

Date : June 24, 2017

BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building P J Towers  
Dalal Street , Fort  
Mumbai 400001

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No C/1, G Block  
Bandra Kurla Complex  
Bandra (East), Mumbai 400051

Dear Sir/ Madam

**Subject: Result of Postal Ballot**

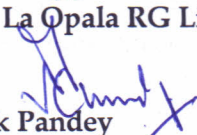
We wish to inform you that the Postal Ballot was conducted by the company for seeking approval of the Members of the Company through Special Resolution to increase in the limit of shareholding by Registered Foreign Institutional Investors (FIIs) from 24% to 35% of the paid up equity share capital of the Company.

In accordance with Regulation 44(3) of SEBI ( Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule of Companies (Management and Administration) Rule 2014, the Company had provided E - Voting facility, to facilitate all equity shareholders of the Company (as at cut-off date of 19<sup>th</sup> May ,2017 ) to cast their votes electronically on business proposed in the Notice of Postal Ballot. The E - Voting period commenced on 24<sup>th</sup> May 2017 at 9:00 A.M. and concluded on 22<sup>nd</sup> June 2017 at 5:00 P.M.

The above Special Resolution has been approved by the Members of the Company with requisite majority.

Copy of the Scrutinizer's report along with requisite particulars of E- Voting results as per Regulation 44(3) of SEBI ( Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule of Companies (Management and Administration) Rule 2014, is enclosed for your information and record.

Thanking you,  
For, La Opala RG Limited

  
Alok Pandey  
CFO and Company Secretary  
Enc. As Above



## Voting Result

Increase in the limit of shareholding by registered Foreign Institutional Investors (FIIs) from 24% to 35% of the paid up equity share capital of the Company.

Total No. of Shareholders	9,558			
Total No. of Shares	55,500,000			
Duration of receipt of Postal Ballot Forms and e voting	From 24th May, 2017 to 22nd June, 2017			
		Number of Members	Number of Shares held	No. of votes polled
Total Votes cast through e-Voting	A	110	39853786	39853786
Total Votes cast through valid Postal Ballot Forms Received	B	41	8043	8043
Grand Total of e-voting/Postal Ballot Form (A+B)	C	151	39861829	39861829
Less: Invalid e-voting/Postal Ballot Forms	D	3	12	12
Net e-voting /Postal Ballot Forms (C-D)(valid)	E	148	39861817	39861817

Table showing Bifurcation of voting by promoters/Financial Institutions and others

Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	36,087,500	36,087,500	100.00	36,087,500	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>36,087,500</b>	<b>100.00</b>	<b>36,087,500</b>	-	<b>100.00</b>	-
Public-Institutions	E-voting	3,749,951	3,749,951	100.00	3,749,951	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>3,749,951</b>	<b>100.00</b>	<b>3,749,951</b>	-	<b>100.00</b>	-
Public-Non Institutions	E-voting	24,366	16,335	67.04	16,299	36	99.78	0.22
	Postal Ballot		8,031	32.96	8,025	6	99.93	0.07
	<b>Total</b>		<b>24,366</b>	<b>100.00</b>	<b>24,324</b>	<b>42</b>	<b>99.83</b>	<b>0.17</b>
<b>Total</b>		<b>39,861,817</b>	<b>39,861,817</b>	<b>100.00</b>	<b>39,861,775</b>	<b>42</b>	<b>100.00</b>	<b>0.00</b>

## Note :

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.



**DROLIA & COMPANY**  
**(Company Secretaries)**  
9, Crooked Lane, Kolkata - 700069  
Mobile: 9831196869; Email: droliapravin@yahoo.co.in

**Report of Scrutinizer**

*[Pursuant to Sections 110 & 108 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Amendment Rules, 2015 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
The Chairman,  
**LA OPALA RG LIMITED**  
**CIN: L26101WB1987PLC042512**  
'Chitrakoot', 10<sup>th</sup> Floor,  
230-A, A.J.C. Bose Road,  
**Kolkata-700 020**

Dear Sir,

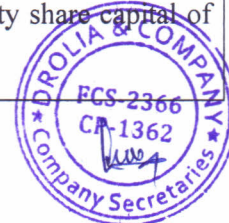
**Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Ballot Paper on the Resolutions set out in the Postal Ballot Notice dated 09<sup>th</sup> May, 2017 of M/s. LA OPALA RG LIMITED.**

-----

I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as the Scrutinizer, by the Board of Directors of **M/s. LA OPALA RG LIMITED** ("the Company") in their meeting held on 09<sup>th</sup> May, 2017, in terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Amendment Rules, 2015 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Physical Ballot Forms in a fair and transparent manner in respect of the following resolutions set out in the Postal Ballot Notice of the Company, dated 09<sup>th</sup> May, 2017.

Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and rules relating to the Postal Ballot Process on the resolution set out in Postal Ballot Notice dated 09<sup>th</sup> May, 2017. My responsibility, as a scrutinizer for Postal Ballots and e- voting process is restricted to the extent of ascertaining requisite vote casts i.e "in Favour" or "Against" the resolution mentioned in the notice dated 09<sup>th</sup> May, 2017.

