



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, 9TH DECEMBER, 2025 at 2.00 P.M. (IST) THROUGH VIDEO CONFERENCING**, to transact the following business:

SPECIAL BUSINESS:

1. **Appointment of Mr. Sunil Kataria as a “Non-Executive, Non-Independent Director” of the Company, liable to retire by rotation:**

To consider and appoint Mr. Sunil Kataria [Director Identification Number (DIN): 06863609], Additional Director as a “Non-Executive, Non-Independent Director” of the Company, liable to retire by rotation, and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Sunil Kataria [Director Identification Number (DIN): 06863609, who has been appointed as an “Additional, Non-Executive, Non-Independent Director” by the Board of Directors pursuant to Section 161 of the Act with effect from 25th July, 2025, be and is hereby appointed as a “Non-Executive, Non-Independent Director” of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such act(s), deed(s), matter(s) and thing(s) as may be incidental thereto.”

2. **Appointment of Ms. Anjali Gupte as an “Independent Director” of the Company to hold office for a term of 5 (five) years from 11th September, 2025 upto 10th September, 2030:**

To consider and appoint Ms. Anjali Gupte [Director Identification Number (DIN): 00104884] as an “Independent Director” of the Company for a term of 5 (five) years commencing from 11th September, 2025 upto 10th September, 2030, and if thought fit, to pass the following resolution as a **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the applicable provisions of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and such other Rules framed under the Act as may be applicable, including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force, **Ms. Anjali Gupte** [Director Identification Number (DIN): 00104884], who meets the criteria for Independence as provided in Section 149(6) of the Act read along with the Rules framed thereunder, be and is hereby appointed as an “**Independent Director**” of the Company not liable to retire by rotation, for a term of 5 (five) years commencing from 11th September, 2025 upto 10th September, 2030.”

“**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to

give effect to this resolution and to do all such act(s), deed(s), matter(s) and thing(s) as may be incidental thereto.”

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

Sd/-
S. Varadaraj
Director
(DIN: 00323436)

Date: 28th October, 2025
Place: Mumbai

NOTES:

1. The Ministry of Corporate Affairs has, vide its various Circulars, including the latest General Circular dated 22nd September, 2025 (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 No. 1 and Item No. 2 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 and s.varadaraj@godrejagrovvet.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 and s.varadaraj@godrejagrovvet.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 and s.varadaraj@godrejagrovvet.com
10. The link for joining the Meeting is given below:
https://teams.microsoft.com/l/meetup-join/19%3ameeting_NTkyZDgzNzktZjBlYy00ZTU2LWJkZjEtMDBhZDFhYzBlOWZj%40thread.v2/0?context=%7b%22Tid%22%3a%22bfa3dfb0-91d5-4bf7-9a0c-fbf6ff337187%22%2c%22Oid%22%3a%22a9c50688-8781-455a-bed6-4eadb29f7260%22%7d
11. 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.
12. Manner of voting during the EGM shall be show of hands unless poll is demanded.

13. 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:

- a) The facility of participation at the EGM through VC 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 and s.varadaraj@godrejagrovvet.com

B. INSTRUCTIONS FOR VOTING BY POLL:

- a) Poll will take place by way of e-mail.
- 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 and s.varadaraj@godrejagrovvet.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/-
S. Varadaraj
Director
(DIN: 00323436)

Date: 28th October, 2025
Place: Mumbai

EXPLANATORY 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, 9th December, 2025 at 2.00 p.m. (IST)** through **Video Conferencing**:

ORDINARY RESOLUTION UNDER ITEM NO. 1:

Appointment of Mr. Sunil Kataria as a “Non-Executive, Non-Independent Director” of the Company, liable to retire by rotation:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Sunil Kataria [Director Identification Number (DIN): 06863609] as an “Additional, Non-Executive, Non-Independent Director” of the Company with effect from 25th July, 2025.

In terms of the said provisions, Mr. Sunil Kataria shall hold office as an “Additional, Non-Executive, Non-Independent Director” up to the date of the next Annual General Meeting (“AGM”) of the Company and is eligible to be appointed as a Director at that Meeting. However, since the Board considered it appropriate not to wait until the next AGM, the Board of Directors, at its Meeting held on 28th October, 2025, decided to convene an Extraordinary General Meeting (“EGM”) to seek the approval of the Shareholders for the regularization of Mr. Sunil Kataria as a “Non-Executive, Non-Independent Director” of the Company, liable to retire by rotation.

Therefore, approval of the Shareholders is sought for the appointment of Mr. Sunil Kataria as a “Non-Executive, Non-Independent Director” of the Company, liable to retire by rotation, through Postal Ballot involving e-voting process.

The Company has received a declaration from Mr. Sunil Kataria confirming that he is not disqualified from being appointed as a “Director” in terms of Section 164 of the Companies Act, 2013.

