

Notice

Notice of the 28th Annual General Meeting

Notice is hereby given that the 28th Annual General Meeting (AGM) of Dodla Dairy Limited (CIN: L15209TG1995PLC020324) will be held on Saturday, 08 July 2023 at 11:00 A.M. (IST) through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Standalone Audited Financial Statements of the Company for the Financial Year ended 31 March 2023 and reports of Board of Directors and Auditors thereon.
 - b) the Consolidated Audited Financial Statements of the Company for the Financial Year ended 31 March 2023 and Report of Auditors thereon.
2. To appoint a director in place of Mr. Dodla Sesha Reddy (DIN: 00520448), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Alteration of the Articles of Association 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 5, 14, 15 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto, for the time being in force, and subject to the approval of the statutory authorities, the consent of the Members be and is hereby accorded to alter the Articles of Association of the Company as per the proposed draft placed on the website of the Company and placed before the members of the company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

4. Alteration of the Object Clause of the Memorandum of Association 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 4, 13, 15 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto, for the time being in force, and subject to the approval of the statutory authorities, the consent of the Members be and is hereby accorded to alter, amend and add in the Clause 3 (a) of Main object clause of the Memorandum of Association of the Company shall be in read as follows:”

Clause 3(a) of the Objects clause of the Memorandum of Association of the Company be titled as **‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE’**.

1. To carry on the Business as manufacturers, processors, producers, preservators, canners, bottlers, farming, dairy farm, milk processing plants, research laboratories, retailers, makers, packers, repackers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaries in milk, evaporated milk, powdered milk, toned milk, standardise milk, full cream milk butter, cheese, cream, curd, panner and all types of milk products including she goat milk or any other animal milk , including dairy whitener, milk powder, non dairy whitener, infant milk formulas, baby foods , cereals, aerated mineral water, casein, and other related products such as chocolate, coffee, tea and other food preparations and beverages and as confectioners, dairymen, grocers, general provision merchants, refreshment contractors.
2. To Buy, sell, trade, manufacture, refine, prepare, pack and deal in all kinds of food including milk food products, beverages, infant foods, dietetic products, and other articles thereof.
3. To carry on business of manufacture, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaires of and dealers in flour, cakes, pastry, chocolates, confectionery, sweets,

fruit drops, sugar glucose, chewing gums, ice cream, kulfi, fruit juices, canned fruits and fruit products, vegetables , flowers, dry fruits, fruit extracts, vegetables extracts, flowers extracts, dry fruit extracts, squashes, doodh peda , basundhi, gulab jamun, kalakand, ras malai, kaju katli, burfi rasgulla, soan papdi, mysore pak, junnu, yogurt , malai laddu, rabri, milk and malted food, horticultural products protein foods, maize products, butter, ghee, , malai, milk shakes, butter milk, lassi, candy, ice cakes, jelly & jelly products, syrups, flavored soft drinks, health drinks, frozen products, and other dairy products.

4. To carry on animal husbandry and conduct research in livestock, animal nutrition, buy & sell all kinds cattle feed and process animal feed, milk and milk based products, develop new procurement processes, new milk selling techniques and improvements, collect, process milk or milk based products, associated and allied areas of animal husbandry including but not limited to dairy or other such animal husbandry activities incidental or ancillary to the above objects.
5. To promote or invest in other companies with specific intent of developing and promoting some or all areas which are incidental or ancillary to Main Objects of the Company.
6. To own, lease ,operate cold storage, operate business of transportation, including vans, lorries, refrigerated transport vehicles and to buy, sell, trade , manufacture, import or export all types of packing materials .

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

5. Change in designation of Mr. Akshay Tanna (Din: 02967021) from Nominee Director to Non-Executive - Non-Independent Director of the company

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

“RESOLVED THAT pursuant to the provisions of section 152 read with rules and any other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, SEBI Regulations and Articles of Association of the company, the consent of the Members be and is hereby accorded to change in designation of Mr. Akshay Tanna (DIN: 02967021) from Nominee Director to Non-Executive - Non-Independent Director of the company with effect from 20 May 2023 “.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

By Order of the Board of Directors
For Dodla Dairy Limited

Sd/-
Surya Prakash Mungelkar
Company Secretary
M. No. A31877

Place: Hyderabad
Date: 20 May 2023

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 Nos. 3, 4 and 5 of the accompanying Notice, is annexed hereto and forms part of this Notice. The Board of Directors of the Company at its meeting held on 20 May 2023 considered that the special business under Item Nos. 3, 4 and 5 being considered unavoidable, be transacted at the 28th AGM of the Company.

