

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of **LACTOSE (INDIA) LIMITED** will be held at the Registered office of the Company, at Village Poicha (Rania), Survey No. 6, Savli, District Vadodara – 391780 on Thursday the **25th day of September, 2014** at 11.00 a. m. to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit and Loss Account for the year ended on that date together with the Report of Directors and Auditors thereon.
2. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions if any, of the Companies Act, 2013, M/s S G C O & Co., Chartered Accountants, (ICAI Registration No. 112081W) be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at the remuneration to be fixed by the Board of Directors in addition to out of pocket expenses as may be incurred by them during the course of the Audit.”

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 161 of the Companies Act, 2013, Mrs. Sangita Maheshwari holds office only up to the date of this meeting, and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1,00,000/- under Section 160 of the said Act from a member signifying his intention to propose Mrs. Sangita Maheshwari as a candidate for the office of director be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.”

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Shyam Sunder Toshniwal holds office only up to the date of this meeting, and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1,00,000/- under Section 160 of the said Act from a member signifying his intention to propose Mr. Shyam Sunder Toshniwal as a candidate for the office of director be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.”

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or reenactment thereof for the time being in force) Mrs. Sangita Maheshwari be and she is hereby appointed as a Whole-time Director of the Company, not liable to retire by rotation, for a tenure of 5 years effective from 1st February 2014 on remuneration and perquisites set out in the explanatory statement annexed to the notice convening this meeting with liberty and powers to the Board of Directors to alter and vary the terms and conditions and remuneration in such manner as the Board may deem fit and is acceptable to Mrs. Sangita Maheshwari, within the limits specified in Schedule V to the Companies Act, 2013 (‘the Act’) or any amendments thereto.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy in profits in any financial year during the currency of tenure of Whole-time Director, the Company will pay Mrs. Sangita Maheshwari remuneration and perquisites referred above as minimum remuneration subject to Schedule V of the Companies Act, 2013.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or reenactment thereof for the time being in force) Mr. Atul Maheshwari be and he is hereby re-appointed as a Managing Director of the Company, not liable to retire by rotation, for a tenure of 5 years effective from 1st October 2014 on remuneration and perquisites set out in the explanatory statement annexed to the notice convening this meeting with liberty and powers to the Board of Directors to alter and vary the terms and conditions and remuneration in such manner as the Board may deem fit and is acceptable to Mr. Atul Maheshwari, within the limits specified in Schedule V to the Companies Act, 2013 (‘the Act’) or any amendments thereto.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy in profits in any financial year during the currency of tenure of Managing Director, the Company will pay Mr. Atul Maheshwari remuneration and perquisites referred above as minimum remuneration subject to Schedule V of the Companies Act, 2013.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution:

“RESOLVED THAT pursuant to Sections 42 and all other applicable provisions, if any, of the Companies Act, 2013 and the Guidelines issued by the Securities and Exchange Board of India (SEBI) for Preferential Allotment of Convertible warrants into Equity Shares (including any amendment to or reenactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the permission(s), sanction(s) and approvals of the SEBI, Reserve Bank of India (RBI), Bombay Stock Exchange Limited and such other authorities as may be

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

required from time to time and subject to such conditions, modifications and alterations as may be prescribed by any one of them while granting such permission(s), sanction(s) and approval(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution at its sole discretion, consent of the Company be and is hereby accorded to the Board to offer, issue and allot on preferential basis upto 25,68,000 (Twenty Five Lacs sixty eight thousand) Convertible Warrants of Rs. 10/- (Rupees Ten) each convertible at the option of the holder into one equity share of Rs. 10/- each at a premium of Rs 7.40/- (or such adjusted numbers for any bonus, stock splits or consolidation, reduction or other reorganization of the capital structure of the company) at a price of Rs. 17.40 per warrant for cash (the pricing which is determined in accordance with the SEBI Guidelines as applicable) aggregating Rs. 4,46,83,200/- (Four Crores Forty Six Lacs Eighty Three Thousand Two Hundred only) and on which 25% is payable on application of convertible warrants and the rest of the amount payable at the time of conversion of warrants into equity shares in one or more tranches within 18 months from the date of issue, at such time or times, in such manner, form and numbers as may be prescribed while granting permission(s), sanction(s) and approval(s) by the aforesaid authorities and / or which the Board may at its absolute discretion consider proper, desirable and expedient by way of Preferential allotment(s) to the allottee, whether shareholders of the Company or not, as mentioned herein below:

Sr. No.	Name of Party	No. of Warrants proposed to be allotted
1.	Gyaneshwar Multitrade Private Limited	2568000
	Total	2568000

and also to seek listing of such securities on the stock exchange(s) in consultation with Advisor(s) appointed for the said purpose, as may be deemed appropriate, fit and proper by the Board."

"RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Convertible Warrants shall be made within 15 days from the date of passing of this resolution subject however, to the applicable statutory regulatory provisions and the SEBI Guidelines".

"RESOLVED FURTHER THAT the "Relevant Date" under SEBI Guidelines for the purpose of determining the issue price of resultant shares shall be 26th August 2014, being 30 days prior to the date of passing this resolution."

"RESOLVED FURTHER THAT the equity shares on conversion of warrants referred to hereinabove shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing shares of the Company including entitlement for dividend."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such actions and to give all such directions, or to do all such acts, deeds, matters and things as may be necessary or desirable and to settle any question or difficulty that may arise in this regard for the purpose of giving effect to the above Resolution."

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149,152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force) Shri. G. K. Sarda, (Din- 01397105) who was appointed as a Director liable to retire by rotation at the Annual General Meeting of the Company and in respect of whom the Company has received Notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years from the date of this Annual General Meeting till the conclusion of the 28th Annual General meeting of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149,152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force) Shri. Pramod Kalani, (Din-00548503) who was appointed as a Director liable to retire by rotation at the Annual General Meeting of the Company and in respect of whom the Company has received Notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years from the date of this Annual General Meeting till the conclusion of the 28th Annual General meeting of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 61 read with Section 13 and Section 64 and all other applicable provisions of the Companies Act, 2013, and such other approvals as may be required, authorized share capital of the Company be and is hereby increased from Rs. 10,00,00,000/- (Rupees ten Crore only) to Rs. 12,00,00,000/- (Rupees twelve Crores only) by creation of 20,00,000 (Twenty Lakhs) further equity shares of Rs. 10/- (Ten) each ranking pari-passu with the existing equity shares.”

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

“RESOLVED FURTHER THAT Mr. Atul Maheshwari, Managing Director of the Company be and is hereby authorized to file the necessary forms with the office of the Ministry of Corporate Affairs in this regard by digitally signing the same for and on behalf of the Company”

11. To consider and if thought fit to pass with or without modification(s) the following resolution as a special resolution.

Alteration in clause No. V (A) of the Memorandum of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting **Clause V (A)** of the Memorandum of Association of the Company with the following clause.

V (A) The authorized share capital of the Company is Rs. 12,00,00,000/- (Rupees twelve Crores only) divided into 1,20,00,000 (One Crore twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each.”

12. To consider and if thought fit to pass with or without modification(s) the following resolution as a special resolution.

Alteration in Article No. 3(A) of the Articles of Association of the Company

“RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013, Article No. 3(A) of the Articles of Association of the Company be altered and substituted by the following new clause:

3 *A. The authorized share capital of the company Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and the Company shall be at liberty to classify and issue such unclassified shares with such preferential deferred, qualified or special; rights privileges or conditions as they deem fit.

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. An Explanatory Statement pursuant to 102(1) of the Companies Act, 2013 in respect of item 3 to 12 of the notice is annexed hereto.
3. The Annual Report will also be available on the website of the Company at www.lactoseindialimited.com in the Investors relation section.

