

Date: April 01, 2020

To  
The Secretary  
Listing Department,  
Bombay Stock Exchange Limited  
New Trading Ring, Rotunda Building,  
P.J. Tower, Dalal Street, Fort , 27th Floor  
Mumbai — 400 001

The Secretary  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No C/ 1, G Block,  
Bandra Kurla Complex, Bandra (E) -  
Mumbai — 400 051

**SCRIP CODE: 526947**

**STOCK CODE: LAOPALA**

**Sub: Declaration of Results of Postal Ballot as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015.**

Dear Sir(s),

With reference to our previous intimation of Notice of Postal Ballot dated February 22, 2020 for seeking approval of members of the Company for Alteration of the Object Clause of the Memorandum of Association of the Company by way of Special Resolution through Postal Ballot.

Pursuant to Regulation 44 (3) of SEBI (LODR) Regulations, 2015, please find enclosed detailed voting results for passing of the resolution on 1<sup>st</sup> April, 2020 through Postal Ballot. Also, find enclosed the Scrutinizers' Report issued by CS Anil Kumar Dubey, Partner of M/s. M & A Associates, Practicing Company Secretaries dated 1<sup>st</sup> April, 2020.

We request you to take the above information on your records.

Thanking You,

Yours Faithfully,

**For La Opala RG Limited**  
**Sd/-**  
**(Alok Pandey)**  
**CFO & Company Secretary**

**Encl: As above**

## POSTAL BALLOT VOTING RESULTS

|   |  |
|---|--|
| Scrip Code                                  | 526947 -BSE Limited<br>LAOPALA- The National Stock Exchange of India Limited |
| Name of the Company                         | La Opala RG Limited  |
| Type of Meeting                             | Postal Ballot  |
| Date of Declaration of Results              | April 01, 2020   |
| Record Date                                 | February 21, 2020  |
| Total No. of Shareholders as on Record Date | 17,828   |
| No. of Resolution passed in the meeting     | 1  |

| Resolution Required  |                |                        |                         |   |                            |                          | Special  |  |
|--|----------------|------------------------|-------------------------|---|----------------------------|--------------------------|--|--|
| Whether Promoter / Promoter Group are interested in the 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 (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)] * 100 | % of votes against on votes polled (7)=[(5)/(2)] * 100 |
| Promoter and Promoter Group  | E-voting       | 72865000               | 72865000                | 100   | 72865000                   | 0                        | 100  | 0  |
|  | Poll           |                        | 0                       | 0   | 0                          | 0                        | 0  | 0  |
|  | Postal Ballot  |                        | N.A.                    | 0   | N.A.                       | N.A.                     | 0  | 0  |
|  | <b>Total</b>   |                        |                         | 72865000  | 100                        | 72865000                 | 0  | 100  |
| Public Institutions  | E-voting       | 23322747               | 16563673                | 71.02   | 16563673                   | 0                        | 100  | 0  |
|  | Poll           |                        | 0                       | 0   | 0                          | 0                        | 0  | 0  |
|  | Postal Ballot  |                        | 0                       | 0   | 0                          | 0                        | 0  | 0  |
|  | <b>Total</b>   |                        |                         | 16563673  | 71.02                      | 16563673                 | 0  | 100  |
| Public Non-Institutions  | E-voting       | 14812253               | 153691                  | 1.04  | 150731                     | 2960                     | 98.07  | 1.92   |
|  | Poll           |                        | 0                       | 0   | 0                          | 0                        | 0  | 0  |
|  | Postal Ballot  |                        | 6937                    | 0.04  | 6937                       | 0                        | 100  | 0  |
|  | <b>Total</b>   |                        |                         | 160628  | 1.08                       | 157668                   | 2960   | 98.16  |
| <b>Total</b>   |                | 111000000              | 89589301                | 80.71   | 89586341                   | 2960                     | 99.99  | 0.003  |

The details of voting results of the resolutions passed through Postal Ballot are as below:

