



CREAMLINE DAIRY PRODUCTS LIMITED
Corporate Identity Number (CIN): U15201TG1986PLC006912
Registered Office: H.No.6-3-1238/B/21, Asif Avenue, Rajbhavan Road,
Somajiguda, Hyderabad – 500 082, Telangana
Tel.: 040-23412323; **E-mail:** cdpl.secretarial@godrejcdpl.com

NOTICE

NOTICE is hereby given that the **38th ANNUAL GENERAL MEETING** of the Members of **CREAMLINE DAIRY PRODUCTS LIMITED** ("the Company") will be held on **Wednesday, 25th July, 2025 at 12.15 p.m. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statement:

To consider and adopt the Audited Financial Statement for the Financial Year ended 31st March, 2025, the Report of the Board of Directors and the Report of the Statutory Auditors thereon.

2. Re-appointment of Mr. Nadir Burjor Godrej, Director retiring by rotation and being eligible, offering himself for re-appointment:

To appoint a Director in place of Nadir Burjor Godrej [Director Identification Number (DIN): 00066195], Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment, as a "Director" of the Company and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (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 to the re-appointment of Mr. Nadir Burjor Godrej [Director Identification Number (DIN): 00066195] as a "Director", who shall be liable to retire by rotation."

3. Re-appointment of Mr. Balram S. Yadav, Director retiring by rotation, and being eligible, offering himself for re-appointment:

To appoint a Director in place of Mr. Balram S. Yadav [Director Identification Number (DIN): 00294803], Non-Executive Director, who retires by rotation and

being eligible, offers himself for re-appointment, as a “Director” of the Company and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (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 to the re-appointment of Mr. Balram S. Yadav [Director Identification Number (DIN): 00294803], as a “Director”, who shall be liable to retire by rotation.”

SPECIAL BUSINESS:

4. To ratify the remuneration payable to M/s. S. R. and Associates, Cost Accountants, the Cost Auditors of the Company for the Financial Year 2025-26:

To consider and ratify the remuneration of M/s. S. R. and Associates, Cost Accountants, Hyderabad, the Cost Auditors of the Company, for the Financial Year 2025-26 and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. S. R. and Associates, Cost Accountants (Firm Registration No. 0540) [represented by Mr. K.S.V. Subba Rao (Membership No.: 20548), Partner], who have been appointed by the Board of Directors of the Company as the “Cost Auditors” to conduct the audit of the cost records of the Company for the Financial Year 2025-26, amounting to Rs. 80,000/- (Rupees Eighty Thousand Only) plus Goods and Service Tax (GST) as applicable and reimbursement of out-of-pocket expenses incurred by them in connection with the aforesaid audit at actuals, be and is hereby ratified and approved.”

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

Date: 22nd April, 2025
Place: Mumbai

**Neha Pawar
Company Secretary**

NOTES:

1. The Ministry of Corporate Affairs has, vide its Circular dated 5th May, 2022, read with Circulars dated 8th April, 2020, 5th May, 2020, 3th April, 2020, 28th December, 2022 and 25th September, 2023 permitted the holding of the Annual General Meeting (“**AGM**”) 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 38th (Thirty-Eighth) AGM of the Company is being held through VC / OAVM.
2. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to Item No. 4 of Special Business to be transacted at the AGM, as set out in this Notice, is annexed hereto.

Further, additional information pursuant to Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”), in respect of Directors seeking re-appointment at this AGM as mentioned in Item No. 2 and 3 of this AGM Notice is also annexed hereto.

3. Since this AGM 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 AGM 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 AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, 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 AGM. The resolution / authorization shall be sent through the registered e-mail address of the Corporate Shareholder.
5. In case of joint holders attending the AGM, 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 AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Act, may please be sent to cdpl.secretarial@godrejcdpl.com.
8. 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.

