



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an **EXTRA-ORDINARY GENERAL MEETING** of the Members of **CREAMLINE DAIRY PRODUCTS LIMITED** [CIN: U15201TG1986PLC006912] will be held on **Tuesday, 28th November, 2023 at 11.00 a.m. (IST) through Video Conferencing**, to transact the following business:

SPECIAL BUSINESS:

ITEM NO.1: RE-APPOINTMENT OF MR. K. BHASKER REDDY AS “MANAGING DIRECTOR” OF THE COMPANY FOR A TERM OF 1 (ONE) YEAR W.E.F. 1ST APRIL, 2024 UPTO 31ST MARCH, 2025:

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Sections 196 and 197, read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded for the re-appointment of **Mr. K. Bhasker Reddy** (DIN: 00014291) as the **“Managing Director”** of the Company, for a further period of 1 (one) year from 1st April, 2024 upto 31st March, 2025, on the terms and conditions set out in the agreement to be entered into by Mr. K. Bhasker Reddy with the Company.”

“RESOLVED FURTHER THAT the remuneration of Rs.1,00,00,000/- (Rupees One Crore Only) per annum (all inclusive), be paid to Mr. K. Bhasker Reddy as the “Managing Director” for a period of 1 (one) year from 1st April, 2024 upto 31st March, 2025.”

“RESOLVED FURTHER THAT where during the Financial Year 2024-25 , if the Company has no profits or its profits are inadequate, the Company will pay an amount of Rs. 1,00,00,000/- (Rupees One Crore Only) as remuneration by way of salary and perquisites and allowances as specified above subject to compliance with the applicable provisions of Schedule V to the Act, **AND THAT** such remuneration shall be treated as the minimum remuneration payable to Mr. K. Bhasker Reddy in the absence or inadequacy of profits, in accordance with the provisions of Section 197 other applicable provisions, if any, of the Act read with Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).”

“RESOLVED FURTHER THAT the Board of Directors / Nomination and Remuneration Committee be authorized to alter and vary the terms and conditions of re-appointment and / or remuneration, subject to the provisions of Section 197, read with Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director or the Company Secretary or the Chief Financial Officer of the Company be submitted to the concerned person(s) / authority(ies) and they be requested to act thereon.”

ITEM NO.2: RE-APPOINTMENT OF MR. D. CHANDRA SHEKHER REDDY, AS “EXECUTIVE DIRECTOR” OF THE COMPANY FOR A TERM OF 1 (ONE) YEAR W.E.F. 1ST APRIL, 2024 UPTO 31ST MARCH, 2025:

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Sections 196 and 197, read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded for the re-appointment of **Mr. D. Chandra Shekher Reddy**, (DIN: 00063691) as an **“Executive Director”** of the Company, for a further period of 1 (one) year from 1st April, 2024 upto 31st March, 2025, on the terms and conditions set out in the agreement to be entered into by Mr. D. Chandra Shekher Reddy with the Company.”

“RESOLVED FURTHER THAT the remuneration of Rs.1,00,00,000/- (Rupees One Crore Only) per annum (all inclusive), be paid to Mr. D. Chandra Shekher Reddy as an “Executive Director” for a period of 1 (one) year from 1st April, 2024 upto 31st March, 2025.”

“RESOLVED FURTHER THAT where during the Financial Year 2024-25 , if the Company has no profits or its profits are inadequate, the Company will pay an amount of Rs. 1,00,00,000/- (Rupees One Crore Only) as remuneration by way of salary and perquisites and allowances as specified above subject to compliance with the applicable provisions of Schedule V to the Act, **AND THAT** such remuneration shall be treated as the minimum remuneration payable to Mr. D. Chandra Shekher Reddy in the absence or inadequacy of profits, in accordance with the provisions of Section 197 other applicable provisions, if any, of the Act read with Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).”

“RESOLVED FURTHER THAT the Board of Directors / Nomination and Remuneration Committee be authorized to alter and vary the terms and conditions of re-appointment and / or remuneration, subject to the provisions of Section 197, read with Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director or the Company Secretary or the Chief Financial Officer of the Company be submitted to the concerned person(s) / authority(ies) and they be requested to act thereon.”

