

La Opala RG Limited



September 30, 2024

To
The Secretary
Listing Department,
BSE Ltd
New Trading Ring, Rotunda Building,
P.J. Tower, Dalal Street, Fort, 27th Floor
Mumbai — 400 001
SCRIP CODE: 526947

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

Sub: Intimation of Adoption of new Set of Memorandum and Articles of Association of La Opala RG Limited

Ref: Regulation 30 read with Part A of the Schedule III of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Madam,

With reference to the captioned subject, this is to inform you that the shareholders of the Company at their 37th Annual General Meeting held on today i.e. Monday, September 30, 2024, commenced at 3:00 P.M (IST) and concluded at 5:01 P.M. (IST) through Video Conferencing, has, inter-alia, considered and approved the following items of the business: -

1. Adoption of new set of Memorandum of Association ("MOA") in place of the existing Memorandum of Association of the Company in conformity with the Companies Act, 2013.
2. Adoption of new set of Articles of Association ("AOA") in place of the existing Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

Further, the brief details of new MOA and the new AOA as required under Regulation 30 read with Part A of the Schedule III of the Listing Regulations are annexed herewith as **Annexure - A**.

We request you to take the above information on record.

Thanking you,
Yours sincerely,
For **La Opala RG Limited**

(Nidhi Rathi)
Company Secretary & Compliance Officer
Encl: As above



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CIN-L26101WB1987PLC042512

Annexure-A

Summary of Amendments in MOA of the Company

Sr. No	Changes
1.	The object clause and the liability clause of the existing MOA needs to be re-aligned as per Table A of Schedule I of the new Act. It is to be noted that there is no change in main objects of the Company. MOA is amended and replaced only to bring the same in line with the new Act.
2.	<p>Key changes in the New MOA are as follows:</p> <ul style="list-style-type: none"> ➤ Changed the title of the MOA to effect the applicability of provisions of Companies Act, 2013. ➤ Altered the title of Clause III (A) & III (B). ➤ Replaced the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects sub-clause no. 1 to 6. ➤ Existing Clause III (B) containing the “Objects Incidental or Ancillary to the attainment of Main Objects” sub-clause no. 1 to 31 be and is hereby stands deleted and inserted by New Clause III (B) “Matters which are necessary for furtherance of the Objects specified in Clause III(A) containing the same sub-clause no. 1 to 31. ➤ Existing Clause III C containing the “Other Objects” sub clause no. 1 to 14 be and is hereby stands deleted in full. ➤ The existing ‘Clause IV’ i.e. ‘The Liability of the members is limited’ be and is hereby stands deleted and replaced by New ‘Clause IV’ i.e. ‘The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them’.

Summary of amendments in AOA of the Company

Sr. No	Changes
1.	<p>The Companies Act, 2013 ("the Act") has been amended frequently by way of notifications, circulars, amendments acts including Companies (Amendment) Act, 2020. Similarly, securities laws including Securities and Exchange Board of India Act, 1992 and Rules and Regulations ("Securities Laws") framed thereunder have been changed by way of numerous circulars and notifications issued by SEBI or Central Government in this behalf.</p> <p>The Articles of Association ("AOA") of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 and SEBI Laws. Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws.</p> <p>In view of frequent changes, certain clauses of the existing AOA of the Company should be amended/modified and certain new clauses should also be inserted or replaced in place of existing clauses of AOA to align the same with the prevailing provisions of the Act and rules made thereunder and the Securities Laws referred hereinabove.</p> <p>Since the changes required for aligning the existing AOA with the Act and rules made thereunder and Securities laws were numerous, it was considered expedient to adopt a new AOA in substitution of the existing AOA.</p> <p>During this exercise of amendment of existing clauses and insertion of certain new clauses, chronological serial numbers of the clauses of the AOA have also been changed and were required to be renumbered.</p>
2.	<p>Key changes in the New AOA are as follows:</p> <ul style="list-style-type: none"> ▪ The New AOA has been restructured and aligned with the provisions of the Companies Act, 2013, the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws. ▪ References to the sections, sub-sections, clauses etc. of the Act, which have been amended are substituted with new provisions of the Act. ▪ The new AOA to be substituted in place of existing AOA is based on "Table-F" of the Companies Act, 2013 which sets out the model AOA for a company limited by shares. ▪ Provisions of the Act, which permit the Company to do certain acts when authorized by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provides, have been specifically included.