9. Shareholders are requested to register / intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their Depository Participant(s) (DPs) in case the shares are held by them in electronic form and to XL Softech Systems Limited, Registrar and Share Transfer Agent of the Company, at 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500 034, Telangana, in case the shares are held by them in physical form.
10. Shareholders are requested to note that the Notice of AGM and the Annual Report for the Financial Year 2024-25 will be available on the Company's website www.creamlinedairy.com.

11. Compulsory Transfer of Equity Shares and Unpaid / Unclaimed Dividend to Investor Education and Protection Fund (IEPF):

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Equity Shares on which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) authority after complying with the procedure laid down under the said Rules.

Shareholders who have not encashed the dividend warrants for the previous year(s), are requested to submit their claim with the Company / XL Softech Systems Limited, Registrar and Share Transfer Agent of the Company at 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500 034, Telangana or at their e-mail id xlfield@gmail.com with a copy to cdpl.secretarial@godrejcdpl.com.

Unclaimed / Unpaid Dividend:

Shareholders are informed that the dividend amount for the Financial Year 2017-18 remaining unclaimed shall become due for transfer on 26th August, 2025 to IEPF in terms of Section 124 of the Companies Act, 2013, upon expiry of 7 (Seven) years from the date of its declaration.

Shareholders are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of 7 (Seven) years from the dates they became first due for payment.

Any Shareholder, who has not claimed the dividend in respect of the Financial Year 2017-18 is requested to approach the Company / Registrar and Share Transfer Agents of the Company for claiming the same as early as possible, preferably on or before Monday, 11th August, 2025. The Company has sent reminders to all such Shareholders at their registered addresses for claiming the unpaid / unclaimed dividend, which will be transferred to IEPF.

The details of unpaid / unclaimed dividend since the Financial Year 2017-18 are given below:

Financial Year	Final / Interim Dividend	Date of Declaration of Dividend	Dividend (%)	Dividend per Equity Share (in Rs.)	Amount lying in the Unpaid Dividend Account as on 31 st March 2025 (in Rs.)	Last Date for claiming Unclaimed Dividend
2017-18	Final	26 th July, 2018	30	3	1,20,000	26 th August, 2025
2019-20	Final	24 th July, 2020	20	2	40,000	24 th August, 2027
2020-21	Final	2 nd August, 2021	20	2	40,000	2 nd September, 2028
2020-21	First Interim	30 th May, 2020	20	2	46,250	30 th June, 2027
2020-21	Second Interim	24 th July, 2020	20	2	33,750	24 th August, 2027
2020-21	Third Interim	27 th October, 2020	20	2	40,000	27 th November, 2027
2020-21	Fourth Interim	28 th January, 2021	20	2	40,000	28 th February, 2028
2021-22	First Interim	3 rd May, 2021	20	2	40,000	3 rd June, 2028
2021-22	Second Interim	2 nd August, 2021	20	2	40,000	2 nd September, 2028
2021-22	Third Interim	3 rd November 2021	20	2	40,000	3 rd December, 2028

12. Shareholders can avail the facility of nomination in respect of Equity Shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to XL Softech Systems Limited, Registrar and Share Transfer Agent of the Company, at 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500 034, Telangana. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

13. Shareholders are requested to send in their queries at least a week in advance to the Ms. Neha Pawar, Company Secretary & Compliance Officer at cdpl.secretarial@godrejcdpl.com to facilitate clarifications during the AGM.

14. Members who would like to express their views or ask questions during the AGM, are requested to contact Ms. Neha Pawar, Company Secretary & Compliance Officer at cdpl.secretarial@godrejcdpl.com.