ITEM NO.3: RE-APPOINTMENT OF MRS. RAMA KUMARI MANDAVA, AS “EXECUTIVE DIRECTOR” OF THE COMPANY FOR A TERM OF 1 (ONE) YEAR W.E.F. 1ST APRIL, 2024 UPTO 31ST MARCH, 2025:

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Sections 196 and 197, read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded for the re-appointment of **Mrs. Rama Kumari Mandava** (DIN: 00065055) as an **“Executive Director”** of the Company, for a further period of 1 (one) year from 1st April, 2024 upto 31st March, 2025, on the terms and conditions set out in the agreement to be entered into by Mrs. Rama Kumari Mandava with the Company.”

“RESOLVED FURTHER THAT the remuneration of Rs.1,00,00,000/- (Rupees One Crore Only) per annum (all inclusive), be paid to Mrs. Rama Kumari Mandava as an “Executive Director” for a period of 1 (one) year from 1st April, 2024 upto 31st March, 2025.”

“RESOLVED FURTHER THAT where during the Financial Year 2024-25 , if the Company has no profits or its profits are inadequate, the Company will pay an amount of Rs. 1,00,00,000/- (Rupees One Crore Only) as remuneration by way of salary and perquisites and allowances as specified above subject to compliance with the applicable provisions of Schedule V to the Act, **AND THAT** such remuneration shall be treated as the minimum remuneration payable to Mrs. Rama Kumari Mandava in the absence or inadequacy of profits, in accordance with the provisions of Section 197 other applicable provisions, if any, of the Act read with Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).”

“RESOLVED FURTHER THAT the Board of Directors / Nomination and Remuneration Committee be authorized to alter and vary the terms and conditions of re-appointment and / or remuneration, subject to the provisions of Section 197, read with Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director or the Company Secretary or the Chief Financial Officer of the Company be submitted to the concerned person(s) / authority(ies) and they be requested to act thereon.”

ITEM NO.4: RE-APPOINTMENT OF MRS. C. MANGA RAJ, AS “EXECUTIVE DIRECTOR” OF THE COMPANY FOR A TERM OF 1 (ONE) YEAR W.E.F. 1ST APRIL, 2024 UPTO 31ST MARCH, 2025:

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Sections 196 and 197, read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded for the re-appointment of **Mrs. C. Manga Raj** (DIN: 00084401) as an **“Executive Director”** of the Company, for a further period of 1 (one) year from 1st April, 2024 upto 31st March, 2025, on the terms and conditions set out in the agreement to be entered into by Mrs. C. Manga Raj with the Company.”

“RESOLVED FURTHER THAT the remuneration of Rs.1,00,00,000/- (Rupees One Crore Only) per annum (all inclusive), be paid to Mrs. C. Manga Raj as an “Executive Director” for a period of 1 (one) year from 1st April, 2024 upto 31st March, 2025.”

“RESOLVED FURTHER THAT where during the Financial Year 2024-2025 , if the Company has no profits or its profits are inadequate, the Company will pay an amount of Rs. 1,00,00,000/- (Rupees One Crore Only) as remuneration by way of salary and perquisites and allowances as specified above subject to compliance with the applicable provisions of Schedule V to the Act, **AND THAT** such remuneration shall be treated as the minimum remuneration payable to Mrs. C. Manga Raj in the absence or inadequacy of profits, in accordance with the provisions of Section 197 other applicable provisions, if any, of the Act read with Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).”

“RESOLVED FURTHER THAT the Board of Directors / Nomination and Remuneration Committee be authorized to alter and vary the terms and conditions of re-appointment and / or remuneration, subject to the provisions of Section 197, read with Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director or the Company Secretary or the Chief Financial Officer of the Company be submitted to the concerned person(s) / authority(ies) and they be requested to act thereon.”

ITEM NO.5: RE-APPOINTMENT OF MR. BHUPENDRA SURI, AS A “WHOLE-TIME” DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS WITH EFFECT FROM 28TH JANUARY, 2024 UPTO 27TH JANUARY, 2027:

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Sections 178, 197, read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Bhupendra Suri [Director Identification Number (DIN): 00014291] as the “Whole- Time Director” of the Company for a further period of 3 (Three) years with effect from 28th January, 2024 upto 27th January, 2027.”

“RESOLVED FURTHER THAT the details of salary and perquisites for the period from 28th January, 2024 upto 27th January, 2027, as set out as per the terms and conditions mentioned in the draft Agreement to be executed with Mr. Bhupendra Suri be are hereby approved.”

