

La Opala RG Limited



Date: 20th July, 2020

To
The Secretary
Listing Department,
Bombay Stock Exchange Limited,
New Trading Ring, Rotunda Building,
P. J. Tower, Dalal Street, Fort,
Mumbai - 400 001
STOCK CODE : 526947

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
STOCK CODE : LAOPALA

Dear Sir/Madam,

Sub: Notice of 33rd Annual General Meeting of the Company for the Financial Year 2019-20 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

This is to inform you that the 33rd Annual General Meeting ('AGM') of the Members of the Company is scheduled to be held on Friday, 14th August, 2020 at 2:00 p.m. IST at through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India to transact the business stated in the Notice of the AGM.

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 attached herewith a copy of the Notice and Explanatory Statement including e-voting instructions of the 33rd AGM of the Company.

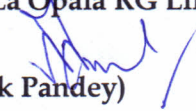
The above is also uploaded on the Company's website at the following link:

<https://laopala.in/pdf/Notice%20of%20AGM.pdf>

The members are provided with the facility to cast their vote electronically at the aforesaid AGM through e-voting services provided by the National Securities Depository Limited (NSDL) on all the resolutions as set out in the Notice convening the AGM. The e-voting will commence on Tuesday, 11th August, 2020 from 9.00 A.M. and will end on Thursday, 13th August, 2020 at 5.00 P.M. (both days inclusive). For the purpose of E-voting, cut-off date to determine the shareholders who are eligible to vote on the resolutions mentioned in the Notice of 33rd AGM for the financial year 2019-20 is 7th August, 2020.

Please take the same on your records.

Thanking you,
Yours faithfully,
For La Opala RG Limited


(Alok Pandey)
CFO & Company Secretary
Encl. As above



LAOPALA


from LAOPALA

SOLITAIRE
CRYSTAL

Chitrakoot 10th Floor 230A AJC Bose Road Kolkata 700 020 India
T +91 76040 88814/5/6/7 F +91 33 2287 0284
E info@laopala.in www.laopala.in
CIN-L26101WB1987PLC042512

LA OPALA RG LIMITED

CIN: L26101WB1987PLC042512

Reg. Office: Chittrakoot, 10th Floor, 230A, A.J.C. Bose Road, Kolkata – 700020

Web: www.laopala.in, E-mail: info@laopala.in, Telephone: 7604088814/15/16/17

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of **LA OPALA RG LIMITED** will be held on Friday, the 14th August, 2020 at 2.00 P.M. through video conferencing, the Company will conduct the meeting from Registered Office i.e. Chittrakoot, 10th Floor, 230A, A.J.C. Bose Road, Kolkata-700020, which shall be deemed to be venue of the meeting to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs. 1.20 per equity share already paid during the year as the Final Dividend for the Financial Year 2019-20.
3. To appoint a Director in place of Mr. Sushil Jhunjhunwala (DIN: 000082461) who retires by rotation and, being eligible, seeks reappointment.
4. To appoint a Director in place of Mr. Arun Kumar Churiwal (DIN: 00001718) who retires by rotation and, being eligible, seeks reappointment.

SPECIAL BUSINESS

5. **Re-appointment of Mrs. Nidhi Jhunjhunwala as Executive Director of the Company w.e.f. May 20, 2020**

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

“RESOLVED THAT pursuant to the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Section 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended and other applicable provisions if any of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the consent of the members of the Company be and is hereby accorded for the reappointment and payment of remuneration to Mrs. Nidhi Jhunjhunwala (DIN: 01144803), Executive Director of the Company for a further period of 5 (Five) Years with effect from May 20, 2020 on the terms and conditions as mentioned below, and specifically approved with powers to the Board of Directors to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner and within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof:

1. **Term of Appointment:**

With effect from May 20, 2020 for a period of 5 years.

2. **Remuneration:**

- a. **Salary:** Rs. 4,00,000/- per month in the scale of Rs 4,00,000/- to Rs. 6,00,000/- per month with increments as may be decided by the Board of Directors from time to time.

b. Perquisites and allowances: (i) In addition to the salary, Mrs. Nidhi Jhunjunwala (DIN: 01144803) shall be entitled to perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with utilities such as gas, electricity, water, furnishing & repair, medical reimbursement, leave travel concession for herself and her family, club fees, medical insurance, personal accident insurance etc. in accordance with the rules of the company or as may be agreed to by and between the Board of Directors and Mrs. Nidhi Jhunjunwala (DIN: 01144803). Such perquisites for each year not to exceed her annual salary.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

Provision of the Company' car and telephone at residence for official duties shall not be included in the computation of perquisites.

