

To

**BSE Limited**

Corporate Relationship Department

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai- 400001

**Scrip Code: 524202**

**Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015  
(Listing Regulations)**

Dear Sir / Madam,

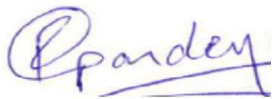
**Sub: Disclosure of voting results of the 31<sup>st</sup> Annual General Meeting (AGM) of the Company along  
with the Scrutinizers Report**

We wish to inform you that the 31<sup>st</sup> Annual General Meeting (AGM) of the members of Lactose (India) Limited was held on Friday, 17<sup>th</sup> June, 2022 commenced at 12:00 noon through Video Conferencing/ Other Audio-Visual Means, where all the resolutions as set out in the Notice convening the said AGM have been transacted and passed with requisite majority by the members.

Pursuant to Regulation 30 and 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the consolidated results of remote e-voting and e-voting at the AGM, as "Annexure A" along with the consolidated Scrutinizer's Report attached as "Annexure B".

Kindly take the same on record.

**For Lactose (India) Limited**



**Ritesh Pandey**

**Company Secretary & Compliance Officer**

**Membership No. A45942**

**Date: 20<sup>th</sup> June, 2022**

**Place: Mumbai**

**DISCLOSURE OF VOTING RESULTS AT 31<sup>st</sup> AGM  
(AS PER REGULATION 44(3) of LISTING REGULATIONS)**

Date of AGM	17 <sup>th</sup> June, 2022
Record date for voting	10 <sup>th</sup> June, 2022
Total no. of shareholders as on Book closure date/record date	15876
<b>No. of Members present in the meeting either in person or through proxy</b>	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable
<b>No. of Members attended the meeting through Video Conferencing</b>	
Promoters & Promoter Group	05
Public	43

**Agenda wise disclosure:**

**Agenda-1**

<b>Resolution required (Ordinary / Special)</b>		<b>Ordinary Resolution:</b> To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2022, the Reports of the Board of Directors and Auditors thereon.						
<b>Whether promoter / promoter group are interested in the agenda/resolution?</b>		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-voting</b>	5619425	3906294	69.51	3906294	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		<b>5619425</b>	<b>3906294</b>	<b>69.51</b>	<b>3906294</b>	<b>0</b>	<b>100</b>
<b>Public Institutions</b>	<b>E-voting</b>	77920	0	0	0	0	0	0
	<b>Poll*</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		<b>77920</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public- Non Institutions</b>	<b>E-voting</b>	5739655	652140	11.36	652038	102	99.98	0.02
	<b>Poll*</b>		0	0	0	0	0	0
	<b>Postal</b>		0	0	0	0	0	0



LACTOSE (INDIA) LIMITED  
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	Ballot (if applicable)							
	Total	5739655	652140	11.36	652038	102	99.98	0.02
Total		11437000	4558434	39.86	4558332	102	100	0

# Shareholding as on 09<sup>th</sup> June, 2022

\*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



**Agenda-2**

<b>Resolution required (Ordinary / Special)</b>			<b>Ordinary Resolution:-</b> To appoint a director in place of Mrs. Sangita Maheshwari (DIN: 00369898), who retire by rotation, and offers himself for re-appointment					
<b>Whether promoter / promoter group are interested in the agenda/resolution?</b>			No					
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-voting</b>	5619425	3906294	69.51	3906294	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		<b>5619425</b>	<b>3906294</b>	<b>69.51</b>	<b>3906294</b>	<b>0</b>	<b>100</b>
<b>Public Institutions</b>	<b>E-voting</b>	77920	0	0	0	0	0	0
	<b>Poll*</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		<b>77920</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public- Institutions Non</b>	<b>E-voting</b>	5739655	652140	11.36	651840	300	99.95	0.05
	<b>Poll*</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0

	applicable)							
	Total	5739655	652140	11.36	651840	300	99.95	0.05
<b>Total</b>		<b>11437000</b>	<b>4558434</b>	<b>39.86</b>	<b>4558134</b>	<b>300</b>	<b>99.99</b>	<b>0.01</b>

