



NOTICE

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, Email: cs@dodladairy.com

NOTICE OF THE 30TH ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting (AGM) of the Members of Dodla Dairy Limited (DDL or the Company) will be held on Monday, 14 July 2025 at 11:00 A.M. (IST) through Video Conference ("VC") and/or Other Audio Visual Means ("OAVM") to transact the businesses mentioned below:

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 Audited Standalone Financial Statements of the Company for the year ended 31 March 2025, 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 year ended 31 March 2025 together with the report of the auditors thereon.
2. To confirm the payment of Interim Dividend of INR 3/- (i.e. 30%) per Equity Share of INR 10/- each and to declare a Final Dividend of INR 2/- (i.e. 20%) per Equity Share of INR 10/- each for the financial year 2024-25.
3. To appoint a director in place of Mr. Madhusudhana Reddy Ambavaram (DIN: 08126380), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To appoint the Secretarial Auditors of the Company

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 204 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations 2015, as amended from time to time, pursuant to recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for appointment of M/s. MNM & Associates, Practicing Company Secretaries (Firm Regn. No.: P2017TL059600) as the Secretarial Auditors of the Company for a period of 5 (Five) consecutive financial years commencing from commencing from 1 April 2025 till 31 March 2030, at such remuneration as may be determined by the Board of Directors of the Company (including its Committee thereof) in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof if any) be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. To ratify the remuneration of the Cost Auditors for the financial year ending 31 March 2026

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 Section 148 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and subject to all other approvals, if any, members of the Company hereby ratify the payment of remuneration, as approved by the Board of Directors, to M/s. J K & Co, Cost Accountants (Firm Regd No. 004010) of the Company, amounting to INR 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and out of pocket expenses, to conduct the audit of the cost records of the Company, for the financial year ending 31 March 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof if any) be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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6. **To re-appoint Mr. Dodla Sunil Reddy (DIN: 00794889) as Managing Director of the Company for a term of 5 years**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 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 in terms of Regulation 17(1C), 17(6) (e) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other approvals, permissions and sanctions, as may be required, and as recommended by the Nomination, Remuneration & Compensation Committee, Audit Committee and approved by the Board of Directors, consent of Members be and is hereby accorded for the re-appointment and terms of re-appointment including remuneration of Mr. Dodla Sunil Reddy (DIN: 00794889) as the Managing Director of the Company for a further period of five years, with effect from 1 April 2026 to 31 March 2031 (both days inclusive), liable to retire by rotation as per the terms and conditions including remuneration, perquisites & other benefits as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof if any) be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. **To Pay Consultancy Fees/Remuneration to Mr. Sessa Reddy Dodla (DIN: 00520448), Non-executive Director in excess of payment made to all other Non-executive Directors**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per Regulation 17(6) (ca) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI LODR) (including any statutory modifications or re-enactment thereof for time being in force and such other applicable provisions if any and as per recommendation of the Nomination Remuneration & Compensation Committee, Audit committee and the Board of Directors of the Company, consent of Members be and is hereby accorded to payment of consultancy Fees/Remuneration to Mr. Sessa Reddy Dodla (DIN: 00520448), Chairman and Non-executive Director of the Company and relative of Mr. Dodla Sunil Reddy DIN (00794889), Managing Director of the Company, an amount of INR 5,00,000 per month (Rupees five lakhs only) for the financial year 2025-26 which is exceeding 50% (fifty percent) of the total annual remuneration paid/payable to all the Non-Executive Directors of the Company for the said financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof if any) be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By Order of the Board of Directors
For Dodla Dairy Limited

