

## NOTICE

NOTICE is hereby given that the Twenty Fifth 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 29<sup>th</sup> day of September, 2016 at 3.00 p. m. to transact the following Business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 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. Abhijit Periwal 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 resolutions as a Special 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) remuneration payable to Mr. Atul Maheshwari, Managing Director of the Company be and is hereby revised for a balance tenure of his appointment on revised 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.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolutions as a Special 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) remuneration payable to Mrs. Sangita Maheshwari, Whole-time Director of the Company be and is hereby revised for a balance tenure of her appointment on revised 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 resolutions as a Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions contained in Section 188 (1) (f) and all other applicable provision, if any, of the Companies Act, 2013, the consent of the members be and is hereby accorded for appointing Mr. Yash Maheshwari to the place of profit as Manager- New Business Development effective from 1<sup>st</sup> October 2016 at a remuneration of Rs. 1,00,000/- per month”.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and hereby authorized to negotiate the terms and conditions of the proposed appointment to the place of profit as may be deemed fit and the best interests of the Company and to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deems necessary, proper to expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

### 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 to 6 of the notice is annexed hereto.

The Annual Report will also be available on the website of the Company at [www.lactoseindialimited.com](http://www.lactoseindialimited.com) in the Investors relation section.

3. The register of members and share transfer books shall remain closed from Friday the 23<sup>rd</sup> September, 2016 to Thursday the 29<sup>th</sup> September, 2016 both days inclusive.
4. 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.
5. Members/ Proxies are requested to bring their Attendance Slip duly filled in along with their copy of Annual Report to the Meeting.

6. 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.
7. 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.
8. 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. Procedure for e-voting

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 25th AGM by electronic means and

the business may be transacted through e-voting Services provided by central depository services Limited (CDSL).

The instructions for shareholders voting electronically are as under:

For Members whose e-mail addresses are registered with the Company/ Depositories:

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 26.9.2016 at 9 a.m. and ends on 28.9.2016 at 5 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 22.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders
- (iv) 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.
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>• 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
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"> <li>• 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 (iv).</li> </ul>

- (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 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 Lactose (India) Limited 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.

**(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**(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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on 26.09.2016 and ends on 28.09.2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## ANNEXURE TO NOTICE

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

#### Item No. 4

The Board of Directors has appointed Mr. Atul Maheshwari as a Managing Director for a period of 5 years with effect from 01.10.2014. It was decided to revise his remuneration for balance tenure of his appointment as Managing Director. The Board has approved the following terms at this meeting pursuant to the recommendations of the remuneration committee of the Board. The Remuneration Committee has suggested outer limit of Rs. 7,00,000 per month looking into his performance vis a vis performance of Company.

- i) Remuneration: Upto a limit of Rs. 7,00,000 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 01.10.2016, 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. 5

The Board of Directors has appointed Mrs. Sangita Maheshwari as a Whole Time Director for a period of 5 years with effect from 01.02.2014. It was decided to revise her remuneration for balance tenure of her appointment as Whole Time Director. The Board has approved the following terms at this meeting pursuant to the recommendations of the remuneration committee of the Board. The Remuneration Committee has suggested outer limit of Rs. 7,00,000 per month looking into her performance as a Whole Time Director.

- i) Remuneration: Upto a limit of Rs. 7,00,000 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 01.10.2016, 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.

#### Item No. 6

It is propose to appoint Mr. Yash Maheshwari to the place of Profit designated as Manager -New Business Development pursuant to Section 188 (1)(f) of the Companies Act, 2013 with a remuneration of Rs. 1,00,000/- per month.

Pursuant to the provision of Section 188 of the Companies Act, 2013 appointment to the place of profit requires approval of the members of the Company by way of passing a resolution to that effect.

The Board of Directors accordingly recommends the resolution set out in the accompanying Notice for the approval of the members of the Company.

Mr. Atul Maheshwari, Mrs. Sangita Maheshwari and Mr. Shyam Sunder Toshniwal are deemed to be concerned or interested in the resolution.

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

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

**Place: Mumbai  
Date: 10.08.2016**

**Sd/-  
Managing Director**