



**LACTOSE (INDIA) LIMITED**  
Govt. recognised Export House  
CIN : L15201GJ1991PLC015186

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001

**Sub: Voting Results of the 27<sup>th</sup> Annual General Meeting of the Company**

**Ref: Scrip Code: 524202**

Dear Sir,

We wish to inform you that the Shareholders of the Company at the 27<sup>th</sup> Annual General Meeting held on Wednesday, 26<sup>th</sup> September, 2018 at Survey No. 6, Village Poicha (Rania), Savli, District – Vadodra, Gujarat – 391780 have approved all the resolutions proposed in the notice convening the said meeting with requisite majority.

In this regard please find enclosed the following:

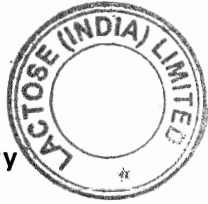
1. Voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure I
2. Report of Scrutinizer dated 26<sup>th</sup> September, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014

Kindly acknowledge the receipt and take the same on record.

Thanking You,

For Lactose (India) Limited

Suyog Chaukar  
Company Secretary



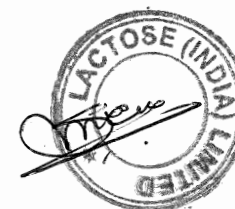
Place: Mumbai

Date: 27<sup>th</sup> September, 2018



Annexure-I

<b>Date of the AGM/EGM</b>	26 <sup>th</sup> September, 2018
<b>Total number of shareholders on record date</b>	16126
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and promoter Group: Public:	37 8 29
<b>No. of shareholders attended the meeting through Video Conferencing:</b> Promoters and promoter Group: Public:	None of the Shareholder attended the meeting through Video Conferencing



**Resolution 1:** To consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2018 and Profit and Loss Account for the year ended on that date together with the Report of Directors and Auditors thereon.

Resolution required :(Ordinary / Special)

Ordinary Resolution

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 favor (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 & Promoter Group	E-VOTING	34,41,425	0	0.00	0	0	0	0.00
	POLL		34,41,425	100	34,41,425	0	100	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	34,41,425	34,41,425	100	34,41,425	0	100	0.00
Public - Institutions	E-VOTING	77920	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	77920	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	6519655	4210	0.06	4210	0	100	0.00
	POLL		1163250	17.84	1163250	0	100	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	6519655	1167460	17.91	1167460	0	100	0.00
TOTAL		10039000	4608885	45.91	4608885	0	100	0.00



**Resolution 2:** To appoint a director in place of Mr. Shyamsunder Toshniwal (DIN: 01223515), who retires by rotation and being eligible offers herself for re-appointment.

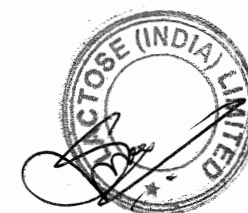
Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution?	Yes

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 favor  (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 & Promoter Group	E-VOTING	34,41,425	0	0.00	0	0	0	0.00
	POLL		3388352	98.46	3388352	0	100	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	34,41,425	3388352	98.46	3388352	0	100	0.00
Public - Institutions	E-VOTING	77920	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	77920	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	6519655	4210	0.06	4210	0	100	0.00
	POLL		1163250	17.84	1163250	0	100	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	6519655	1167460	17.91	1167460	0	100	0.00
TOTAL		10039000	4555812	45.38	4555812	0	100	0.00



**Resolution 3:** To continue the Directorship of Mr. Shyamsunder Toshniwal (DIN: 0122351), who has attained the age of 78 years as on 30th May, 2018.

Resolution required :(Ordinary / Special)				Special Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
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 favor  (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 & Promoter Group	E-VOTING	34,41,425	0	0.00	0	0	0	0.00
	POLL		3388352	98.46	3388352	0	100	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	34,41,425	3388352	98.46	3388352	0	100	0.00
Public - Institutions	E-VOTING	77920	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	77920	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	6519655	4210	0.06	4210	0	100	0.00
	POLL		1163250	17.84	1163250	0	100	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	6519655	1167460	17.91	1167460	0	100	0.00
TOTAL		10039000	4555812	45.38	4555812	0	100	0.00



# 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

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## COMBINED SCRUTINIZERS' REPORT

ON

REMOTE E-VOTING AND POLL

CONDUCTED AT THE 27<sup>th</sup> ANNUAL GENERAL MEETING OF

LACTOSE (INDIA) LIMITED HELD ON 26<sup>th</sup> SEPTEMBER, 2018

# JAJODIA AND ASSOCIATES

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

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FORM NO. MGT-13

## SCRUTINIZER'S CONSOLIDATED REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) and 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

27<sup>th</sup> Annual General Meeting of the Equity Shareholders Lactose (India) Limited, held on Wednesday, September 26, 2018 at 09.00 A.M at Survey No. 6, Village Poicha (Rania), Savli, District - Vadodara, Gujarat - 391780.