Surya Prakash Mungelkar
Company Secretary and
Compliance Officer

Place: Hyderabad
Date: 19 May 2025

M. No. A31877



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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect to the special businesses to be transacted at the AGM is annexed hereto. Additional information as per Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard -2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India, concerning item nos. 4, 5, 6 and 7 of the Notice are annexed.
2. Ministry of Corporate Affairs (MCA) vide its General Circular No.09/2024 dated 19 September 2024 read with the circulars issued earlier on the subject (collectively referred to as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03 October 2024 read with the circulars issued earlier on the subject (collectively referred to as "SEBI Circulars"), the companies are permitted to hold their Annual General Meeting ("AGM") through video conferencing ("VC") or other audio visual means ("OAVM") up to 30 September 2025 without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at 8-2-293/82/A, 270/Q, Road No 10-C, Jubilee Hills, Hyderabad – 500 033, Telangana, India which shall be deemed venue of the AGM.
3. Since the AGM will be held through VC/OAVM, pursuant to the MCA Circulars, physical attendance of the members is not required at the AGM, and attendance of the members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013. Route map of the venue of the Meeting is accordingly not annexed hereto.
4. The Company has appointed KFin Technologies Limited, Registrars and Transfer Agents, to provide Video Conferencing (VC)/Other Audio-Visual Means (OAVM) facility for the 30th Annual General Meeting.
5. 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. Pursuant to the provisions of section 105 of the Act and Regulation 44(4) of the SEBI Listing Regulations, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy needs not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the applicable MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of Proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc.) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting during the e-voting period and/or during the AGM. Corporate/Institutional members are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote/attend AGM, to the Scrutiniser by e-mail at mnmandassociates@gmail.com with a copy marked to KFin Technologies Limited (agency for providing the Remote e-Voting facility) at einward.ris@kfintech.com/evoting@kfintech.com and the Company at cs@dodladairy.com.
8. Dispatch of Annual Report through Electronic Mode: In compliance with the MCA Circulars and the Securities and Exchange Board of India ("SEBI") circulars the Notice of the 30th AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participant/Registrar and Share Transfer Agent of the Company. The Company shall send physical copy of the Annual Report for the financial year 2024-25 to those members who request for the same at cs@dodladairy.com mentioning their Folio No./DP ID and Client ID. Members may note that this Notice along with the Annual Report for the financial year 2024-25 will also be available on the website of the Company at www.dodladairy.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and also on the website of e-voting agency KFin Technologies Limited at the website address <https://evoting.kfintech.com>.
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.

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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 08 July 2025 to 14 July 2025, both days inclusive, for the purpose of AGM and for determining the entitlement of the Members for payment of final dividend for financial year 2024-25, if approved at the AGM.
12. Payment of Final Dividend: The dividend on Equity Shares, if declared at the AGM, will be paid, subject to deduction of tax at source, on or before 13 August 2025 to the Members whose names appear on the Company's Register of Members as on the close of business hours on Monday, 07 July 2025 ("Cut-off Date") and whose bank mandate are registered in the records of the Depository Participants/RTA.
13. The Company pays dividend electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants/demand drafts/cheques will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialised mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.
14. Tax Deduction at Source on Dividend: Pursuant to Income-tax Act, 1961, as amended, the dividend income is taxable in the hands of members and therefore, the Company shall be required to deduct tax at source('TDS') at the prescribed rates from dividend paid to members. For the prescribed rates for various categories, members are requested to refer to the Finance Act, 2020 and amendments thereof.

For Resident members, TDS shall be deducted under Section 194 of the Income-tax Act, 1961 @10% on the amount of Dividend declared and paid by the Company during the financial year 2025-26, provided PAN is provided by the member. If PAN is not submitted to the Company/RTA (in case shares are held in physical mode)/not updated in their demat account (in case shares are held in demat mode)/PAN is not linked with Aadhar, TDS would be deducted at a rate of 20% as per Section 206AA of the Income-tax Act, 1961.

However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend received/to be received during the financial year 2025-26 does not exceed INR 10,000.

Applicable TDS will be deducted unless exempt under the provisions of the Act and subject to furnishing of following self-certified documents:

- i. Insurance companies: Documentary evidence that the provisions of section 194 of the Act are not applicable to them (self-attested by the competent authority with affixed stamp);
- ii. Mutual Funds: Documentary evidence to prove that the mutual fund is a mutual fund specified under clause (23D) of section 10 of the Act (declaration form is annexed in the below link);
- iii. Alternative Investment Fund (AIF) established in India: Self - declaration that its dividend income is not chargeable under the head 'Profit and Gains of Business or Profession' and exempt under section 10(23FBA) of the Act and they are established as Category I or Category II AIF under the SEBI regulations. (declaration form is annexed in the below link);
- iv. Entities Exempt under Section 10 of the Act: In case of resident non-individual shareholders, if the income is exempt under Income Tax Act, 1961, the authorised signatory shall submit the self-declaration duly signed with stamp affixed for the purpose of claiming exemption from tax deduction at source (declaration form is annexed in the below link);
- v. Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income- tax on its income - Documentary evidence that the person is covered under section 196 of the Act;
- vi. Form 15G/15H in the case of eligible Resident shareholders: No tax shall be deducted in the case of a resident shareholder if the shareholder provides duly signed Form 15G (applicable to any person other than a Company or a Firm) or Form 15H (applicable to an individual above the age of 60 years), provided that all the prescribed eligibility conditions are met (declaration form is annexed in the below link).

