

LA OPALA RG LIMITED

CIN: L26101WB1887PLC042512

Regd. Office: 'Chitrakoot', 10th Floor, 230-A, A. J. C. Bose Road, Kolkata - 700 020

Phone: 7604088814/ 15 / 16/17, Fax: +81 033 22870284

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 that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, 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 post or by electronic means, as the case may be.

The Company is desirous of seeking your consent to the Resolutions set out in the Postal Ballot Notice. The Explanatory Statement pertaining to the resolutions setting out the material facts and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors, at its meeting held on Thursday, March 7, 2019, has appointed M/s. Drolia & Company, Company Secretaries, Kolkata as the Scrutinizer for conducting the Postal Ballot voting process including voting through electronic means in a fair and transparent manner and in accordance with the provisions of the Act and Rules made thereunder.

Members desiring to exercise their vote by Postal Ballot are requested to read carefully the instructions printed in the enclosed Postal Ballot Form, vote either for or against the Resolutions. Rule 22 (3) (e) of the Rules specify that any consent or otherwise received after thirty (30) days from the date of issue of this notice shall be treated as if the reply from the Member has not been received. We, therefore request you to please return the said Form duly completed and signed, in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer not later than 5:00 pm on or before Monday, April 08, 2019 being last date of e-voting at the following address: Mr. Pravin Drolia, M/s. Drolia & Company, Scrutinizer, 9 Crooked Lane, Kolkata - 700069.

In accordance with Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged National Securities and Depository Limited ("NSDL"), an agency authorized by the Ministry of Corporate Affairs, to provide remote e-voting facility to its Members. The procedure for electronic voting is also attached herewith.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairperson or any person authorized by him. The Postal Ballot results will be declared on or before 5:00 pm on Tuesday, April 09, 2019 at the Registered Office of the Company and will also be displayed at 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 and NSE: www.nseindia.com) and will be hosted along with the Scrutinizer's Report and will be available on the website of NSDL www.evoting.nsdl.com. The Results will be published in the newspaper for the information of Members.

SPECIAL RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT

1. CONTINUATION OF DIRECTORSHIP OF MR. A.C. CHAKRABORTTI (DIN: 00015622), NON-EXECUTIVE INDEPENDENT DIRECTOR AND WHO HAS ATTAINED THE AGE OF ABOVE 75 YEARS

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

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time and subject to such approvals, consents, permissions, as may be considered necessary from the appropriate authorities, consent of the Members be and is hereby accorded for continuance of the Directorship of Mr. A. C. Chakrabortti (DIN: 00015622), Chairman and Non-Executive Independent Director of the Company, who has crossed the age limit of 75 years and aged around 88 years at present, on the existing terms and conditions, from the effective date of the said Amendment Regulations i.e. April 01, 2019 till the expiry of his term i.e., August 12, 2019.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary 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 undertake all other activities as may be incidental or expedient in this regard.”

By Order of the Board of Directors of
La Opala RG Ltd.

Sd/-

Alok Pandey
Company Secretary
M. No. A6305

Place: Kolkata
Date: 07.03.2019

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is appended hereto.
2. 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 1st March, 2019 being cut-off date.
3. Each equity share carries one vote and voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 1st March, 2019 being cut-off date.
4. In terms of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, Physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered or speed post or courier), along with a pre-paid postage self-addressed Business Reply Envelope.
5. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 20 of the

Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Members the facility to exercise their right to vote by electronic means as an alternative mechanism. For this purpose, the Company is availing e-voting platform of NSDL in order to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that remote e-voting is optional.

