

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 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, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, (the 'Listing Regulations') and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), 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 post or by electronic means (e-voting), as the case may be.

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

The Board of Directors, at its meeting held on Friday, February 14, 2020, has appointed M/s. M & A Associates, Company Secretaries, (ICSI Membership No. F9488) 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 1st day the April, 2020 at the registered office of the Company and will also be displayed 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 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. Alteration of Object Clause in the Memorandum of Association of the Company

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 Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules and Regulations made thereunder (including any statutory modification or re-enactment thereof for the time being in force) as amended from time to time, and subject to the approval, permissions and sanctions of the Registrar of Companies, Kolkata, West Bengal ("ROC") and/or of any other statutory or regulatory authority, as may be required, consent of the members of the Company be and is hereby accorded by inserting the following new sub-clause under Part-A of Clause III, after the existing sub-clause 5 in the existing Object Clause of the Memorandum of Association ("**MOA**") of the Company:

6. To carry on the business of providing information technology, data processing, support service for software and hardware, support service for storage, disaster recovery and enterprise resource planning.”

“**RESOLVED FURTHER THAT** any Director of the Company, the Chief Financial Officer and/or the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clauses of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority.”

By Order of the Board of Directors
For La Opala RG Limited

Place: Kolkata
Date: 14.02.2020

Alok Pandey
CFO & Company Secretary
M. No. A6305

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

The Company intends to carry on the business of providing information technology, data processing, support service for software and hardware, support service for storage, disaster recovery and enterprise resource planning. For this purpose, the Object Clause of the Company, requires to be amended. Hence, to enable the Company to alter the object clause, the Board of the Company in its meeting held on 14th February, 2020 has approved, subject to the consent of the shareholders, amendment in Clause III (Object Clause) of the MOA of the Company in the manner as set out in the Special Resolution at Item No. 1 of this Notice.

Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause of the MOA of the Company requires the approval of the members by means of a Special Resolution through Postal Ballot.

A Copy of the existing MOA, together with the proposed alterations would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Saturday), up to and including the last date of voting through Postal Ballot/e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

The Board recommends passing of a Special Resolution under Item No. 1 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

Place: Kolkata
Date: 14.02.2020

Alok Pandey
CFO & Company Secretary
M. No. A6305

NOTES:

1. The relevant explanatory statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 in respect to the aforesaid item, set out in the Notice of the Postal Ballot is annexed 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 21st day February, 2020 being cut-off date. A person who is not a Member on 21st day February, 2020 i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
3. Members cannot exercise votes by Proxy on Postal Ballot.
4. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for its Members to enable them to cast their votes on the resolution electronically. 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. The procedure for electronic voting is also attached herewith.
5. Members who do not have access to e-voting facility desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions given in the enclosed Postal Ballot Form, vote either for (Assent) or against (Dissent) the Resolution. 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 business reply envelope, so as to reach the Scrutinizer not later than 5:00 pm on or before 30th day of March, 2020, being last date of voting at the following address: Mr. Anil Kumar Dubey, M/s. M&A Associates, Scrutinizer, 22 Madan Mohan Talla Street, Todi Mansion, Kolkata - 700005.
6. 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.
7. The Scrutinizer will submit his report to the Chairman of the Board or any person authorised by him after completion of the scrutiny on or before 01st day of April, 2020 and the results of voting by postal ballot (including voting through electronic means) will be declared on or before 01st day of April, 2020 at the Registered Office of the Company at Chitrakoot, 10th Floor, 230A, A.J.C. Bose Road, Kolkata-700020. The results of postal ballot will also be displayed at the Registered Office of the Company and on the Company's website www.laopala.com besides being communicated to the Stock Exchanges on the said date.
8. 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 along with Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent electronically to those Members whose email IDs are registered with the Company/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.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on 21st day of February, 2020. Members can vote for their entire voting rights as per their discretion.
10. 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.

11. The voting (including remote e-voting) period commences at 09:00 am. On 1st day of March, 2020 and ends at 05:00 pm. on 30th day of March, 2020. The remote e-voting module shall be disabled by NSDL for voting thereafter.
12. 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.
13. 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. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
14. 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.
15. 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 along with the Postal Ballot Form.
16. 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 voting.
17. **The 30th March, 2020, being the last date of receipt of duly completed Postal Ballot Forms/remote e-voting from Shareholders.**
18. **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.**
19. 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.

20. 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 the members an e-voting facility as an alternative mode of voting which will 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 facilitate remote e-voting.
- 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 21st day of February, 2020. 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., 01st day of March, 2020.

End of remote e-voting 5.00 p.m., 30th day of March, 2020.

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.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 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 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 as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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- (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.nsd.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+ClientID).
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.nsd.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).

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

Sd/-

Alok Pandey

Company Secretary

M. No. A6305

Place: Kolkata

Date: 14.02.2020