Resolution Number	Type of Resolution	Particulars
1.	Special Resolution	Increase in the limit of shareholding by registered Foreign Institutional Investors (FIIs) from 24% to 35% of the paid up equity share capital of the Company.



1. I submit my report as under:

1.1. The Company had completed the dispatch of physical Postal Ballot Notice dated 09<sup>th</sup> May, 2017 along with Postal Ballot Forms and self-addressed pre-paid postage envelopes through registered post and courier on 23<sup>rd</sup> May 2017 in accordance with Companies Act, 2013 read with rules made thereunder, to those Members who held shares in physical form and whose names appeared in the Register of Members as on 19<sup>th</sup> May, 2017, being the cut-off date fixed by the Board.

In addition to the above, Postal Ballot Notice dated 09<sup>th</sup> May, 2017 was also sent via electronic mode by the system provider, National Securities and Depository Limited (NSDL), to the Members at their respective e-mail id's registered with the depository participants or with the Company, as per the data downloaded from National Security Depository Limited (NSDL) and CDSL as on 19<sup>th</sup> May, 2017 (the cut-off date). I, further report that as stated in the Postal Ballot Notice sent to the shareholders, the Company had fixed 22<sup>nd</sup> June 2017 till 5:00 P.M. as the last date for receipt of Postal Ballot Forms and remote e-voting.

1.2. In Compliance to the provisions of Rule 20 and 22 of the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company has also provided e-voting facility to all its Members to enable them to cast their votes electronically. National Securities and Depository Limited (NSDL) provided the e-voting services. The e-voting period was commenced on Wednesday, 24<sup>th</sup> May, 2017 from 9:00 A.M. (IST) and concluded on Thursday, 22<sup>nd</sup> June, 2017 at 5:00 P.M. (IST). The vote cast by the Shareholders through e-voting facility, were scrutinized, by verifying it using the Scrutinizer's login on the NSDL e-voting website.

1.3. As per the Resolution passed by the Board Of Directors of **M/s. LA OPALA RG LIMITED** on 9<sup>th</sup> May 2017, **Mr Alok Pandey**, Company Secretary of the Company, were made responsible for the entire postal ballot process conducted and was authorized to do all things and to take all incidental and necessary steps for the postal ballot process in a transparent manner.

1.4. An Advertisement was published in "Business Standard, Kolkata" (English Edition) and "Arthiklipi, Kolkata" (Bengali Edition) on 24<sup>th</sup> May 2017, pursuant to Rules 22 and 20 of the Companies (Management and Administration) Amendment Rules, 2015 informing the Members about completion of dispatch of Postal Ballot Notice both by registered post and electronically, wherever applicable along with other information as specified in the rules.

1.5. I have received the Postal Ballot Forms from the Members during the period starting from Wednesday, 24<sup>th</sup> May, 2017 till Thursday, 22<sup>nd</sup> June, 2017. All the physical Postal Ballot forms and votes cast by e-voting through NSDL received up to 5.00 P.M. on Thursday, the 22<sup>nd</sup> June, 2017, being the last date and time fixed by the Company for receipt of the physical ballot forms/e-voting were considered for my scrutiny.

1.6. The sealed Postal Ballot Forms received from the shareholders were kept under the safe custody of the Company.

1.7. The Company had not issued any duplicate Postal Ballot Form.



- 1.8. Envelopes containing Postal Ballot Forms received after working hours (5:00 PM) on 22<sup>nd</sup> June, 2017 were not considered for my scrutiny..
- 1.9. Envelopes containing Postal Ballot Forms which were returned undelivered were not opened and not considered for scrutiny. I have not found any Defaced/Mutilated Postal Ballot Form.
- 1.10. The e-voting facility provided by NSDL was unblocked at about 8.00 PM. on 22<sup>nd</sup> June, 2017, by me as a Scrutinizer in the presence of two witnesses, Mr. Subhajit Dutta, residing at Dharapara, Chandannagar, Hooghly-712136 and Mrs. Sangita Drolia residing at 13, Selimpur Road , Block D, 2<sup>nd</sup> Floor, Kolkata - 700 031, who were not in the employment of the Company as prescribed in sub rule 4(xii) of rule 20 of the said rules
- 1.11. Scrutiny of Physical Postal Ballots Forms was commenced at 11.00 A M on 23<sup>rd</sup> June 2017 in presence of my authorized representative and continued till 2.00 P M on same day. The details of votes exercised through postal ballots were duly Scrutinized and specimen signature of the Members on these have been verified with the specimen signature records maintained by the RTA M/S Maheswari Datamatics Pvt Ltd.
- 1.12. Particulars of votes cast through all the valid Postal Ballot Forms received from the Members and the votes casted by means of remote e-voting through the e-voting platform provided by NSDL, by the Members, were entered in the register maintained separately for the purpose in electronic mode.

On scrutiny, I report that out of 9558 shareholders, 110 shareholders have exercised their valid vote through e-voting and 38 shareholders have exercised their valid votes through Postal ballot Forms, as received. The details of Polling results for the items placed for consideration by the members are enclosed and marked as **Annexure – “A”**.

