

LA OPALA RG LIMITED

CIN: L26101WB1987PLC042512

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 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, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, (the 'Listing Regulations') read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 Circular No 22/ 2020 Dated June 15, 2020 Circular No. 33/2020 dated September 28, 2020, and Circular 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and 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 resolution 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. Shareholders can vote only through remote e-voting process. 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 "Voting Instructions" in this Postal Ballot Notice to cast their votes electronically. Shareholders are requested to cast their votes through e-voting process not later than Tuesday, 23rd March 2021, 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 Board of Directors, has appointed M/s. Drolia & Company, Company Secretaries, (ICSI Membership No. F2366, CP No. - 1362) Kolkata as the Scrutinizer for conducting the Postal Ballot/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 person authorized by him after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared on or before 5:00 pm on Thursday, the 25th day of March, 2021 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 and NSE: www.nseindia.com) and NSDL www.evoting.nsdl.com.

SPECIAL RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT

1. Remuneration of Mr. Sushil Jhunjunwala (DIN: 00082461) as Executive Chairman in the Whole-time employment of the Company in accordance with Regulation 17(6)(e) of the Listing Regulations:

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

“RESOLVED THAT pursuant to Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the recommendations of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, consent of the members be and is hereby accorded for payment of remuneration to Mr. Sushil Jhunjunwala (DIN: 00082461), Executive Chairman in the Whole-time employment of the Company on such terms and conditions / as approved by the Shareholders on 10th August, 2019, notwithstanding that the remuneration payable to Mr. Sushil Jhunjunwala in any year exceeds Rupees 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company till the remaining tenure of his appointment up to 30th September 2024”.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

2. Remuneration of Mr. Ajit Jhunjunwala (DIN: 00111872) as Managing Director in the Whole-time employment of the Company in accordance with Regulation 17(6)(e) of the Listing Regulations:

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

“RESOLVED THAT pursuant to Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the recommendations of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, consent of the members be and is hereby accorded for payment of remuneration to Mr. Ajit Jhunjunwala (DIN: 00111872), Managing Director

in the Whole-time employment of the Company on such terms and conditions approved by the Shareholders on 26th August, 2017, notwithstanding that the remuneration payable to Mr. Ajit Jhunjunwala in any year exceeds Rupees 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company, till the remaining tenure of his appointment up to 30th September 2022.”

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

3. Remuneration of Mrs. Nidhi Jhunjunwala (DIN 01144803) as the Executive Director in the Whole-time employment of the Company in accordance with Regulation 17(6)(e) of the Listing Regulations:

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

“**RESOLVED THAT** pursuant to Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the recommendations of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, consent of the members be and is hereby accorded for payment of remuneration to Mrs. Nidhi Jhunjunwala (DIN: 01144803), Executive Director in the Whole-time employment of the Company on such terms and conditions approved by the Shareholders on 14th August, 2020, notwithstanding that the remuneration payable to Mrs. Nidhi Jhunjunwala in any year exceeds Rupees 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company, during the remaining tenure of her appointment up to 19th May, 2025”.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper 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
M. No. A38107

Place: Kolkata
Date: 12.02.2021

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

The appointment and remuneration of Mr. Sushil Jhunjhunwala, Mr. Ajit Jhunjhunwala & Mrs. Nidhi Jhunjhunwala was approved for the period of 5 years by passing Special Resolution at the meeting of shareholders of the Company held on 10th August, 2019, 26th August, 2017 & 14th August, 2020.

Regulation 17(6)(e) was inserted in the Listing Regulations vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 with effective from 1st April 2019. The said regulation prescribe that the fee or compensation payable to all the Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the Shareholders by special resolution in general meeting, if –

- the annual remuneration payable to such Executive Director exceeds rupees 5 crores or 2.5% of the net profits of the listed entity, whichever is higher; or
- where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the listed entity.

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director with respect to the remuneration already paid / payable.

Mr. Sushil Jhunjhunwala, Mr. Ajit Jhunjhunwala and Mrs. Nidhi Jhunjhunwala, Executive Directors are the members of the Promoter & Promoter Group and their aggregate annual remuneration exceeds 5% of the Net Profits of the Company.

In order to comply with the requirement of Regulation 17(6)(e) of the listing regulations, approval of the Shareholders is being sought by way of Special Resolution for the already approved remuneration of all three Executive Directors, commencing from 1st April 2019.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Sushil Jhunjhunwala, Mr. Ajit Jhunjhunwala & Mrs. Nidhi Jhunjhunwala are concerned or interested, financially or otherwise, in the said resolutions.

