, based on his skills, experience, knowledge and positive outcome of performance evaluation.

In line with the Company's remuneration policy for Independent Directors, Mr. Rampraveen Swaminathan (DIN: 01300682) will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings and General Meetings. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Company has received a declaration from Mr. Rampraveen Swaminathan (DIN: 01300682) confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Rampraveen Swaminathan (DIN: 01300682) to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company

has received a notice in writing from a Member proposing the candidature of Mr. Rampraveen Swaminathan (DIN: 01300682) to be re-appointed as an Independent Director.

In the opinion of the Board of Directors, Mr. Rampraveen Swaminathan (DIN: 01300682) fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management.

The draft letter of appointment of Mr. Rampraveen Swaminathan (DIN: 01300682) setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to cs@dodladairy.com.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Rampraveen Swaminathan (DIN: 01300682), to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice

The Board of Directors recommends the resolution at Item No. 5 for approval of the Members by way of a Special Resolution.

Brief profile of Mr. Rampraveen Swaminathan (DIN: 01300682), Independent Director of the Company, is given below:

Mr. Rampraveen Swaminathan has two decades of global business leadership experience spanning automotive, Energy and Paper sectors. He started his career with Tata group and his other stints include positions with Cummins Inc., International Paper Co. and Schneider Electric. He was Chairman & Managing Director of International Paper APPM Limited, a listed company. His areas of expertise include strategy and planning, business management, international operations, and operations transformation, etc

He is also a Managing Director & CEO on the Board of Mahindra Logistics Limited.

Mr. Rampraveen Swaminathan is a partner in SVP India, a strategic philanthropic organisation. He is also on the Advisory Board of WWF – India.

He holds MBA degree in Finance and Strategy from TA Pai Management Institute, India and Bachelors' degree in Commerce from the University of Bangalore. He is an alumnus of Harvard's Executive Strategy Program (2007)

Item No.6: Re-appointment of Mr. Tallam Puranam Raman (DIN: 00320782) as an Independent Director of the Company

Mr. Tallam Puranam Raman (DIN: 00320782) was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013, vide resolution passed at Board Meeting held on 13 July 2018 and by the

Members at the 23rd Annual General Meeting held on 17 July 2018. As per the said resolution, the term of appointment of Mr. Tallam Puranam Raman (DIN: 00320782) was up to 12 July 2023.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution at their meeting held on 16 May 2022 approving re-appointment of Mr. Tallam Puranam Raman (DIN: 00320782) as an Independent Director for a second term from 13 July 2023 to 12 July 2028, based on his skills, experience, knowledge and positive outcome of performance evaluation.

In line with the Company's remuneration policy for Independent Directors, Mr. Tallam Puranam Raman (DIN: 00320782) will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings and General Meetings. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

The Company has received a declaration from Mr. Tallam Puranam Raman (DIN: 00320782) confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Tallam Puranam Raman (DIN: 00320782) to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Mr. Tallam Puranam Raman (DIN: 00320782) to be re-appointed as an Independent Director.

In the opinion of the Board of Directors, Mr. Tallam Puranam Raman (DIN: 00320782) fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management.

The draft letter of appointment of Mr. Tallam Puranam Raman (DIN: 00320782) setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to cs@dodladairy.com.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Tallam Puranam Raman (DIN: 00320782), to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice

The Board of Directors recommends the resolution at Item No. 6 for approval of the Members by way of a Special Resolution.

Brief profile of Mr. Tallam Puranam Raman (DIN: 00320782), Independent Director of the Company, is given below:

Mr. Tallam Puranam Raman became a director of the Company in July 2018. Mr. Tallam Puranam Raman has Started his career with the State Bank of India in 1964 as a Covenanted Officer and the key assignments held were:

- a) Regional Manager---1979-1982.
- b) Chief Officer HRD—Central Office---1982-1988.
- c) Deputy General Manager—Coimbatore Zone---1988-1992.
- d) General Manager Operations—New Delhi H.O—1992-1995.
- e) General Manager SBI Capital Markets Ltd—1995-1996.

He was the managing director and chief executive officer of Sundaram Asset Management Company Limited for over 15 years. He retired from Sundaram Asset Management Company in 2012."