#### **RESULTS:**

In terms of Section 108 and 110 of the Companies Act, 2013 and the Companies (Management and Administration) Amendment Rules, 2015, the Special Resolution as set out in the Notice of Postal Ballot dated 09<sup>th</sup> May, 2017 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the last date of receipt of duly completed postal ballots forms and e-voting i.e. Thursday, the 22<sup>nd</sup> June, 2017.

I, further report that as per the Postal Ballot Notice dated 09<sup>th</sup> May, 2017 and the resolution passed by the Board on the same date, the Company Secretary or any other person as authorized by the Board in this regard may declare and confirm the above results of voting by Postal Ballot in respect of the resolution referred herein on 24<sup>th</sup> June, 2017 at 9.30 A.M. at 'Chitrakoot', 10<sup>th</sup> Floor, 230-A, A.J.C. Bose Road, Kolkata- 700 020.



**In determining the validity or otherwise of the Postal Ballot forms received, I have adopted the following criteria:**

- a) Where the date and place has been left blank, the signed ballot has been treated as valid,
- b) Where the number of shares has been left blank, I have accounted for the total holding for the purpose of either assent or dissent to the relevant resolution as indicate by the member
- c) In respect of certain ballot forms and e-voting, the members have exercised their voting rights by partially voting for assent/dissent. In such cases the votes have been considered on the basis of votes cast and such ballot papers and e-voting have been included in valid postal ballot form and e-vote with both assent and dissent to the resolution respectively.
- d) Members who have exercised the votes in physical as well as in electronic modes, the vote by electronic only has been considered and voting by postal ballot was treated as in valid.

Thanking You,  
Yours faithfully,

**FOR DROLIA & COMPANY**

(Company Secretaries)

(Pravin Kumar Drolia)

Proprietor

F.C.S No.2366,

Certificate of Practice No.1362



Place: Kolkata

Date: 23<sup>rd</sup> June, 2017

Consolidated Scrutinizer(s) Report of Voting on the Resolutions as set out in the Postal Ballot Notice dated 09th May, 2017 of LA OPALA RG LIMITED, deemed to be passed on the last date of receipt of Postal Ballot Forms, i.e., 22nd June, 2017

**Special Resolution**

Increase in the limit of shareholding by registered Foreign Institutional Investors (FIIs) from 24% to 35% of the paid up equity share capital of the Company.

Total No. of Shareholders	9,558			
Total No. of Shares	55,500,000			
Duration of receipt of Postal Ballot Forms and e voting	From 24th May, 2017 to 22nd June, 2017			
		Number of Members	Number of Shares held	No. of votes polled
Total Votes cast through e-Voting	A	110	39853786	39853786
Total Votes cast through valid Postal Ballot Forms Received	B	41	8043	8043
Grand Total of e-voting/Postal Ballot Form (A+B)	C	151	39861829	39861829
Less: Invalid e-voting/Postal Ballot Forms	D	3	12	12
Net e-voting /Postal Ballot Forms (C-D)(valid)	E	148	39861817	39861817

Table showing Bifurcation of voting by promoters/Financial Institutions and others

Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	36,087,500	36,087,500	100.00	36,087,500	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>36,087,500</b>	<b>100.00</b>	<b>36,087,500</b>	-	<b>100.00</b>	-
Public-Institutions	E-voting	3,749,951	3,749,951	100.00	3,749,951	-	100.00	-
	Postal Ballot		-	-	-	-	-	
	<b>Total</b>		<b>3,749,951</b>	<b>100.00</b>	<b>3,749,951</b>	-	<b>100.00</b>	-
Public-Non Institutions	E-voting	24,366	16,335	67.04	16,299	36	99.78	0.22
	Postal Ballot		8,031	32.96	8,025	6	99.93	0.07
	<b>Total</b>		<b>24,366</b>	<b>100.00</b>	<b>24,324</b>	<b>42</b>	<b>99.83</b>	<b>0.17</b>
<b>Total</b>		<b>39,861,817</b>	<b>39,861,817</b>	<b>100.00</b>	<b>39,861,775</b>	<b>42</b>	<b>100.00</b>	<b>0.00</b>

**Note :**

- (i) Invalid Postal Ballot was not taken into account for counting of votes.  
(ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

We the undersigned witness that the votes were unlocked from the evoting website of NSDL(<http://www.evoting.nsdl.com>) in our presence at 8.00 P.M. on the 22nd June, 2017.

*Subhajit Dutta*

(i) Mr. Subhajit Dutta  
Dharapara, Chandannagar  
Hooghly - 712 136

*Sangita Drolia*

(ii) Mrs. Sangita Drolia  
Block- D, 2nd Floor,  
13, Selimpur Road,  
Kolkata- 700 031

FOR DROLIA & COMPANY  
(Company Secretaries)

(Pravin Kumar Drolia)  
Proprietor

F.C.S No.2366, Certificate of Practice No.1362



Place: Kolkata

Date: 23rd June, 2017