

FORM NO PAS-4**Part - A****PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER****1. GENERAL INFORMATION**

Name of Company	DODLA DAIRY LIMITED				
Address of Company	Plot No. 8-2-293/82/A/270-Q, Road No 10-C, Jubilee hills, Hyderabad, Telangana-500033 India.				
Corporate Office of the Company	Plot No. 8-2-293/82/A/270-Q, Road No 10-C, Jubilee hills, Hyderabad, Telangana-500033 India				
EMAIL ID of the Company	mail@dodladairy.com				
Contact No. of Company	040-45467777				
Website of the Company	https://www.dodladairy.com/				
<i>The above details are same for both registered office and corporate office of the company</i>					
Date of incorporation of the company	15/05/1995				
Business carried on by the company and its subsidiaries	Enclosed in Annexure I				
Management of the company	As mentioned below				
Details of Directors of Company	S.No	Name	Address	DIN	Occupation
	1	RAMAN TALLAM PURANAM	C-3, ASHREYA, NO-11, RAMAN STREET T NAGAR CHENNAI-600017, TAMIL NADU, INDIA	00320782	RETIRED PROFESSIONAL
	2	SESHA REDDY DODLA	NO-2, BISHOP WALLERS AVENUE WEST, MYLAPORE CHENNAI-600004, TAMIL NADU, INDIA	00520448	BUSINESS
	3	MIRCHANDANI KISHORE	450 ALTON ROAD, APT 3506 MIAMI, BEACH FLORIDA FLORIDA-33139, US	00739535	BUSINESS
	4	SUNIL REDDY DODLA	8-2-696/697 G 04/05 LA CREATIVE	00794889	BUSINESS

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

			HEIGHTS ROAD NO 12, BANJARA HILLS, HYDERABAD - 500034, TELANGANA, INDIA.		
	5	RAMPRAVEEN SWAMINATHAN	FL NO-C-1, 1ST FLOOR, MEENAKSHI TRIDENT TOWERS, NEAR RAHEJA MINDSPACE CIRCLE, GACHIBOWLI, HYDERABAD - 500032, TELANGANA, INDIA.	0130068 2	SERVICE
	6	AKSHAY TANNA	A/72, DARSHAN APTS, MOUNT PLEASANT ROAD, MALABAR HILL, NR CHIEF MINISTERS BUNGALOW, MUMBAI MUMBAI- 400006, MAHARASHTRA, INDIA	0296702 1	PROFESSION AL
	7	DIVYA PONNAVOLU	23784 HOPEWELL MANOR TER ASHBURN VA 20148 US	0515835 2	BUSINESS
	8	AMBAVARAM MADHUSUDHAN A REDDY	10-3-32/9/29/B, EAST MAREDPALLY, NEAR OBC SECUNDERABAD HYDERABAD 500026 TELANGANA, INDIA	0812638 0	PROFESSION AL
Management's perception of risk factors	Nil				
Details of default	Amount	NIL			
	Duration	NA			
	Present Status (Repayment)	Statutory dues	Debentures and interest thereon	Deposits and interest thereon	Loan from any bank or PFI & interest thereon

		NIL	NIL	NIL	NIL
Details of Compliance Officer	Name	Address	Designation	Phone No.	Email Id
	Ruchita Malpani	Plot No. 8-2-293/82/A/270-Q, Road No 10-C, Jubilee hills, Hyderabad, Telangana-500033 India	Company Secretary and Compliance Officer	9100038422	ruchita@dodl adairy.com
Default in Annual Filing of the Company	NIL				

2. PARTICULARS OF THE OFFER

Financial Position of the Company for last 3 Financial Years	Enclosed in the <i>Annexure - II</i>	
Date of passing of board resolution	6.02.2019	
Date of passing resolution in general meeting, authorizing offer of securities	6.02.2019	
Class of security offered	Shares	Nil
	Debentures	5,50,000 unlisted, secured redeemable non-convertible debentures
Price at which the security is being offered	Face Value	INR 1000
	Discount	N.A
	Premium	N.A
	Total(Justification)	INR 55,00,00,000
Details of Valuer	Name	N.A
	Address	N.A
Relevant Date with reference to which price has been arrived at		NA
Class and Classes of Person to whom the allotment is proposed to be made.		Multilateral Financial Institution
Proposed time within which the allotment shall be completed	Issue Opening Date: February 20, 2019	

