



LACTOSE (INDIA) LIMITED
CIN : L15201GJ1991PLC015186

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 28th Annual General Meeting (AGM) of the Company held on Monday, 30th September, 2019.

At the 28th AGM of the Company held on Monday, 30th September, 2019 at 12.30 p.m. at the Registered office of the Company situated at Survey No. 6, Village Poicha (Rania), Savli, Vadodara, Gujarat – 391780, all the items of business contained in the Notice of the AGM dated 14th August, 2019 were transacted and approved by the shareholders with requisite majority.

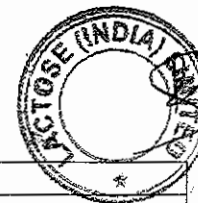
The details of the combined voting results (i.e. the results of remote e-voting together with that of the Poll conducted at the AGM) in the format prescribed under Regulation 44(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report are enclosed herewith.

You are requested to kindly take the same on records

For Lactose (India) Limited


Riddhi Sidhpura
Company Secretary
Mem. No: A56671
Place: Mumbai
Date: 30th September, 2019





Date of the AGM/EGM		30/09/2019						
Total number of shareholders on record date		Record date is 24 th September, 2019						
No. of shareholders present in the meeting either in person or through proxy:		30						
Promoters and promoter Group:		7						
Public:		23						
No. of shareholders attended the meeting through Video Conferencing:		None of the Shareholder attended the meeting through Video Conferencing						
Promoters and promoter Group:								
Public:								
Resolution 1: To consider and adopt the Audited Balance Sheet as at 31 st March, 2019 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	0	0	0	0	0	0	0
	POLL	4371425	4321425	98.86%	4321425	0	100%	0
	POSTAL BALLOT	0	0	0	0	0	0	0
	TOTAL	4371425	4321425	98.86%	4321425	0	100%	0
Public – Institutions	E-VOTING	77920	0	0	0	0	0	0

	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	TOTAL	77920	0	0	0	0	0	0
Public-Non Institutions	E-VOTING	5739655	22032	0.38	22032	0	100%	0
	POLL		1105052	19.25	1105052	0	100%	0
	POSTAL BALLOT		0	0	0	0	0	0
	TOTAL		1127084	19.63	1127084	0	100%	0
TOTAL		10189000	5448509	53.47	5448509	0	100%	0

Resolution 2: To appoint a director in place of Mr. Shyamsunder Toshniwal (DIN: 01223515), who retires by rotation and being eligible offers himself 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	0	0	0	0	0	0	0
	POLL	4371425	4321425	98.86%	4321425	0	100%	0
	POSTAL BALLOT	0	0	0	0	0	0	0
	TOTAL	4371425	4321425	98.86%	4321425	0	100%	0
Public – Institutions	E-VOTING	77920	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0



	TOTAL	77920	0	0	0	0	0	0
Public-Non Institutions	E-VOTING	5739655	22032	0.38	22032	0	100%	0
	POLL		1105052	19.25	1105052	0	100%	0
	POSTAL BALLOT		0	0	0	0	0	0
	TOTAL		1127084	19.63	1127084	0	100%	0
TOTAL		10189000	5448509	53.47	5448509	0	100%	0

Resolution 3: To re-appoint Mrs. Sangita Maheshwari (DIN: 00369898) as a whole time Director of the Company

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	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	0	0	0	0	0	0	0
	POLL	4371425	4321425	98.86%	4321425	0	100%	0
	POSTAL BALLOT	0	0	0	0	0	0	0
	TOTAL	4371425	4321425	98.86%	4321425	0	100%	0
Public – Institutions	E-VOTING	77920	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	TOTAL	77920	0	0	0	0	0	0



Public-Non Institutions	E-VOTING	5739655	22032	0.38	22032	0	100%	0
	POLL		1105052	19.25	1105052	0	100%	0
	POSTAL BALLOT		0	0	0	0	0	0
	TOTAL		1127084	19.63	1127084	0	100%	0
TOTAL		10189000	5448509	53.47	5448509	0	100%	0

Resolution 4: To re-appoint Mr. Atul Maheshwari (DIN: 00255202) as a Managing Director of the Company								
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	0	0	0	0	0	0	0
	POLL	4371425	4321425	98.86%	4321425	0	100%	0
	POSTAL BALLOT	0	0	0	0	0	0	0
	TOTAL	4371425	4321425	98.86%	4321425	0	100%	0
Public - Institutions	E-VOTING	77920	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	TOTAL	77920	0	0	0	0	0	0
Public-Non Institutions	E-VOTING	5739655	22032	0.38	22032	0	100%	0
	POLL		1105052	19.25	1105052	0	100%	0