**Item No. 1: Alteration of the Object Clause of the Memorandum of Association of the Company by way of Special Resolution through Postal Ballot.**

| Particulars                                    | No of Postal Ballots No of Shares including E-voting | No of Shares    |
|--|--|-----------------|
| Total Postal Ballot Forms received             | <b>44</b>  | <b>6945</b>     |
| Total No of Shareholders who had cast E-voting | <b>138</b>   | <b>89582364</b> |
| Total  | <b>182</b>   | <b>89589309</b> |
| Less: Invalid Postal Ballot Forms and E-voting | <b>2</b>   | <b>8</b>        |
| Less: No. of Shareholders abstained            | <b>0</b>   | <b>0</b>        |
| Net valid Postal Ballot Forms / e-voting       | <b>180</b>   | <b>89589301</b> |
| Postal Ballot and E—voting with Assent         | <b>168</b>   | <b>89586341</b> |
| Postal Ballot and E—voting with Dissent        | <b>12</b>  | <b>2960</b>     |

**Result:**

Based on above information, the Special Resolution mentioned in the Resolution 1 of the Postal Ballot Notice dated February 22, 2020 may be considered as approved by the shareholders with requisite majority.

Place: Kolkata

Date: April 01, 2020

**For La Opala RG Limited**

**Sd/-**

**(Alok Pandey)**

**CFO & Company Secretary**



**M & A Associates**  
Practicing Company Secretaries  
Mob: 9883039240/8334984350  
Email: adubey87@gmail.com

### **Report of Scrutinizer**

*[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
The Chairman  
**LA OPALA RG LIMITED**  
CIN: L26101WB1987PLC042512  
10<sup>th</sup> floor, 230A, A J C Bose Road ,  
Kolkata-700 020

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Postal Ballot forms on the resolutions set out in the Postal Ballot Notice dated 14<sup>th</sup> February, 2020 of M/s La Opala RG Limited**

I, CS Anil Kumar Dubey (FCS No. 9488 & CP 12588), Partner of M/s M & A Associates, Practising Company Secretaries, Kolkata, was appointed as the Scrutinizer, by the Board of Directors of M/s La Opala RG Limited ("the Company") at their meeting held on 14<sup>th</sup> February, 2020, 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 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 Postal 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 14<sup>th</sup> February, 2020 ("Notice").

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 resolutions set out in Notice dated 14<sup>th</sup> February, 2020. Our responsibility, as a scrutinizer for Postal Ballots and e- voting process is restricted to the extent of ascertaining requisite votes casted i.e. "in Favour" or "Against" the resolutions mentioned in the Notice.

| Resolution Number | Type of Resolution | Particulars  |
|-------------------|--------------------|--|
| 1.                | Special Resolution | Alternation of Object Clause in the Memorandum of Association of the Company pursuant to provisions of Section 4,13 and all other applicable provisions, if any, of the Companies Act 2013 read with applicable Rules and Regulations made there under |