Item No. 7: Continuation of directorship of Mr. Tallam Puranam Raman (DIN: 00320782), Director and ratification in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Nonexecutive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Tallam Puranam Raman (DIN: 00320782), has already attained the age of eighty (80) years, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the shareholders has approved his continuation of directorship on 3 February, 2021, however Company got listed on 28 June 2021 and as part of good Corporate Governance practice the Board proposed this item for ratification from shareholders post Listing and hence pursuant to Regulation 17(1A) of the Listing Regulations, the shareholders are requested to accord approval and ratify for the continuation of the Directorship

of Mr. Tallam Puranam Raman (DIN: 00320782) as Non-Executive Independent Director.

A brief justification for their continuation as Non-Executive Independent Directors on the Board of the Company as under:

Mr. Tallam Puranam Raman hold a bachelor's degree and a master's degree in commerce from Osmania University. He has Started his career with the State Bank of India in 1964 as a Covenanted Officer and the key assignments held were:

- a) Regional Manager---1979-1982.
- b) Chief Officer HRD—Central Office---1982-1988.
- c) Deputy General Manager—Coimbatore Zone---1988-1992.
- d) General Manager Operations—New Delhi H.O—1992-1995.
- e) General Manager SBI Capital Markets Ltd—1995-1996.

He was the managing director and chief executive officer of Sundaram Asset Management Company Limited for over 15 years. He retired from Sundaram Asset Management Company in 2012.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of Mr. Tallam Puranam Raman as "Independent Directors" of the Company, considering their rich experience, expertise and valuable contribution made to the Board of Directors of the Company. Their presence on the Board adds more value and gives confidence to the Board in its decisions.

The Non-Executive Independent Director fulfil all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declarations from them that they meet the criteria of independence as prescribed under the Act and Listing Regulations, presently applicable. Further, they have also confirmed that they are not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013. A brief resume of the said Directors, the nature of their expertise in specific functional areas, names of the companies in which they are holding Directorships, Committee Memberships / Chairmanships, their shareholding etc. are separately annexed in terms of Regulation 36(3) of the Listing Regulations.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Tallam Puranam Raman (DIN: 00320782), to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice

The Board of Directors recommends the resolution at Item No. 7 for approval of the Members by way of a Special Resolution.

Item No. 8: Continuation of directorship of Mr. Dodla Sesha Reddy (DIN: 00520448), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Nonexecutive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Dodla Sesha Reddy (DIN: 00520448) is a Non-Executive Director of the Company liable to retire by rotation. Mr. Dodla Sesha Reddy has been a Director of the Company since 15/05/1995, Members of the company had approved as per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to continue the directorship on 3 February 2021 before listing. Mr. Dodla Sesha Reddy has attained the age of 80 years, the members are requested to approve and ratify the continuation of the Directorship of Mr. Dodla Sesha Reddy (DIN: 00520448) as Non-Executive Non-Independent Director of the Company.

A brief justification for their continuation as Non-Executive Non-Independent Director on the Board of the Company as under:

Mr. Dodla Sesha Reddy (DIN: 00520448) has been associated with our Company for more than 23 years and has dairy industry experience of more than 23 years. He is responsible for ensuring active engagement of board members and effective decision-making process to be followed in our board and committee meetings.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of Mr. Dodla Sesha Reddy (DIN: 00520448) as Non-Executive Non-Independent Director of the Company, considering their rich experience, expertise and valuable contribution made to the Board of Directors of the Company. Their presence on the Board adds more value and gives confidence to the Board in its decisions.

A brief resume of the said Directors, the nature of their expertise in specific functional areas, names of the companies in which they are holding Directorships, Committee Memberships / Chairmanships, their shareholding etc. are separately annexed in terms of Regulation 36(3) of the Listing Regulations.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Dodla

Sesha Reddy (DIN: 00520448), to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 8 of the Notice

The Board of Directors recommends the resolution at Item No. 8 for approval of the Members by way of a Special Resolution.