Non-resident members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No



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Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

Members may download and submit the aforementioned documents on the website of the RTA viz. <https://ris.kfintech.com/form15> and by sending an email to RTA at einward.ris@kfintech.com on or before 07 July 2025 in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination/deduction shall be entertained post 07 July 2025. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the members, there would still be an option available with the members to file the return of income and claim an appropriate refund, if eligible.

Members may download the TDS certificate from the Income Tax Department's website <https://www.incometax.gov.in/> (refer to Form 26AS). If any member needs assistance in obtaining the TDS certificate, he/she may write to the Company at cs@dodladairy.com or to RTA at einward.ris@kfintech.com.

Members are requested to address all correspondences, including for dividends, to the RTA of the Company, at:

KFin Technologies Limited

Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana, India

contact: 18003094001

Fax: +91 40 23001153

Email id: einward.ris@kfintech.com

Website: www.kfintech.com

15. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31 July 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 04 August 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31 July 2023 (updated as on 11 August 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://dodladairy.com/investor-corner/smart-odr/>

16. Investor Grievance Portal maintained by Registrar and Transfer Agent (RTA).

Members are hereby notified that our RTA, KFin Technologies Limited, based on the SEBI Circular

(SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated 08 June 2023, have created an online application which can be accessed at <https://ris.kfintech.com/default.aspx#> > Investor Services > Investor Support.

Members are required to register/signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting Details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

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.

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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 11 July 2025 (09.00 Hours IST) and 12 July 2025 (17.00 Hours IST).

- ix. Facility of joining the AGM through VC/OAVM shall be available for 2000 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/>.
- 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:**Procedure for remote e-voting:**

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration)

Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences from 09.00 Hours (IST) on 11 July 2025 to 17.00 Hours (IST) on 13 July 2025.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on 07 July 2025, the cut-off date.
- vi. Any person holding shares in demat/physical form and nonindividual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he/she is already registered with KFintech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."



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viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

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.

Step 3: Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

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	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com/ Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 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. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on link: https://eservices.nsdl.com/ Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in point no.1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e., KFinTech. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi/Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e., KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. 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	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. 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. 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode 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 toll free no. 1800 22 55 33



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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.

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 - 30th 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 to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser 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 "Dodla Dairy Limited"

Details on Step 3 are mentioned below:

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the 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 above.

- ii. Facility for joining AGM though VC/OAVM shall open at least 15 minutes before the commencement of the Meeting.

NOTICE (Contd.)

- iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members 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. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number and email id.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only a single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC/OAVM shall be available for at least 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

OTHER INSTRUCTIONS:

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com/> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be open from 11 July 2025 (09.00 Hours IST) to 12 July 2025 (17.00 Hours IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com/>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be open from 11 July 2025 (09.00 Hours IST) to 12 July 2025 (17.00 Hours IST).
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on 07 July 2025 (End of Day), being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID, Client ID and PAN to generate a password.
- i. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com or evoting@kfintech.com/einward.ris@kfintech.com.
- VI. The results of the electronic voting shall be submitted to the Stock Exchanges after the AGM. The results along with the Scrutiniser's Report, shall also be placed on the website of the Company.

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,



NOTICE (Contd.)

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 2025-26.

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 11 July 2025 to 5.00 P.M. (IST) on 13 July 2025. During this period, the members of the Company,

holding shares in demat, as on the cut-off date of 07 July 2025 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 Scrutiniser shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to AGM) and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or any officer of the Company so authorised by the Board.
- (vi) The results shall be declared along with the Scrutiniser's report within 2 working days from the conclusion of AGM and shall be placed on the website of the Company www.dodladairy.com and on the website of KFinTech, <https://evoting.kfintech.com/immediately>. The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- (vii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM, i.e., Monday, 14 July 2025.