**22, Madan Mohan Talla Street, Kolkata – 700 005**

1. We submit our report as under:

- 1.1. As per the information provided, the Company had completed the dispatch of notice dated 14<sup>th</sup> February, 2020 along with Postal Ballot forms and self-addressed pre-paid stamped envelopes through permitted mode (physical and electronically as the case may be) on 29<sup>th</sup> February, 2020 to those Members whose names were appeared on the Register of Members/List of Beneficiaries on 21<sup>st</sup> February, 2020 being the cut-off date fixed by the Board. As per provisions of the Companies Act, 2013, the number of votes cast in respect of each resolution has been counted according to the number of shares held by the concerned shareholder. One share held is equal to one vote.
- 1.2. An advertisement was published in "Business Standard, Kolkata" (English Edition) and "Aaj Kal, Kolkata" (Bengali Edition) on 2<sup>nd</sup> March, 2020, pursuant to rules 22 of the Companies (Management and Administration) Rules, 2014 informing the Members about completion of dispatch of Postal Ballot notice by permitted mode i.e. physical and electronically, wherever applicable along with other information as specified in the rules.
- 1.3. In compliance of the provisions of rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company has also provided remote e-voting facility to all its Members to enable them to cast their votes electronically. National Services Depository Limited (NSDL) provided the e-voting services platform. The e-voting period commenced on Sunday, 1<sup>st</sup> March, 2020 from 9:00 A.M. (IST) and concluded on Monday, 30 March, 2020 at 5:00 P.M. (IST). The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer's login on the NSDL e-voting website.
- 1.4. At the meeting of the Board of Directors of M/s. La Opala RG Limited held on 14<sup>th</sup> February, 2020, Mr. Alok Pandey, Company Secretary and Compliance Officer, was made responsible 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.
- 1.5. Postal Ballot forms from the Members during the period starting from Sunday, 1<sup>st</sup> March, 2020 till 5.00 PM on Monday, 30 March, 2020 were to be received. However, following the 'Janta Curfew' and Lockdown announced by the Central Government on 20<sup>th</sup> March, 2020 in view of the outbreak and threat of Novel COVID-19, the Health & Family Welfare Department, West Bengal by way of its Order no. H&FW/120/20 dated 22<sup>nd</sup> March, 2020 had announced "Complete Safety Restrictions" ("lockdown") with effect from 4:00 p.m., Monday, 23<sup>rd</sup> March, 2020 to the midnight of 27<sup>th</sup> March, 2020 which was thereafter extended to 31<sup>st</sup> March, 2020 by way of Order no. H&FW/131/20 dated 24<sup>th</sup> March, 2020<sup>1</sup>, the Company had received 44 postal ballots only upto 6.00 p.m. on 20<sup>th</sup> March, 2020 at our office. Therefore, the postal ballots considered for the purpose of counting of votes have been those received upto 6.00 p.m. on Friday, 20<sup>th</sup> March, 2020 only. All the votes cast by e-voting through NSDL received up to 5.00 P.M. on Monday, 30 March, 2020, being the last date fixed by the Company were only considered for scrutiny.

<sup>1</sup> <https://wb.gov.in/upload/MCLNEWS-200324121056545.pdf>



- 1.6 The sealed Postal Ballot forms received until 6.00 p.m. of 20<sup>th</sup> March, 2020 from the shareholders were collected by us for our scrutiny and kept under our safe custody. Envelopes containing Postal Ballot Forms which were returned undelivered were not opened and not considered for scrutiny. We have found 2 (Two) Defaced/Mutilated Postal Ballot form. As per the information provided, the Company had not issued any duplicate Postal Ballot Form.
- 1.7 Scrutiny of Physical Postal Ballots commenced by me at 11.00 a.m. on 31 March, 2020 and continued till 01.00 p.m. on the same day. The details of votes exercised through Postal Ballot forms were duly scrutinized.
- 1.8 The details of the e-voting exercised by the Shareholders and the votes exercised through postal ballots, which were duly scrutinized and processed have been duly entered in a register separately maintained for the purpose in electronic mode. The compilation of the register, in respect of postal ballots contains the statement of shareholder's name, Folio Number, Postal Ballots Number, Number of Shares held, Number of votes exercised, Votes in favour, Votes Against and those votes which were rejected/considered invalid which have been duly Scrutinized and shareholdings were matched /confirmed with the register of Members of the Company /list of beneficiaries as on 21<sup>st</sup> February, 2020.
- 1.9 We were also provided with the benpos as on the cut-off date being 21<sup>st</sup> February, 2020 alongwith the shareholding pattern of the Company.
- 1.10 The e-voting facility provided by NSDL was unlocked at 6.13 P.M. on 30 March, 2020 in the presence of one witness due to reasons stated in clause 1.5 above.
- 1.11 On scrutiny, We report that out of 17828 shareholders, 138 shareholders have exercised their vote through e-voting and 44 shareholders have exercised their votes through Postal Ballot forms, as received up to 6.00 P.M. on 20<sup>th</sup> March, 2020. The details of Postal Ballot Forms (*both by physical ballot and electronic means*) received with respect to the proposed resolutions are provided in the **Annexure** to this report.

## RESULTS:

There are 17828 numbers of eligible Members holding total 11,10,00,000 no(s) of Equity Shares to vote electronically as well as through Postal Ballot as on cut-off date i.e. 21<sup>st</sup> February, 2020.

The Special Resolution as stated in items 1 in the Postal Ballot Notice dated 14<sup>th</sup> February, 2020 stand passed with requisite majority as on 30<sup>th</sup> March, 2020.