6. Members can opt for only one mode of voting, i.e. either by Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot will be treated as invalid.
7. The vote in this Postal Ballot cannot be exercised through proxy.
8. The voting (including remote e-voting) period commences at 09:00 am. on Sunday, 10th March, 2019 and ends at 05:00 pm. on Monday, 8th April, 2019. The remote e-voting module shall be disabled by NSDL for voting thereafter.
9. Members who do not have access to e-voting facility may send duly completed Postal Ballot form in the attached self-addressed business reply envelope so as to reach the Scrutinizer by 5:00 pm on Monday, 8th April, 2019 at the following address Mr. Pravin Drolia, M/s. Drolia & Company, Scrutinizer, 9 Crooked Lane, Kolkata - 700069.
10. 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.
11. Postal Ballot Form should be completed and signed by the Member(s) as per the specimen signature registered with the Company / Depository Participants. In case of joint-holding, this Form must be completed and signed (as per specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named joint holder only. There will be only one Postal Ballot Form for every Client ID/ Folio No. irrespective of the number of joint holders.
12. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing (√) in the appropriate column.
13. Shareholders, who have received Postal Ballot Notice by e-mail and wish to vote through physical Postal Ballot Form, can download the Postal Ballot Form from the Home page of the Company website www.laopala.in and on the website of www.evoting.nsdl.com.
14. In case of equity shares held by Companies, Institutional shareholders (FPIs/ Foreign Institutional Investors/ Trust/ Mutual Funds/ Banks etc.) are requested to send a duly completed Postal Ballot Form accompanied by a certified copy of the Board Resolution/ Authority Letter together with the attested specimen signature(s) of the authorized signatory(ies) who are authorized to vote by Postal Ballot, shall be sent to the scrutinizer.
15. 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 5 pm on all days except Saturdays, Sundays and Public Holidays from the date of dispatch of Notice till the last date for voting.
16. **The 8th April, 2019, being the last date of receipt of duly completed Postal Ballot Forms/remote e-voting from Shareholders.**
17. **The above resolutions passed by the Members through Postal Ballot shall be deemed to have been passed on the date of declaration of the results of the Postal Ballot as if the same have been passed at a General Meeting of the Members of the Company, if approved by the requisite majority based on Scrutinizer's Report.**
18. The Board of Directors has appointed Mr. Alok Pandey, Company Secretary and Compliance Officer of the Company as the designated person responsible for the entire Postal Ballot process.

19. VOTING THROUGH ELECTRONIC MEANS

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to the Members, to enable them to cast their votes on the resolution proposed to be passed electronically as a part of Postal Ballot process.
- b) The Company has engaged the services of National Securities and Depository Ltd. ("NSDL") as the Authorized Agency to provide remote e-voting facilities.
- c) Members are requested to carefully read the instructions for remote e-voting before casting their votes. "Cut-off date" for determining the eligibility for voting either through electronic voting system or ballot is fixed as 1st March, 2019. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
- d) The remote e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for remote e-voting:

Commencement of remote e-voting 9.00 a.m., Sunday, the 10th March, 2019.

End of remote e-voting 5.00 p.m., Monday, the 8th April, 2019.

- e) The instructions for Shareholders for e-voting are as under:

(a) In case of Shareholders' receiving e-mail from NSDL

- (i) Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Remote e-voting.pdf".
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder - Login
- (iv) Put your user ID and password & Click - Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of La Opala RG Limited
- (viii) Now you are ready for e-Voting as Cast Vote page opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail droliapraavin@yahoo.co.in with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN	USER ID	PASSWORD/PIN
(E Voting Event Number)		

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) 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 Downloads section of www.evoting.nsdl.com.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).
- (e) Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.
- (f) You can 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).

Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 regarding Special Business forming part of Postal Ballot Notice

1. Pursuant to Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2015, as amended on May 9, 2018, with effect from April 1, 2019 consent of the Shareholders by way of Special Resolution shall be required for continuation of directorship of the Non – Executive Directors of the Company who have attained the age of 75 years.

Mr. A.C. Chakrabortti (DIN: 00015622), was appointed as a Non-Executive Independent Director on the Board of the Company in accordance with the provisions of Section 148, 150, 152 read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 at the 27th Annual General Meeting of the Company held on August 13, 2014 for a term of upto 5 (five) consecutive years upto August 12, 2019. In the opinion of the Board, he fulfills the conditions specified under the Act for such appointment and that the proposed director is independent of the management.