Dear Sir,

I, Priti Jajodia, Practicing Company Secretary is appointed as Scrutinizer by the Board of Directors for the purpose of Scrutinizing the remote e-voting and Physical Voting by Ballot papers at the 27<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of Lactose (India) Limited held on Wednesday, September 26, 2018 at 09.00 A.M at Survey No. 6, Village Poicha (Rania), Savli, District - Vadodara, Gujarat - 391780 pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities And Exchange Board Of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure Compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll through electronic voting system at the AGM] for the resolutions contained in the notice of 27<sup>th</sup> AGM to the Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means is restricted to furnish a consolidated scrutinizer's report on the votes cast 'in favour' or 'against' the resolutions, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Agency authorised under the Rules and engaged by the Company to provide e-voting facilities for the voting through electronic means.

I submit my report as under:

1. The Company had appointed Central Depository Services Limited (CDSL) as the service provider, for extending the facility for the remote e-voting to the Shareholders of the Company from Saturday, 22<sup>nd</sup> September, 2018 at 9:00 A.M. and closed on Tuesday, 25<sup>th</sup> September, 2018 at 5:00 P.M.

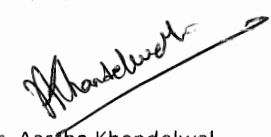


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2. The voting rights were reckoned as on 19<sup>th</sup> September, 2018, being cut-off date for the purpose of deciding the entitlements of Members at the remote e-voting and voting at the Meeting.
3. The Company facilitated the Members present in the Meeting who could not participate in the remote e-voting to cast their votes through poll process. After the time fixed for the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
4. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The votes were unblocked on 26<sup>th</sup> September, 2018 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Mr. Nikhil Khunt and Ms. Aastha Khandelwal. Both of them are not in the employment of the Company.

  
Mr. Nikhil Khunt

  
Ms. Aastha Khandelwal

6. No poll paper was found invalid.
7. The consolidated result of the votes cast (by Remote E-Voting and by poll) is provided as under:

## ORDINARY BUSINESS:

### RESOLUTION NO. 1:

To consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2018 and Profit and Loss Account for the year ended on that date together with the Report of Directors and Auditors thereon.

(I) Voted in favour of the resolution:

Particular of Voting	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	3	4210	0.09
Voting by poll at the AGM Venue	37	4604675	99.91
Total	40	4608885	100





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## (II) Voted against the resolution:

Particular of Voting	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0.00
Voting by poll at the AGM Venue	0	0	0.00
Total	0	0	0.00

## (III) Invalid Votes:

Particular of Voting	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0.00
Voting by poll at the AGM Venue	0	0.00
Total	0	0.00

## RESOLUTION NO. 2:

To appoint a Director in place of Mr. Shyamsunder Toshniwal (DIN: 01223515), who retires by rotation and being eligible offers herself for re-appointment.

## (I) Voted in favour of the resolution:

Particular of Voting	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	3	4210	0.09
Voting by poll at the AGM Venue	36	4551602	99.91
Total	39	4555812	100

## (II) Voted against the resolution:

Particular of Voting	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0.00



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Voting by poll at the AGM Venue	0	0	0.00
Total	0	0	0.00

### (III) Invalid Votes:

Particular of Voting	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0.00
Voting by poll at the AGM Venue	0	0.00
Total	0	0.00

### RESOLUTION NO. 3:

To continue the Directorship of Mr. Shyamsunder Toshniwal (DIN: 0122351), who has attained the age of 78 years as on 30th May, 2018.

### (I) Voted in favour of the resolution:

Particular of Voting	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	3	4210	0.09
Voting by poll at the AGM Venue	36	4551602	99.91
Total	39	4555812	100

### (II) Voted against the resolution:

Particular of Voting	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0.00
Voting by poll at the AGM Venue	0	0	0.00
Total	0	0	0.00



# JAJODIA AND ASSOCIATES

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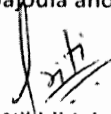
## (III) Invalid Votes:

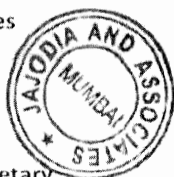
Particular of Voting	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0.00
Voting by poll at the AGM	0	0.00
Total	0	0.00

Based on the forgoing, the Resolution No. (s) 1 to 3 as stated in the Notice dated 19<sup>th</sup> July, 2018 of the Annual General Meeting held on 26<sup>th</sup> September, 2018 shall be deemed to be passed with the requisite Majority.

All the relevant records of Voting in under my safe custody until the Chairman consider, approves and signs the same shall be handed over thereafter to the Chairman or the Company Secretary for safe keeping.

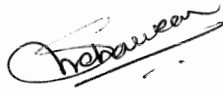
Thanking You,  
Yours Faithfully,  
For Jajodia and Associates

  
Priti Nikhil Jajodia  
Practicing Company Secretary  
Membership No. 36944  
COP No. 19900  
Place: Vadodara  
Date: 26<sup>th</sup> September, 2018



## Counter Signed By:

For Lactose (India) Limited

  
Suyog Chaukar  
Company Secretary and Compliance Officer  
Membership No.: 49734



Date : 26<sup>th</sup> September, 2018  
Place : Vadodara