“RESOLVED FURTHER THAT where during any of the Financial Years 2023-24, 2024-25, 2025-26 and 2026-27, if the Company has no profits or its profits are inadequate, the Company may pay an amount upto Rs.4,00,00,000/- (Rupee Four Crore Only) per annum as remuneration by way of salary, perquisites, allowances or performance linked remuneration, subject to compliance with the applicable provisions of Schedule V to the Companies Act, 2013, AND THAT such remuneration shall be treated as the minimum remuneration payable Mr. Bhupendra Suri in the absence or inadequacy of profits, in accordance with the provisions of Section 197 other applicable provisions, if any, of the Act read with Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).”

“RESOLVED FURTHER THAT the Board of Directors / Nomination and Remuneration Committee be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration of Mr. Bhupendra Suri, in such manner as may be deemed fit.”

“RESOLVED FURTHER THAT any two Directors of the Company or any Director of the Company and the Company Secretary or any Director of the Company and the Chief Financial Officer of the Company be and are hereby authorized to execute an Agreement, laying down the terms of re-appointment as aforesaid, pursuant to the provisions of the Articles of Association of the Company.”

“RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director or the Company Secretary or the Chief Financial Officer of the Company be submitted to the concerned person(s) / authority(ies) and they be requested to act thereon.”

ITEM NO.6: APPOINTMENT OF MRS. D. DEEPIKA, RELATIVE OF MR. D. CHANDRA SHEKHAR REDDY, EXECUTIVE DIRECTOR, AS A “CONSULTANT” OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, including statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time, the consent of the Shareholders of the Company be and is hereby accorded for the appointment of **Mrs. D. Deepika**, who is a relative of Mr. D. Chandra Shekhar Reddy, Executive Director, to hold an office or place of profit under the Company in the capacity as “Consultant” for a period of 2 (two) years with retrospective effect from 1st April, 2023, i.e., upto 31st March, 2025, with a remuneration of Rs.1,65,000/- (Rupees One Lakh Sixty Five Thousand Only) per month.”

“RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director of the Company or the Company Secretary or the Chief Financial Officer be submitted to the concerned person(s) / authority (ies) and they be requested to act thereon.”

ITEM NO.7: APPOINTMENT OF MR. D. RAVITEJ REDDY, RELATIVE OF MR. D. CHANDRA SHEKHAR REDDY, EXECUTIVE DIRECTOR, AS A “CONSULTANT” OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, including statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time, the consent of the Shareholders of the Company be and is hereby accorded for the appointment of **Mr. D. Ravitej Reddy**, who is a relative of Mr. D. Chandra Shekhar Reddy, Executive Director, to hold an office or place of profit under the Company in the capacity as “Consultant” for a period of 2 (two) years with retrospective effect from 1st April, 2023, i.e., upto 31st March, 2025, with a remuneration of Rs.1,65,000/- (Rupees One Lakh Sixty Five Thousand Only) per month.”

“RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director of the Company or the Company Secretary or the Chief Financial Officer be submitted to the concerned person(s) / authority (ies) and they be requested to act thereon.”

ITEM NO.8: APPOINTMENT OF MRS. K. SANDHYA, RELATIVE OF MR. K. BHASKER REDDY, MANAGING DIRECTOR, AS A “CONSULTANT OF THE COMPANY”:

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, including statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time, the consent of the Shareholders of the Company be and is hereby accorded for the appointment of **Mrs. K. Sandhya**, who is a relative of Mr. K. Bhasker Reddy, Managing Director, to hold an office or place of profit under the Company in the capacity as “Consultant” for a period of 2 (two) years with retrospective effect from 1st April, 2023, i.e., upto 31st March, 2025, with a remuneration of Rs.1,65,000/- (Rupees One Lakh Sixty Five Thousand Only) per month.”

“RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director of the Company or the Company Secretary or the Chief Financial Officer be submitted to the concerned person(s) / authority (ies) and they be requested to act thereon.”

ITEM NO.9: APPOINTMENT OF MR. K. PRATEEK, RELATIVE OF MR. K. BHASKER REDDY, MANAGING DIRECTOR, AS A “CONSULTANT” OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, including statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time, the consent of the Shareholders of the Company be and is hereby accorded for the appointment of **Mr. K. Prateek**, who is a relative of Mr. K. Bhasker Reddy, Managing Director, to hold an office or place of profit under the Company in the capacity as “Consultant” for a period of 2 (two) years with retrospective effect from 1st April, 2023, i.e., upto 31st March, 2025, with a remuneration of Rs.1,00,000/- (Rupees One Lakh Only) per month.”

“RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director of the Company or the Company Secretary or the Chief Financial Officer be submitted to the concerned person(s) / authority (ies) and they be requested to act thereon.”

ITEM NO.10: APPOINTMENT OF MS. RINNY K., RELATIVE OF MR. K. BHASKER REDDY, MANAGING DIRECTOR, AS A “CONSULTANT” OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, including statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time, the consent of the Shareholders of the Company be and is hereby accorded for the appointment of **Ms. Rinny K.**, who is a relative of Mr. K. Bhasker Reddy, Managing Director, to hold an office or place of profit under the Company in the capacity as “Consultant” for a period of 2 (two) years with retrospective effect from 1st April, 2023, i.e., upto 31st March, 2025, with a remuneration of Rs.1,00,000/- (Rupees One Lakh Only) per month.”

“RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director of the Company or the Company Secretary or the Chief Financial Officer be submitted to the concerned person(s) / authority (ies) and they be requested to act thereon.”

ITEM NO.11: APPOINTMENT OF MR. M. K. CHAITANYA, RELATIVE OF MRS. RAMA KUMARI MANDAVA, EXECUTIVE DIRECTOR, AS A “CONSULTANT” OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, including statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time, the consent of the Shareholders of the Company be and is hereby accorded for the appointment of **Mr. M. K. Chaitanya**, who is a relative of Mrs. Rama Kumari Mandava, Executive Director, to hold an office or place of profit under the Company in the capacity as “Consultant” for a period of 2 (two) years with retrospective effect from 1st April, 2023, i.e., upto 31st March, 2025, with a remuneration of Rs.1,65,000/- (Rupees One Lakh Sixty Five Thousand Only) per month.”

“RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director of the Company or the Company Secretary or the Chief Financial Officer be submitted to the concerned person(s) / authority (ies) and they be requested to act thereon.”

ITEM NO.12: APPOINTMENT OF MR. M. V. ADITYA, RELATIVE OF MRS. RAMA KUMARI MANDAVA, EXECUTIVE DIRECTOR, AS A “CONSULTANT” OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, including statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time, the consent of the Shareholders of the Company be and is hereby accorded for the appointment of **Mr. M. V. Aditya**, who is a relative of Mrs. Rama Kumari Mandava, Executive Director, to hold an office or place of profit under the Company in the capacity as “Consultant” for a period of 2 (two) years with retrospective effect from 1st April, 2023, i.e., upto 31st March, 2025, with a remuneration of Rs.1,65,000/- (Rupees One Lakh Sixty Five Thousand Only) per month.”

“RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director of the Company or the Company Secretary or the Chief Financial Officer be submitted to the concerned person(s) / authority (ies) and they be requested to act thereon.”

ITEM NO.13: APPOINTMENT OF MS. C. MOUNIKA, RELATIVE OF MRS. C. MANGA RAJ, DIRECTOR, AS A “CONSULTANT” OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, including statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time, the consent of the Shareholders of the Company be and is hereby accorded for the appointment of **Ms. C. Mounika**, who is a relative of Mrs. C. Manga Raj, Director, to hold an office or place of profit under the Company in the capacity as “Consultant” for a period of 2 (two) years with retrospective effect from 1st April, 2023, i.e., upto 31st March, 2025, with a remuneration of Rs.1,65,000/- (Rupees One Lakh Sixty Five Thousand Only) per month.”

“RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director of the Company or the Company Secretary or the Chief Financial Officer be submitted to the concerned person(s) / authority (ies) and they be requested to act thereon.”

ITEM NO.14: APPOINTMENT OF MR. C. NITHIN, RELATIVE OF MRS. C. MANGA RAJ, DIRECTOR, AS A “CONSULTANT” OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, including statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time, the consent of the Shareholders of the Company be and is hereby accorded for the appointment of **Mr. C. Nithin**, who is a relative of Mrs. C. Manga Raj, Director, to hold an office or place of profit under the Company in the capacity as “Consultant” for a period of 2 (two) years with retrospective effect from 1st April, 2023, i.e., upto 31st March, 2025, with a remuneration of Rs.1,65,000/- (Rupees One Lakh Sixty Five Thousand Only) per month.”

“RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director of the Company or the Company Secretary or the Chief Financial Officer be submitted to the concerned person(s) / authority (ies) and they be requested to act thereon.”

