

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made there under)

To,
The Members of the Company

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), applicable Regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations that the resolution appended is proposed to be passed by way of Postal Ballot/E-voting.

The Explanatory Statement pertaining to the Resolution setting out the material facts and the reasons thereof is annexed hereto for your consideration.

The postal ballot form and e-voting instructions are also enclosed to enable you to vote on the proposed ordinary resolution. The date of the announcement of result Postal Ballot shall be considered as the date of passing of the said resolutions.

The Board of Directors of the Company has appointed Mr. Pravin Kumar Drolia, Company Secretary in whole time practice (Membership No. 2366 and Certificate of Practice No. 1362) having his office at 9 Crooked Lane, Kolkata 700069 as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 05.00p.m. (IST) on 12th March, 2018.

Members desiring to opt for e-voting as per the facility arranged by the Company with NSDL are requested to read the instructions in the Notes under the section 'Instructions for e-voting' in this Notice. The Scrutinizer will submit this report to the Chairman and Managing Director of the Company on or before 13th March, 2018. The result of postal ballot (including e-voting) shall be declared on or before 13th March, 2018 at the company's registered office. In addition, the results will be communicated to BSE Limited and the National Stock Exchange of India Limited. It shall also be displayed at the company's registered office and would also be posted on the Company's website at www.laopala.in.

SPECIAL BUSINESS:

Item 1: Increase in Authorized Share Capital

To consider, and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act 2013 (including any amendment thereto or re-enactment thereof), and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from existing Rs. 15,00,00,000 (Rupees fifteen crores only) divided into 7,50,00,000 (seven crores fifty lacs) Equity Shares of Rs. 2/- each to Rs. 22,20,00,000 (Rupees twenty two crores twenty lacs) divided into 11,10,00,000 (eleven crores ten lacs) Equity Shares of Rs. 2/- each by creation of additional 3,60,00,000 (three crores sixty lacs) equity share of Rs. 2/- each ranking pari passu in all respect with the existing Equity Share of the Company."

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner, i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the new Clause as Clause V:

V. The Authorized Share Capital of the Company is Rs. 22,20,00,000 (Rupees twenty two cores twenty lacs only) divided in to 11,10,00,000 (Eleven Crores Ten Lacs) Equity Shares of face value of Rs. 2/- each with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach there to respectively such preferential rights, privileges or conditions as may be determined by or in accordance with regulation of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulation of the Company.

Item 2: Issue of Bonus shares by way of Capitalization of Reserves

To consider and, if thought fit, to pass with or without modification(s), if any the following Resolutions as Ordinary Resolutions:

“RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013, and other applicable provisions, if any, including rules notified thereunder as may be amended from time to time and the relevant provisions of Memorandum & the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the Regulations”) and subject to provisions of Foreign Exchange Management Act, 1999 and consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, the Board of Directors of the Company (“the Board or the Board of Directors” which term shall be deemed to include any Committee authorized to exercise powers”) be and is hereby authorized to capitalize a sum not exceeding Rs. 11,10,00,000 (Rupees eleven crores ten lacs) out of the company’s free reserve/share premium account or other permissible accounts of the Company in full or in part as may be deemed fit as per the audited accounts of the Company for the financial year ended 31st March, 2017 and that the same amount be utilized /transferred to Share Capital account and be applied for issue and allotment of equity share not exceeding 5,55,00,000 equity share of Rs. 2/- each as Bonus Shares credited as fully paid up, to the eligible members of the company holding fully paid equity shares of Rs 2/- each whose names appear in the Register of Members/ Beneficial Owners’ position of the Company on the Record date to be decided by the Board in the proportion of 1(one) new fully paid up equity share of Rs2/- each for 1(One) existing fully paid up equity share of Rs. 2/- each held by the said member and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the company held by each such member and not as income or in lieu of dividend.

RESOLVED FURTHER THAT the new equity share of Rs 2/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari-passu to the existing fully paid equity shares of the Company in all respects and shall carry the same rights as the existing fully paid equity shares of the Company as attributable to the shares as on the Record date.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus shares and the share certificate(s) for bonus shares be issued/ dispatched to the shareholders who hold the existing shares in physical form or opt to receive as such and the respective beneficiary accounts be credited with the bonus shares, for such shareholders who hold the existing shares or opt to receive the bonus shares, in dematerialized form, within the prescribed period.

RESOLVED FURTHER THAT the allotment of the bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the bonus shares so allotted on the Stock Exchanges where these securities of the company are listed as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or the Committee authorized by the Board or other designated officers of the Company be and is hereby authorized jointly and/or severally to do all such acts, deeds, matters and things as may in its absolute discretion, deem necessary, expedient including settling any question, doubt or difficulties that may arise in this regard at any stage and to accept on behalf of the company any conditions, modifications, alterations, changes, variations in this regard as prescribed by any authority(ies) without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of the resolution.”

