

# LA OPALA RG LIMITED

Registered Office: 'Chitrakoot', 10<sup>th</sup> floor, 230A, A.J.C. Bose Road, Kolkata 700 020

Phone: +91-033-6503-6656/57/58/59, Fax: +91-033-2287-0284

Website: [www.laopala.in](http://www.laopala.in)

Email: [info@laopala.in](mailto:info@laopala.in)

CIN: L26101WB1987PLC042512

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting of the members of LA OPALA RG LIMITED will be held at Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700 020 on Wednesday, the 27<sup>th</sup> August, 2014 at 2.00 p.m. to consider and if thought fit, to transact with or without modification(s) as may be permissible, the following business:

### Special Business:

To consider, and if thought fit, to pass the following Resolution, with or without modification, as a Special Resolution:

**“RESOLVED THAT** pursuant to Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or reenactment thereof for the time being in force), the Memorandum of Association and Articles of Association of La Opala RG Limited (the **“Company”**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“SEBI Regulations”**) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Securities and Exchange Board of India, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the listing agreements entered into with the stock exchanges on which the Company's equity shares are listed (the **“Stock Exchanges”**), and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include the Securities Allotment Committee constituted by the Board ) to exercise its powers including the powers conferred by this resolution, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot 5,02,468

(Five lacs two thousand four hundred sixty eight only) equity shares of face value of Rs. 10/- (Ten) each of the Company (the “**Equity Share**”) at a premium of Rs. 1090/- (One thousand ninety only) considering 28<sup>th</sup> July 2014 as the Relevant Date being the date 30 days prior to the date of this meeting as per provisions of Regulation 71 of Chapter VII of SEBI Regulations, on a preferential basis through private placement (the “**Preferential Issue**”) and on such further terms and conditions, including payment of monies as may be approved or finalized by the Board to the following entity being an entity which is not a part of the promoter group (the “**Proposed Allottee**”) as detailed herein below:

| Sl. | Proposed Allottee              | Permanent Account No. | Category     | No. of Shares |
|-----|--------------------------------|-----------------------|--------------|---------------|
| 1   | WestBridge Crossover Fund, LLC | AABCW1259M            | Non Promoter | 5,02,468      |

“**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.”

“**RESOLVED FURTHER THAT** in case the Equity Shares of the Company are either sub-divided or consolidated prior to the Preferential Issue, then the number of Equity Shares to be allotted under the said Preferential Issue shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/-(Ten) per Equity Share to the revised face value of the Equity Shares after such sub-division or consolidation, and the subscription price payable by the Proposed Allottee shall automatically stand reduced or augmented, as the case may be, in the same proportion as the revised face value of the Equity Shares after such sub-division or consolidation bears to the present face value of Rs.10/-(Ten) per Equity Share, without affecting any other rights or obligations of the said Proposed Allottee.”

“**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted through the Preferential Issue shall rank pari passu with the existing Equity Shares of the Company in all respects, including dividend, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.”

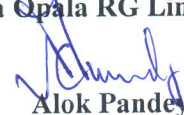
“**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted shall be subject to lock-in as provided under the SEBI Regulations.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to finalize, approve and sign the offer documents with authority to amend, vary, modify the same as may be considered desirable or expedient and for the purpose

aforesaid to give such declarations, affidavits, undertakings, certificates, consents, authorities as may be necessary and required from time to time, issuing clarifications on the offer, issue and allotment of the Equity Shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the issue of the Equity Shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid offering of Equity Shares, including for the post issue formalities, without being required to seek any fresh approval of the shareholders of the Company and the decision of the Board shall be final and conclusive.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) and / or to any official(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary applications and filings with the Stock Exchanges and regulatory authorities.”

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



Alok Pandey

**Place: Kolkata**

**Date: 29<sup>th</sup> July, 2014**

**V.P. (Finance & Secretary)**

#### **NOTES**

1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instruments of form in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form (MGT-11) is sent herewith.

3. All documents referred to in the Notice or in the accompanying Explanatory Statement are available for inspection by members on all working days, except Saturdays, Sundays and public holidays, between 10.00 A.M. to 1.00 P.M. prior to the date of the Extra-ordinary General Meeting and will also be available for inspection at the meeting.

4. The notice is being sent to all the members, whose names appeared in the Register of Members as on 28<sup>th</sup> July 2014. This notice of the Extra-ordinary General Meeting of the members of the Company is also displayed/posted on the website of the Company i.e. [www.laopala.in](http://www.laopala.in).