Mr. A.C. Chakrabortti, Independent Director, having attained the prescribed age limit of 75 years and his term is valid till August 12, 2019, the Board of Directors at its meeting held on March 7, 2019, decided to seek the approval of the Shareholders by a Special Resolution for continuing as an Independent Director of the Company.

The brief profile of Mr. A.C. Chakrabortti, Non-Executive Independent Director seeking continuation of Directorship pursuant to Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India are given below:

Name of Director	Mr. A.C. Chakrabortti
Date of Birth	02.10.1930; 88 years of age
DIN	00015622
Nationality	Indian
Qualification	Chartered Accountant from England & Wales and India.
Date of first appointment on the Board	28.10.1994
Date of Appointment as an Independent Director	13.08.2014
Expertise/Experience in specific functional areas	Mr. A.C. Chakrabortti was the President of the Institute of Chartered Accountants of India, a Member of the Governing

	Committee of the International Federation of Accountants, New York, a Member of the Institute of Chartered Accountants in England & Wales. Mr. A. C. Chakrabortti, was a Senior Partner of S. R. Batliboi & Co, Chartered Accountants and a Managing Partner at Ernst & Young. He serves as the Chairman of La Opala RG Limited since October 28, 1994. He has been associated with many corporates such as Grindwell Norton Limited, Peerless General Finance & Investment Co Limited, United Credit Belani Properties Limited.		
Directorship held in other Companies	<ol style="list-style-type: none"> 1. Asian Hotels (East) Limited 2. Chandra's Chemical Enterprise Private Limited 3. Madhya Pradesh Madhya Kshetra Vidyut Vitaran Company Limited 4. Texmaco Rail & Engineering Limited 5. Gwalior Webbing Co. Private Limited 6. East India Investment Co. Private Limited 7. Mazbat Properties Private Limited 8. Mazbat Investments Private Limited 		
Relationship with other Directors, Manager and other KMP of the Company	Nil		
Terms and conditions of appointment/ continuation of Directorship	Mr. A.C. Chakrabortti was appointed as the Non-Executive Independent Director of the Company in accordance with the provisions of the Companies Act, 2013 at the 27 th AGM held on August 13, 2014 for a period of 5 years upto August 12, 2019.		
Details of last Remuneration drawn (F.Y. 17-18)	₹ 3.50 Lacs as sitting fees and ₹ 6.00 Lacs as commission.		
Details of proposed Remuneration	Sitting fees and Commission as may be approved by the Board, in accordance with the applicable provisions of law.		
Number of Meetings of the Board attended during the year	Held	5	
	Attended	5	
Chairman / Member of the Committee of the Board of Directors of this Company	Name of the Committees		Chairman/Member
	Audit Committee		Member
	Nomination & Remuneration Committee (NRC)		Member
Committee Membership in other Companies	Corporate Social Responsibility Committee		Member
	Name of Company	Name of the Committees	Chairman/Member
		1. Asian Hotels (East) Limited	Audit Committee
		NRC	Member
	2. Madhya Pradesh Madhya Kshetra Vidyut Vitaran Company Limited	Audit Committee	Member
		NRC	Member
	3. Texmaco Rail & Engineering Ltd.	Audit Committee	Chairman
NRC		Chairman	
Shareholding in the Company as on March 1, 2019	12,000 equity shares (.01%) of face value of Rs. 2 each		

Keeping in view the experience of and contributions made by Mr. A.C. Chakrabortti who have attained the age of 75 years, the Board recommends the Special Resolution set out in the Item No 1 for the approval of the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company except Mr. A.C. Chakrabortti And their relatives are concerned or interested, financially or otherwise, in the resolutions set out in the Item No 1 of the Notice.

By Order of the Board of Directors of
La Opala RG Ltd.

Sd/-

Alok Pandey
Company Secretary
M. No. A6305

Place: Kolkata
Date: 07.03.2019