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

4. The register of members and share transfer books shall remain closed from Monday the 22nd September, 2014 to Thursday 25th September, 2014 both days inclusive.
5. The instrument of proxy for use at the meeting must be lodged at the Registered Office of the Company, not less than forty-eight hours before the commencement of the meeting.
6. Members/ Proxies are requested to bring their Attendance Slip duly filled in along with their copy of Annual Report to the Meeting.
7. Members are requested to address all the documents, transfer deeds, demat requests, and other communications with respect to shares in physical mode to the Registrar & Share Transfer Agents of the Company, M/s. Big Share Services Private Limited, directly quoting their full name, Folio No. and Name of the Company.
8. Members are also requested to note that the Company has entered into Tri-partite Agreement with NSDL and CDSL towards Dematerialization of shares. Members are requested to send all their requests towards Dematerialization to their respective DP's.
9. Members are requested to advise immediately about any change of address:
 - a) To their Depository Participants (DPs) in respect of their electronic share accounts.
 - b) To the Company's Registrar & Share Transfer Agents M/s. Big Share Services Private Limited in respect of their physical share folios if, any.
10. Electronic copy of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository participants(s) for communication purpose unless any member has requested for a hard copy of the same. For the members who have not registered their email address, physical copies of the notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and proxy form is being sent in the permitted mode.

Procedure for e-voting

Voting through Electronic means:

In compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members' facility to exercise their right to vote at thirtieth AGM by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

The instruction for e-voting are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

(iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field.In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same through email to ndassociates@rediffmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.
- (B) The voting period begins on 18.09.2014 at 10.00 a. m. and ends on 19.09.2014 at 6.00 p. m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

- (C) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (D) The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22.08.2014.
- (E) Ms. Neeta Desai of ND & Associates, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (F) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and a Scrutinizer Report of the Votes cast in favor or against, if any, forthwith to the Chairman of the Company.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3.

Mrs. Sangita Maheshwari was appointed as an Additional Director w. e. f. 24.01.2014. As per Section 261 of the Companies Act, 2013 she holds office upto the date of Annual General Meeting. Hence this resolution.

None of the Directors except Mr. Atul Maheshwari, Mrs. Sangita Maheshwari & Mr. Shyam Sunder Toshniwal are concerned or interested in the aforesaid resolution. The details of Mrs. Sangita Maheshwari as are follows:

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

Name of Director	Sangita Maheshwari
Date of Birth	06.02.1967
Date of Appointment	24.01.2014
Expertise in specific Functional areas	Over 23 years of her experience includes the Sales and Marketing of Product in India and International. Her Job profile also includes cash flow management and development of new Business.
Qualifications	B. Com
Directorships held in other companies (Excluding Foreign Companies)	Madhusa Projects Private Limited
Committee position held in other companies	NIL
No. of Shares held	10,45,110

The Directors recommend this Resolution for your approval.

Item No. 4.

Mr. Shyam Sunder Toshniwal was appointed as an Additional Director w. e. f. 13.08.2014. As per Section 261 of the Companies Act, 2013 he holds office up to the date of Annual General Meeting. Hence this resolution.

None of the Directors except Mr. Shyam Sunder Toshniwal, Mr. Atul Maheshwari & Mrs. Sangita Maheshwari are concerned or interested in the aforesaid resolution. The details of Mr. Shyam Sunder Toshniwal are as follows:

Name of Director	Shyamsunder Bhorilal Toshniwal
Date of Birth	30.05.1940
Date of Appointment	13.08.2014
Expertise in specific Functional areas	Well versed with Industry with vast experience in financial and legal matters
Qualifications	B. Com (Hons). LLB

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

Directorships held in other companies (Excluding Foreign Companies)	Eurolife Healthcare Private Limited Cellseed Enterprises Private Limited Shivalik Research & Analytical Services Private Limited Madhusa Biotech Private Limited Madhusa Holdings Private Limited Omega Colors Private Limited Miracle Bio Science Private Limited
Committee position held in other companies	NIL
No. of Shares held	22010

The Directors recommend this Resolution for your approval.

Item No. 5.

The Board of Directors has appointed Mrs. Sangita Maheshwari as Whole-Time Director for a period of 5 years with effect from 01.02.2014. The Board had approved the remuneration of Rs. 1,25,000/- per month payable to her at its meeting held on 24.01.2014, pursuant to the recommendations of the remuneration committee of the Board. Now the Remuneration Committee has approved confirmation of her appointment to be placed before the members in general meeting with increase in remuneration and has suggested an outer limit of Rs. 5,00,000/- per month. The other terms and conditions as specified below remains the same.

- i) Remuneration : Upto a limit of Rs. 5,00,000 per month, as may be decided by the Board from time to time depending on Company's performance.
- ii) Such benefits, perquisites and allowances as may be determined by the Board from time to time.