15. The link for joining the AGM: https://teams.microsoft.com/l/meetup-join/19%3ameeting_OTU3MDc0OTgtMjBIYS00NGFhLTk0OTctODk4OWY0M2E1Mjlm%40tbread.v2/0?context=%7b%22Tid%22%3a%22bfa3dfb0-91d5-4bf7-9a0c-

16. 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 AGM 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.
17. The manner of Voting during the 38th AGM shall be show of hands unless poll is demanded.
18. All Members who join the AGM through VC/OAVM shall be eligible to vote on all the business items, unless interested.
19. The Chairperson of the 38th AGM shall be appointed in accordance with Section 104 of the Act;

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

- a) The facility of participation at the AGM through VC/OAVM will be made available for all the Members of the Company.
- b) The Members can join the AGM in the VC / OAVM mode upto 15 (Fifteen) minutes before and after the scheduled time of commencement of the AGM.
- c) Members are encouraged to join the AGM through laptops for better experience.
- d) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the AGM.
- e) Please note that Members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- f) Members who need assistance before or during the AGM, can contact on cdpl.secretarial@godrejcdpl.com.

INSTRUCTIONS FOR VOTING BY POLL

- Poll, if required, will take place by way of e-mail.
- During the AGM, where a poll on any item is required, the Members shall cast their vote on the resolutions only by sending e-mails through their e-mail addresses which are registered with the Company.
- The said e-mails shall only be sent to cdpl.secretarial@godrejcdpl.com.
- The Chairperson shall regulate the process of poll through e-mail.
- The Company shall maintain the confidentiality of the password and other privacy issues associated with the designated e-mail address at all times.

- Due safeguards with regard to authenticity of email address(es) and other details of the Members shall also be taken by the Company.
- In case the counting of votes requires time, the AGM shall be adjourned and called later to declare the result.

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

Date: 22nd April, 2025
Place: Mumbai

**Neha Pawar
Company Secretary**

ANNEXURE TO THE NOTICE

BRIEF RESUME OF THE DIRECTOR(S) SEEKING RE-APPOINTMENT
AT THE 38TH (THIRTY EIGHTH) AGM OF CREAMLINE DAIRY PRODUCTS LIMITED
PURSUANT TO THE COMPANIES ACT, 2013

1.

Name of the Director	Mr. Nadir B. Godrej
Director Identification Number (DIN)	00066195
Date of Birth	26/08/1951
Age (in Years)	73 Years
Nationality	Indian
Date of Appointment	07/01/2016
Qualification	Master of Science degree in Chemical Engineering from Stanford University and MBA from Harvard Business School
Nature of expertise in specific functional areas	<ul style="list-style-type: none">• Strategy & Business• Industry & Market Expertise• Technology Perspective• Governance, Finance & Risk
Number of Board Meetings attended during the Financial Year 2024-25	4 out of 4
No. of shares held by the Director	Nil
Directorships held in other Companies	<ol style="list-style-type: none">1. Godrej Industries Limited2. Godrej Consumer Products Limited3. Godrej Agrovet Limited4. Godrej Properties Limited5. Astec LifeSciences Limited6. Godrej Foods Limited7. Isprava Vesta Private Limited8. Isprava Hospitality Private Limited
Chairmanships and Memberships of Committees in other companies	Godrej Industries Limited: <ol style="list-style-type: none">1. Member – Stakeholder Relationship Committee2. Chairman – Corporate Social Responsibility

	<p>Committee</p> <p>3. Chairman – Risk Management Committee</p> <p>4. Chairman – Environment, Sustainability and Governance (ESG) Committee</p> <p>Godrej Consumer Products Limited</p> <p>1. Member – Risk Management Committee</p> <p>2. Member – Sustainability Committee</p> <p>3. Chairman – Corporate Social Responsibility Committee.</p> <p>Godrej Agrovet Limited:</p> <p>1. Member – Corporate Social Responsibility Committee</p> <p>2. Chairman – Risk Management Committee</p> <p>3. Chairman – Stakeholders Relationship Committee</p> <p>Godrej Tyson Foods Limited:</p> <p>1. Member – Nomination and Remuneration Committee</p>
Relationships between directors inter-se	Nil
Terms and conditions of appointment / re- appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Terms and conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company; No remuneration is proposed to be paid in the capacity of Non-Executive Director

2.