	Issue Closing Date: February 28, 2019	
Name of the proposed allottee and % of Post private placement capital that may be held by them		International Finance Corporation No change in post private placement capital post issuance of debentures
The Change in control, if any in the company that would occur consequent to the private placement		No change
Number of Person to whom the allotment on preferential basis / private placement/ rights issue has already been made during the year in terms of securities as well as price	As specified in the bonus issuance under "Financial Position of the Company"	
The Justification for the Allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer		NA
Amount to be raised by offer of securites	INR 55,00,00,000	
Terms of raising securities	Duration	March 15, 2027 or till such time as debenture holders are repaid in full Early Redemption shall not take place prior to 1 year from issuance
	Rate of Interest	Fixed interest rate of 9.245%, subject to adjustments as agreed between the Company and IDBI Trusteeship Services Limited (i.e. Debenture Trustee, acting for the benefit of the proposed debentureholder i.e. International Finance Corporation)
	Mode of payment(repayment)	Banking Channels
Validity of Letter of Offer(Period)/Proposed time schedule for which the private placement cum offer letter is valid	Issue Opening Date: February 20, 2019 Issue Closing Date: February 28, 2019	

Purpose & objects of the offer	<p>(a) To finance the purchase of the dairy business of the Target Company by way of a business transfer on a going concern basis; and</p> <p>(b) Towards meeting the general capital expenditure and working capital requirements of the Issuer, in accordance with the financial plan and applicable Law</p> <p>(c) The end use of the proceeds of this issuance will not be utilized for investment in real estate business, capital markets, purchase of land or any other restricted purposes under guidelines issued by the RBI and SEBI.</p>
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	N. A
Principle terms of assets charged as security	<ol style="list-style-type: none"> 1. Sole First charge on all fixed, movable and immovable the dairy plants of the company situated at Nellore, palamneru and Indragi. 2. Second Charge on all (present and future) Current Assets of the company. 3. Such other security as may be agreed between trustee and company 4. The debentures and repayment obligations are also guaranteed by a personal guarantee provided by Mr. Dodla Sunil Reddy
Details of Significant and material order passed by the regulators, Courts and Tribunals impacting the going concern status of the company and its future operation.	None

The pre-issue and post issue shareholding pattern of the company in the following format

Sl.NO.	Category	Pre-Issue		Post Issue	
		No. of Share held	% of Share holding	No. of Share held	% of Share holding
A.	Promoter holding				
1	Indian				

	Individual	406,40,557	73.01	406,40,557	73.01
	Bodies Corporate	15,031,434	26.9%	15,031,434	26.9%
	Sub –Total	55,671,991	100.00	55,671,991	100.00
2	Foreign Promoters				
	Sub-Total (A)				
B.	Non- Promoters Holding				
1.	Institutional Investor				
2.	Non Institutional Investors				
	Private Corporate Bodies				
	Directors and relatives				
	Indian Public				
	Others (Including Non- Resident) Indians (NRIs)				
	Sub- Total (B)				
	GRAND TOTAL	55,671,991	100.00	55,671,991	100.00

3. Mode of Payment for Subscription:

1. Cheque
2. Demand Draft
3. Other Banking Channel

Bank Account Details: ICICI-CMS-BANK ACCOUNT DETAILS

NAME	DODLA DAIRY LIMITED
ACCOUNT NUMBER	000805013023
IFSC CODE	ICIC0000008
BRANCH	KHAIRATABAD
BANK NAME	ICICI BANK LIMITED

4. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

i. Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons. None

ii. Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer cum application letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed. **(Enclosed in Annexure III)**

iii. Remuneration of directors (during the current year and last three financial years); (**Enclosed in Annexure IV**)

iv. Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer cum application letter including with regard to loans made or, guarantees given or securities provided. (**Enclosed in Annexure V**)

v. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer cum application letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark: None

vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also, if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer cum application letter and if so, section-wise details thereof for the company and all of its subsidiaries. None

vii. Details of acts of material frauds committed against the company in the last three years, if any and if so, the action taken by the company. None

FINANCIAL POSITION OF THE COMPANY

(a) Capital structure of the company

Particulars	Number of Securities	Description	Aggregate Nominal Value
Authorized Capital	7,50,00,000 Seven Crore Fifty Lac Only	Equity Shares Face Value- 10Rs Only	Rs. 75,00,00,000 Seventy-Five Crore Only
Issued Capital	5,56,71,991 Only Five Crore Fifty-Six Lac Seventy-One Thousand Nine Hundred and Ninety-one.	Equity Shares Face Value- 10Rs Only	Rs. 55,67,19,910 Fifty-Five Crore Sixty-Seven Lac Nineteen Thousand Nine Hundred and Ten Only.
Subscribed Capital	5,56,71,991 Only Five Crore Fifty-Six Lac Seventy-One Thousand Nine Hundred and Ninety-one.	Equity Shares Face Value- 10Rs Only	Rs. 55,67,19,910 Fifty-Five Crore Sixty-Seven Lac Nineteen Thousand Nine Hundred and Ten Only.
Paid up Capital	5,56,71,991 Only Five Crore Fifty-Six Lac Seventy-One Thousand Nine Hundred and Ninety-one.	Equity Shares Face Value- 10Rs Only	Rs. 55,67,19,910 Fifty-Five Crore Sixty-Seven Lac Nineteen Thousand Nine Hundred and Ten Only.
Size of the present offer	INR 55,00,00,000		

Paid up Capital	After the Offer		Rs. 5,56,71,9910		
	After Conversion of Convertible instruments (if applicable)		Not Applicable		
Share premium account	Before the Offer		Nil		
	After the Offer		Nil		
Details of the existing share capital of Company	Date of allotment	Number of shares allotted	Face Value of shares allotted	Price	Form of Consideration
	17.07.2018	5,56,71,991	10	5,56,71,9910	Cheque
	Total	5,56,71,991	10	5,56,71,9910	

Number and Price at which each of the allotments were made in the last 1 (one) year: are as follows preceding the date of the private placement offer cum application letter separately indicating the allotments made for considerations other than cash and the details of the consideration in each case:

S.NO	SHAREHOLDERS	NO. OF SHARES (PRE-BONUS ISSUE)	NO. OF SHARES ALLOTTED	NO. OF SHARES (POST BONUS ISSUE)
1.	DODLA SUNIL REDDY	991,544	1,58,64,704	1,68,56,248
2.	TPG DODLA DAIRY HOLDINGS PTE. LTD.	884,202	1,41,47,232	1,50,31,434
3.	DODLA SUNIL REDDY	832,124	1,33,13,984	1,41,46,108
4.	DEEPA REDDY DODLA	461,501	73,84,016	78,45,517
5.	B V K REDDY	39,953	6,39,248	6,79,201
6.	SUREKHAREDDY BOMNIREDDY	32,749	5,23,984	5,56,733
7.	SESHA REDDY DODLA	32,748	5,23,968	5,56,716
8.	DODLA GIRIJA REDDY	1	16	17
9.	DODLA SUBBAREDDY	1	16	17
Total		3,274,823	5,23,97,168	5,56,71,991

(b) Others

(Rs. in Millions)				
Profits before and after making provision for tax	Details	Preceding 2018	Preceding 2017	Preceding 2016
	PBT	752.51	682.02	744.09
	Dividend	Rs. 0.00	Rs. 0.00	Rs. 0.00
Dividends declared by	ICR	None	None	None

the company				
Interest Coverage Ratio (Cash profit after tax plus interest paid)	Cash Profit	505.63	458.8	359.27

Summary of the financial position of the company as in the last 3 (three) audited balance sheets immediately preceding the date of issue of the private placement offer cum application letter (Enclosed as Annexure II)

(c) Audited cash flow statement for the 3 (three) years immediately preceding the date of issue of the private placement cum offer letter (Enclosed as Annexure II)

(d) Any change in accounting policies during the last 3 years and their effect on the profits and the reserves of the company No Change in the Accounting Policy.

