



LA OPALA RG LIMITED

CIN: L26101WB1987PLC042512

Regd. Office: Eco Centre, 8th Floor, EM – 4, Sector – V, Kolkata - 700 091

Phone: 7604088814/15/16/17, **Website :**www.laopala.in, **E-mail :**info@laopala.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given to the Members of the La Opala RG Limited (“the Company”) that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“ the Act”) read with the Companies (Management and Administration) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, (the ‘Listing Regulations’) and the MCA Circular dated May 5, 2020, April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, and January 13, 2021 and December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), and Secretarial Standard -2 , issued by the Institute of Company Secretaries of India, and any other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force and as amended from time to time), the Company is seeking the approval of the Members for the matters as considered in the resolutions appended below, through Postal Ballot i.e., voting by electronic means (e-voting).

A statement pursuant to Section 102 and other applicable provisions of the Act, setting out the material facts and the reasons thereof (the Statement) is annexed hereto for your consideration. The Notice along with the Statement is also available on the website of the Company www.laopala.in.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode only to those Members whose e-mail addresses are registered with the Company/ Depository Participant (DP)/Depository/ Maheshwari Datamatics Private Limited (MDPL), the Company’s Registrar & Transfer Agent (RTA). Further, the Shareholders would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided. Accordingly, the Company is pleased to offer the remote e-voting facility to all its members to cast their votes electronically. Shareholders are requested to read the instructions in the notes under the Section “Instruction for Voting through Electronic means” in this Postal Ballot Notice to cast their votes electronically. Shareholders are requested to cast their votes through e-voting process not later than Sunday, April 3, 2022, to be eligible to be considered, failing which it will be strictly considered that no vote has been received from the Shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholder to register their email address. Therefore, those shareholders who have not yet registered their email addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Company has engaged the service of remote e-voting through the National Securities Depositories Limited (NSDL).

The Board of Directors, has appointed Mr. Pravin Kumar Drolia, Practicing Company Secretaries, Kolkata (ICSI Membership No. - F2366, CP No. - 1362) as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and Rules made there under.

The Scrutinizer will submit his report to the Chairperson or any other person authorized by him after the completion of the scrutiny. The result of the remote e-voting will be announced on or before Tuesday, the 5th day of April, 2022 at the registered office of the Company and shall be placed along with the Scrutinizer's Report on the Company's website www.laopala.in. The results shall also be communicated to the Stock Exchanges where shares of the Company are listed (viz., BSE: www.bseindia.com NSE: www.nseindia.com and CSE: www.cse-india.com) and NSDL www.evoting.nsdl.com

SPECIAL RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT

1. Re-appointment of Mr. Subir Bose, (DIN: 00048451) as an Independent Director of the Company for a second term of five consecutive years:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (LODR) Regulation, 2015 as amended and also upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Subir Bose (DIN: 00048451), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for second term under the provisions of the Companies Act, 2013 and rules made thereunder, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from April 7, 2022 till April 6, 2027;

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment for the time being in force), the consent of the Shareholders be and is hereby also accorded for continuation of directorship of Mr. Subir Bose (DIN: 00048451), as a Non-Executive Independent Director of the Company who will attain the age of 75 years during his tenure, till the expiry of his second term of appointment i.e., up to April 6, 2027;

RESOLVED FURTHER THAT Mr. Alok Pandey, CFO and Ms. Kanchan P Jaiswal, Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

2. Appointment of Ms. Suparna Chakrabortti (DIN: 07090308), as an Independent Director of the Company for a term of five consecutive years:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152, 161 and other applicable

provisions, if any, of the Companies Act, 2013 ('The Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), and also upon recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Ms. Suparna Chakrabortti (DIN: 07090308), who was appointed as an Additional Director of the Company with effect from January 27, 2022, pursuant to Section 161 of the Act and the Articles of Association of the Company and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from January 27, 2022 to January 26, 2027.

RESOLVED FURTHER THAT Mr. Alok Pandey, CFO and Ms. Kanchan P Jaiswal, Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**By Order of the Board of Directors
For La Opala RG Limited**

Sd/-

**Kanchan P Jaiswal
Company Secretary
Mem. No. A38107**

Place: Kolkata
Date: 27.01.2022

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors of the Company at their meeting held on April 7, 2017 approved the appointment of Mr. Subir Bose, for a terms of 5 years w.e.f., April 7, 2017. The same was approved by the Shareholders in the Annual General Meeting held on August 26, 2017.