# Shareholding as on 09<sup>th</sup> June, 2022

\*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM

**Agenda-3**

<b>Resolution required (Ordinary / Special)</b>			<b>Ordinary Resolution:-</b> Re-appointment M/s. CAS & Co. as Statutory Auditors of the company and to fix their remuneration in this regard					
<b>Whether promoter / promoter group are interested in the agenda/resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held [1]</b>	<b>No. of votes polled [2]</b>	<b>% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes– against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-voting</b>	5619425	3906294	69.51	3906294	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		<b>5619425</b>	<b>3906294</b>	<b>69.51</b>	<b>3906294</b>	<b>0</b>	<b>100</b>
<b>Public Institutions</b>	<b>E-voting</b>	77920	0	0	0	0	0	0
	<b>Poll*</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>		<b>77920</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public- Institutions Non</b>	<b>E-voting</b>	5739655	652140	11.36	651840	300	99.95	0.05
	<b>Poll*</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0



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	applicable)							
	Total	5739655	652140	11.36	651840	300	99.95	0.05
Total		11437000	4558434	39.86	4558134	300	99.99	0.01

# Shareholding as on 09<sup>th</sup> June, 2022

\*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM





**Agenda-4**

Resolution required (Ordinary / Special)			Special Resolution:- Appointment of Mr. Dhaval Jayant Soni (DIN00751362) as a Non-Executive Independent Director:					
Whether promoter / promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	5619425	3906294	69.51	3906294	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>5619425</b>	<b>3906294</b>	<b>69.51</b>	<b>3906294</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	77920	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>77920</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Institutions Non	E-voting	5739655	652140	11.36	652040	100	99.99	0.02
	Poll*		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0



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	applicable)							
	Total	5739655	652140	11.36	652040	100	99.98	0.02
Total		11437000	4558434	39.86	4558334	100	100	0

# Shareholding as on 09<sup>th</sup> June, 2022

\*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM



# JAJODIA AND ASSOCIATES

OFFICE NO. 30, LAXMI NIWAS, 2ND PANJRAPOLE LANE, C.P. TANK, MUMBAI - 400 004.

EMAIL : jajodiaassociate@gmail.com • Telephone No.: 022-22426755/7074

To,

**Lactose (India) Limited**

Survey No. 6, Village Poicha (Rania),

Savli Baroda, Vadodara, Gujarat, 391780

Dear Sir,

**Re: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 31<sup>st</sup> Annual General Meeting ("AGM") of Lactose (India) Limited held on Friday, 17<sup>th</sup> June, 2022 at 12.00 Noon. (IST) through video conferencing ("VC")/ other Audio visual means ("OAVM")**

I, Priti Nikhil Jajodia, Practicing Company Secretary (Membership No: 36944/C.P. No. 19900) was appointed as Scrutinizer by the Board of Directors pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of Scrutinizing the remote e-Voting and Voting through electronic voting during the AGM in respect of the below mentioned resolutions proposed at the 31<sup>st</sup> AGM of Lactose (India) Limited held on Friday, 17<sup>th</sup> June, 2022 at 12.00 Noon. (IST) through VC/OAVM.

The notice dated 20<sup>th</sup> May, 2022, convening the AGM, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the Ministry of Corporate Affairs circulars dated 05<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021 read with circulars dated 08<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 (collectively referred to as "MCA Circulars") and SEBI Circulars dated 12<sup>th</sup> May, 2020 and 15<sup>th</sup> January, 2021.



My responsibility as a Scrutinizer for the remote e-Voting and voting through electronic voting system during the AGM is restricted in making a consolidated scrutinizer's report on the votes cast 'ASSENT' or 'DISSENT' the resolutions, set out in the Notice of 31<sup>st</sup> AGM based on the reports generated from the e-Voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorised agency to provide remote e-Voting facilities before and e voting during the AGM, engaged by the Company.

Further, to the above, I submit my report as under:

The Company has taken the remote e -Voting facility through Central Depository Services (India) Limited ("CDSL"). The Company had uploaded all the items of businesses to be transacted on the website of the Company, Central Depository Services (India) Limited ("CDSL") and also on the website of the stock exchange i.e. BSE Limited to facilitate their Shareholders to cast their vote through remote e-voting.