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: 19 May 2025

NOTICE (Contd.)**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4, 5, 6 and 7 of the accompanying Notice:

Item no. 4

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary. For this purpose, the Board of Directors of the Company had appointed M/s. MNM & Associates, Practising Company Secretaries (Firm Regn. No.: P2017TL059600), as Secretarial Auditors of the Company for the financial year 2024-25 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

SEBI vide its notification dated 12 December 2024, amended the SEBI Listing Regulations, 2015. The amended regulations require companies to obtain shareholders' approval for appointment of Secretarial Auditors, in addition to approval by the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on 19 May 2025 have approved subject to approval of Members M/s. MNM & Associates, a firm of Practising Company Secretaries, as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from 1 April 2025 till 31 March 2030.

MNM & Associates, established in 2016, has a rich history that stretches over more than 8 years, and the team is mentored by a senior professional of repute, who has 21 years of experience in corporate, secretarial affairs, legal, regulatory matters, compliance and liaison work. Further, the firm boasts a diverse and distinguished client base, encompassing local, national and international corporates across a broad range of sectors.

MNM & Associates deployed a team of professionals, demonstrating their expertise and proficiency in handling secretarial audit for Dodla. Approach of MNM & Associates towards the Company's secretarial audit and its fee model has been found to be suitable and aligns with the Company's requirements.

Furthermore, in terms of the amended regulations, MNM & Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. It has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. It has further furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and subsidiary companies.

The proposed remuneration to be paid to MNM & Associates for the financial year ending 31 March 2026, is INR 2,50,000 (Rupees Two Lakh Fifty Thousand only) plus applicable taxes and out-of pocket expenses. Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the Secretarial Auditors under various statutory regulations from time to time, for which the auditors will be remunerated separately on mutually agreed terms. The Board of Directors and the Audit Committee shall approve revisions to the remuneration of the Secretarial Auditors, for the balance part of the tenure based on review and any additional efforts on account of changes in regulations, restructuring or other considerations.

The Board of Directors in consultation with the Audit Committee may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, either financially or otherwise, in the said resolution.

The Board of Directors, in the interest of the Company, recommends the Ordinary Resolution set out at Item no. 4 of the Notice for approval by the shareholders.

Item no. 5

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company, at its meeting held on 19 May 2025 based on the recommendation of the Audit Committee, appointed M/s. J K & Co, Cost Accountants (Firm Regd No. 004010), as Cost Auditors of the Company to conduct audit of its cost records for the financial year 2025-



NOTICE (Contd.)

26, at a remuneration of INR 1,50,000 (Rupees one Lakh fifty thousand only) plus other applicable taxes and actual travel, stay, conveyance and other miscellaneous expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the Members of the Company. Accordingly, the consent of the members is sought for passing an ordinary resolution as set out at Item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March 2026.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, either financially or otherwise, in the said resolution.

The Board of Directors, in the interest of the Company, recommends the Ordinary Resolution set out at Item no. 5 of the Notice for approval by the shareholders.

Item no. 6

Mr. Dodla Sunil Reddy (DIN: 00794889) was re-appointed as the Managing Director by the Board of Directors, at their meeting held on 02 February 2021, for a period of five years with effect from 1 April 2021 to 31 March 2026, liable to retire by rotation. Subsequently, at the Extra-Ordinary General Meeting of the Company held on 02 February 2021, the Members had approved the re-appointment and terms of remuneration of Mr. Dodla Sunil Reddy (DIN: 00794889) as Managing Director of the Company and accordingly, the exiting term of appointment of Mr. Dodla Sunil Reddy (DIN: 00794889) as the Managing Director shall expire 31 March 2026.

Based on the recommendation of the Nomination, Remuneration & Compensation Committee, the Board of Directors at their meeting held on 19 May 2025, has approved the re-appointment and terms of re-appointment (including remuneration) of Mr. Dodla Sunil Reddy (DIN: 00794889) as the MD of the Company for further period of five (5) years commencing from 1 April 2026 up to 31 March 2031, subject to approval of the Members of the Company.

The Audit Committee has approved the terms and conditions of his re-appointment, as he being key managerial personnel, promoter and relative of Mr. Dodla Sesha Reddy (DIN: 00520448), Chairman and Non-Executive Non-Independent Director of the Company and related party.

Brief profile of Mr. Dodla Sunil Reddy is as follows:

Mr. Dodla Sunil Reddy has completed 57 years of age. He holds a bachelor's degree in engineering from Mangalore University.

Mr. Dodla Sunil Reddy has been leading the Company since incorporation and have more than 29 years of experience in the Dairy business. He is actively involved in leading & directing the company towards new technology, systems and finding new avenues for growth. He is providing resources needed to ensure the translation of ideas into reality. He takes strategic decisions for consistent growth and sustenance of the organisation.