2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its Circular dated 5 May 2020 read with Circulars dated 8 April 2020, 13 April 2020, 13 January 2021, 14 December 2021, 5 May 2022 and 28 December 2022 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15 January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 and SEBI/HO/DDHS/DDHSRACPOD1/ P/ CIR/2023/001 dated 5 January 2023 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 28th AGM of the Company being conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) herein after called as “e-AGM”.

e-AGM: The Company has appointed KFin Technologies Limited (KFinTech), 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. 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 authorized representatives to attend the e-AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.

4. 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.

5. 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.

6. 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.

7. 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.

8. In terms of the Ministry of Corporate Affairs (“MCA”) Circular the Notice calling the e-AGM and Annual Report has been uploaded on the website of the Company at https://www.dodladairy.com/investor_annual_reports . 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> .

The Annual Report for the Financial year ended 31 March 2023 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), 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 Annual Report).

9. Members who have not yet registered their e-mail addresses, bank account details and mobile number are requested to register the same with their Depository Participants (“DP”) since the shares are held by them in electronic Form.

10. 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.
11. The Register of Members and Share Transfer Books of the Company will remain closed from 30 June 2023 to 08 July 2023 (both days inclusive).

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: Shareholders who wish to register as speakers at the AGM are requested to visit <https://emeetings.kfintech.com> register themselves between 05 July 2023 (10.00 Hours IST) and 06 July 2023 (17.00 Hours 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, Remuneration and compensation 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 KFinTech at <https://evoting.kfintech.com> 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 30 June 2023 (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.

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 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.	

Individual Shareholders holding securities in demat mode with CDSL

1. Existing user who have opted for Easi / Easiest

- 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

- I. Option to register is available at <https://web.cdslindia.com/myeasinew/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

- 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.

Individual Shareholder login through their demat accounts / Website of Depository Participant

- 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 : 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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/>
 - 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., authorizing its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id mnmandassociates@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 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 2022-2023.

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.

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

- (iii) The e-voting period commences from 9.00 A.M. (IST) on 05 July 2023 to 5.00 P.M. (IST) on 07 July 2023. During this period, the members of the Company, holding shares in demat, as on the cut-off date of 30 June 2023 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 a period not exceeding 48 hours 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 28th Annual General Meeting of the Company scheduled to be held on Saturday, 08 July 2023, the results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.dodladairy.com/> and on the website of KFinTech, <https://evoting.kfintech.com/>, within 48 hours of conclusion of the Annual General Meeting.

By Order of the Board of Directors
For Dodla Dairy Limited

Sd/-
Surya Prakash Mungelkar
Company Secretary
M. No. A31877

Place: Hyderabad
Date: 20 May 2023

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution No. 3,4 and 5.

Item No. 3 – Alteration of Articles of Association of the Company

On introduction of the Companies Act, 2013 and as per the request of investors, the Members of the Company adopted the new set of Articles of Association of the Company in the Extraordinary General Meeting held on 09 February 2021. The Articles of Association of the Company has two parts Part I pertaining as per the Companies Act, 2013 and part II pertaining to rights and obligations of the investors. As per Articles of Association of the Company Part II automatically terminates from the date of Listing of Equity Shares of the Company on a Recognized Stock Exchange, up to exit the investors and due to automatic termination of Subscription Agreement signed between the Company, its Promoters and certain investors of the Company. In order to align some of the Articles mainly with respect to directors, vacation of office of directors and amend Articles of Association as per the provisions of the Companies Act, 2013 including other relevant miscellaneous changes consistent with the amendments to the Companies Act, 2013 and other applicable laws in force.

The Board of Directors at its meeting held on 20 May 2023 proposed to alter the Articles of Association of the Company. A copy of the altered Articles of Association highlighting the proposed changes is placed before the members and also made available on the website of the Company.

In terms of the provisions of Section 5,14, 15 of the Act, the consent of the Members by way of Special Resolution is required for such alteration of Articles of Association of the Company. Hence the Board of Directors recommends the resolution at Item No. 3 for approval of the Members by way of a Special Resolution.

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.

Item No. 4 – Alteration of the Object Clause of the Memorandum of Association of the Company

In order to make the main object clause of the Memorandum of Association comprehensive to add Milk & Milk Products, sweets, Ice creams , other dairy products and other items as mentioned in MOA, hence it is proposed to alter the main object clause of the Memorandum of Association of the Company.