(ii) Company's contribution to Provident Fund is not taxable under the Income Tax Act. Gratuity payable as per rules of the company and encashment of leave shall not be included in the computation of limits for the remuneration or perquisites as aforesaid.

c. Commission

In addition to the salary, perquisites and allowances payable, a commission, as may be decided by the Board of Directors, within the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard) shall also be payable.

d. Leave

On full pay and allowance as per the rules of the Company but not exceeding one month's leave for eleven months of service.

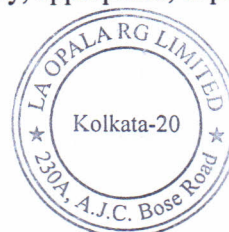
Mrs. Nidhi Jhunjunwala (DIN: 01144803) shall also be entitled to be reimbursed all entertainment and/or travelling, hotel and other expenses actually incurred by her in performance of the duties on behalf of the Company.

“RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mrs. Nidhi Jhunjunwala, Executive Director of the Company, the remuneration payable to her shall be paid as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modifications thereof and all circulars/ notifications for managerial remuneration issued in this regard from time to time as may be agreed to by the Board and Mrs. Nidhi Jhunjunwala.”

“RESOLVED FURTHER THAT the Office of Executive Director shall be liable to retire by rotation pursuant to Section 152(6) of Companies Act, 2013 and Rules made thereunder and any subsequent amendment(s) and/or modification(s) in the Act, Rules and/or applicable laws in this regard and Article 76A of the Articles of Association of the Company.”

“RESOLVED FURTHER THAT Mrs. Nidhi Jhunjunwala, Executive Director of the Company be and is hereby authorised, empowered and vested with the substantial powers of the Management of the Company for carrying out the affairs and activities of the Company subject to the superintendence, control and direction of the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”



By order of the Board of Directors

A handwritten signature in blue ink, appearing to read "Alok Pandey".

ALOK PANDEY
CFO & Company Secretary
Membership No. ACS 6305

Place: Kolkata
Date: 30th June, 2020

Notes:

1. In view of the massive outbreak of the Covid-19 pandemic, social distancing is a norm to be followed and the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in Item Nos. 5 above and the relevant details of the Directors seeking re-appointment at this AGM pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to droliapravin@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, Maheshwari Datamatics Private Limited (“MDPL”) for assistance in this regard.
6. To support the ‘Green Initiative’, Members who have not registered their e-mail IDs, are requested to register the same with the Company or its Registrar and Share Transfer Agent in case the shares are held by them in physical form and with their DPs in case the shares are held by them in electronic form.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to MDPL in case the shares are held by them in physical form.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to MDPL in case the shares are held in physical form.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or MDPL, the details of such folios together with the share

certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Shareholders seeking any information regarding accounts are requested to write to the Company in advance so that the relevant information can be furnished by the Company.
12. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.laopala.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
14. The attendance of the Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. At the 30th AGM held on August 26, 2017 the Members approved appointment of M/s Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 35th AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 33rd AGM.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
17. Instructions for E-Voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Tuesday, August 11, 2020 (9:00 a.m. IST) and ends on Thursday, August 13, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, August 7, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- iii. The Board of Directors has appointed Mr. Pravin Kumar Drolia (Membership No. FCS 2366) of Drolia & Company, Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are 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 are 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 are mentioned 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.

General Guidelines for shareholders

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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 email to droliapraavin@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
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 <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request to Mr. Vikram Jha at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and process for registration of e mail ids for obtaining Annual report and for e-voting for the resolutions set out in this notice:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, MDPL at mdpldc@yahoo.com or to the Company at info@laopala.in providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address.
Demat Holding	Please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to mdpldc@yahoo.com or info@laopala.in .

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> under shareholders/members login by using their remote e-voting login credentials and selecting the EVEN for Company’s AGM.

Please note that Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

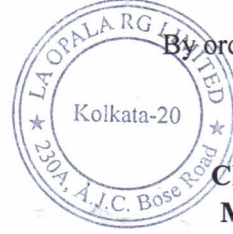
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance from their registered email address mentioning their name, DP ID and Client ID /folio number, PAN, mobile number at info@laopala.in.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

OTHER INSTRUCTIONS

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.laopala.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.