Item No. 9 : Ratification of Dodla Dairy Limited- Employee Stock Option Plan, 2018 (“ESOP 2018” or “Plan”)

The Dodla Dairy Limited- Employee Stock Option Plan, 2018 was approved by the shareholders of the Company in their Extra-Ordinary General Meeting held on 23 March 2018 and amended by the shareholders of the Company in their Annual General Meeting held on 17 July 2018, prior to Initial Public Offering (IPO) of Shares of the Company, Pursuant to provisions of Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 and Pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014 and any other applicable regulations , any ESOP before listing to be ratified post listing from the members of the Company for the Board to issue and allot at any time to or to the benefit of such person(s) who is in permanent employment of the Company and as per the Dodla Dairy Limited- Employee Stock Option Plan, 2018 (“ESOP 2018” or “Plan”) and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the Applicable laws or guidelines issued by the relevant Authority and to amend the ESOP 2018

The Company approved vesting of KRA based, and time-based Options of 8,35,074 to Venkat Krishna Reddy Busireddy, CEO of the company as follows:

Sl. No	Particulars	Details
a.	options granted	8,35,074
b.	options vested	8,35,074
c.	options exercised	NIL
d.	the total number of shares arising as a result of exercise of option	NIL
e.	options lapsed	Nil
f.	the exercise price	213.3929
g.	variation of terms of options	NIL
h.	money realized by exercise of options	NIL
i.	employee wise details of options granted:	

(i) Key Managerial Personnel:

Sr. no.	Name of the employee	Employee code	No. of options
1	Venkat Krishna Reddy Busireddy	0002	8,35,074

(ii) any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year – Nil

(iii) identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant – Nil

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Venkat Krishna Reddy Busireddy, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 9 of the Notice

The Board of Directors recommends the resolution at Item No. 9 for approval of the Members by way of a Special Resolution.

Item No. 10: Approval of Fee payable for copies of inspection documents

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

The Board of Directors recommends the resolution at Item No. 10 for approval of the Members by way of a Special Resolution.

**By Order of the Board of Directors
For Dodla Dairy Limited**

**Surya Prakash Mungelkar
Company Secretary and Compliance Officer
M. No. A31877**

**Place: Hyderabad
Date: 16 May 2022**

ANNEXURE TO THE NOTICE DATED 16 MAY 2022**Details of Directors seeking appointment/re-appointment at the Annual General Meeting**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Particulars	Name of the Director
	Dodla Sunil Reddy
DIN	00794889
Date of birth and Age	22-02-1968 and Age: 54 years
Qualification	Bachelor's degree in engineering from Mangalore University
Experience	He has been associated with our Company since incorporation and have more than 25 years of experience in the dairy industry. He is responsible for setting up our business strategy with a focus on accountability, competitive performance and value creation.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Mr. Dodla Sesha Reddy Director and Charman
Nature of appointment (appointment / re-appointment)	Retires by rotation and offers himself for re-appointment
Terms and Conditions of appointment / re-appointment	Appointment as Managing Director
Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	Remuneration paid ₹ 38.85 million
Date of first appointment on the Board	15-05-1995
Shareholding in the company	Holds 78,52,434 Equity Shares
The number of Meetings of the Board attended during the year	9 out of 9
Directorship Details of the Board	Global Vetmed Concepts India Pvt. Ltd. Dodla Enterprises Private Limited Dodla Trusteeship Services Pvt. Ltd. Simply Fresh Private Limited Orgafeed Private Limited The Federation of Telangana Chambers of Commerce and Industry Companies Situated Outside India Dodla Holdings Pte. Limited Lakeside Dairy Limited Dodla Dairy Kenya Limited
Membership/ Chairmanship of Committees of other Boards	Nil

Particulars	Name of the Director
	Madhusudhana Reddy Ambavaram
DIN	08126380
Date of birth and Age	10-12-1968 and Age: 53 Years
Qualification	Bachelor's degree in law from Sri Venkateswara University and a master's degree in business administration from Dr. B.R. Ambedkar Open University. He holds an executive programme in HR analytics from IIM Lucknow. He also has a post graduate diploma in human resource management from Pondicherry University, a post graduate diploma in business and administrative management from the Andhra Pradesh Productivity Council and a PG diploma in journalism from DNF College of Journalism.
Experience	He has previously worked with Imperial Granites Limited and has 16 years of experience in the dairy industry. He has practiced as an advocate at Kadapa district court for a period of 3 years.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Nature of appointment (appointment / re-appointment)	Re-appointment
Terms and Conditions of appointment / re-appointment	Reappointment as Whole Time Director of the company for a period of 5 years
Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	Remuneration paid for the F.Y ₹ 3.35 million
Date of first appointment on the Board	03-05-2018
Shareholding in the company	Nil
The number of Meetings of the Board attended during the year	9 out of 9
Directorship Details of the Board	Nil
Membership/ Chairmanship of Committees of other Boards	Nil

