

LA OPALA RG LIMITED

Regd. Office : 'Chitrakoot', 10th Floor, 230-A, A. J. C. Bose Road, Kolkata - 700 020

Telephone : +91 33 6503-6656 / 57 / 58 / 59, E-mail : info@laopala.in

Website : www.laopala.in, CIN : L26101WB1987PLC042512

Dear Member(s),

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolution set out below is proposed to be passed as a Special Resolution by way of Postal/e-Voting.

The proposed Special Resolution and the Explanatory Statement pertaining to the said Resolution under Section 102 of the Companies Act, 2013 setting out all material facts concerning the Resolution and the reason thereof are annexed hereto for your consideration. The Postal Ballot Form is also enclosed to enable you to vote on the proposed Special Resolution.

PROPOSED 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.

To consider and if thought fit, to pass as a **SPECIAL RESOLUTION** the following:

"RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable Rules, Regulations, Circulars, Directions, Notifications, Press Notes, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, consent of the members of the Company be and is hereby accorded to the Board of Directors to permit Foreign Institutional Investors (FIIs) registered with the Securities and Exchange Board of India (SEBI) to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts or Foreign Portfolio Investors (FPIs) by whatever name called, to make investment in any manner in the equity shares of the Company from 24% (Twenty Four percent) up to an aggregate limit of 35% (Thirty Five percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FII/FPI in its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee which the Board may constitute, or any Director/Officer authorized by the Board for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including raising limit from 24% to aggregate limit of 35% in one of more tranches without requiring to secure any further consent or approval of the members of the Company."

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

**ALOK PANDEY
CFO & Company Secretary**

Place : Kolkata

Date : 9th May, 2017

NOTES :

1. The statement giving reasons for the above proposed special business pursuant to section 102 of the Companies Act, 2013, setting out material facts is appended to the Notice.
2. The Board of Directors has appointed Mr Pravin Kumar Drolia, (C.P. No. 1362) Practicing Company Secretary, having his office at 9 Crooked Lane, Kolkata - 700 069 as the Scrutinizer to conduct the postal ballot/remote e-voting process in a fair and transparent manner.
3. A postal Ballot Form along with pre-paid self-addressed "Business Reply Envelope" is attached hereto.
4. A member entitled to vote is entitled to fill in and sign the Postal Ballot Form and send it to the Scrutinizer.
5. Voting right by a Postal Ballot cannot be exercised by a Proxy.
6. The Notice is being sent to all the Members by post (and electronically by e-mail to those Members who have registered their e-mail IDs with the Company) whose names appear in the Register of Members/Record of Depositories as on 19th May, 2017. The voting shall be reckoned in proportion to the shares held by a Member in the paid up share capital of the Company as on 19th May, 2017.
7. The notice is being published in Business Standard, Kolkata (English edition) and Arthicklipi, Kolkata (Bengali edition).
8. The notice has also been made available on the website of the Company, i.e. www.laopala.in.
9. In connection with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is also providing e-voting facility as an alternate for its Members to enable them to cast their votes electronically, instead of dispatching physical Postal Ballot Form(s).
10. The Members can opt for only one mode of voting, i.e. either by Physical Ballot or remote e-voting. In case Members cast their votes through both the mode, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

Instructions for Voting:

1. A Member desiring to exercise vote by postal ballot shall complete the enclosed Postal Ballot Form with Assent (For) or Dissent (Against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots. If sent by courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on or before 22nd June, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s).
2. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

3. Shareholders who do not receive the Postal Ballot Form may write to the Company's Registrar– Maheshwari Datamatics Pvt. Ltd. at 23, R. N. Mukherjee Road, Kolkata - 700 001 or to the e-mail id : mdpldc@yahoo.com and obtain a duplicate thereof.

Voting through electronic means

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to the members, to enable them to cast their votes on the resolution proposed to be passed electronically.
2. The Company has engaged the services of National Securities and Depository Ltd. ("NSDL") as the Authorized Agency to provide remote e-voting facilities.
3. Members are requested to carefully read the instructions for remote e-voting before casting their votes.
4. 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., Wednesday, the 24th May, 2017.

End of remote e-voting 5.00 p.m., Thursday, the 22nd June, 2017.

5. 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.nsdl.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 droliapraavin@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	USER ID	PASSWORD/PIN
(E Voting Event Number)		

- (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+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.nsdl.com.

ANNEXURE TO NOTICE

(Statement pursuant to the provisions of Section 102 of Companies Act, 2013)

Item No. (1)

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, as amended from time to time, the total holdings of all Foreign Institutional Investors (FIIs) / SEBI approved sub-accounts of FIIs put together shall not exceed 24% of the paid-up equity capital of the Company. This limit of 24% can be increased to the sectoral cap/statutory limit, as applicable by the Company, by passing a Special Resolution to that effect by its Shareholders.

Present holding of FIIs in the Company is about around 24% of paid up capital and the same has shown an increasing trend. To make more space for FIIs to invest in the equity of the Company, it is proposed to increase the present limit of FIIs shareholding in the Company from 24% up to an aggregate limit of 35% of paid up equity share capital of the Company in one or more tranches.

Accordingly consent of the Shareholders is sought by way of a Special Resolution through Postal Ballot or voting through electronic means (remote e-Voting) as set out as Item No. 1 in the Notice).

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

All documents referred to in the accompanying Notice and Statement Annexed thereto would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on working days, excluding Saturday & Sunday.

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

Place : Kolkata
Date : 9th May, 2017

**ALOK PANDEY
CFO & Company Secretary**