The key terms and conditions of Mr. Dodla Sunil Reddy's re-appointment as the Managing Director are as follows:

1. Tenure of Re-appointment

The re-appointment as Managing Director is for a period of five years with effect from 1 April 2026 up to 31 March 2031.

2. Nature of Duties

The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries, including performing duties as assigned to the MD from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

3. Remuneration:

With effect from 1 April 2026, the appointee shall be entitled to total remuneration of up to a maximum of ₹ 16,00,00,000. This includes basic salary, benefits, perquisites, and allowances such as provident fund, gratuity, leave encashment, ex-gratia, car facility and related expenses (fuel, maintenance, and driver), housekeeping and security allowances, utility allowances, telephone and other communication facilities, reimbursement of hospitalisation and major medical expenses incurred, medical and personal accident insurance premiums, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed upon by the Board of Directors and the appointee.

He shall also be entitled to reimbursement of all expenses incurred by him on behalf of the Company, including those related to business travel, boarding, and other expenses, both in India and abroad.

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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 & Compensation Committee and will be performance-based and taking into account the Company's performance as well, within the said maximum amount.

4. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules wherever applicable and in the absence of any such Rules, perquisites shall be evaluated at actual cost.
5. The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 196, 197, 198 and other applicable provisions, if any, read with Schedule V of the Act as amended/ replaced and as in force from time to time.

6. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the MD the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to such further approvals as may be required.

7. **Insurance:** The Company will take up an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same.

8. Other Terms of re-appointment

The terms and conditions of the re-appointment of Mr. Dodla Sunil Reddy as provided in this agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Dodla Sunil Reddy, subject to such approvals as may be required.

Mr. Dodla Sunil Reddy is appointed as a Director by virtue of his employment in the Company and his re-appointment shall be subject to the provisions of Sections 164 and 167 of schedule V of the Act.

Mr. Dodla Sunil Reddy confirmed that he satisfies all the conditions set out under Section 196(3) and in Part –I of Schedule V to the Act, for being eligible for re-appointment as Managing Director of the Company.

The terms and conditions of the re-appointment of Mr. Dodla Sunil Reddy also includes clauses pertaining to adherence with the Code of Conduct, no conflict of interest with the Company, protection and use of Intellectual Properties, non-solicitation post termination of agreement and maintenance of confidentiality.

Mr. Dodla Sunil Reddy has provided his consent for re-appointment as Managing Director of the Company. He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20 June 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions read with Schedule V to the Act, read with Regulation 17 of the Listing Regulations, the terms of re-appointment and remuneration of the Managing Director as specified above are now being placed before the Members for their approval by way of a Special Resolution.

Except for Promotor, Promoter Group, Mr. Dodla Sunil Reddy and his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution mentioned at Item No. 6 of the Notice.

The Board of Directors, in the interest of the Company, recommends the Special Resolution set out at Item no. 6 of the Notice for approval by the shareholders.

Item no. 7

Members in the 29th Annual General Meeting held on 04 July 2024 had approved to continue to hold office or place of profit as consultant in the company and to pay consultancy fee of up to INR 10,00,000 per month (Rupees ten lakhs only) to Mr. Sesha Reddy Dodla (DIN: 00520448), Chairman and Non-executive director, being relative of Managing Director (Mr. Dodla Sunil Reddy: DIN 00794889), for a period of five years with effect from 01 July 2024 to 30 June 2029.

Mr. Sesha Reddy Dodla (DIN: 00520448) has been associated with the Company for the past 26 years and he has dairy industry experience of more than 26 years. He has extensive knowledge and understanding of the dairy business, and he has the expertise and vision to organically and inorganically



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scale up our business. He has led our Company through sustained period of growth and has also taken initiatives to improve our processes and efficiencies, implementation of enterprise resource planning system in the year 2000 and replication of our India business model in Uganda and Kenya which led to our overseas operations turning profitable. He formulated a future growth strategy, further strengthening our corporate governance standards, entry into new line of VAPs, internal processes and controls. He also provides guidance and advice to senior management staff regularly.

Pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 states that the approval of shareholders by special resolution shall be obtained every financial year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

Based on the above approvals, Mr. Sessa Reddy Dodla (DIN: 00520448) shall be entitled to receive consultancy Fees/ Remuneration of up to INR 10,00,000 per month (Rupees ten lakhs only) as the upper limit, but the company has proposed to pay INR 5,00,000 per month (Rupees five lakhs only) for the services rendered by him as a consultant. Consequently, the total consultancy fees payable to him may exceed fifty per

cent of the total annual remuneration payable to all the Non-Executive Directors in the 2025-26. pursuant to Regulation 17(6)(ca) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable regulations if any and pursuant to provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder. Accordingly, the approval of the Members is sought by way of a Special Resolution.

Except for Promotor, Promoter Group, Mr. Sessa Reddy Dodla and his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution mentioned at Item No. 7 of the Notice.

The Board of Directors, in the interest of the Company, recommends the Special Resolution set out at Item no. 7 of the Notice for approval by the shareholders.

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: 19 May 2025

NOTICE (Contd.)

ANNEXURE TO THE NOTICE DATED 19 MAY 2025:

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]

Madhusudhana Reddy Ambavaram:

Particulars	Name of the Director
	Madhusudhana Reddy Ambavaram
Director Identification Number	08126380
Date of birth and Age	10 December 1968 and Age: 56 Years
Nationality	Indian
Date of first appointment on the Board	03 May 2018
Qualification	Bachelor's degree in law from Sri Venkateswara University and a master's PGDM degree in human resource and industrial relations from Sri Venkateswara University. He holds an executive programme in HR analytics from IIM Lucknow.
Experience	He has previously worked with Imperial Granites Limited, GEM Group of companies for a period of 10.5 years and has over 19 years of experience in the dairy industry. He has practiced as an advocate at Kadapa district court for a period of 3 years.
Terms and conditions of re-appointment	Re-appointed as Whole-time Director with effect from 1 May 2023 until 30 April 2028
Details of remuneration last drawn (2024-25)	6.29 million
Directorship Details of the Board	Dodla Dairy Limited
Memberships/Chairmanships of committees of other companies as on date of this Notice	Nil
Listed entities from which the Director has resigned from directorship in the past three (3) years	Nil
Chairman/Member of the Committees of the Boards of other listed companies resigned in past three (3) years	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Shareholding in the company	Nil
Number of Board Meetings attended during FY-2024-25 and FY-2025-26 (up to the date of this AGM Notice)	For FY 2024-25: 4 out of 4
	For FY 2025-26: 1 out of 1

Dodla Sunil Reddy:

Particulars	Name of the Director
	Dodla Sunil Reddy
Director Identification Number	00794889
Date of birth and Age	22 February 1968 and Age: 57 years
Nationality	Indian
Date of first appointment on the Board	15 May 1995
Qualification	Bachelor's degree in engineering from Mangalore University
Experience	He has been associated with our Company since incorporation and have more than 29 years of experience in the dairy industry. He is actively involved in leading & directing the company towards new technology, systems and finding new avenues for growth. He is providing resources needed to ensure the translation of ideas into reality. He takes strategic decisions for consistent growth and sustenance of the organisation.



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Particulars	Name of the Director
	Dodla Sunil Reddy
Terms and conditions of re-appointment	The re-appointment as Managing Director is for a period of five years with effect from 1 April 2026 up to 31 March 2031
Details of remuneration last drawn (2024-25)	43.11 million
Details of remuneration sought to be paid	As set out in Resolution and the Explanatory Statement
Directorship Details of the Board	Dodla Dairy Limited Global Vetmed Concepts India Private Limited Dodla Enterprises Private Limited Dodla Trusteeship Services Private limited Orgafeed Private Limited Dodla Holdings Pte. Limited Lakeside Dairy Limited Dodla Dairy Kenya Limited Country Delight Dairy Limited
Memberships/Chairmanships of committees of other companies as on date of this Notice	Nil
Listed entities from which the Director has resigned from directorship in the past three (3) years	Nil
Chairman/Member of the Committees of the Boards of other listed companies resigned in past three (3) years	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Mr. Dodla Sesha Reddy Charman and Non-executive Director
Shareholding in the company	Holds 7,657,434 (12.69) Equity Shares
Number of Board Meetings attended during FY-2024-25 and FY-2025-26 (up to the date of this AGM Notice)	For FY 2024-25: 4 out of 4
	For FY 2025-26: 1 out of 1

By Order of the Board of Directors
For Dodla Dairy Limited

Place: Hyderabad
 Date: 19 May 2025

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