The Company has received the consent from Mr. Subir Bose to continue to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act and the SEBI (LODR) Regulation, 2015, as amended and DIR-8 to the effect that they are not disqualified in accordance with the provision of Section 164(2) of the Act.

After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution during his tenure as an Independent Director, the Nomination and Remuneration Committee at its meeting held on January 27, 2022 has considered, approved and recommended the re-appointment of Mr. Subir Bose as an Independent Directors for a second term of consecutive five years with effect from April 7, 2022, to the Board of Directors for their approval.

The Board of Directors in its meeting held on January 27, 2022 based on the performance evaluation and upon the recommendation of the Nomination and Remuneration Committee, and in view of his educational background and experience and considering his contribution for the growth and development of the Company, approved the re-appointment of Subir Bose as Independent Directors of the Company for a second term of 5 (five) years with effect from April 7, 2022 to April 6, 2027 based on his skills, experience, knowledge and report of their performance evaluation. The Board is of opinion that continued association of Mr. Subir Bose as an Independent Director would be beneficial for the further growth & development of the business of the Company.

He shall be paid remuneration by way of sitting fees for attending each meeting of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings, if any.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report.

In the opinion of the Board, Mr. Subir Bose fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the SEBI (LODR) Regulations, 2015, as amended for his re-appointment as an Independent Directors of the Company and are independent of the management.

Mr. Subir Bose, aged about 72 years, graduate in Chemical Engineering from the Indian Institute of Technology, Kanpur and completed his post-graduation in Business Administration from the Indian Institute of Management, Ahmedabad. He was associated with Berger Paints India Ltd since 1984 to 2012 and held position of Managing Director from 1994 to 2012. Mr. Bose has been associated with the Company since 2017 and Board considered that continued association of Mr. Bose would be of immense benefit.

A copy of the draft Letter of Appointment of Mr. Subir Bose setting out the terms and conditions of appointment is available for inspection. Members seeking to inspect the same are requested to follow the procedure mentioned in the Notes to this Postal Ballot Notice.

Pursuant to the provisions of the SEBI (LODR) Regulations 2015, as amended, no company shall appoint or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect. Mr. Subir Bose will complete 75 years on December 10, 2024 and thereafter his continuation on the Board of the Company shall require approval of the shareholders. Hence, The Board of Directors upon the recommendation of the Nomination and Remuneration Committee have approved the continuation of directorship of Mr. Subir Bose as an Independent Director of the Company after attaining the age of 75 years till completion of his second term of appointment.

The Board considers that his association would be of immense benefit to the Company and accordingly, the Board recommends the resolution with respect to the appointment of Mr. Subir Bose as an Independent Directors, for the approval by the shareholders of the Company.

Details pursuant to the SEBI (Listing obligations and disclosures requirements) Regulations, 2015, and Secretarial Standard – II issued by the Institute of Company Secretaries of India, is attached as Annexure to this Notice.

Save and except Mr. Subir Bose, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 1 of the Notice for the approval of the members.

Item No. 2

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Suparna Chakrabortti (DIN: 07090308), aged 56 years, as an Additional Director (Independent Women Director) of the Company, with effect from 27th January 2022 under Section 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company.

Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, Ms. Suparna Chakrabortti shall hold office up to the date of next Annual General Meeting or for a period of three months from the date of her appointment, whichever is earlier.

The Company has received from Ms. Suparna Chakrabortti Consent to act as Director, if appointed, in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, Disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and declaration to the effect that she meets the criteria of independence as prescribed under Section 149 of the Act, Rules thereunder and under the Listing Regulations.

The Company has received notice under Section 160 of the Act from a shareholder proposing the candidature of Ms. Suparna Chakrabortti for the office of Independent Director of the Company.

In the opinion of the Board, Ms. Suparna Chakrabortti fulfils the conditions as set out in Section 149(6) and Schedule - IV of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment. She is independent of

management and possesses the appropriate skills, experience, and knowledge required for the discharge of her duties as an Independent Director. Her vast knowledge and varied experience will be of immense value to the Company. Accordingly, the Board considers that the appointment of Ms. Suparna Chakrabortti would be of immense benefit to the Company.

Ms. Suparna Chakrabortti is an Associate member of Institute of ICAI. And also holds Master's degree in Business Administration (specialization - Finance) from Rutgers University, NJ, USA and Hunter College, New York, USA.