The Notice of AGM and Annual Report was sent through e-mail to the Members whose names appeared in Register of Members of the Company as on Friday, 13<sup>th</sup> May, 2022 and whose e-mail addresses were registered with the Company/their respective Depository Participants, containing the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and MCA circulars.

The persons who were the Members of the Company as on the "Cut-off" date i.e. Friday, 10<sup>th</sup> June, 2022 were entitled to vote on the businesses (item nos. 1 to 4) as set out in the Notice of the 31<sup>st</sup> AGM.

The Company Secretary at the 31<sup>st</sup> AGM held on Friday, 17<sup>th</sup> June, 2022 announced that the Members who have not exercised their votes through remote e-Voting may, if they wish to, exercise their votes through electronic voting system being provided during the meeting.

The remote e-voting period commenced on Tuesday, 14<sup>th</sup> June, 2022 (IST 9:00 a.m.) and ended on Thursday, 16<sup>th</sup> June, 2022 (IST 5:00 p.m.) and Central Depository Services (India) Limited e-voting platform was blocked thereafter and then reopened during the AGM and kept opened during the AGM.



The votes cast under e-voting facility were thereafter unblocked. I have scrutinized and reviewed the remote e-voting and venue voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited e-voting system.

My consolidated report on the results of remote e-voting and voting through electronic means during the AGM is as under:

**Resolution No. 1 as an Ordinary Resolution:**

Considered and adopted the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022, together with the Reports of the Board of Directors and Auditors thereon.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	46	4554725	7	3607	53	4558332	100.00%
Dissent	1	100	1	2	2	102	0.00
<b>Total</b>	<b>47</b>	<b>4554825</b>	<b>8</b>	<b>3609</b>	<b>55</b>	<b>4558434</b>	<b>100%</b>

**Resolution No. 2 as an Ordinary Resolution:**

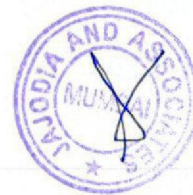
Appointment of director in place of Mrs. Sangita Maheshwari (DIN: 00369898), who retires by rotation and being eligible, seeks re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	45	4554525	8	3609	53	4558134	99.99%
Dissent	2	300	0	0	2	300	0.01%
<b>Total</b>	<b>47</b>	<b>4554825</b>	<b>0</b>	<b>3609</b>	<b>55</b>	<b>4558434</b>	<b>100%</b>

**Resolution No. 3 as a Ordinary Resolution:**

Re-appointment of M/s. CAS & Co. as Statutory Auditors of the company and to fix their remuneration in this regard

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	45	4554525	8	3609	53	4558134	99.99%
Dissent	2	300	0	0	2	300	0.01%
<b>Total</b>	<b>47</b>	<b>4554825</b>	<b>8</b>	<b>3609</b>	<b>55</b>	<b>4558434</b>	<b>100%</b>



**Resolution No. 4 as a Special Resolution:**

**Appointment of Mr. Dhaval Jayant Soni (DIN00751362) as a Non-Executive Independent Director.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	46	4554725	8	3609	54	4558334	100.00%
Dissent	1	100	0	0	1	100	0.00%
<b>Total</b>	<b>47</b>	<b>4554825</b>	<b>8</b>	<b>3609</b>	<b>55</b>	<b>4558434</b>	<b>100%</b>

Based on the forgoing, the Resolution No. (s) 1 to 4 as stated in the Notice dated 20<sup>th</sup> May, 2022, of the Annual General Meeting held on 17<sup>th</sup> June, 2022 shall be deemed to be passed with the requisite Majority.

The Electronic data and other relevant records relating to e-voting are under my safe custody until the Chairman considers, approves and signs the minutes of the AGM. Thereafter, I shall handover the aforesaid records to the Company.

Thanking You,

Yours Faithfully,



**Priti Nikhil Jajodia**

**Practicing Company Secretary**

**Membership No. 36944**

**COP No. 19900**

**Date: 20<sup>th</sup> June, 2022**

**Place: Mumbai**

**UDIN: A036944D000508349**

**Counter Signed By:**

**FOR LACTOSE (INDIA) LIMITED**



**Ritesh Pandey**

**Company Secretary & Compliance officer**

**Date: 20<sup>th</sup> June, 2022**

**Place: Mumbai**