	POSTAL BALLOT		0	0	0	0	0	0
	TOTAL		1127084	19.63	1127084	0	100%	0
TOTAL		10189000	5448509	53.47	5448509	0	100%	0

Resolution 5: To appoint Mr. Mahendra Singhi Omprakash (DIN: 00369418) as an Independent Director of the Company

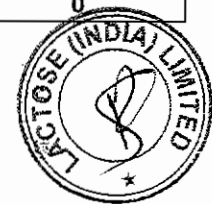
Resolution required :(Ordinary / Special)

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	0	0	0	0	0	0	0
	POLL	4371425	4321425	98.86%	4321425	0	100%	0
	POSTAL BALLOT	0	0	0	0	0	0	0
	TOTAL	4371425	4321425	98.86%	4321425	0	100%	0
Public – Institutions	E-VOTING	77920	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	TOTAL	77920	0	0	0	0	0	0
Public-Non Institutions	E-VOTING		22032	0.38	22032	0	100%	0
	POLL	5739655	1105052	19.25	1105052	0	100%	0
	POSTAL BALLOT		0	0	0	0	0	0
	TOTAL		1127084	19.63	1127084	0	100%	0



TOTAL		10189000	5448509	53.47	5448509	0	100%	0
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Resolution 6: To re-appoint Mr. Pramod Kalani (DIN: 00548503) as an Independent Director of the Company								
Resolution required :(Ordinary / Special)			Special 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	0	0	0	0	0	0	0
	POLL	4371425	4321425	98.86%	4321425	0	100%	0
	POSTAL BALLOT	0	0	0	0	0	0	0
	TOTAL	4371425	4321425	98.86%	4321425	0	100%	0
Public – Institutions	E-VOTING	77920	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	TOTAL	77920	0	0	0	0	0	0
Public-Non Institutions	E-VOTING		22032	0.38	22032	0	100%	0
	POLL	5739655	1105052	19.25	1105052	0	100%	0
	POSTAL BALLOT		0	0	0	0	0	0
	TOTAL		1127084	19.63	1127084	0	100%	0
TOTAL		10189000	5448509	53.47	5448509	0	100%	0



Resolution 7: To re-appoint Mr. Gopal Krishna Sarma (DIN: 01397105) as an Independent Director of the Company

Resolution required :(Ordinary / Special)

Special 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	0	0	0	0	0	0	0
	POLL	4371425	4321425	98.86%	4321425	0	100%	0
	POSTAL BALLOT	0	0	0	0	0	0	0
	TOTAL	4371425	4321425	98.86%	4321425	0	100%	0
Public – Institutions	E-VOTING	77920	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	TOTAL	77920	0	0	0	0	0	0
Public-Non Institutions	E-VOTING		22032	0.38	22032	0	100%	0
	POLL	5739655	1105052	19.25	1105052	0	100%	0
	POSTAL BALLOT		0	0	0	0	0	0
	TOTAL		1127084	19.63	1127084	0	100%	0
TOTAL		10189000	5448509	53.47	5448509	0	100%	0



Resolution 8: To approve Related party transaction								
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	-	0	0	0	0	0	0
	POLL	4371425	0	0	0	0	0	0
	POSTAL BALLOT	-	0	0	0	0	0	0
	TOTAL	4371425	0	0	0	0	0	0
Public – Institutions	E-VOTING	77920	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	TOTAL		0	0	0	0	0	0
Public-Non Institutions	E-VOTING	5739655	22032	0.38	3702	18330	16.80%	83.20%
	POLL		1105052	19.25	1105052	0	100%	100%
	POSTAL BALLOT		0	0	0	0	0	0
	TOTAL		1127084	19.63	1108754	18330	98.37	1.63
TOTAL		10189000	1127084	11.06	1108754	18330	98.37	1.63



COMBINED SCRUTINIZERS' REPORT

ON

REMOTE E-VOTING AND POLL

CONDUCTED AT THE 28TH ANNUAL GENERAL MEETING OF

LACTOSE (INDIA) LIMITED

HELD ON 30TH SEPTEMBER 2019

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

REPORT OF THE SCRUTINIZERS

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20(4)(xii) and 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

28th Annual General Meeting of the Equity Shareholders Lactose (India) Limited, held on Monday, September 30, 2019 at 12.30 P.M at the Registered office of the Company situated at Survey No. 6, Village Poicha (Rania), Savli, 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 28th Annual General Meeting of the Shareholders of Lactose (India) Limited held on Monday, 30th September, 2019 at 12.30 P.M at the Registered office of the Company situated at Survey No. 6, Village Poicha (Rania), Savli, 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 28th 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.

