

# **DODLA DAIRY LIMITED**

**MILK & MILK PRODUCTS**

Corporate Office : # 8-2-293/82/A, Plot No. 270-Q, Road No. 10C,  
Jubilee Hills, Hyderabad - 500033.  
Ph : 040-4546 7777 Fax : 040-4546 7788



**Date: 30 August 2021**

The General Manager Department of Corporate Services <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalai Street, Fort Mumbai-400 001	The Manager Listing Department <b>National Stock Exchanges of India Limited</b> "Exchange Plaza", 5th Floor, Plot No.C/1, G Block Bandra-Kurla Complex Bandra (East), Mumbai 400051.
<b>Scrip Code: 543306</b>	<b>Scrip Code: DODLA</b>

Dear Sir/Madam,

**Sub: Notice convening 26<sup>th</sup> Annual general Meeting ("AGM").**

Pursuant to Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith Notice of 26<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Thursday, 23 September 2021 at 11:00 A.M. IST through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM").

The said Notice of 26<sup>th</sup> Annual General Meeting is also uploaded on the website of the Company at [www.dodladairy.com](http://www.dodladairy.com)

This is for your information and record.

Thanking you,

Yours Faithfully,  
**For Dodla Dairy Limited**

**Dodla Sunil Reddy**  
Managing Director  
DIN: 00794889

★ An ISO 22000-2005 & 50001 EnMS Certified Company ★

# NOTICE

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of Dodla Dairy Limited will be held on Thursday, 23 September 2021 at 11:00 A.M. IST through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”) facility to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2021, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2021, together with the Report of the 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.

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

**Place: Hyderabad  
Date: 7 August 2021**

**Sd/-  
Ruchita Malpani  
Company Secretary and  
Compliance Officer  
ECSIN: EF010677B000093738**

## Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, the 26<sup>th</sup> Annual general Meeting of the company is being conducted through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”) herein after called as “e-AGM”.

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

2. 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.
3. Pursuant to the provisions of the Companies Act, 2013 (“Act”) 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 need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
4. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution /Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to mnmandassociates@gmail.com with a copy marked to cs@dodladairy.com.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 16 September 2021 to 23 September 2021 (both days inclusive).
6. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants (“DP”) since the shares are held by them in electronic Form.
7. In compliance with MCA Circular No. 20/2020 dated 5 May 2020 and Circular No. 02/2021 and SEBI Circular No. SEBI/HO/CFD/CMD 1/CIR/P/2020/79 dated 12 May 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board’s Report, Auditor’s report or other documents required to be attached therewith (together referred to as the Annual Report), the Annual Report for Financial year ended 31 March 2021 and Notice of the AGM are being sent in electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s).
8. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before 20 September 2021 through e-mail on cs@dodladairy.com . The same will be replied by the Company suitably.
9. 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.
10. Members attending the meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. In line with the MCA Circular No. 17/2020 dated 13 April 2020, the Notice calling the e-AGM has been uploaded on the website of the Company at www.dodladairy.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively is also available on the website of e-voting agency KFin Technologies Private Limited at the website address <https://evoting.kfintech.com/>
12. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, there are no unclaimed dividend amounts pending for transfer.

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

- i. Attending the e-AGM: Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and selecting the ‘Event’ for Company’s AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
- ii. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- iii. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.

- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Facility of joining the AGM through VC / OAVM shall be open 15 minutes before the time scheduled for the AGM.
- vi. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.

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

Members desiring any additional information with regard to Accounts/ Annual Reports or has any question or query are requested to write to the Company Secretary on the Company's investor email-id i.e. [cs@dodlairy.com](mailto:cs@dodlairy.com) at least 2 days before the date of the e-AGM, so as to enable the Management to keep the information ready. Please note that, member's questions will be answered only if they continue to hold the shares as of cut-off date.

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

- viii. Speaker Registration before e-AGM: Shareholder who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/> the shareholders are requested to get registered on or before 20 September 2021, 5.00 P.M. (IST).
- ix. Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
- x. Members who need technical assistance before or during the AGM, can contact <https://emeetings.kfintech.com>
- xi. Corporate members intending to send their authorised representatives to attend the Annual General Meeting through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution to the Company.

