

NOTICE

NOTICE is hereby given that the Twenty fourth 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 Saturday the 1st day of August, 2015 at 5.00 p. m. to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Profit and Loss Account for the year ended on that date together with the Report of Directors and Auditors thereon.
2. To appoint a director in place of Mr. S. S. Toshniwal, who retires by rotation and being eligible offers himself for re-appointment.
3. 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, 141, 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:

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. Abhijit Periwal 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. Abhijit Periwal 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.”

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

“RESOLVED THAT 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 12,60,000 (Twelve Lacs sixty 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 17.50/- (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. 27.50 per warrant for cash (the pricing which is determined in accordance with the SEBI Guidelines as applicable) aggregating Rs. 3,46,50,000/- (Three Crores Forty Six Lacs Fifty Thousand 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 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 re-enactment 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 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 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	1260000
	Total	1260000

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 02.07.2015, 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.”

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 4 & 5 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.
4. The register of members and share transfer books shall remain closed from Monday the 27 July, 2015 to Saturday 1 August, 2015 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.

11. SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 29 July, 2015 at 9.00 a.m. and ends on 31 July, 2015 at 5.00 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 (record date) of 25 July, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-
	<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 8 digits of the sequence number in the PAN field. • In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Lactose (India) Limited on which you choose to vote.
- (xiii) 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.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- (A) The voting period begins on 29 July 2015 at 09.00 a.m. and ends on 31st July 2015 at 5.00 p.m. (preceding the date of AGM) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25 July 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) 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).
- (C) 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 25 July 2015.
- (D) Ms. Neeta H. Desai, ND & Associates has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (E) The scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting first count the votes cast at the meeting thereafter unlock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three working days of the conclusion of the meeting, a consolidated scrutinizer report of the total Votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (G) A Member can opt for only one mode of voting i.e. either through e-voting or physical form. If Member cast his/her vote by both modes, the voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (H) The results declared along with Scrutinizers' Report shall be placed on the Company's website www.lactoseindialimited.com within two days of the passing of the Resolutions at the 24th AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

ANNEXURE TO NOTICE

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

Item No. 3.

Mr. Abhijit Periwal was appointed as an Additional Director w. e. f. 09.02.2015. As per Section 261 of the Companies Act, 2013 he holds office upto the date of Annual General Meeting. Hence this resolution.

None of the Directors are concerned or interested in the aforesaid resolution. The details of Mr. Abhijit Periwal as are follows:

Name of Director	Abhijit Periwal
Date of Birth	29.6.1976
Date of Appointment	09.02.2015
Expertise in specific Functional areas	Has experience and knowledge for finance related matters
Qualifications	C.A. & C.F.A.
Directorships held in other companies (Excluding Foreign Companies)	Abhijit Periwal Securities Private Limited
Committee position held in other companies	NIL
No. of Shares held	NIL

The Directors recommend this Resolution for your approval.

Item No. 4.

The Company plans to make Preferential Issue of 12,60,000 Convertible Warrants of Rs. 10/- each for cash at a price of Rs. 27.50/- aggregating to Rs. 3,46,50,000/- convertible at the option of the holder into one Equity Shares of Rs. 10/- each at the premium of Rs. 17.50/- (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 02.07.2015 and the price at which allotment proposed is Rs. 27.50/-. It is proposed to issue and allot the Warrants of Rs. 10/- each for cash at a premium of Rs. 17.50/- at the option of the holders into one equity share of Rs. 10/- each at the premium of Rs. 17.50/- (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.
(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.	12,60,000 Convertible Warrants of Rs. 10/- each for cash at a price of Rs. 27.50/- each for cash aggregating to Rs. 3,46,50,000/- in one & more tranches.

(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 allottee intend to subscribe to the tune of 12,60,000 Convertible Warrants of Rs. 10/- each for cash at a price of Rs. 27.50/- 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	No. of Equity Shares proposed to be allotted	% of expanded Equity Share Capital
1.	Gyaneshwar Multitrade Private Limited	1260000	13.02
	Total	1260000	13.02

(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)
1.	Gyaneshwar Multitrade Private Limited	Nil	1260000

Details of proposed non-promoter allottee Gyaneshwar Multitrade Private Limited.

The Company is incorporated on 30.12.2013 with the Authorized Capital of Rs. 10,00,000/- & Paid up capital of Rs. 1,00,000/-. The List of Directors, List of Promoters & list of shareholders are as follows:

List of Promoters

- a) Mr. Anantraj Kesaria b) Mr. Mihir Kesaria
c) Mrs. Anjani Gore

List of Shareholders

- a) Ms. Arti M. Yashwant - 20%
b) Mr. Anjani Gore – 20%
c) Mr. Rajaram Chavan – 20%
d) Mr. Ranjeet Kumar Ram – 20%
e) Mr. Vishal R. Patil – 20%

List of directors

- a) Mrs. Anjani Gore b) Mr. Rajshekar Patil
c) Ms. Arti M. Yashwant

- (j) Consequential changes in the shareholding pattern/voting rights :

Sr. No.	Category	Pre-allotment in terms of shares		Post allotment in terms of shares	
		No.	%	No.	%
A.	Promoters & persons acting in concert	3218700	38.23	3218700	33.25
	Total (A)	3218700	38.23	3218700	33.25
B.	Mutual Funds/ Financial Institutional Investors/ Banks	77920	0.93	77920	0.81
	Central Govt. / State Govt.				
	Total (B)	77920	0.93	77920	0.81
C.	Public NRIs/OCBs	4299960 822420	51.07 9.77	5559960 822420	57.44 8.50
	Total (C)	5122380	60.84	6382380	65.94
	Total (A+B+C)	8419000	100.00	9679000	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.

Registered Office:
VILLAGE POICHA (RANIA),
SURVEY NO. 6,
SAVLI, DIST.
VADODARA – 391 780.

**By order of the Board of
Lactose (India) Limited**

Managing Director

Place: Mumbai
Date: 02.07.2015