By order of the Board of Directors

ALOK PANDEY
CFO & Company Secretary
Membership No. ACS 6305

Place: Kolkata

Date: 30th June, 2020

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT 2013

Item No. (5)

Re-appointment of Mrs. Nidhi Jhunjunwala (DIN: 01144803) as Executive Director of the Company w.e.f. May 20, 2020:

Mrs. Nidhi Jhunjunwala (DIN: 01144803), aged 47 years was originally appointed as Executive Director of the Company on 20th May, 2010. She is a graduate in arts and is an active member of the Ladies Study Group, Indian Chamber of Commerce. She has also done the Graphic /Product designing course. She is a member of Corporate Social Responsibility Committee of the Company. As on 31st March, 2020, she holds 9,00,000 equity shares of ₹ 2/- each of the Company.

Mrs. Nidhi Jhunjunwala was re-appointed as Executive Director of the Company pursuant to provisions of Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013 by the Members in the 28th Annual General Meeting held on 13th August 2015 for a period of 5 (Five) years with effect from 20th May 2015 to 19th May, 2020. Her tenure of office expires on 19th May 2020 and being eligible Mrs. Nidhi Jhunjunwala (DIN 01144803) offers herself for reappointment as Executive Director of the Company for further period of 5 (five) years with effect from 20th May, 2020.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 14th February, 2020, subject to approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Mrs. Nidhi Jhunjunwala in development and growth of the Company, consent of the Members is sought for passing Special Resolution for the re-appointment of Mrs. Nidhi Jhunjunwala as Executive Director of the Company for further period of 5 years w.e.f. 20th May, 2020 on the terms and conditions as set out in this item of the Notice.

Mrs. Nidhi Jhunjunwala satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Excepting Mr. Sushil Jhunjunwala, Mr. Ajit Jhunjunwala and Mrs. Nidhi Jhunjunwala no other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.



By order of the Board of Directors

ALOK PANDEY
CFO & Company Secretary
Membership No. ACS 6305

Place: Kolkata

Date: 30th June, 2020

Registered Office:

Chitrakoot, 10th Floor, 230A, A.J.C. Bose Road, Kolkata-700020

CIN: L26101WB1987PLC042512; Tel: +91 7604088814/15/16/17

Email: info@laopala.in; Website: www.laopala.in

ANNEXURE TO THE EXPLANATORY STATEMENT

Pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, information about the directors seeking re-appointment at the AGM is furnished below:

Name of Director	Mr. Sushil Jhunjunwala	Mrs. Nidhi Jhunjunwala	Mr. Arun Kumar Churiwal
DIN	00082461	01144803	00001718
Date of Birth	23.08.1950	19.07.1973	15.05.1950
Qualification	Graduate in Commerce	Graduate in Arts	B.A (Hons.)
Experience & Expertise in specific functional areas	Over 48 years of wide experience particularly in the glass industry	Over 20 years of experience in Marketing/ Product Designing	Industrialist with diversified business experience over 48 years
Date of first appointment on the Board of the Company	30 th September, 1994	20 th May, 2010	26 th June, 2004
No of shares held in the Company as on March 31,2020	40,50,000	9,00,000	13,400
List of Directorship held in other Companies	<ul style="list-style-type: none"> - BSL Limited - Genesis Exports Ltd - SKJ Investments Pvt. Ltd. - Ishita Housing Pvt. Ltd. - SKJ Estate Pvt. Ltd. - GDJ Housing Pvt. Ltd. 	-	<ul style="list-style-type: none"> - BSL Ltd - RSWM Ltd - PRC Niyojan Pvt Ltd. - LNJ Financial Services Ltd - Churiwala Properties & Investments Pvt. Ltd. - Akunth Textile Processors Pvt. Ltd. - RLJ Family Trusteeship Pvt. Ltd. - SKLNJ Family Trustee Pvt. Ltd. - RANDR Trustee Pvt. Ltd. - RRJ Family Trustee Pvt. Ltd.
Relationship between Directors inter-se	Shri Sushil Jhunjunwala is the father of Shri Ajit Jhunjunwala and Father-in-law of Smt. Nidhi Jhunjunwala. In this way, they are related to each other.	Smt. Nidhi Jhunjunwala is the wife of Shri Ajit Jhunjunwala and daughter in law of Shri Sushil Jhunjunwala	Not related to any Director of the Company

For other details such as number of meetings of the Board attended during the year, remuneration drawn and Membership/ Chairmanship of Committees of other Public Limited Companies, please refer to Corporate Governance Report which is a part of this Annual Report.