A brief profile / resume of Mr. Sunil Kataria as required in terms of Secretarial Standards – 2 on “General Meetings” (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided elsewhere in this Notice.

As per the skills matrix of Mr. Sunil Kataria, he possesses expertise / skills in the following areas:

- Strategy and Business
- Industry Expertise
- Market Expertise
- People and Talent Understanding
- Governance, Finance & Risk
- Diversity of Perspective

The terms and conditions of appointment of Mr. Sunil Kataria will be available for inspection through electronic mode on the basis of request being sent on cdpl.secretarial@godrejcdpl.com and s.varadaraj@godrejagrovvet.com till the conclusion of the Extra-Ordinary General Meeting, without any fee.

Mr. Sunil Kataria is not related to any Director on the Board of the Company.

Except Mr. Sunil Kataria and his relatives, none of the other Directors or Key Managerial Personnel or their relatives are in any way, whether financially or otherwise, concerned or interested in the Resolution as set out in Item No. 1.

The Board, therefore, recommends the **Ordinary Resolution** set forth in **Item No. 1** for approval of the Shareholders.

ORDINARY RESOLUTION UNDER ITEM NO. 2:

Appointment of Ms. Anjali Gupte as an “Independent Director” of the Company to hold office for a term of 5 (five) years from 11th September, 2025 upto 10th September, 2030:

In accordance with the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation made by the Nomination and Remuneration Committee, the Board of Directors granted approval for the appointment of Ms. Anjali Gupte [Director Identification Number (DIN): 00104884] as a “Non-Executive & Independent Director” of the Company for a term of 5 (five) years from 11th September, 2025 upto 10th September, 2030, subject to approval of the Shareholders of the Company.

The Company has received the consent from Ms. Anjali Gupte as required under the provisions of Section 149(6) of the Act and the Rules framed thereunder and also declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that she satisfies the requirements for being considered as an “Independent Director” under the Act.

In the opinion of the Board of Directors and the Nomination and Remuneration Committee, Ms. Anjali Gupte fulfils the criteria of Independence as specified under Section 149(6) of the Act and the Rules framed thereunder, as amended from time to time.

A brief profile / resume of Ms. Anjali Gupte in terms of Secretarial Standards – 2 on “General Meetings” (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided elsewhere in this Notice.

As per the skills matrix of Ms. Anjali Gupte, she possesses expertise / skills in the following areas:

- Strategy and Business
- Governance, Finance & Risk
- People and Talent Understanding
- Diversity of Perspective

The terms and conditions of re-appointment of Ms. Anjali Gupte will be available for inspection through electronic mode on the basis of request being sent on cdpl.secretarial@godrejcdpl.com and s.varadaraj@godrejagrovvet.com till the conclusion of the Extra-Ordinary General Meeting, without any fee.

Ms. Anjali Gupte is not related to any Director on the Board of the Company.

Except Ms. Anjali Gupte and her relatives, none of the other Directors or Key Managerial Personnel or their relatives are in any way, whether financially or otherwise, concerned or interested in the Resolution as set out in Item No. 2.

The Board, based on the recommendation of the Nomination and Remuneration Committee, recommends the **Ordinary Resolution** set forth in **Item No. 2** for approval of the Shareholders.

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

Sd/-
S. Varadaraj
Director
(DIN: 00323436)

Date: 28th October, 2025
Place: Mumbai

**Brief Resume of Directors seeking Appointment pursuant to the
Notice of the Extraordinary General Meeting (EGM)**

Name of Director	Mr. Sunil Kataria	Ms. Anjali Gupte
Director Identification Number (DIN)	06863609	00104884
Date of Birth (DD/MM/YYYY)	07/05/1968	03/09/1970
Age (in years)	57	55
Nationality	Indian	Indian
Date of Appointment (DD/MM/YYYY)	25/07/2025	11/09/2025
Tenure on the Board	Approx. 3 months	Approx. 2 months
Percentage of Shareholding in the Company	Nil	Nil
Qualification	Graduate in Economics from Delhi University; MBA in Marketing from IMT Ghaziabad	B. Com. Graduate, Chartered Accountant & Cost Accountant
Nature of Expertise in Specific Functional Area / Skills Possessed	• Strategy and Business • Industry Expertise • Market Expertise • People and Talent Understanding • Governance, Finance & Risk • Diversity of Perspective	• Strategy and Business • Governance, Finance & Risk • People and Talent Understanding • Diversity of Perspective
Number of Board Meetings attended	2024-25: Not Applicable 2025-26: 2 out of 2 (till date)	2024-25: Not Applicable 2025-26: 1 out of 1 (till date)
Directorships in other Listed Companies*	1. Godrej Agrovet Limited 2. Astec LifeSciences Limited	1. John Cockerill India Limited 2. Astec LifeSciences Limited
Directorships in other Companies (Excluding Listed Entities, Foreign Companies and Section 8 Companies)	1. Godrej Foods Limited 2. Behram Chemicals Private Limited 3. SEALAC Agro Ventures Limited 4. Poultry and Frozen Food Processors' Association of India 5. The Indian Society of Advertisers	1. Godrej Foods Limited