By Order of the Board of Directors
For **Creamline Dairy Products Limited**

Sd/-
Neha Poojary - Pawar
Company Secretary
(ICSI Membership No.: A37115)

Date: 26th October, 2023
Place: Mumbai

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs has, vide its Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, Circular No. 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 (collectively referred to as "MCA Circulars"), permitted the holding of the Extra-Ordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act") and MCA Circulars, the EGM of the Company is being held through VC / OAVM.
2. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item Nos. 1 to 14 forms part of this Notice.
3. Since this EGM is being held pursuant to the MCA 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 EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Corporate Shareholders intending to appoint their Authorized Representative(s) to attend the EGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company before the EGM, an original / scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the EGM.
5. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection through electronic mode on the basis of request being sent on cdpl.secretarial@godrejcdpl.com.
8. The Shareholders are requested to send in their queries at least a week in advance to Secretarial Team at cdpl.secretarial@godrejcdpl.com to facilitate clarifications during the EGM.
9. Members who would like to express their views or ask questions during the EGM, are requested to contact the Secretarial Team at cdpl.secretarial@godrejcdpl.com. The link for joining the Meeting: https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTFiOTFmYzgtYWU0MC00NTgzLWI5YTAzTlhMDBINjQ0NmJl%40thread.y2/0?context=%7b%22Tid%22%3a%22bfa3dfb0-91d5-4bf7-9a0c-fbf6ff337187%22%2c%22Oid%22%3a%227bd0c54d-b499-4615-b8a8-f20e68147366%22%7d
10. For the purpose of Para 1.2.4 of the Secretarial Standards on General Meeting (SS-2) read with the Clarification/Guidance on applicability thereof dated 15th April, 2020, issued by the Institute of Company Secretaries of India, the venue of the EGM shall be deemed to be the Registered Office of the Company at No. D-6-3-1238/B/21 Asif Avenue, Rajbhavan Road, Somajiguda, Hyderabad, Telangana - 500082.
11. Manner of voting during the EGM shall be show of hands unless poll is demanded.
12. All Members who join the EGM through VC/OAVM shall be eligible to vote on all the business

items, unless interested.

A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM:

- a) The facility of participation at the EGM through VC/OAVM will be made available for all the Members of the Company.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- d) 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.
- e) Members who need assistance before or during the EGM, can contact the Secretarial Team at cdpl.secretarial@godrejcdpl.com.

B. INSTRUCTIONS FOR VOTING BY POLL:

- a) Poll will take place by way of email.
- b) During the Meeting, where a poll on any item is required, the Members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the company.
- c) The said e-mails shall only be sent to the Secretarial Team on cdpl.secretarial@godrejcdpl.com. The Chairman shall regulate the process of poll through email. The Company shall maintain the confidentiality of the password and other privacy issues associated with the designated email address at all times.
- d) Due safeguards with regard to authenticity of email address(es) and other details of the Members shall also be taken by the Company.
- e) In case the counting of votes requires time, the said Meeting shall be adjourned and called later to declare the result.

By Order of the Board of Directors
For **Creamline Dairy Products Limited**

Sd/-
Neha Poojary - Pawar
Company Secretary
(ICSI Membership No.: A37115)

Date: 26th October, 2023
Place: Mumbai

EXPLANTORY STATEMENT
TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING
AS REQUIRED UNDER THE PROVISIONS OF
SECTION 102(1) OF THE COMPANIES ACT, 2013 FOR SPECIAL BUSINESS

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice of Extra-Ordinary General Meeting of the Members of **Creamline Dairy Products Limited** to be held on **Tuesday, 28th November, 2023 at 11.00 a.m. through Video Conferencing**:

ITEM NO.1, 2, 3, 4, 5:

The Nomination and Remuneration Committee and the Board of Directors, at their respective Meetings held on 26th October, 2023, have recommended / granted approval for the following, subject to approval of the Shareholders, on such terms and conditions as may be mutually agreed between the Company and the Directors:

- i. Re-appointment of Mr. K. Bhasker Reddy as the “Managing Director” for a period of 1 (one) year with effect from 1st April, 2024 upto 31st March, 2025;
- ii. Re-appointment of Mr. D. Chandra Shekher Reddy as an “Executive Director” for a period of 1 (one) year with effect from 1st April, 2024 upto 31st March, 2025;
- iii. Re-appointment of Mrs. Rama Kumari Mandava as an “Executive Director” for a period of 1 (one) year with effect from 1st April, 2024 upto 31st March, 2025;
- iv. Re-appointment of Mrs. C. Manga Raj as an “Executive Director” for a period of 1 (one) year with effect from 1st April, 2024 upto 31st March, 2025;
- v. Re-appointment of Mr. Bhupendra Suri as a “Whole-Time Director” for a period of 3 (three) years with effect from 28th January, 2024 upto 27th January, 2027.