Ms. Suparna Chakrabortti comes with over 20 years of experience in the financial services and global information services sector. She is serving as the member of the Board of M/s Rydak Syndicate Ltd; M/s. Dhelakhat Tea Company Limited & M/s. Genesis Exports Limited in the capacity of Independent Director. She is also an Executive Committee Member of the G. L. Mehta Foundation, Kolkata and also Member of the Governing Committee of the Indus Valley World School as representative of the Gopal Chakrabortti Charitable Trust, Kolkata.

Directorship(s) / Membership(s) in other Companies (Unlisted Companies)
M/s Rydak Syndicate Limited – Chairperson of Audit & Nomination & Remuneration Committee
M/s Dhelakhat Tea Co. Ltd., – Member of Audit & Nomination & Remuneration Committee
M/s Genesis Exports Ltd., – Member of Audit; Nomination & Remuneration Committee and Corporate Social Responsibility Committee
Listed entities from which the Director has resigned in the past three years
Nil

Ms. Suparna Chakrabortti meets requisite skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company.

Post appointment of Ms. Suparna Chakrabortti as an Independent Director of the Company, no Board Meeting was held, hence she has not attended any Board Meeting of the Company.

Ms. Suparna Chakrabortti is not inter-se related with any other Director or Key Managerial Personnel of the Company. Ms. Suparna Chakrabortti does not hold any share in the Company.

A copy of the draft Letter of Appointment of Ms. Suparna Chakrabortti setting out the terms and conditions of appointment is available for inspection. Members seeking to inspect the same are requested to follow the procedure mentioned in the Notes to this Postal Ballot Notice.

Ms. Suparna Chakrabortti shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees, thereof, if applicable and reimbursement of expenses for participating in such meetings, if any.

Pursuant to Regulation 25(2A) of Listing Regulations, the appointment of Ms. Suparna Chakrabortti is subject to the approval of shareholders by way of Special Resolution and thus the Board of Directors recommends the Special Resolution as set out at Item No. 2 for approval of shareholders of the Company except Ms. Suparna Chakrabortti, being an appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**By Order of the Board of Directors
For La Opala RG Limited**

Sd/-

Kanchan P Jaiswal
Company Secretary
M. No. A38107

Place: Kolkata
Date: 27.01.2022

NOTES:

1. The relevant explanatory statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 read with relevant rules made thereunder ('The Act') in respect to the aforesaid item, set out in the Notice of the Postal Ballot is annexed hereto.
2. Due to the continuing COVID-19 Pandemic, social distancing is a norm to be followed and the Ministry of Corporate Affairs ("MCA") has vide its various circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 8, 2021, (collectively referred to as "MCA Circulars") have permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only.
3. The Postal Ballot Notice is being sent to all Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on close of business hours on 25th February, 2022 being cut-off date in view of the continuing restrictions of movements of persons at several places in the Country caused by outbreak of Covid 19 and MCA Circulars, the Postal ballot notice is being sent only in electronic mode to those shareholders who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited ("MDPL"). **A person who is not a Member on 25th February, 2022 i.e., the cut-off date for reckoning voting rights, should treat this Notice for information purposes only.**
4. A member cannot exercise his/her vote by proxy on Postal Ballot.
5. The Board has appointed Mr. Pravin Kumar Drolia (Membership No. F2366, CP No. - 1362), Practicing Company Secretaries, Kolkata as the Scrutinizer to conduct the Postal Ballot and remote e-voting process in a fair and transparent manner.
6. The voting period commences at 9:00 A.M. on Saturday, 5th March, 2022 and ends at 05:00 P.M. on Sunday, 3rd April, 2022. The remote e-voting module shall be disabled by NSDL for voting thereafter.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically. Physical Shareholders are requested to directly register/update their EmailID visiting the link at <http://mdpl.in/form/email-update> and De-mat Holders are requested register/update through respective Depository Participants.
8. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company from 11 am to 1 pm on all working days except Sundays and Public Holidays from the last date of dispatch of Notice until the last date for remote e-voting.

9. Members may address their queries regarding voting by remote E- Voting to the Company Secretary / Maheshwari Datamatics Pvt. Ltd. (MDPL), the RTA of the Company at their email addresses kanchan@laopala.in and mdpldc@yahoo.com and telephone no. 033-7604088814/5/6/7 and 033-2231 6839 respectively.
10. The Resolutions, if passed by majority, will be deemed to be passed on the last date specified for e- voting i.e., Sunday, April 3, 2022.

The Scrutinizer shall after conclusion of the voting period submit his report to the Chairman of the Board or any person authorized by him who shall declare the results of the Voting therewith.