The Board recommends passing of a Special Resolution under Item No. 1,2&3 for the approval of the members.

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: 12.02.2021

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 outbreak of COVID-19 Pandemic, the Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December, 2020 ("the relevant Circulars"), has 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 12th February, 2021 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 12th February, 2021 i.e., the cut-off date for reckoning voting rights, should treat this Notice for information purposes only.**
4. A member cannot exercise his vote by proxy on Postal Ballot.
5. The Board has appointed Mr. Pravin Kumar Drolia (Membership No. F2366, CP No. - 1362), of M/s Drolia & Company, Practicing Company Secretaries, 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 Monday, 22nd February, 2021 and ends at 05:00 P.M. on Tuesday, 23rd March, 2021. 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 Email ID visiting the link at <http://mdpl.in/form/email-update> and Demat 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 date of dispatch of Notice till the last date for 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. 033-76004088814/5/6/7 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., Tuesday, 23rd March, 2021.

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 provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, the SEBI (LODR) Regulations, 2015 and Secretarial Standard (SS) -2, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. The Company has engaged the services of 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 Monday, 22nd February, 2021 (9:00 hours IST) and ends on Tuesday, 23rd March, 2021 (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., 12th February 2021, 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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 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, your 'initial password' is communicated to you on your postal address.
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.
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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

In case of members who have not registered their email address:

In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the postal ballot/e-voting notice, Physical Shareholders may get their

email registered with the Company's RTA, Maheshwari Datamatics Private Limited, by clicking the link: <http://mdpl.in/form/email-update> & De-mat Shareholders through their respective Depositories Participants and following the registration process as guided thereafter. Post successful registration of the email, the members would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot upon request for the same. In case of any queries, members may write to mdpldc@yahoo.com .

Alternatively, members may send an e-mail request to evoting@nsdl.co.in along with the scanned copy of the signed request letter providing the email address, mobile number, their Folio No./ DP ID & Client ID, scan copy of the share certificate (in case of Physical folio), PAN, Aadhar, Client Master Statement (in case of demat folio) for receiving the Postal Ballot Notice & E- Voting process.

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 Tuesday, 23rd March, 2021 (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
M. No. A38107

Place: Kolkata
Date: 12.02.2021

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. Sushil Jhunjunwala	Mr. Ajit Jhunjunwala	Mrs. Nidhi Jhunjunwala
DIN	00082461	00111872	01144803
Date of Birth	23.08.1950	29.12.1970	19.07.1973
Qualification	Graduate in Commerce	Graduate in Commerce	Graduate in Arts
Experience & Expertise in specific functional areas	Over 49 years of wide experience particularly in the glass industry	Over 31 years wide experience particularly in the glass industry	Over 21 years of experience in Marketing/ Product Designing
Date of first appointment on the Board of the Company	30th September, 1994	3rd October, 1989	20th May, 2010
No of shares held in the Company as on March 31, 2020	40,50,000	83,93,000	9,00,000
Remuneration last drawn (31.03.2020) (Rs. In Lakhs)	389.67	253.11	113.16
Remuneration sought to be paid	Refer Notice	Refer Notice	Refer Notice
No. of meeting of the Board attended during the Year (12.02.2021)	5/5	5/5	5/5
List of Directorship held in other Companies	BSL Limited Genesis Exports Ltd SKJ Investments Pvt. Ltd. Ishita Housing Pvt. Ltd. SKJ Estate Pvt. Ltd. GDJ Housing Pvt. Ltd.	- Genesis Exports Ltd - SKJ Investments Pvt. Ltd. - Ishita Housing Pvt. Ltd. - SKJ Estate Pvt. Ltd. - GDJ Housing Pvt. Ltd.	-
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	Chairperson Genesis Exports Ltd – Stakeholders Relationship Committee Member BSL Limited – Audit Committee Genesis Exports Ltd – Audit Committee	Member Genesis Exports Ltd – Stakeholders Relationship Committee	-
Relationship between Directors inter-se	Shri Sushil Jhunjunwala is father of Shri Ajit Jhunjunwala and Father-in-law of Smt. Nidhi Jhunjunwala.	Shri Ajit Jhunjunwala is son of Shri Sushil Jhunjunwala and husband of Smt. Nidhi Jhunjunwala	Smt. Nidhi Jhunjunwala is wife of Shri Ajit Jhunjunwala and daughter in law of Shri Sushil Jhunjunwala.