In the event of loss or inadequacy of profits in any financial year during the period effective from 01.02.2014, the Company will pay Mrs. Sangita Maheshwari remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in section II of part II of Schedule V of the Companies Act, 2013 or as may be decided by the Board of Directors.

Mr. Atul Maheshwari, Mr. Shyam Sunder Toshniwal and Mrs. Sangita Maheshwari herself is to be considered as interested in the aforesaid resolution.

The above statements may be regarded as an abstract of the terms of appointment and memorandum of interest pursuant to section 190 of the companies Act, 2013.

The Directors recommend this Resolution for your approval.

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

Item No. 6.

The Board of Directors had re-appointed Mr. Atul Maheshwari as an Executive Director for a period of 5 years with effect from 01.10.2009. His term is getting over on 01.10.2014. His designation was changed as a Managing Director effective from 24.01.2014 with the remuneration and other terms & Conditions remaining same for his balance tenure. The Board of Directors has re-appointed Mr. Atul Maheshwari as Managing Director for a period of 5 years with effect from 01.10.2014. The Board has approved the following terms at this meeting pursuant to the recommendations of the remuneration committee of the Board.

i) Remuneration: Upto a limit of Rs. 5,00,000 per month, as may be decided by the Board depending on Company's performance.

ii) Such benefits, perquisites and allowances as may be determined by the Board from time to time.

In the event of loss or inadequacy of profits in any financial year during the period effective from 01.10.2014, the Company will pay Mr. Atul Maheshwari remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in section II of part II of Schedule V of the Companies Act, 2013 or as may be decided by the Board of Directors.

Mrs. Sangita Maheshwari, Mr. Shyam Sunder Toshniwal and Mr. Atul Maheshwari himself is to be considered as interested in the aforesaid resolution.

The above statements may be regarded as an abstract of the terms of appointment and memorandum of interest pursuant to section 190 of the companies Act, 2013.

The Directors recommend this Resolution for your approval.

Item No. 7

The Company plans to make Preferential Issue of 25,68,000 Convertible Warrants of Rs. 10/- each for cash at a price of Rs. 17.40/- aggregating to Rs. 4,46,83,200/- convertible at the option of the holder into one Equity Shares of Rs. 10/- each at the premium of Rs. 7.40/- (or such adjusted numbers for any bonus, stock splits or consolidation, reduction or other reorganization of the capital structure of the company). The details of the same are as under:

(a)	Relevant date and the price at which allotment is proposed	Relevant date in accordance with the SEBI guidelines for issue of Convertible warrants on preferential basis is 26.08.2014 and the price at which allotment proposed is Rs. 17.40/-. It is proposed to issue and allot the Warrants of Rs. 10/- each for cash at a premium of Rs. 7.40 at the option of the holders into one equity share of Rs. 10/- each at the premium of Rs. 7.40/- (or such adjusted numbers for any bonus, stock splits or consolidation, reduction or other reorganization of the capital structure of the company) which is in accordance with SEBI preferential allotment guidelines, as applicable.
-----	--	---

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

(b)	Number of Equity Shares proposed to be allotted on preferential allotment basis pursuant to Special Resolution passed under Section 42 of the Companies Act, 2013.	25,68,000 Convertible Warrants of Rs. 10/- each for cash at a price of Rs. 17.40/- each for cash aggregating to Rs. 44683200/-
(c)	Objects of the Issue	To augment the financial resources of the Company.
(d)	Intention of the Promoters/Directors/Key Management Personnel to subscribe to the offer and terms of payment.	The Promoter group entities are not applying in these issues. The subscribe to the tune of 25,68,000 Convertible Warrants of Rs. 10/- each for cash at a price of Rs. 17.40/- each for cash. 25% payable on Convertible Warrants at the time of application. Rest of the amount at the time of conversion of warrants into equity shares which will be within 18 months from the date of Issue.
(e)	Proposed time within which the allotment shall be complete	The Warrants are proposed to be allotted within 15 days of the passing of the Special Resolution approving their respective allotment. Provided that where the allotment is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.
(f)	Lock in period	The Convertible Warrants into Equity Shares proposed to be allotted on preferential issue basis shall be locked in as per the SEBI Guidelines for Preferential Issues.
(g)	Consequential changes, if any, in the Board of Directors	The proposed preferential allotment shall not result into any changes in the Board of Directors.