11. The results of the postal ballot shall be declared at the Registered office of the Company and placed along with the Scrutinizer's Report on the website of the Company www.laopala.in and shall also be displayed on the Notice Board of the Company at its Registered Office and communicated to the Stock Exchanges where the shares of the Company are listed and simultaneously to the NSDL.

12. INSTRUCTION FOR VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

The instruction for e-voting are as under:-

The e-voting period commences on Saturday, 5th March, 2022 (9:00 hours IST) and ends on Sunday, 3rd April, 2022 (17:00 hours IST). During this period the Members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e., 25th February 2022, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time.

The details of the process and manner for remote e-voting are explained as mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:-

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="646 344 1403 835">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.<li data-bbox="646 869 1403 1014">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="646 1056 1403 1547">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in de-mat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in de-mat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below: -
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:-
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Corporates / Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to droliapravin@yahoo.co.in, with a copy marked to evoting@nsdl.co.in and kanchan@laopala.co.in. The Scanned image of the above mentioned documents should be in the naming format “La Opala RG Limited, Postal Ballot Notice” the documents must be received by the scrutinizer on or before Sunday, April 3, 2022 (5:00 p.m.)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 /18002244 30 or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email address:- evoting@nsdl.co.in or at telephone no. 022-2499 4545.

**By Order of the Board of Directors
For La Opala RG Limited**

Sd/-

**Kanchan P Jaiswal
Company Secretary
Mem. No. A38107**

Place: Kolkata
Date: 27.01.2022

ANNEXURE TO THE EXPLANATORY STATEMENT

Pursuant to the Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, information about the directors is furnished below: -

Name of Director	Mr. Subir Bose	Ms. Suparna Chakrabortti
DIN	00048561	07090308
Date of Birth	10-12-1949	28-06-1966
Nationality	Indian	Indian
Qualification	Graduate in Chemical Engineering from the Indian Institute of Technology, Kanpur and post-graduation in Business Administration from the IIM, Ahmedabad.	Associate member of Institute of ICAI and Master's in Business Administration (Finance) from Rutgers University, NJ, USA and Hunter College, New York, USA.
Experience & Expertise in specific functional areas	He was associated with Berger Paints India Ltd since 1984 to 2012 and held position of Managing Director from 1994 to 2012. Mr. Bose has been associated with the Company since 2017.	She is serving as the member of the Board in M/s Rydak Syndicate Ltd; Dhelakhat Tea Company Limited & Genesis Exports Limited in the capacity of an Independent Director.
Date of first appointment on the Board of the Company	April 7, 2017	January 27, 2022
Terms and Conditions of Appointment	Appointed as an Independent Director for a period of 5 (five) consecutive years, not liable to retire by rotation, from 7th April 2022 to 6th April 2027.	Appointed as an Independent Director for a period of 5 (five) consecutive years, not liable to retire by rotation, from 27 th January 2022 to 26 th January 2027
No of shares held in the Company as on January 27, 2022	Nil	Nil
Remuneration last drawn	As per Explanatory Statement	As per Explanatory Statement
No. of meeting of the Board attended during the Year (27.01.2022)	4 out of 4	NA
List of Directorship held in other Companies	M/s Ganesh Grains Limited	- M/s Rydak Syndicate Ltd; - M/s Dhelakhat Tea Company Limited & - M/s Genesis Exports Limited
Chairman/Member of the Committee of Board of Directors of other Public Companies of which he is a director in the Audit & Stakeholders Relationship Committee	Ganesh Grains Limited Audit Committee - Member	Rydak Syndicate Limited <u>Chairperson</u> - Audit Committee Dhelakhat Tea Company Limited <u>Member</u> - Audit Committee Genesis Exports Limited <u>Member</u> - Audit Committee
Relationship between Directors inter-se	None	None

<p>Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements</p>	<p>Mr. Subir Bose is a professional having top management level exposures and has sufficient breadth of skills in areas of Finance, strategy formulation and Management. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.</p>	<p>Ms. Suparna Chakrabortti is a professional having sufficient breadth of skills in areas of Business Administration, finance, Governance and Compliance. The Company believes that her skills, knowledge, and experience on the Board will complement the effective functioning of the Company</p>
<p>Listed entities from which the Director has resigned in the past three years</p>	<p>- DIC India Limited w.e.f 09.12.2019 - The Tinsplate Company of India Ltd w.e.f 10.12.2019</p>	<p>-</p>