According to Section 197 of the Companies Act, 2013 read with Part II, Section II, Para A of Schedule V of the said Act, the re-appointment, and the remuneration payable to Managing Director and Executive Directors (subject to ceiling limits as prescribed) requires the approval of the Shareholders in General Meeting by way of a Special Resolution.

The information required under Schedule V to the Companies Act, 2013 is as under:

I. GENERAL INFORMATION

Nature of Industry:

The industry to which the Company relates is Dairy Industry. The main activities of the Company are procurement, processing, manufacturing, and marketing of different varieties of milk and milk-related products.

Date or expected date of commencement of commercial production.

The Company has been in the industry for about three decades.

Financial performance based on given indicators:

PARTICULARS	2018-19	2019-20	2020-21	2021-22	2022-23
SALES AND OTHER INCOME	1,16,103.62	1,19,961.18	1,03,867.29	1,17,854.87	1,50,640.24
PROFIT BEFORE TAX	2,003.77	314.32	728.78	(4,962.86)	(5,626.79)
PROFIT AFTER TAX	1,297.96	471.66	594.04	(3,665.61)	(4,156.30)
NETWORTH (Equity + Reserve)	20,246.29	20,300.16	19,697.44	15,103.95	10,954.07
FIXED ASSETS (Gross Block)	36,818.45	40,404.73	41,941.23	43,210.61	46,882.30
RATE OF DIVIDEND (%)	30.00	20.00	20.00	-	-

Export performance and net foreign exchange collaboration: NIL

Foreign investments or collaborations, if any.

The Company did not have any Foreign Investment and Collaboration during the Financial Year.

II. NFORMATION ABOUT THE APPOINTEE:

Name	Mr. K. Bhasker Reddy (Managing Director)	Mr. D. Chandra Shekher Reddy (Executive Director)	Mrs. Rama Kumari Mandava (Executive Director)	Mrs. C. Manga Raj (Executive Director)
Background details	Mr. K. Bhasker Reddy, Managing Director, aged 61 Years, is a graduate in Dairy Technology from Osmania University. He has more than 34 years of experience in the Agri. business, Dairy Farming, and Dairy Industry. Though being a first-generation entrepreneur his dedication and determination towards the work backed by with his hard work and entrepreneurship skill has helped the Company to reach the pinnacle.	Mr. D. Chandra Shekher Reddy, Director, aged 60 Years is a Graduate in Dairy Technology from Osmania University. He has more than 34 years of experience. He has worked as Technical Officer in Sabar kantha District Milk Producers Union Limited." Popularly known as SABAR DAIRY, part of AMUL organization for two years. His vast experience in processing of various Milk products and expertise in Technical, plant maintenance and operations are put to effective use to strengthen the technical aspects of the Company.	Mrs. Rama Kumari Mandava aged 60 years, wife of Late Shri. Mandava Gangadhar was a co-founder of the Company. She has a deep interest in Milk Procurement activities. She has a deep sense of knowledge in cattle farming and its welfare. She has been a "Resource Manager" in the Company for more than 15 (fifteen) years. She, along with her husband, have been deeply attached with the growth of Creamline Jersey from its roots till the current stage.	Mrs. C. Manga Raj, aged 54 Years, has pursued her B.A. and M.A. in Public Administration from Dr. B.R. Ambedkar Open University. She is the co-founder and Director of My Village Model Village Foundation (an NGO). With the aim to transform villages into model villages she, rendered extensive service in the fields of education and health-care sectors in and around Kamareddy, and is bent extending such services.

