

Date : March 13,2018

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 Comlex  
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 Ordinary Resolution in respect of the businesses contained in the said Postal Ballot Notice dated 5th February 2018.

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 7th February 2018) to cast their votes electronically on business proposed in the Notice of Postal Ballot. The E - Voting period commenced on Sunday, the 11th February, 2018 (9.00 AM,) and concluded on Monday, the 12th March, 2018 (5.00 P.M.)

The above Ordinary Resolutions have 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



**LAOPALA RG LIMITED**

**Postal Ballot and Electronic Voting (e-voting) - Details of Voting Result**

(Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

**Format for Voting Result**

Date of declaration of results of Postal ballot and e-voting:	13th March, 2018
Total Number of Shareholders on record date	11108
No. of shareholders present in the meeting either in person or through proxy : Promoter & Promoter group Public Total	Not Applicable
No. of shareholders attended the meeting through Video Conferencing Promoter & Promoter group Public Total	Not Applicable

**Agenda- wise disclosure (to be disclosed separately for agenda item)**

1 .		To increase the Authorized Share Capital. of the Company from Rs. 15,00,00,000 to Rs. 22,20,00,000						
Whether promoter/promoter group are interested in the agenda/resolution ?		No.						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of the resolution (4)	No of votes against the resolution (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	36,087,500	36,087,500	100.00000	36,087,500	-	100.00000	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		-	-	-	-	-	-
	Total		36,087,500	100.00000	36,087,500	-	100.00000	-
Public - Institutional holders	E-Voting	12,070,209	3,634,429	30.11070	3,632,701	1,728	99.95250	0.04750
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		-	-	-	-	-	-
	Total		3,634,429	30.11070	3,632,701	1,728	99.95250	0.04750
Public - Non Institution	E-Vote	7,342,291	2,543,954	34.64800	2,543,001	953	99.96250	0.03750
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		5,191	0.07070	5,191	N.A.	100.00000	-
	Total		2,549,145	34.71866	2,548,192	953	99.96250	0.03750
<b>Total</b>		<b>55,500,000</b>	<b>42,271,074</b>	<b>76.16410</b>	<b>42,268,393</b>	<b>2,681</b>	<b>99.99366</b>	<b>0.00634</b>

2 .		2. Issue of Bonus Share in the ratio of one new equity share for one existing fully paid equity share by way of capitalization of reserve						
Whether promoter/promoter group are interested in the agenda/resolution ?		No.						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of the resolution (4)	No of votes against the resolution (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	36,087,500	36,087,500	100.00000	36,087,500	-	100.00000	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		-	-	-	-	-	-
	Total		36,087,500	100.00000	36,087,500	-	100.00000	-
Public - Institutional holders	E-Voting	12,070,209	3,634,429	30.11070	3,634,429	-	100.00000	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		-	-	-	-	-	-
	Total		3,634,429	30.11070	3,634,429	-	100.00000	-
Public - Non Institution	E-Vote	7,342,291	2,543,954	34.64800	2,542,945	1,009	99.96030	0.03970
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		5,115	0.06966	5,115	-	100.00000	-
	Total		2,549,069	34.71762	2,548,060	1,009	99.96042	0.03970
<b>Total</b>		<b>55,500,000</b>	<b>42,270,998</b>	<b>76.16396</b>	<b>42,269,989</b>	<b>1,009</b>	<b>99.99761</b>	<b>0.00239</b>





**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) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

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 05<sup>th</sup> February, 2018 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 05<sup>th</sup> February, 2018, 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) Rules, 2014 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 05<sup>th</sup> February, 2018. 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 05<sup>th</sup> February, 2018. My responsibility, as a scrutinizer for Postal Ballots and e-voting process is restricted to the extent of ascertaining requisite vote polled i.e "in Favour" and/or "Against" the resolution mentioned in the notice dated 05<sup>th</sup> February, 2018.

Resolution Number	Type of Resolution	Particulars
1.	Ordinary Resolution	To increase the Authorized Share Capital of the company from Rs. 15,00,00,000 to Rs. 22,20,00,000.
2.	Ordinary Resolution	Issue of Bonus share in the ratio of one new equity share for one existing fully paid equity share by way of capitalization of reserve.



1. I submit my report as under:
  - 1.1. The Company had completed the dispatch of physical Postal Ballot Notice dated 05<sup>th</sup> February, 2018 along with Postal Ballot Forms and self-addressed pre-paid postage envelopes through permitted mode on 10<sup>th</sup> February, 2018 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 7<sup>th</sup> February, 2018, being the cut-off date fixed for this purpose.

