



## **Dodla Dairy Limited**

**CIN: L15209TG1995PLC020324**

Regd. Office: # 8-2-293/82/A, 270/Q, Road No 10-C, Jubilee Hills, Hyderabad – 500 033, Telangana, India.  
Tel: 040-4546 7777, Fax: 040-4546 7788 Website: [www.dodladairy.com](http://www.dodladairy.com), Email: [cs@dodladairy.com](mailto:cs@dodladairy.com)

### **CORRIGENDUM TO NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING (AGM)**

This Corrigendum is being issued in continuation of Notice dated 18 May 2024 for convening the 29th Annual General Meeting (AGM) of Dodla Dairy Limited (The Company) scheduled to be held on Thursday, 04 July 2024 at 11:00 A.M. (IST) through Video Conference ("VC") / Other Audio-Visual Means ("OAVM").

Members are requested to note the Item No. 5 along with explanatory statement attached thereto as under and a Corrigendum to Notice of 29th Annual General Meeting shall be sent to all the shareholders to whom the notice of 29th Annual General Meeting has been sent and the said corrigendum shall also be published in the newspaper and uploaded on the website of the Company i.e. [www.dodladairy.com](http://www.dodladairy.com) and stock exchange website i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

All the content/ information mentioned in the AGM Notice shall remain unchanged. The AGM Notice should be read in continuation of and in conjunction with this corrigendum.

#### **SPECIAL BUSINESS:**

- 5. To approve continuation of directorship of Dr. Raja Rathinam (DIN: 09045647) as Non-executive Independent Director 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 with or without modification, to pass the following 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 and as per recommendation of the Nomination Remuneration & Compensation Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to continue directorship of Dr. Raja Rathinam (DIN: 09045647) as Non-Executive Independent Director not liable to retire by rotation, on the Board of the Company notwithstanding his attaining age of Seventy- five (75) years on 13 June 2024 (completed 74 years on 13 June, 2024 ), till the expiry of his current term till 31 January 2026.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the Company or the Company Secretary be and is hereby authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies."

## **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. 5

### **Item no. 5**

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), no listed company shall appoint or continue the directorship of a Non-executive 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.

Dr. Raja Rathinam (DIN: 09045647) was appointed as a Non-executive Independent Director on the Board of the Company for a period of five years not liable to retire by rotation up to 31 January 2026 at the Extraordinary General Meeting of the Company held on 03 February 2021.

Dr. Raja Rathinam (DIN: 09045647) attaining the age of 75 years on 13.06.2024 (Completed 74 years on 13.06.2024). Accordingly, to comply with the provisions of Regulations 17(1A) of the SEBI LODR Regulations, the Company is seeking approval of the Members through Special Resolution.

A brief justification for his continuation as Non-executive Independent Director on the Board of the Company is as under:

Dr. Raja Rathinam holds a Bachelor's degree in Science from the University of Madras, Indian Dairy Diploma from National Dairy Research Institute, a Master's degree in Dairy Science and Dairy Microbiology from the University of Agricultural Sciences, a Master's degree in Dairy Technology from the University of Agricultural Sciences, with an award of a gold medal and a Doctor of Philosophy in Dairy Science from Agra University. Additionally, he is also an Associate of the Institution of Chemists (India).

He has more than 40 years of experience in the Dairy industry. He has previously been, inter alia, Associate in various roles with Michael & Sons, Osmania University Department of Dairy Science, National Dairy Research Institute, Tamil Nadu Dairy Development Corporation Limited, Bihar State Co-Operative Milk Producers' Federation Limited, Mother Dairy Calcutta. Reliance Dairy Foods Limited and Swiss Development Corporation initiated Swiss Foundation for International Cooperation. He was also a consultant for the World Bank in relation to their Jeevika livelihood promotion project and the Managing Director of SwaayamKsheer Producer Company Limited initiated by UNDP under the sustainable development goals of the United Nations. Further, he was also selected as the National Advisor to the President of India after working on the Tsunami project with Asian Development Bank and various government organizations.

He has also been awarded the National Productivity Award by the Prime Minister of India, the first prize for Environmental Excellence from the Chief Minister of West Bengal and the Governor of Bihar's award for making significant contributions to the progress in Bihar.

The Nomination Remuneration & Compensation Committee and the Board of Directors of the Company have recommended the continuation of directorship of Dr. Raja Rathinam (DIN: 09045647) as Non-Executive 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.

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

Accordingly, the Board recommends the Special Resolution in relation to the continuation of directorship of Dr. Raja Rathinam (DIN: 09045647) as Non-Executive Independent Director of the Company as he is attaining age of Seventy- five (75) years on 13 June 2024 (completed 74 years on 13 June, 2024 ) for the approval of the Members of the Company, by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Date: 18 June 2024  
Place: Hyderabad

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

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

## ANNEXURE TO THE NOTICE

[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]

**Dr. Raja Rathinam (DIN: 09045647):**

Particulars	Name of the Director
	Dr. Raja Rathinam
DIN	09045647
Date of birth and Age	13-06-1950 and Age: 74 years completed as on 13-06-2024
Qualification	Bachelor's degree in Science from the University of Madras, Indian Dairy Diploma from National Dairy Research Institute, a Master's degree in Dairy Science and Dairy Microbiology from the University of Agricultural Sciences, a Master's degree in Dairy Technology from the University of Agricultural Sciences, with an award of a gold medal and a Doctor of Philosophy in Dairy Science from Agra University.
Experience	He has more than 40 years of experience in the Dairy industry. He has previously been, inter alia, Associate in various roles with Michael & Sons, Osmania University Department of Dairy Science, National Dairy Research Institute, Tamil Nadu Dairy Development Corporation Limited, Bihar State Co-Operative Milk Producers' Federation Limited, Mother Dairy Calcutta. Reliance Dairy Foods Limited and Swiss Development Corporation initiated Swiss Foundation for International Cooperation. He was also a consultant for the World Bank in relation to their Jeevika livelihood promotion project and the Managing Director of SwaayamKsheer Producer Company Limited initiated by UNDP under the sustainable development goals of the United Nations. Further, he was also selected as the National Advisor to the President of India after working on the Tsunami project with Asian Development Bank and various government organizations.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Terms and Conditions of appointment	As mentioned in explanatory statement of the Notice.

Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	No remuneration will be payable except sitting fees for attending the Board and its Committee meetings.
Shareholding in the company	Nil
The number of Meetings of the Board attended during the year	5 out of 5
Directorship Details of the Board	Dodla Dairy Limited
Name of listed entities in which person also holds the directorship and membership/ chairmanship of Committees of other Boards	Nil