Date of Original Appointment	7th April, 2020	7th April, 2020	2 nd November, 2022	8th May, 2020 (As “Non-Executive Director”)
Past remuneration per month	Rs. 8,33,000/- per month (all inclusive)	Rs. 8,33,000/- per month (all inclusive)	Rs. 8,33,000/- per month (all inclusive)	Rs. 8,33,000/- per month (all inclusive)
Recognition or awards	Entrepreneur of the Year by HMA in the year 2000-01	-	-	-
Job profile and suitability	Mr. K. Bhasker Reddy is responsible for day-to-day management and administration of the Company's operation subject to the superintendence, direction, and control of the Board.	Mr. D. Chandra Shekher Reddy is responsible for day-to-day management and administration of the Company's operation subject to the superintendence, direction, and control of the Board.	Mrs. Rama Kumari Mandava responsible for day-to-day management and administration of the Company's operation subject to the superintendence, direction, and control of the Board.	Mrs. C. Manga Raj is responsible for day-to-day management and administration of the Company's operation subject to the superintendence, direction, and control of the Board.
Remuneration proposed	As mentioned in the resolution	As mentioned in the resolution	As mentioned in the resolution	As mentioned in the resolution
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the qualifications and experience of Mr. K. Bhasker Reddy, the remuneration as proposed above is commensurate / at par with the remuneration being paid to similar position in other Companies in the similar industry.	Taking into consideration the size of the Company, the qualifications and experience of Mr. D. Chandra Shekher Reddy, the remuneration as proposed above is commensurate / at par with the remuneration being paid to similar position in other Companies in the similar industry.	Taking into consideration the size of the Company, the qualifications and experience of Mrs. Rama Kumari Mandava, the remuneration as proposed above is commensurate / at par with the remuneration being paid to similar position in other Companies in the similar industry.	Taking into consideration the size of the Company, the qualifications and experience of Mrs. C. Manga Raj, the remuneration as proposed above is commensurate / at par with the remuneration being paid to similar position in other Companies in the similar industry.
Shareholding in the Company	7.67%	7.38%	7.24%	9.62%
Number of Board Meetings attended during 2022-23	4 out of 4	4 out of 4	2 out of 2	4 out of 4
Pecuniary relationship directly or indirectly with the company, or relationship	Besides, the remuneration and shareholding in the Company, Mr. K. Bhasker Reddy does not have any other pecuniary.	Besides, the remuneration and shareholding in the Company, Mr. D. Chandra Shekher does not have any other	Besides, the remuneration and shareholding in the Company, Mrs. Rama Kumari Mandava does not have any other	Besides, the remuneration and shareholding in the Company, Mrs. C. Manga Raj does not have any other

with the managerial personnel or other director, if any.	relationship in the Company.	pecuniary relationship in the Company.	pecuniary relationship in the Company.	pecuniary relationship in the Company.
Membership / Chairmanship of the Committees of the Company	Member of the Management Committee	<ul style="list-style-type: none"> • Member of the Management Committee • Member of the Corporate Social Responsibility Committee 	Nil	Nil
Other Directorships	<ul style="list-style-type: none"> • Chidrupi Financial Services Limited • FTCCI Foundation Federation of Telangana Chambers of Commerce & Industry 	<ul style="list-style-type: none"> • Chidrupi Financial Services Limited 	<ul style="list-style-type: none"> • Nutraamax Tradeline Pvt Ltd, • Mohan Milkline Pvt Ltd, • Ongole Milkline Pvt Ltd, • Dhulipalia Milkline Pvt Ltd • Asha Holdings Pvt Ltd. 	<ul style="list-style-type: none"> • Wereco Products Private Limited • Ongole Milkline Private Limited • Mohan Milkline Private Limited • Pamuru Milkline Private Limited • My Village Model Village Foundation

Name	Mr. Bhupendra Suri (Whole - Time Director)
Background Details	Mr. Bhupendra Suri has about 30 years of experience in managing large businesses, both in India and in international markets, and has played different functional roles at regional and national levels in a large multinational environment. He is known to be a visionary leader with a growth mindset. He has completed his B. Tech., Mechanical Engineering, from IT - BHU, Varanasi and PGDBM (Post Graduate Diploma in Business Mgmt.) - Marketing & Finance, from XLRI, Jamshedpur. Mr. Suri was last associated with Creambell India, DFIL (Devyani Food Industries Ltd.) as a CEO. He was also the Managing Director of Coco-Cola, Nigeria till 2019 and has worked for Coca-Cola Nigeria / India / Hindustan Coca Cola Beverages. Pvt. Ltd. in the past, for more than 20 years.
Past Remuneration	Rs.2,40,99,998
Recognition or Award	---
Job profile and his suitability	Mr. Bhupendra Suri is responsible for day-to-day management and administration of the Company's operation subject to the superintendence, direction, and control of the Board.
Remuneration proposed	As mentioned in the resolution.
Comparative remuneration profile with respect to industry	Taking into consideration the size of the Company, the qualifications and experience held by him the remuneration as proposed above is commensurate with the remuneration being paid to similar position in other Companies in the similar Industry.

Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any.	Besides the remuneration, Mr. Bhupendra Suri does not have any other pecuniary relationship in the Company
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III. OTHER INFORMATION:

Reason for loss or inadequacy of profit. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

The Company operates in a very competitive environment with a nominal margin. The nature of business carries with it large volumes with low margins. Efforts are ongoing to enhance the operations and strengthen the value-added business of Dairy products for better value addition.

Your Directors recommend that the Resolution as set out as Item No. 1, 2, 3, 4 and 5 be passed as a Special Resolution.

Copies of the draft agreements with the Company, setting out the terms and conditions of appointment and payment of remuneration to Mr. K. Bhasker Reddy, Mr. D. Chandra Shekher Reddy, Mrs. Rama Kumari Mandava, Mrs. C. Manga Raj and Mr. Bhupendra Suri, are available for inspection, without any fee, by the Members at the Company's Registered Office during normal working hours (from 10.30 a.m. to 5.00 p.m.) on working days (Monday to Saturday) upto the date of EGM.

The Company has received the consents from the aforementioned Directors and also their declarations confirming that they are not disqualified to act as Directors in terms of Section 164 of the Companies Act, 2013.

Mr. K. Bhasker Reddy, Mr. D. Chandra Shekher Reddy, Mrs. Rama Kumari Mandava, Mrs. C. Manga Raj and Mr. Bhupendra Suri are interested in the resolutions relating to their respective appointments / re- appointments, as set out in Item Nos. 1, 2, 3, 4 & 5 respectively.

None of the other Directors / Key Managerial Personnel or their relatives is in any way concerned or interested financial or otherwise, in these Resolutions.

ITEM NO. 6 TO 14:

The Nomination and Remuneration Committee and the Board of Directors, at their respective Meetings held on 26th October, 2023, approved the appointment and payment of remuneration in the form of Consultancy Fees to the relatives of the Directors of the Company for a term of 2 (two) years with retrospective effect from 1st April, 2023, i.e., upto 31st March, 2025, as per the details given hereunder.

The approval of the Shareholders is, therefore, sought pursuant to the provisions of Section 188 of the Companies Act, 2013 and the Companies (Meetings of the Board and Its Powers) Rules, 2014 for appointment and payment of remuneration to any office or place of profit in the Company, its Subsidiary Company or Associate Company at a monthly Remuneration as mentioned in respective resolutions, requires the approval of the Shareholders.

The details of the relatives being appointed, their relationship with the Directors and the remuneration payable to them are given below:-

Sr. No.	Name of the Relative proposed to be appointed	Relationship with Director	Amount of Consultancy Fees (in Rs.)	
			Per Month	Aggregate for 2 years
1.	Mrs. D. Deepika	Spouse of Mr. D. Chandra Shekher Reddy	1,65,000	39,60,000
2.	Mr. D. Ravitej Reddy	Son of Mr. D. Chandra Shekher Reddy	1,65,000	39,60,000
3.	Mrs. K. Sandhya	Spouse of Mr. K. Bhasker Reddy	1,65,000	39,60,000
4.	Mr. K. Prateek	Son of Mr. K. Bhasker Reddy	1,00,000	24,00,000
5.	Ms. Rinny K.	Daughter of Mr. K. Bhasker Reddy	1,00,000	24,00,000
6.	Mr. M. K. Chaitanya	Son of Mrs. Rama Kumari Mandava	1,65,000	39,60,000
7.	Mr. M. V. Aditya	Son of Mrs. Rama Kumari Mandava	1,65,000	39,60,000
8.	Ms. C. Mounika	Daughter of Mrs. C. Manga Raj	1,65,000	39,60,000
9.	Mr. C. Nithin	Son of Mrs. C. Manga Raj	1,65,000	39,60,000

None of the Directors/Key Managerial Personnel or their relatives, except Mr. D Chandra Shekher Reddy, Mr. K Bhasker Reddy, Mrs. Rama Kumari Mandava and Mrs. C. Manga Raj (in the manner specified above) is interested in the Resolutions pertaining to appointments of Consultants.

The Board recommends the Resolutions set forth in Item Nos. 6 to 14 of the Notice for approval of the Members.

By Order of the Board of Directors
For **Creamline Dairy Products Limited**

Sd/-
Neha Poojary - Pawar
Company Secretary
(ICSI Membership No.: A37115)

Date: 26th October, 2023
Place: Mumbai