Particulars	Name of the Director
	Rampraveen Swaminathan
DIN	01300682
Date of birth and Age	30-06-1974 and Age: 47 Years
Qualification	Bachelor's degree in commerce from St. Joseph's College of Commerce and a post graduate diploma in management from the T.A. Pai Management Institute.
Experience	He has two decades of global business leadership experience spanning automotive, Energy and Paper sectors. He started his career with Tata group and his other stints include positions with Cummins Inc., International Paper Co. and Schneider Electric. He was Chairman & Managing Director of International Paper APPM Limited, a listed company
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None

Particulars	Name of the Director
	Rampraveen Swaminathan
Nature of appointment (appointment / re-appointment)	Re-appointment
Terms and Conditions of appointment / re-appointment	Reappointment as Independent Director of the company for a period of 5 years not be liable to retire by rotation
Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	Sitting Fees paid ₹ 1.2 million
Date of first appointment on the Board	13-07-2018
Shareholding in the company	Nil
The number of Meetings of the Board attended during the year	9 out of 9
Directorship Details of the Board	Mahindra Logistics Limited V-Link Automotive Services Privatelimited Lords Freight (India) Private Limited V-Link Fleet Solutions Private Limited Meru Travel Solutions Private Limited Meru Mobility Tech Private Limited
Membership/ Chairmanship of Committees of other Boards	MAHINDRA LOGISTICS LIMITED: Risk Management Committee – Member Corporate Social Responsibility Committee - Member

Particulars	Name of the Director
	Raman Tallam Puranam
DIN	00320782
Date of birth and Age	23-03-1942 and Age: 80 Years
Qualification	Bachelor's degree and a master's degree in commerce from Osmania University
Experience	He has 30 years of experience in Banking and finance sector. He has worked with SBI Capital Markets Limited and was the managing director and chief executive officer of Sundaram Asset Management Company Limited for over 15 years.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Nature of appointment (appointment / re-appointment)	Re-appointment
Terms and Conditions of appointment / re-appointment	Reappointment as Independent Director of the company for a period of 5 years not be liable to retire by rotation
Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	Sitting Fees paid ₹ 0.6 million
Date of first appointment on the Board	13-07-2018
Shareholding in the company	Nil
The number of Meetings of the Board attended during the year	9 out of 9
Directorship Details of the Board	Nil
Membership/ Chairmanship of Committees of other Boards	Nil

Particulars	Name of the Director
	Dodla Sesha Reddy
DIN	00520448
Date of birth and Age	10/12/1941 and Age: 80
Experience	He has been associated with our Company for more than 23 years and has dairy industry experience of more than 23 years. He is responsible for ensuring active engagement of board members and effective decision-making process to be followed in our board and committee meetings.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Father of Mr. Dodla Sunil Reddy Managing Director
Nature of appointment (appointment / re-appointment)	Retires by rotation and offers himself for re-appointment
Terms and Conditions of appointment / re-appointment	Appointment as a Non-Executive Director subject to retirement by rotation
Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	Nil Consolation fees paid - ₹ 3.9 million
Date of first appointment on the Board	15/05/1995
Shareholding in the company	Holds 5,56,716 Equity Shares
The number of Meetings of the Board attended during the year	9 out of 9
Directorship Details of the Board	Nelcast Limited Dodla Enterprises Private Limited
Membership/ Chairmanship of Committees of other Boards	NELCAST LIMITED: Chairman: Stakeholders Relationship Committee Member: Audit Committee Nomination and remuneration committee Corporate Social Responsibility Committee

**By Order of the Board of Directors
For Dodla Dairy Limited**

Date: 16 May 2022
Place: Hyderabad

Surya Prakash Mungelkar
Company Secretary and Compliance Officer
M. No. A31877