As authorized by the Chairman of the Company, Mr. Alok Pandey , Company Secretary and Compliance officer is to declare and confirm the above results of voting (remote e-voting and voting by Postal Ballot) on 1<sup>st</sup> April , 2020 in respect of the resolutions referred hereinabove.



We hereby also confirm that We are maintaining the register downloaded from NSDL electronically in respect of votes cast through remote e-voting and register of postal ballot received from Members in respect of votes cast through Postal Ballot. The Postal Ballots and all other relevant records relating to remote e-voting and voting through postal ballot are under our safe custody and will be handed over to the authorised person for the said purpose for safe keeping after the necessary compliances are made in terms of the Rules.

Thanking You,



Yours faithfully,

A handwritten signature in black ink, appearing to read "Anil Kumar Dubey".

(CS Anil Kumar Dubey)

Practising Company Secretary  
Partner, M & A Associates

Membership No.: F9488

Certificate of Practice No. 12588

UDIN: F009488A000628590

Place: Kolkata

Date: 1st April, 2020

Yours faithfully,

(CS Anil Kumar Dubey)

Practising Company Secretary

Partner, M & A Associates

Membership No.: F9488

Certificate of Practice No. 12588

UDIN: F009488A000628590

**Consolidated Scrutinizer(s) Report of Voting on the Resolution passed as contained in Postal Ballot Notice dated 14 February, 2020 of M/s La Opala RG Ltd**

Total No. of Shareholder as on record date i.e. 21 February, 2020 = 17,828  
 Total No. of paid up Shares as on 21 February, 2020 = 11,10,00,000

0.00

| SL No. | Resolution   | Mode         | No. of folios/ Ballots Received | Total no. of Shares held | Valid votes                            |                 | % of Valid votes | Invalid votes                          |          | % of Invalid votes | Votes cast in favour of resolution |                 | % of Valid Votes in favour of the Resolution | Vote cast against the Resolution |             | % of Valid votes against the Resolution |
|--------|--|--------------|---------------------------------|--------------------------|--|-----------------|------------------|--|----------|--------------------|------------------------------------|-----------------|--|----------------------------------|-------------|---|
|        |  |              |                                 |                          | No. of folios/ No. of Ballots received | Votes           |                  | No. of folios/ No. of Ballots received | Votes    |                    | No. of folios/ No. of Ballots      | Votes           |  | No. of folios/ no. of Ballots    | Votes       |   |
| 1      | <i>Alteration of Object Clause in the Memorandum of Association of the Company pursuant to provisions of Section 4,13 and all other applicable provisions, if any, of the Companies Act 2013 read with applicable Rules and Regulations made there under</i> | Electronic   | 138                             | 89582364                 | 138                                    | 89582364        | 100.00           | 0                                      | 0        | 0.00               | 126                                | 89579404        | 100.00                                       | 12                               | 2960        | 0.003%                                  |
|        |  | Physical     | 44                              | 6945                     | 42                                     | 6937            | 99.88            | 2                                      | 8        | 0.12               | 42                                 | 6937            | 100.00                                       | 0                                | 0           | 0.00                                    |
|        |  | <b>TOTAL</b> | <b>182</b>                      | <b>89589309</b>          | <b>180</b>                             | <b>89589301</b> | <b>100.00</b>    | <b>2</b>                               | <b>8</b> | <b>0.001%</b>      | <b>168</b>                         | <b>89586341</b> | <b>100.00</b>                                | <b>12</b>                        | <b>2960</b> | <b>0.003%</b>                           |

I the undersigned witness that the votes were unlocked from the e-voting website of NSDL (<http://www.evoting.nsdl.com>) in our presence at 6.13. P.M. on the 30 March, 2020

(i) Name : **CS Nitu Goel**  
 Address : 336A Taramoni Ghat Road,  
 Jayshree Apartment  
 Kolkata-700041

For M & Associates  
 (Practicing Company Secretaries)

(Anil Kumar Dubey)  
 Partner

Memb No. F9488  
 Certificate of Practice No.12588

Place: Kolkata  
 Date: 1st April, 2020

UDIN: F009488A000628590