BALANCE SHEET

PARTICULARS	Preceding Year 2018	Preceding Year 2017	Preceding Year 2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	32.75	32.75	32.75
(b) Reserves and Surplus			
(c) Money received against share warrants			
(2) Share Application Money Pending Allotment			
(3) Non- Current Liabilities			
(a) Long Term Borrowings	222.50	315.00	323.79
(b) Deferred Tax Liability	208.52	130.75	91.62
(4) Current Liabilities			
(a) Short-term borrowings	943.13	968.37	707.27
(b) Trade payables	592.52	486.38	423.53
(c) Other Current Liabilities	43.83	40.68	33.90
(d) Short-term provisions	16.15	8.38	5.59
Total	6007.44	5308.24	4383.03
II.Assets			
(1) Non-current assets			
(a) Fixed Assets			
- Property, plant and Equipment	2937.77	2315.19	1585.54
- Capital Work in Progress	150.10	298.82	351.66
- Intangible Assets	6.07	2.83	1.78
(b) Non Current Investment	478.94	407.84	340.07

(c) Long Term Loans & Advances	147.07	205.93	38.22
(d) Deffered Tax Assest			
(e) Other Non Current Asset	81.04	136.68	331.11
(2) Current assets			
(a) Current investments	598.49	683.54	637.10
(b) Inventories	1295.79	828.18	891.49
(c) Trade receivables	19.35	5.26	5.07
(d) Cash & Cash Equivalent	110.98	69.37	91.85
(e) Short-term loans and advances	67.00	12.50	12.50
(f) Other Current Asset	81.04	136.68	331.11
Total	6007.44	5308.24	4383.03

APPLICATION FORM

Dodla Dairy Limited

A company incorporated under the Companies Act, 1956 and validly existing under the Companies Act, 2013

DEBENTURE APPLICATION FORM SERIAL NO.	0	0	0	0	0	0	0	0	1
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UNLISTED, SECURED and REDEEMABLE NON CONVERTIBLE DEBENTURES EACH OF FACE VALUE OF INR 1,000/- (RUPEES ONE THOUSAND ONLY) EACH AGGREGATING UPTO INR 55,00,00,000/- (RUPEES FIVE HUNDRED AND FIFTY MILLION ONLY), FULLY PAID UP FOR CASH AT PAR TO THE FACE VALUE

DEBENTURE APPLIED FOR:

Number of Debentures 5,50,000 In words Five Hundred and Fifty Thousand Only

Amount Rs. 55,00,00,000 in words Rupees Five hundred and fifty million Only

DETAILS OF PAYMENT:

Cheque / Demand Draft / RTGS/Wire Transfer


Bank Name	ICICI Bank Limited				
Branch	Khairatbad				
City	Hyderabad				
Account Number	000805013023				
RTGS /IFSC Code	ICIC0000008				
Type of Account	<input type="checkbox"/> Savings	<input checked="" type="checkbox"/> Current	<input type="checkbox"/> Others		

(In Figures) INR 55,00,00,000 (In words) Indian Rupees Five hundred and fifty million Only

[illegible]

ADDRESS		2	1	2	1		P	E	N	N	S	Y	L	V	A	N	I	A					
STREET		A	V	E	N	U	E		N	W													
CITY		W	A	S	H	I	N	G	T	O	N		D	C									
PIN	2	0	4	3	3	PHONE								FAX									

We have read and understood the Terms and Conditions of the issue of Debentures in the Private Placement Offer Letter and have considered these in making our decision to apply. We wish to apply for allotment of these Debentures. We request you to please place our name(s) on the Register of Holders.