Chairmanships / Membership of Committees in other Companies**	<u>Godrej Agrovet Limited:</u> 1. Audit Committee (Member) 2. Corporate Social Responsibility Committee (Member) 3. Risk Management Committee (Member) 4. Stakeholders' Relationship Committee (Member) 5. Managing Committee (Member) <u>Astec LifeSciences Limited:</u> 1. Nomination and Remuneration Committee (Member) 2. Stakeholder Relationship Committee (Chairman) 3. Corporate Social Responsibility Committee (Member) 4. Risk Management Committee (Member) <u>Godrej Foods Limited:</u> 1. Audit Committee (Member) 2. Corporate Social Responsibility Committee (Chairman) 3. Managing Committee (Chairman) <u>Creamline Dairy Products Limited:</u> 1. Corporate Social Responsibility Committee (Member) 2. Nomination and Remuneration Committee (Member) 3. Management Committee (Member)	<u>John Cockerill India Limited:</u> 1. Audit Committee (Chairperson) 2. Stakeholders' Relationship Committee (Member) 3. Risk Management Committee (Member) <u>Astec LifeSciences Limited</u> 1. Audit Committee (Member) 2. Nomination and Remuneration Committee (Member) <u>Godrej Foods Limited:</u> 1. Audit Committee (Chairperson) 2. Corporate Social Responsibility Committee (Member) 3. Nomination and Remuneration Committee (Member)
Names of Listed Entities from which the Director has resigned in the past 3 (Three) years	Raymond LifeStyle Limited	Nil
Relationships between Directors of the Company <i>inter-se</i>	Not Applicable	Not Applicable

Brief Profile / Resume of the Director	Mr. Sunil Kataria is currently the Chief Executive Officer & Managing Director – Designate of Godrej Agrovet Limited (Holding Company). Mr. Sunil Kataria is a seasoned business leader with over thirty years of rich experience in the CPG, telecom, and retail sectors. He has a proven track record of leading large-scale business transformations and building future-ready organizations. He is also an expert in sales, marketing, business strategy, and organizational leadership. Mr. Sunil Kataria previously served as the Managing Director of Raymond Lifestyle Limited (RLL), overseeing a diverse portfolio of six businesses. Before joining Raymond, he spent 11 successful years at Godrej Consumer Products Limited (GCPL), as CEO of the India & SAARC cluster from 2015 to 2022. He began his career at Marico, where he spent over a decade honing his skills in marketing and sales. His industry contributions also include serving as Chairman of the Indian Society of Advertisers and holding board positions at the Broadcasting Audience Research Committee (BARC) and Advertising Standards Council of India (ASCI). Mr. Sunil Kataria has been recognised among India's top business leaders and is a firm believer in 'possibility thinking', seamlessly blending strategic vision with flawless execution.	Ms. Anjali Gupte holds a Bachelor's degree in Commerce and is a qualified Chartered Accountant & Cost Accountant. Ms. Anjali Gupte has over 30 years of experience, having handled various functions in Finance across a varied range of industries, including Media, Financial Services, Manufacturing and Real Estate. Key areas of expertise include strategic business partnering, financial reporting, controllership, mergers and acquisitions, due diligence, business integration and reorganising business for growth and compliance. In her recent assignments, Ms. Gupte was Director and Group Chief Financial Officer for Havas Group, India (2021-2023) and as Chief Financial Officer, South Asia for Grey Worldwide (2016-2021). Prior to this, she was the Head of Finance, South Asia & Director for Thomson Reuters India Private Limited (2008-2014) and Finance Manager, South Asia & Director at Reuters India (1998-2008). Ms. Gupte worked as a Finance Manager in Godrej Properties & Investment Limited (1995-1997) and as a Finance Executive in Gujarat Godrej Innovative Chemicals Limited (1993-1995).
Terms and Conditions of Appointment / Re-appointment	The terms and conditions of re-appointment of Mr. Sunil Kataria will be available for inspection through electronic mode on the basis of request being sent on cdpl.secretarial@godrejcdpl.com and s.varadaraj@godrejagrovvet.com.	The terms and conditions of re-appointment of Ms. Anjali Gupte will be available for inspection through electronic mode on the basis of request being sent on cdpl.secretarial@godrejcdpl.com and s.varadaraj@godrejagrovvet.com.
Last Drawn Remuneration	Not Applicable (Not in receipt of remuneration)	Not Applicable (Only in receipt of sitting fees)

(*) To include names of other Public Companies in which the person holds Directorship.

(**) To include names of other Public Companies in which the person holds Chairmanship and Membership of Committees of the Board of Directors.