The Board of Directors at its meeting held on 20 May 2023 proposed to alter the Memorandum of Association of the

Company. A copy of the altered Memorandum of Association highlighting the proposed changes is placed before the members and also made available on the website of the Company.

In terms of the provisions of Section 4, 13, 15 of the Act, the consent of the Members by way of Special Resolution is required for such alteration of Memorandum of Association of the Company. Hence the Board of Directors recommends resolution Item No. 4 for approval of the Members by way of a Special Resolution.

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.

5. Change in designation of Mr. Akshay Tanna (Din: 02967021) from Nominee Director to Non-Executive - Non-Independent Director of the company

Mr. Akshay Tanna (Din: 02967021) was appointed as a nominee Director of the Company on behalf of TPG Dodla Dairy Holdings PTE Limited under the provisions of the Companies Act, 2013, vide resolution passed at Board Meeting held on 21 July 2017 and by the Members at the Extra-Ordinary General Meeting held on 21 July 2017.

Since the investment made by the private equity TPG Dodla Dairy Holdings PTE Limited on behalf of whom, Mr. Akshay Tanna was appointed as nominee Director of the Company is nil. The relation of Mr. Akshay Tanna as nominee Director no longer exists, the management considering rich experience of Mr. Akshay Tanna as director it would be beneficial for the company hence it is proposed to continue him as Non-Executive - Non-Independent Director of the company. The Nomination, Remuneration & Compensation Committee considered and approved the change in designation and recommended it to the board. Upon recommendation of Nomination, Remuneration & Compensation Committee, the board of directors at their meeting held on 20 May 2023, considered and approved for change in designation of Mr. Akshay Tanna from Nominee Director to Non-Executive - Non-Independent Director of the company.

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

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 except Mr. Akshay Tanna being an appointee.

Brief profile of Mr. Akshay Tanna (Din: 02967021) is as follow:

Mr. Akshay Tanna holds a bachelor's degree in economics from the University of Pennsylvania. He has been with TPG Capital India Private Limited since 2011 and was a partner at TPG till May 2023. Before this, he has worked in organisations such as Deutsche Bank and Merrill Lynch.

ANNEXURE TO THE NOTICE DATED 20 MAY 2023

Details of Directors seeking appointment/re-appointment at the Annual General Meeting

[Pursuant to Regulation 36 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]

Dodla Sesha Reddy:

Particulars	Name of the Director
	Dodla Sesha Reddy
DIN	00520448
Date of birth and Age	10/12/1941 and Age: 81
Experience	He has been associated with our Company for more than 24 years and has dairy industry experience of more than 24 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 Consultancy fees paid - Rs. 3,900,000
Date of first appointment on the Board	15/05/1995
Shareholding in the company	Holds 556,716 Equity Shares
The number of Meetings of the Board attended during the year	5 out of 5
Directorship Details of the Board	Nelcast Limited Dodla Enterprises Private Limited Dodla Dairy Limited
Name of listed entities in which person also holds the directorship and membership/ chairmanship of Committees of other Boards	NELCAST LIMITED: Chairman: Stakeholders Relationship Committee Member: Audit Committee Nomination and remuneration committee Corporate Social Responsibility Committee

Akshay Tanna:

Particulars	Name of the Director
	Akshay Tanna
DIN	02967021
Date of birth and Age	20/11/1982 and Age: 40 Years
Qualification	Bachelor's degree in economics from the University of Pennsylvania
Experience and expertise in specific functional areas	He has been with TPG Capital India Private Limited since 2011 and is a partner at TPG till May 2023. Before this, he has worked in organisations such as Deutsche Bank and Merrill Lynch.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No related Directors, Manager and other Key Managerial Personnel of the Company
Nature of appointment (appointment / re-appointment/ Change Designation)	Change in designation from Nominee Director to Non-executive director
Terms and Conditions of appointment / re-appointment/ Change Designation	N. A
Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	Nil
Date of first appointment on the Board	21 July 2017
Shareholding in the company	Nil
The number of Meetings of the Board attended during the year	5 out of 4
Directorship Details of the Board	Dodla Dairy Limited Landmark Cars Limited Brainbees Solutions Private Limited Swastik Hospitality Products Private Limited Sk Finance Limited Landmark Insurance Brokers Private Limited Busybees Logistics Solutions Private Limited Big Tree Entertainment Private Limited
Name of listed entities in which person also holds the directorship and membership/ chairmanship of Committees of other Boards	Nil

By Order of the Board of Directors
For Dodla Dairy Limited

Sd/-
Surya Prakash Mungelkar
Company Secretary
M. No. A31877

Place: Hyderabad
Date: 20 May 2023