(h) Identity, No. of Convertible Warrants proposed to be allotted, total number of shares to be held post-preferential allotment, Percentage of Post Preferential equity capital held by each of the allottees:

Sr. No.	Name of the Applicant/ Category (Promoter Group)	No. of Equity Shares proposed to be allotted	% of expanded Equity Share Capital
I.	Gyaneshwar Multitrade Private Limited	25,68,000	24.50
	Sub Total (A)	25,68,000	24.50

(i) Holding of the allottees prior to the allotment & post allotment

Sr. No.	Name of Party	Prior holding (no. of Equity shares)	Post holding (no. of Equity shares)
I.	Gyaneshwar Multitrade Private Limited	Nil	25,68,000

(ii) Consequential changes in the shareholding pattern/voting rights

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

Sr. No.	Category	Pre-allotment in terms of shares		Post allotment in terms of shares	
		No.	%	No.	%
A.	Promoters & persons acting in concert	3247082	38.57	3247082	29.55
	Total (A)	3247082	38.57	3247082	29.55
B.	Mutual Funds/ Financial Institutional Investors/ Banks	77920	0.93	77920	0.71
	Central Govt. / State Govt.			-	-
	Total (B)	77920	0.93	77920	0.71
C.	Public NRIs/OCBs (b) Others	5093998	60.50	7661998	69.74
	Total (C)	5093998	60.50	7661998	69.74
	Total (A+B+C)	8419000	100.00	10987000	100.00

The proposed preferential allotment shall not result in change in Management control. Voting rights shall change in accordance with the shareholding pattern as above mentioned. A copy of the certificate received from the auditors of the Company in connection with the pricing of the proposed preferential issue shall be available for inspection during business hours on all working days at the Registered Office of the Company till the date of the ensuing Annual General Meeting.

The Board recommends the above resolution for your approval.

No Directors may be deemed to be concerned/ interested in the resolution.

Item No. 8 & 9.

Shri. G. K. Sarda, and Shri. Pramod Kalani are independent Directors of the Company and has held the position such for some years.

The Securities Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent directors by the listing Company.

It is proposed to appoint Shri. G. K. Sarda and Shri. Pramod Kalani as independent Directors of the Company pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 up to 5 (five) consecutive years the date of this Annual General Meeting till the conclusion of the 28th Annual General meeting of the Company.

Shri. G. K. Sarda and Shri. Pramod Kalani are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

The Company has also received notices in writing from members along with deposits of requisites amount under Section 160 of the Act proposing the candidature of each of the Shri. G. K. Sarda and Shri. Pramod Kalani for the office of Directors of the Company.

The Company has also received declaration from Shri. G. K. Sarda and Shri. Pramod Kalani that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Shri. G. K. Sarda and Shri. Pramod Kalani is interested in the resolutions set out respectively at item no. 07 to 09 of the notice with regard to their respective appointment.

Brief resume of Shri. G. K. Sarda and Shri. Pramod Kalani are provided in the herein

A brief profile along with other details of the Independent Directors are as follows:

Name of the Director :	Shri. G. K. Sarda
Date of joining the Board:	10.09.2008
Profile of the Director:	Vast experience with Engineering Background and Company Management
No. of shares held in the Company :	Nil
Directorships and Committee memberships in other companies:	Tunewell Electronics Private Limited All India Glass Manufacturers Federation

Name of the Director :	Shri. Pramod Kalani
Date of joining the Board:	15.01.2010
Profile of the Director:	Background In Pharmaceutical Manufacturing Company
No. of shares held in the Company :	Nil
Directorships and Committee memberships in other companies:	Sadasukha Foods Private Limited Oasis Laboratories Private Limited Shivalik Research & Analytical Services Pvt. Ltd.

Item No. 10 to 12:

The authorized share capital of the Company presently stands at Rs. 10,00,00,000/- (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (ten) each. With the growing expansion of the Company's business it is desirable to bring the authorized capital of the Company in proper correlation with the magnitude of the Company's resources and size of its undertaking. It is, therefore, considered advisable to increase the authorized capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores) to Rs. 12,00,00,000/- (Rupees Fifteen Crores only) by creation of 20,00,000 (Twenty Lakhs) further equity shares of Rs. 10/- (Ten) each, which will rank pari passu in all respects with the existing equity shares in the Company.