Name of the Director	Mr. Balram Singh Yadav
Director Identification Number (DIN)	00294803
Date of Birth (DD/MM/YYYY)	15/07/1964
Age	60 Years

Nationality	Indian
Date of Appointment (DD/MM/YYYY)	23/09/2007
Qualification	Bachelor's degree of Science in Agriculture from The Haryana Agricultural University and a Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Ahmedabad
Nature of expertise in specific functional areas	Over 25 years of rich experience in diversified businesses, such as: <ul style="list-style-type: none"> • Animal Feed • Aquafeed • Crop Protection • Oil Palm • Plant Biotech, etc. in the domain of projects, operations, administration, strategy and planning
Number of Board Meetings attended during the Financial Year 2024-25	4 out of 4
No. of Shares held by the Director	Nil
Directorships held in other Companies*	<ol style="list-style-type: none"> 1. Godrej Agrovet Limited 2. Godrej Foods Limited 3. Astec LifeSciences Limited 4. Behram Chemicals Private Limited 5. SEALAC Agro Ventures Limited 6. Poultry and Frozen Food Processors' Association of India 7. ACI Godrej Agrovet Private Limited, Bangladesh 8. DAMS Capital Advisors Limited
Chairmanships and Memberships of Committees in other companies**	Godrej Agrovet Limited: <ol style="list-style-type: none"> 1. Member – Audit Committee 2. Member – Stakeholders' Relationship Committee 3. Member – Risk Management Committee 4. Member – Corporate Social Responsibility Committee 5. Member – Managing Committee

	<p>Godrej Foods Limited:</p> <ol style="list-style-type: none"> 1. Chairman – Corporate Social Responsibility Committee 2. Chairman – Managing Committee 3. Member – Audit Committee <p>Astec LifeSciences Limited:</p> <ol style="list-style-type: none"> 1. Chairman – Stakeholders’ Relationship Committee 2. Chairman – Managing Committee 3. Member – Risk Management Committee 4. Member – Corporate Social Responsibility Committee 5. Member – Nomination and Remuneration Committee
Relationships between Directors <i>inter-se</i>	Nil
Terms and conditions of Appointment / Re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Terms and conditions of appointment or reappointment are as per the Nomination and Remuneration Policy of the Company; No remuneration is proposed to be paid in the capacity of Non-Executive Director

*Includes names of Public Companies in which the person holds directorship.

**The directorship, Committee memberships and Chairmanships do not include positions in foreign companies and private companies and position in companies under Section 8 of the Companies Act, 2013.

EXPLANTORY STATEMENT
TO THE NOTICE OF THE 38TH (THIRTY-EIGHTH) ANNUAL GENERAL MEETING
OF CREAMLINE DAIRY PRODUCTS LIMITED
PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement in terms of the provisions of Section 102(1) of the Companies Act, 2013 (“**the Act**”), sets out all material facts relating to the Special Business at Item No. 4 mentioned in the accompanying Notice for convening the **38th (Thirty-Eight) Annual General Meeting of Creamline Dairy Products Limited on Friday, 25th July, 2025 at 12.15 p.m. (IST)**:

ITEM NO. 4:

The Board of Directors of the Company, based on the recommendation of the Audit Committee, at its Meeting held on 22nd April, 2025, has appointed M/s. S. R. and Associates, Cost Accountants, Mumbai (Firm Registration No.: 0540), as the “Cost Auditors” of the Company for the Financial Year 2025-26, pursuant to Section 148 and other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs.80,000/- (Rupees Eighty Thousand Only) per annum, exclusive of applicable tax(es) and reimbursement of out-of-pocket expenses at actuals, if any, payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, shall require subsequent ratification by the Shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No. 4.

The Board recommends the **Ordinary Resolution** set forth in Item No. 4 for approval of the Shareholders.

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

Date: 22nd April, 2025
Place: Mumbai

Neha Pawar
Company Secretary