Name of the Authorised Signatory(ies)	Designation	Signature
Prasad Gopalan	Manager	

We the undersigned, are agreeable to holding the Debentures of the Company in dematerialised form. Details of my/our Beneficial Owner Account are given below:

DEPOSITORY	NSDL () CDSL ()
DEPOSITORY PARTICIPANT NAME	CITIBANK N.A.
DP-ID	IN300054
CLIENT ID	10060393
BENEFICIARY ACCOUNT NUMBER	20223006
NAME OF THE APPLICANT(S)	International Finance Corporation

Applicant Bank Account :	Wire-Transfer
(Settlement by way of Cheque / Demand Draft / Pay Order / Direct Credit / ECS / NEFT/RTGS/other permitted mechanisms)	

FOR OFFICE USE ONLY

DATE OF RECEIPT _____ DATE OF CLEARANCE _____

(Note: Cheque and Drafts are subject to realisation)

Applicant's Signature: _____

Name: _____

Designation: _____

FOR OFFICE USE ONLY

DATE OF RECEIPT _____ DATE OF CLEARANCE _____

(Note: Cheque and Drafts are subject to realisation)

(TEAR HERE)

[*] ACKNOWLEDGMENT SLIP

(To be filled in by Applicant) SERIAL NO. 0000000001

Received from _____

Address _____

Cheque/Draft/UITR # _____ Drawn on _____ for Rs. _____
on account of application of _____ Debenture

5. A DECLARATION BY THE DIRECTORS

- a. The company has complied with the provisions of the Companies, 2013 and the rules made there under;
- b. The compliance with the said Act and the rules do not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
- c. The monies received under the offer shall be used only for the purposes and objects indicated in the private placement Offer cum application letter;

I am authorized by the Board of Directors of the Company vide resolution number 04 06.02.2019 dated to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made there under in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form

Date: 20 February 2019
Place: Hyderabad



S. S. Reddy

Dodla Sunil Reddy
DIN :- 00794889

Attachments: -

- Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter
- Copy of board resolution
- Copy of shareholders resolution
- Copy of Optional attachments, if any

Annexure I

Dodla Dairy Limited is a public limited company having its registered and corporate office at Hyderabad City of Telangana State in India. The company was incorporated in the year 1995 and production commenced in 1997. Currently, our procurement is centred in 4 states and our products are available for purchase in 9 states. We have 80 milk chilling centres. Currently our Company is having 18 branch offices in 4 states.

Our product portfolio consists of Milk, Butter, Ghee, Paneer, Curd, Flsavourd Milk, Doodh Peda, Ice Cream and Skimmed Milk Powder. These products are conveniently packed to suit various needs of its consumers.

Details of Subsidiary:

S. No	Name of the Company	Particulars of Company
1.	Dodla Holdings Pte Ltd. (DHPL)	<p>Dodla Holdings Pte Ltd. was incorporated on 20 June 2014 as a wholly owned subsidiary of Dodla Dairy Limited with a view towards overseas expansion. The office is located at 1 Robinson Road, #17-00 AIA Towers, Singapore.</p> <p>DHPL is primarily engaged in investment activities and acts as an investment holding company for our Company.</p>
2.	Lakeside Dairy Limited	<p>Lakeside Dairy Limited was incorporated on 15 July 2014 to acquire the business of Hillside Dairy & Agriculture Ltd. and to carry on with the business of Dairy and Agriculture. It is a wholly owned subsidiary of Dodla Holdings Pte Ltd, Singapore. The processing unit is located at Mbarara and the sales depot is in Kampala.</p>
3.	Dodla Dairy Kenya Limited	<p>Dodla Dairy Kenya Limited was incorporated on May 24, 2017 as a private limited under the Companies Act, 2015 in the Republic of Kenya. It has its registered office at Avocado Towers, LR No. 209/1907, Muthithi Road, P. O. Box 45669 - 00100 - G.P.O Nairobi.</p> <p>Dodla Dairy Kenya Limited is primarily engaged in trading of dairy product in Kenya.</p>

Annexure III : (Enclosed in Attachment)

Annexure IV : (Enclosed in attachment)

Annexure V : (Enclosed in attachment)