**5. VOTING THROUGH ELECTRONIC MEANS**

- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Extra-ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). This notice of the Extra-ordinary General Meeting of the members of the Company is also displayed/posted on the website of CDSL.
- A member of the Company may exercise his/her/it's vote at this Extra-ordinary General Meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on July 28, 2014, may cast their vote electronically.
- The e-Voting shall remain open from 19<sup>th</sup> August, 2014 (9.00 a.m.) till 21<sup>st</sup> August, 2014 (6.00 p.m.).
- The Board have appointed Mr. Pravin Drolia, Practicing Company Secretary as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.
- Vote once cast by the member cannot be changed/altered.
- The instructions for e-voting are as under:

**A. In case of members receiving e-mail from CDSL:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "LAOPALA RG LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. Members holding shares in physical form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

|                       | For Members holding shares in Demat Form and Physical Form                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                   | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For Ex: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. – Sequence number is communicated in the Attendance Slip/ Covering Letter.</p> |
| DOB                   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in DD/MM/YYYY format.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member ID/ folio number in the Dividend Bank Details field.</p>                                                                                                                                                                                                                                                                                                                                                                 |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <LA OPALA RG LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians
  - Institutional shareholders and custodians (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates and Custodians.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- The e-Voting period commences on 19<sup>th</sup> August, 2014 (9:00 am) and ends on 21<sup>st</sup> August, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28<sup>th</sup> July, 2014, may cast their vote electronically. The e-Voting module shall also be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder will not be allowed to change it subsequently.
- The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, 28<sup>th</sup> July, 2014.
- Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 28<sup>th</sup> July, 2014 and not casting their vote electronically, may cast their vote at the Extra-ordinary General Meeting.
- The Scrutinizer shall within a period of not exceeding 3 (three) working days from the conclusion of the e-voting period unlock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- The results shall be declared on or after the Extra-ordinary General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.laopala.in](http://www.laopala.in) and on the website of CDSL within 2 (two) days of passing of the resolutions at the Extra-ordinary General Meeting of the Company on 27<sup>th</sup> August, 2014 and communicated to the Stock Exchanges.

**B. In case of members receiving the physical copy:**

- Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
- The voting period begins on Tuesday 19<sup>th</sup> August, 2014 at 9.00 a.m. (IST) and ends on Thursday, 21<sup>st</sup> August, 2014 at 6.00 p.m.(IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 28<sup>th</sup> July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The Board on 29<sup>th</sup> July, 2014, subject to necessary approval(s), has approved the proposal for raising funds up to Rs. 55,27,14,800/- (Fifty five crores twenty seven lacs fourteen thousand eight hundred only) by way of issue of equity shares on preferential basis.

The Information as required under Regulation 73 of the SEBI Regulations for the proposed Preferential Issue is as under:

**(a) Object/s of the issue:**

The object of the proposed Preferential Issue is to augment the resources of the Company for general corporate and capacity expansion at both the plants, and other such purposes permitted by the applicable law and approved by the Board of the Company.

**(b) Proposal of Promoters/Directors/key Managerial Personnel of the Company to subscribe to the offer:**

The Preferential Issue is not being made to the promoters, directors or key management personnel of the Company.

**(c) Securities to be issued:**

The resolution set out in the accompanying notice authorizes the Board to issue to the Proposed Allottee up to 5,02,468 (Five lacs two thousand four hundred and sixty eight) Equity Shares of face value of Rs. 10/- (Ten) each at an issue price of Rs. 1100/- (One thousand one hundred) per Equity Share, aggregating up to Rs. 55,27,14,800/- (Fifty five crores twenty seven lacs fourteen thousand eight hundred only), in such manner and on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI Regulations.

The Preferential Issue shall be made only in dematerialized form as per SEBI Regulations.

(d) Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:

| Category Code | Category of Shareholder                     | Pre-Issue             |                    | Post-Issue             |                    |
|---------------|---------------------------------------------|-----------------------|--------------------|------------------------|--------------------|
|               |                                             | Pre-Issue Shares held | % of Total Holding | Post-Issue Shares held | % of Total Holding |
| (A)           | Shareholding of Promoter and Promoter Group | 72,22,040             | 68.15%             | 72,22,040              | 65.06%             |
| (1)           | Indian Promoters (A)                        | 72,22,040             | 68.15%             | 72,22,040              | 65.06%             |
| (B)           | Public Shareholding                         |                       |                    |                        |                    |
| (1)           | Institutions                                |                       |                    |                        |                    |
| (a)           | Mutual Funds / UTI/ Banks/ FIs              | 2,29,247              | 2.16%              | 2,29,247               | 2.07%              |
| (b)           | Foreign Institutional Investors             | 6,36,877              | 6.01%              | 6,36,877               | 5.74%              |
|               | Sub-Total (B1)                              | 8,66,124              | 8.17%              | 8,66,124               | 7.81%              |
| (2)           | Non-institutions                            |                       |                    |                        |                    |
| (a)           | Bodies Corporate                            | 7,40,196              | 6.98%              | 7,40,196               | 6.67%              |
| (b)           | Individuals                                 | 14,48,876             | 13.67%             | 14,48,876              | 13.05%             |
| (c)           | Foreign Corporate Bodies/ NRIs              | 2,33,320              | 2.20%              | 7,35,788               | 6.63%              |
| (d)           | Others                                      | 86,976                | 0.82%              | 86,976                 | 0.78%              |
|               | Sub-Total (B2)                              | 25,09,368             | 23.68%             | 30,11,836              | 27.14%             |
|               | GRAND TOTAL (A)+(B)(1)+(B)(2)               | 1,05,97,532           | 100.00%            | 1,11,00,000            | 100.00%            |

**(e) Time within which the Preferential Issue shall be completed:**

The Company will complete the issue & allotment of Equity Shares within a period of 15 days from the date of passing of the resolutions by the shareholders or when the allotment on preferential basis requires any approval by any regulatory authority like Stock Exchanges or Central Government or any statutory body, the allotment of shares will be completed within 15 days from the date of such approvals.

**(f) Identity of the natural person who are ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately controls the proposed allottee, percentage of the post preferential issue to be held by them:**

| Sl. | Proposed Allottee              | Present Holding | % to Pre-Issue Capital | Present Issue | % to Post-Issue Capital |
|-----|--------------------------------|-----------------|------------------------|---------------|-------------------------|
| 1   | WestBridge Crossover Fund, LLC | Nil             | Nil                    | 5,02,468      | 4.53%                   |

There will not be any change in the management control of the Company on account of this proposed preferential allotment except minor change in the shareholding pattern as well as voting rights.

**Particulars of the Proposed Allottee**

| Proposed Allottee              | Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|--------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| WestBridge Crossover Fund, LLC | WestBridge Crossover Fund, LLC, the Investor, is a private company, limited by shares, which was incorporated in Mauritius on July 08, 2011. Approximately 85% (eighty five percent) of the share capital of the WestBridge Crossover Fund, LLC, is held by Institutional Investors such as universities, foundations and pension funds. WestBridge Crossover Fund, LLC is managed by a professional investment manager, WestBridge Capital Partners, LLC which is registered as a CIS Manager with, and regulated by, the Financial Services Commission, Mauritius. Investment decisions by WestBridge Crossover Fund, LLC are approved by its board of directors, which comprises of Peter Wendell, Muralidhar Madhav Shenoy and Zayd Soopun. |

**(g) Lock-In Requirements:**

The shares to be allotted on preferential basis shall be subject to lock-in for a period of one year from the date of trading approval as per applicable SEBI Regulations in this regard.

**(h) Transferability period:**

The Equity Shares allotted on a preferential basis shall not be transferred by the Investor until trading approval is granted by the Stock Exchanges.

**(i) Auditors' Certificate:**

M/s. Doshi, Chatterjee, Bagri & Co, Chartered Accountants, the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI Regulations. A copy of the certificate shall be placed before the shareholders at the Extra-ordinary General Meeting and is kept for inspection at the Registered Office of the Company during the business hours.

**(j) Relevant Date:**

Relevant Date for the purpose of Preferential Issue is 28<sup>th</sup> July, 2014 which is the date 30 days prior to the date of Extra-ordinary General Meeting where this resolution is being considered for approval.

**(k) Pricing & Undertaking to re-compute the price:**

The Equity Shares proposed to be issued pursuant to the Preferential Issue will be issued and allotted at a price not less than the higher of the following in terms of Regulation 76 of the SEBI Regulations:

- (a) the average of the weekly high and low of the closing price of the equity shares of the Company quoted on the recognized Stock Exchange during the 26 (twenty-six) weeks preceding the Relevant Date (as defined above); or
- (b) the average of the weekly high and low of the closing price of the Equity Shares of the Company quoted on the recognized Stock Exchanges during the 2 (two) weeks preceding the Relevant Date (as defined above).