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

The proposed increase of the authorized capital of the Company requires the approval of the members in general meeting. Consequent upon the increase in authorized capital of the Company, it's Memorandum of Association and Articles of Association will require alteration so as to reflect the increase in share capital. Hence the above resolutions.

Registered Office:

VILLAGE POICHA (RANIA),
SURVEY NO. 6, SAVLI,
DIST. VADODARA – 397 080.

Place: Mumbai

Date: 14.08.2014

By order of the Board of

Lactose (India) Limited

Managing Director

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

LACTOSE (INDIA) LIMITED

CIN: L15201GJ1991PLC015186

REGISTERED OFFICE: VILLAGE POICHA (RANIA), SURVEY NO. 6, SAVLI, DIST. VADODARA – 391780

Tel: 02667244729, Email ID:investor.lactose@gmail.com Web: www.lactoseindialimited.com

ATTENANCE SLIP

(To be presented at the entrance)

23rd ANNUAL GENERAL MEETING ON THURSDAY 25th SEPTEMBER, 2014 AT 11.00 A.M.

At Village Poicha (Rania), Survey No. 6, Savli, Dist. Vadodara – 391780

Folio No. _____ DP ID No. _____ Client Id No. _____

Name of the Memembr _____ Signature _____

Name of the Proxy Holder _____ Signature _____

1. Only member/proxy holder can attend the meeting.
 2. Member/proxy holder should bring his/her copy of the Annual report for the reference at the Meeting.
-

LACTOSE (INDIA) LIMITED

CIN: L15201GJ1991PLC015186

REGISTERED OFFICE: VILLAGE POICHA (RANIA), SURVEY NO. 6, SAVLI, DIST. VADODARA – 391780

Tel: __02667244729__, Email ID:investor.lactose@gmail.com Web: _www.lactoseindialimited.com

Form No. MGT-II

Proxy Form

(Pursuant to section 105(6) of the companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Name of the Member(s): _____

Registered Address: _____

Email Id: _____

Folio No. /client ID No. _____ **DP ID No.** _____

I/We being the member(s) of _____ Shares of Expo Gas Container

Limited, hereby appoint

1. Name: _____ Email Id:- _____

Address: _____ Signature: _____

Or failing him

2. Name: _____ Email Id:- _____

Address: _____ Signature: _____

Or failing him

3. Name: _____ Email Id:- _____

Address: _____ Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 23rd Annual
General Meeting of the Company to be held on Thursday, 25th September, 2014 at 11.00 a.m. at

LACTOSE INDIA LIMITED

Registered office: Survey No 6, Village Poicha (Rania), Taluka Savli, District Vadodara-391780
Gujarat. Company Identification No: L15201GJ1991PLC015186

Village Poicha (Rania), Survey No. 6, Savli, Dist. Vadodara – 391780 at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Annual Accounts and reports thereon for the financial year ended 31st March, 2014
2. To appoint auditor and fix their remuneration.
3. To confirm appointment of Mrs. Sangita Maheshwari as Director of the Company.
4. To confirm appointment of Mr. Shyamsunder Toshniwal as Director of the Company.
5. To appoint Mrs. Sangita Maheshwari as Whole- time Director of the Company.
6. To appoint Mr. Atul Maheshwari as Managing Director of the Company.
7. To make Preferential Issue of 25,68,000 Convertible Warrants of Rs. 10/- each for cash at a premium of Rs. 17.40- aggregating to Rs. 44683200
8. To appoint Mr. G.K. Sarda as an Independent Director for a term upto five years.
9. To appoint Mr. Pramod Kalani as an Independent Director for a term upto five years.
10. Increase in Authorized Capital of the Company.
11. Amendment in the capital clause of Memorandum.
12. Amendment in the capital clause of Articles.

Signed this _____ day of _____ 2014.

Signature of share holder _____

Signature of Proxy holder(s) _____

Note: This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

Rs.1/- Revenue Stamp to be affixed