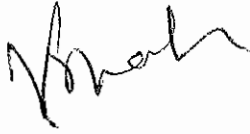
I submit my report as under:

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 Thursday, 26th September, 2019 at 9:00 A.M. and closed on Sunday, 29th September, 2019 at 5:00 P.M.
2. The voting rights were reckoned as on 24th September, 2019, 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 30th September, 2019 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Mr. Yash Shah and Mr. Nishant Bajaj Both of them are not in the employment of the Company.


Mr. Yash Shah


Ms. Vidhi Shah

6. No poll paper was found invalid.
7. The Results of the voting are as under:

ORDINARY BUSINESS:

RESOLUTION NO. 1:

To consider and adopt:

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon

(i) Voted in favour of the resolution:

	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	22032	0.40%
Voting by poll	27	5426477	99.60%
Total	30	5448509	100.00%



(II) Voted against the resolution:

	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
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	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
Voting by poll	0	0
Total	0	0

RESOLUTION NO. 2:

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

(I) Voted in favour of the resolution:

	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	22032	0.40%
Voting by poll	27	5426477	99.60%
Total	30	5448509	100.00%



(II) Voted against the resolution:

	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
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	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
Voting by poll	0	0
Total	0	0

RESOLUTION NO. 3:

To re-appoint Mrs. Sangita Maheshwari (DIN: 00369898) as a Whole-time Director of the Company.

(I) Voted in favour of the resolution:

	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	22032	0.40%
Voting by poll	27	5426477	99.60%
Total	30	5448509	100.00%



(II) Voted against the resolution:

	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
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

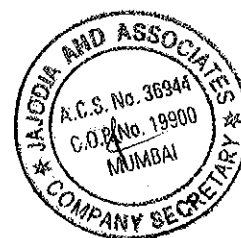
	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

RESOLUTION NO. 4:

To re-appoint Mr. Atul Maheshwari (DIN: 00255202) as Managing Director of the Company.

(I) Voted in favour of the resolution:

	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	22032	0.40%
Voting by poll	27	5426477	99.60%
Total	30	5448509	100.00%



(II) Voted against the resolution:

	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
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	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
Voting by poll	0	0
Total	0	0

RESOLUTION NO. 5:

To re-appoint Mr. Mahendrakumar Singhi Omprakash (DIN-00369418) as an Independent Director of the Company.

(I) Voted in favour of the resolution:

	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	22032	0.40%
Voting by poll	27	5426477	99.60%
Total	30	5448509	100.00%



(II) Voted against the resolution:

	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
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	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
Voting by poll	0	0
Total	0	0

RESOLUTION NO. 6:

To re-appoint Mr. Pramod Kalani (DIN: 00548503) as an Independent Director of the Company.

(I) Voted in favour of the resolution:

	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	22032	0.40%
Voting by poll	27	5426477	99.60%
Total	30	5448509	100.00%



(II) Voted against the resolution:

	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
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	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
Voting by poll	0	0
Total	0	0

RESOLUTION NO. 7:

To re-appoint Mr. Gopal Krishna Sarda (DIN: 01397105) as an Independent Director of the Company.

(I) Voted in favour of the resolution:

	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	22032	0.40%
Voting by poll	27	5426477	99.60%
Total	30	5448509	100.00%



(II) Voted against the resolution:

	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
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	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
Voting by poll	0	0
Total	0	0

RESOLUTION NO. 8:

To approve the Related Party Transactions.

(I) Voted in favour of the resolution:

	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	2	3702	0.07%
Voting by poll	27	5426477	99.93%
Total	29	5430179	100.00%



(II) Voted against the resolution:

	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	1	18330	100%
Voting by poll	0	0	0
Total	1	18330	100%

(III) Invalid Votes:

	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
Voting by poll	0	0
Total	0	0

8. The poll papers and other relevant records were sealed and handed over to Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,



Priti Jajodia
Practicing Company Secretary
M.NO. 36944
COP - 19900
Place: Mumbai
Date: 30th September, 2019