In addition to the above, Postal Ballot Notice dated 05<sup>th</sup> February, 2018 was also sent via electronic mode(E-mail) 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 both the Depositories as on 7<sup>th</sup> February, 2018 (the cut-off date). I further report that as stated in the Postal Ballot Notice sent to the shareholders, the Company had fixed 12<sup>th</sup> March, 2018 till 5:00 P.M. as the last date for receipt of physical Postal Ballot Forms and voting by remote e-voting.
  - 1.2. In Compliance to the provisions of Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended 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 Depository Limited (NSDL) provided the e-voting services. The e-voting period was commenced on Sunday, 11<sup>th</sup> February, 2018 from 9:00 A.M. (IST) and concluded on Monday, 12<sup>th</sup> March, 2018 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 on 05<sup>th</sup> February, 2018. Shri Alok Pandey, CFO and Company Secretary of the Company be and is hereby authorized 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 fair and transparent manner.
  - 1.4. An Advertisement was published in "Business Standard, Kolkata" (English All Edition) and "Aajkal, Kolkata" (Bengali Edition) on 11<sup>th</sup> February, 2018, pursuant to Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 as amended 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 Sunday, 11<sup>th</sup> February, 2018 till Monday, 12<sup>th</sup> March, 2018. All the physical Postal Ballot forms and votes cast by e-voting received up to 5.00 P.M. on Monday, the 12<sup>th</sup> March, 2018, 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. No Envelopes containing Postal Ballot Forms were received after working hours (5:00 PM) on 12<sup>th</sup> March, 2018.





- 1.9. No Envelopes containing Postal Ballot Forms were returned undelivered till 12<sup>th</sup> March 2018. I have not found any Defaced/Mutilated Postal Ballot Form.
- 1.10. The e-voting facility provided by NSDL was unblocked at about 05:50 PM. on 12<sup>th</sup> March, 2018 by me as a Scrutinizer in the presence of two witnesses, Mr. Subhjit Dutta, residing at Dharapara, Chandannagar, Hooghly-712136 and Mrs. Sangita Drolia residing at 13, Selimpur Road, Block D, 2<sup>nd</sup> Floor, Dhakuria, 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 10.30 A M on 13<sup>th</sup> March, 2018 in presence of my authorized representative and continued till 11.45 A M on same day. The details of votes exercised through postal ballots were duly scrutinized and specimen signature of the Members on these has 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 11108 shareholders holding 5,55,00,000 Equity Shares as on 7<sup>th</sup> February 2018 being the cut off date , 128 (One Hundred Twenty Eight) shareholders have exercised their vote through e-voting and 61(Sixty One) shareholders has exercised his vote 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 Ordinary Resolution as set out in the Notice of Postal Ballot dated 05<sup>th</sup> February, 2018 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed on the date of declaration of the result i.e. on 13<sup>th</sup> March, 2018 as proposed in the notice.

I, further report that as per the Postal Ballot Notice dated 05<sup>th</sup> February, 2018, Mr. Alok Pandey, CFO and Company Secretary 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 13/03/2018 at 'Chittrakoot', 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
- d) 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.



- e) 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 invalid.

Thanking You,  
Yours faithfully,

**FOR M/s. DROLIA & COMPANY**  
(Company Secretaries)

(Pravin Kumar Drolia)

Proprietor

F.C.S No.2366,

Certificate of Practice No.1362



Place: Kolkata

Date: 13<sup>th</sup> March, 2018

## Annexure - A

Total No. of Shareholders	11108		
Total No. of Shares	5,55,00,000		
Receipt of Postal Ballot Forms (Physical & Electronic)	189		
		Number of Votes	Number of Shares
Total Votes cast through e- voting	A	128	4,22,65,883
Total Votes cast through Physical Postal Ballot Forms	B	61	6,234
Grand Total of e-voting/ Physical Postal Ballot Form(A+B)	C	189	4,22,72,117
Less: Invalid e- voting/Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated)	D	7	1,043
Net e-voting/Postal Ballot Forms C-D	E	182	4,22,71,074

**Note:**

- (1) 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.





**Summary of the Postal Ballot Result:**

Special Business – Ordinary Resolution

**Resolution No. 1: To increase the Authorized Share Capital of the Company from Rs.15,00,00,000 to Rs. 22,20,00,000**

	E- voting		Postal Ballot		Total Votes		
	Number of members who voted	Number of Shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of Members who voted	Total Number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	121	4,22,63,202	54	5191	175	4,22,68,393	99.994%
Voted against the resolution	7	2,681	Nil	Nil	7	2,681	0.006%
Invalid votes	Nil	Nil	7	1,043	7	1,043	

**Resolution No. 2: Issue of Bonus Share in the ratio of one new equity share for one existing fully paid equity share by way of capitalization of reserve.**

	E- voting		Postal Ballot		Total Votes		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of Members who voted	Total Number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	126	4,22,64,847	53	5,115	179	4,22,69,962	99.998%
Voted against the resolution	2	1,009	Nil	Nil	2	1,009	0.002%
Invalid votes	Nil	Nil	7	1,043	7	1,043	





**FOR DROLIA & COMPANY**  
(Company Secretaries)

(Pravin Kumar Drolia)  
Proprietor  
F.C.S No.2366,  
Certificate of Practice No.1362



**Witness 1**

*Subhajit Dutta*  
( Subhajit Dutta)  
Dhara Para, Chandan  
Nagar, Hoogly -  
712 136

**Witness 2**

*Sangita Drolia*  
(Sangita Drolia)  
13, Selimpur Road  
Block- D, 2<sup>nd</sup> Floor  
Kolkata- 700 031

Place: Kolkata  
Date: 13<sup>th</sup> March, 2018