**INSTRUCTIONS FOR E-VOTING:**

In terms of the provisions of Section 108 and 109 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system to members holding shares as on 15 September 2021 (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:**

1. Open your web browser during the voting period and navigate to <https://evoting.kfintech.com/>
2. Enter the login credentials (i.e., user-id & password). Your folio/DP and Client ID will be your User - ID.  
User - ID for Members holding shares in Demat Form:
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
  - For CDSL: 16 digits beneficiary ID.
 Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
3. Please contact our toll free No. 1800 – 309 -4001 for any further clarifications.
4. Members can cast their vote online from 9.00 A.M. (IST) on 20 September 2021 to 5.00 P.M. (IST) on 22 September 2021.
5. After entering these details appropriately, click on "LOGIN".
6. Members will now reach 'Password Change' menu wherein they are required to mandatorily change

their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through KFIN Technologies Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID, etc. on first login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

7. You need to login again with the new credentials.
8. On successful login, system will prompt to select the 'Event' i.e. 'Dodla Dairy Limited'.
9. If you are holding shares in Demat form and had logged on to <https://evoting.kfintech.com> and casted your vote earlier for any Company where the System Provider was KFIN Technologies Private Limited, then your existing login id and password given earlier are to be used.
10. On the voting page, you will see Resolution description and against the same the option FOR/AGAINST/ABSTAIN for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the Member do not want to cast, select 'ABSTAIN' After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
11. Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.

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

- 1 The e-voting window shall be activated upon instructions of the Chairman during the e-AGM.
- 2 E-voting during the AGM is integrate with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the e-AGM.

- 3 Members / shareholders, attending the e-AGM through Video Conference and who have not cast their vote on resolutions through Remote e-Voting shall be eligible to cast their vote through e-voting system available during the e-AGM.
- 4 Members who have voted through Remote e-Voting will be eligible to attend the e-AGM, however, they shall not be allowed to cast their vote again during the e-AGM.

#### **GENERAL INFORMATION:**

1. The Company's equity shares are Listed on 28 June 2021 at (i) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001, Maharashtra, India; and (ii) National Stock Exchange of India Limited, Exchange Plaza, Floor 5, Plot No. C/1, Bandra (East), Mumbai - 400051, Maharashtra, India and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2020-2021.
2. Members are requested to send all communication relating to shares to the Company's Registrar and Share Transfer Agent at KFIN Technologies Private 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 in demat who are in receipt of Notice, may cast their votes through e-voting.
- (ii) Members opting for e-voting, for which the USER ID and initial password are provided in a separate sheet. Please follow steps from Sl. No. (1) to (11) under heading 'INSTRUCTIONS FOR E-VOTING' above to vote through e-voting platform.

- (iii) The e-voting period commences from 9.00 A.M. (IST) on 20 September 2021 to 5.00 P.M. (IST) on 22 September 2021. During this period, the members of the Company, holding shares in demat, as on the cut-off date of 15 September 2021 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 26<sup>th</sup> Annual General Meeting of the Company scheduled to be held on 23 September 2021, the results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.dodladairy.com](http://www.dodladairy.com) within 48 hours of conclusion of the Annual General Meeting.

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

**Place: Hyderabad  
Date: 7 August 2021**

**Sd/-  
Ruchita Malpani  
Company Secretary and  
Compliance Officer  
ECSIN: EF010677B000093738**

**ANNEXURE TO THE NOTICE DATED 7 AUGUST 2021****Details of Directors seeking appointment/re-appointment at the Annual General Meeting**

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

<b>Particulars</b>	<b>Name of the Director</b>
	<b>Dodla Sesha Reddy</b>
DIN	00520448
Date of birth and Age	10/12/1941 and Age: 79
Experience	He has been associated with our Company for more than 22 years and has dairy industry experience of more than 22 years. He is responsible for ensuring active engagement of board members and effective decision-making process to be followed in our board and committee meetings.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Father of Mr. Dodla Sunil Reddy Managing Director
Nature of appointment (appointment / re-appointment)	Retires by rotation and offers himself for re-appointment
Terms and Conditions of appointment / re-appointment	Appointment as a Non-Executive Director subject to retirement by rotation
Remuneration last drawn by such Person, if applicable and remuneration sought to be paid	Nil Consolation fees paid - Rs. 3,675,000 p.a
Date of first appointment on the Board	15/05/1995
Shareholding in the company	Holds 5,56,716 Equity Shares
The number of Meetings of the Board attended during the year	5 out of 5
Directorship Details of the Board	Nelcast Limited Dodla Enterprises Private Limited
Membership/ Chairmanship of Committees of other Boards	<b>NELCAST LIMITED:</b> <b>Chairman:</b> Stakeholders Relationship Committee <b>Member:</b> Audit Committee Nomination and remuneration committee Corporate Social Responsibility Committee

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

**Place: Hyderabad  
Date: 7 August 2021**

**Sd/-  
Ruchita Malpani  
Company Secretary and  
Compliance Officer  
ECSIN: EF010677B000093738**