By order of the Board of Directors
For and on behalf of
La Opala RG Limited

Place: Kolkata
Date: 5th February, 2018

Alok Pandey
CFO & Company Secretary

Notes:

1. The Explanatory Statement as required under Section 102 of the Act, is annexed to this Notice. A Postal Ballot Form is also enclosed.
2. The Notice of Postal Ballot is being sent to all Members, whose names are appearing in the Register of Members/ Statement of beneficial ownership maintained by the Depositories-National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as well as members holding shares physically as on the close of business hours on 7th February, 2018. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on 7th February 2018 (EOD).
3. Resolution passed by the members through Postal Ballot and e-Voting are deemed to have been passed effectively at a general meeting of the Members.
4. As per Section 110 of the Act, read with applicable rules of the Companies (Management and Administration) Rules, 2014 (as amended). Notice of Postal Ballot may be served to the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the company for communication purposes are being sent this Notice of Postal Ballot along with form by Email and Members who have not registered their Email IDs will receive notice of Postal Ballot along with form through permitted means. The details of dispatch will be published in the newspaper.
5. Members may also note that the Notice of Postal Ballot will also be available on the Company's website: www.laopala.in & the website of NSDL: www.evoting.nsdl.com.
6. A Member cannot exercise his /her vote through proxy.
7. Mr. Pravin Drolia, Company Secretary in practice (Membership No. 2366 and Certificate of Practice No. 1362) has been appointed as the Scrutinizer to scrutinize the Physical Ballot and the e-voting process in a fair and transparent manner.
8. In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and any amendments thereto and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Members are informed that the Company is offering 'e-voting' facility as an alternate mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the company with NSDL to facilitate voting. E-voting is optional and Members shall have the option to vote either through e-voting or through Postal Ballot Form. The detailed procedure with respect to e-voting is mentioned below:

9. The voting will commence on 11th February, 2018, 09.00 a.m. (IST). The members are requested to note that:
 - a) The e-voting period will commence from 11th February, 2018, 09.00 a.m. (IST) and end at 12th March, 2018, 05.00 p.m.(IST). Please note that e-voting module will be disabled for Voting after the said time and date. Once the Vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. During the period, shareholders holding shares either in physical form or in dematerialized form as on the cut-off date, Wednesday, 7th February, 2018 (EOD) may cast their votes electronically.
 - b) Similarly, duly completed Postal Ballot Form should reach the Scrutinizer before 12th March, 2018, 05.00 p.m.(IST). Postal Ballot Forms received after the said time and date will be strictly treated as if the reply from such Members has not been received.
 - c) Further please note that a person who is not a member of the Company as on the cut off date i.e. Wednesday, 7th February, 2018 (EOD) should treat this notice for information purpose only.
10. Any Member who has not received the Postal Ballot Form may write to the Registrar & Share Transfer Agents (RTA) of the Company i.e. Maheshwari Datamatics Pvt. Ltd., 23, R.N Mukherjee Road, 5th Floor, Kolkata – 700001, e-mail mdpldc@yahoo.com, Tel: 033-2248-2248, 2243-5029, Fax : 033-22484787, for obtaining a duplicate /additional form.
11. A member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both the modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
12. The Scrutinizer shall submit the Consolidated Scrutinizer Report on 13th March, 2018 to the Chairman or a person authorized by him.
13. The resolution, if passed by requisite majority, shall be deemed to have been passed on the date of announcement of the result by the company.
14. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.laopala.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and NSE, Mumbai.

Instructions for E-Voting:

1. 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; "remotee-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.nsd.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 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 this 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 a 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 droliapravin@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 at the bottom of the Postal Ballot Form.
- (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 (DPID + 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.

ANNEXURE TO THE NOTICE OF THE POSTAL BALLOT

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

ITEM 1

The present authorized share capital of the Company is Rs. 15,00,00,000 (Rupees fifteen crores). In view of the proposal for issue of Bonus Shares, it is proposed to increase the Authorized Share Capital of the Company from Rs. 15,00,00,000 (Rupees fifteen crores) divided into 7,50,00,000 (seven crores fifty lacs) Equity Shares of Rs. 2/- each to Rs. 22,20,00,000 (Rupees twenty two crores twenty lacs) divided into 11,10,00,000 (eleven crores ten lacs) Equity Shares of Rs. 2/- each.

The Board of Directors at their meeting held on 5th February, 2018 approved the proposal for increase in Authorized Share Capital of the Company and consequent amendments to the Memorandum of Association of the Company.

Increase in Authorized Share Capital would necessitate amendment to Clause V of the Memorandum of Association of the Company and would require members' approval.

None of the Directors or key managerial personnel of the company and their relatives are in any way concerned or interested in the resolution

ITEM 2

In keeping with the Company's tradition of rewarding shareholders, the Board of Directors of the Company ("the Board") at its meeting held on 5th February, 2018 has recommended issue of Bonus Share in the ratio of 1 : 1, i.e. 1 new fully paid up equity share of Rs. 2/- each for every 1 fully paid up equity share of Rs. 2/- each, to the eligible members of the Company as on the Record Date to be fixed by the Board for this purpose.

The Capitalization of reserve shall be to the extent of Rs. 11,10,00,000 (Rupees eleven crores ten lacs) in lieu of issue of Bonus Shares of Rs. 2/- each in the proportion of 1 : 1, (i.e. one fully paid up Bonus Share of face value of Rs. 2/- each for every eligible existing fully paid equity share of Rs. 2/- each).

The Company satisfies the conditions of and requirements for, issue of Bonus Shares contained in Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as presently in force.

None of the Directors or the key managerial personnel of the Company are in anyway concerned or interested in the said resolution, except to the extent of their shareholding and the shareholding of their relatives in the Company.

The Board recommends the Ordinary Resolution set out in Item No. 2 of the notice for approval by the members.

By order of the Board of Directors
For and on behalf of
La Opala RG Limited

Place:Kolkata
Date : 5th February, 2018

Alok Pandey
CFO & Company Secretary