Accordingly, the issue price of Rs. 1100/- (One thousand one hundred only) per Equity Share at which the Equity Shares are proposed to be issued and allotted is in compliance with the minimum issue price determined in accordance with Regulation 76 of the SEBI Regulations

**(I) Recomputation:**

Given that the company has been listed for a period of more than 26 (Twenty Six) weeks as on the Relevant Date, no requirement to recompute the price is applicable.

Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company or employees of the company, if authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, for each of the offers and invitations.

The approval of the Members is accordingly being sought by way of a Special Resolution under Sections 42 and 62 of the Companies Act, 2013 read with the rules made there under, for the issue of Equity Shares aggregating an amount not exceeding Rs.55,27,14,800/- (Rupees Fifty five crores twenty seven lacs fourteen thousand eight hundred only) and to offer and allot such Equity Shares on a private placement basis.

None of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution.

**By Order of the Board,  
For La Qpala RG Limited.**



Alok Pandey

**Pace: Kolkata**

**Date: 29<sup>th</sup> July, 2014**

**V.P. (Finance & Secretary)**

**LA OPALA RG LIMITED**

CIN :- L26101WB1987PLC042512,

'Chitrakoot' 10<sup>th</sup> Floor, 230A A.J.C Bose Road, Kolkata 700 020,

Web: [www.laopala.in](http://www.laopala.in), E-mail: [info@laopala.in](mailto:info@laopala.in), Telephone 6503 6656/57/58/59.

**ATTENDANCE SLIP**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

**Joint shareholders may obtain additional Slip at the venue of the meeting**

|                 |  |
|-----------------|--|
| <b>D.P. Id*</b> |  |
|-----------------|--|

|                  |  |
|------------------|--|
| <b>Folio No.</b> |  |
|------------------|--|

|                   |  |
|-------------------|--|
| <b>Client Id*</b> |  |
|-------------------|--|

|                      |  |
|----------------------|--|
| <b>No. of Shares</b> |  |
|----------------------|--|

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the Extra-ordinary General Meeting of the Company held on Wednesday, the 27<sup>th</sup> August, 2014 at 2.00 p.m. at Rotary Sadan, 94/2, Chowringhee Road,, Kolkata 700 020.

\_\_\_\_\_  
Signature of the Shareholder/proxy

\*Applicable for the investors holding shares in electronic form.

\_\_\_\_\_

**LA OPALA RG LIMITED**

CIN :- L26101WB1987PLC042512,

'Chitrakoot' 10<sup>th</sup> Floor, 230A A.J.C Bose Road, Kolkata 700 020,

Web: [www.laopala.in](http://www.laopala.in), E-mail: [info@laopala.in](mailto:info@laopala.in), Telephone 6503 6656/57/58/59.

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 1993) of the Companies ( Management and Administration ) Rules, 2014]

|                        |    |
|------------------------|----|
| Name of the Members(s) | :- |
| Registered Address     | :- |
| Email                  | :- |
| Folio No./ Client ID   | :- |
| DP ID                  | :- |

I/We, being the members(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_ E-Mail: \_\_\_\_\_

Address:- \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_

*or failing him/her*

2. Name: \_\_\_\_\_ E-Mail: \_\_\_\_\_

Address:- \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_  
or failing him/her  
3. Name: \_\_\_\_\_ E-Mail: \_\_\_\_\_  
Address:- \_\_\_\_\_  
\_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Wednesday, the 27<sup>th</sup> August, 2014 at 2.00 p.m. at Rotary Sadan 94/2, Chowringhee Road,, Kolkata 700 020 and at any adjournment thereof in respect of such resolution as are indicated below:

| Reso.<br>No. | Description                                                                        | For* | Against* |
|--------------|------------------------------------------------------------------------------------|------|----------|
| 1            | Issue, offer and allot Equity shares on a preferential and private placement basis |      |          |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature of Shareholder \_\_\_\_\_

Affix  
Revenue

\_\_\_\_\_  
Signature of 1<sup>st</sup> proxy holder

\_\_\_\_\_  
Signature of 2<sup>nd</sup> proxy holder

\_\_\_\_\_  
Signature of 3<sup>rd</sup> proxy holder

Notes:

- (1) This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the Commencement of the meeting.
- (2) \*Please put a 'X' in the Box in the appropriate column against the respective resolution. If you leave the "For" or "Against" column blank against any or all the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

A proxy need not be a member of the Company. Pursuant to the provision of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in the aggregate not more than 10% of the total share Capital of the Company. Members holding more than 10% of the total share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.