

DROLIA & COMPANY
(Company Secretaries)

9, Crooked Lane, Kolkata 700069

Mobile: 09831196869; Email – droliapravin@yahoo.co.in

To,
The Chairman
La Opala RG Limited
Chitrakoot, 10th floor
230A, A.J.C Bose Road
Kolkata-700 020

Dear Sir,

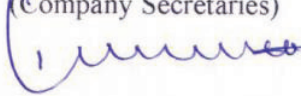
RE: SCRUTINIZERS' REPORT

I refer to my appointment as Scrutinizer made on **May 13, 2014** pursuant to the authority granted by the Board of Directors of **La Opala RG Limited** to scrutinize the e-voting process in a fair and transparent manner as per the provisions of the Companies Act, 2013 and Rules there under for the 27th Annual General Meeting of **La Opala RG Limited** to be held on August 13, 2014 at "Kala Kunj", 48, Shakespeare Sarani, Kolkata 700017.

I have carried out the work as Scrutinizer from the close of working hours on **9th August, 2014**. In this connection I need to bring to your attention the following aspects:-

1. The Company has appointed Central Depository Services Limited (CDSL.) to provide e-voting facility and the detailed instructions on e-voting process was notified to the Members in the notice dated 13th May, 2014.
2. The E-voting period commenced on 7th August, 2014 from 9 00 AM and concluded on 9th August, 2014 at 6.00 PM.
3. I am enclosing herewith the Scrutinizer's Report for your reference.

FOR DROLIA & COMPANY
(Company Secretaries)


(Pravin Kumar Drolia)
Proprietor
F.C.S No.2366,
Certificate of Practice No.1362
Place: Kolkata
Date: 11-08-2014



**DROLIA & COMPANY
(Company Secretaries)**

9, Crooked Lane, Kolkata 700069

Mobile: 9831196869; Email – droliapraavin@yahoo.co.in

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
La Opala RG Limited
Chitrakoot, 10th floor
230A, A.J.C Bose Road
Kolkata-700 020

Dear Sir,

I, Pravin Kumar Drolia (M/N: F 2366 & CP 1362) proprietor of Drolia & Company, Company Secretaries, of Kolkata. appointed as Scrutinizer for the purpose of scrutinizing the e-voting process of **M/S LA OPALA RG Limited** ("the Company") (CIN: **L26101WB1987PLC042512**) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 27th Annual General Meeting of the Company to be held on **August 13, 2014** submit our report as under: I was appointed by the Board of Directors of the Company in their meeting held on 13th May'2014.

1. The e-voting period commenced on 7th August, 2014 from 9.00 AM and concluded on 9th August, 2014 at 6.00 PM, The e-voting services were provided by central Depository Services Limited (CDSL).

2. The Shareholders holding shares as on the "relevant date" i.e. JUNE 30, 2014 were entitled to vote on the proposed resolutions stated in the Notice of the Company. As per provisions of the Companies Act 2013, the number of votes cast in respect of any resolution will be counted according to the number of shares held by the concerned Shareholders. One share held will be equal to one vote.

3. The votes were unblocked on 9th August 2014 around 6.30p.m in the presence of two witnesses **Ms. Chetana Goel** residing at 146, Bangur Avenue, Block A, 3rd Floor, Kolkata-700055 and **Mr. Rahul Bhojgharia** residing at 23-B, N..S. Road, 2nd Floor, Room no.6, Kolkata 700001 who are not in the employment of the Company.

4. The results of e-Voting along with the list of Shareholders who voted "For" and "Against" the below resolutions were downloaded from the e-voting website of CDSL.



The results of the e-voting are as under:

A. RESOLUTION NO. 1-ORDINARY RESOLUTION

To receive, consider and adopt the audited Profit and Loss Account for the financial year ended March 31,2014 and Balance Sheet as at that date together with the Reports of the Directors and the Auditors.

(i) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
15	73,94,904	69.78

(ii) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NIL

B. RESOLUTION NO.2 – ORDINARY RESOLUTION

To declare dividend on equity shares

(iv) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
15	73,94,904	69.78

(v) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE



(vi) **Invalid votes:**

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NIL

C. RESOLUTION NO.3 – ORDINARY RESOLUTION

To appoint a director in place of Mr. Shakir Ali (DIN:00331069), who retires by rotation and, being eligible, offers himself for re-appointment.

(vii) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	73,94,902	69.78

(viii) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	2	0.0002

(ix) **Invalid votes:**

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

D. RESOLUTION NO.4 – ORDINARY RESOLUTION

Appointment of Doshi,Chatterjee,Bagri & Co., Chartered Accountants (Firm Registration No. 325197E), as statutory auditors of the Company.

(x) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
15	73,94,904	69.78



(xi) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(xii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NIL

E. RESOLUTION NO.5 – SPECIAL RESOLUTION

Reappointment of Mr. Sushil Jhunjhunwala(DIN 00082461)as Vice Chairman & Managing Director pursuant to the provisions of Section 196,197,Schedule V of the Companies Act ,2013 and other applicable provisions, if any, of the Companies Act, 2013.

(xiii) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
15	73,94,904	69.78

(xiv) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(xv) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NIL



F. RESOLUTION NO.6 – SPECIAL RESOLUTION

Remuneration by way of Commission to the Directors other than the Managing and Whole –time Directors of the Company pursuant to the provision of Section 197 of the Companies Act, 2013 and the Articles of Association of the Company & within the limits stipulated by Section 197(1) of the Companies Act ,2013.

(xvi) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
13	73,94,502	69.78

(xvii) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
2	402	0.0054

(xviii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NIL

G. RESOLUTION NO.7 – ORDINARY RESOLUTION

Sub-Division of Issued ,subscribed & fully paid –up Equity Shares of the Company ,comprising of ,05,97,532(one crore five lacs ninety seven thousand five hundred thirty two)Equity shares of the Face Value Rs. 10/- each aggregating to Rs. 10,59,75,320(rupees ten crores fifty nine lacs seventy five thousand three hundred twenty only) be sub-divided into 5,29,87,660(five crore twenty nine lacs eighty seven thousand six hundred sixty)Equity shares of the Face Value of Rs.2/- each pursuant to Section 61(1)(d) of the Companies Act, 2013

(xix) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
15	73,94,904	69.78



(xx) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(xxi) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NIL

H. RESOLUTION NO.8 – SPECIAL RESOLUTION

Alteration of Clause V of the Memorandum of Association of the Company pursuant to Section 64 read with Section 13 of the Companies Act, 2013(including any modifications or re-enactment thereof) and other applicable provision , if any, of the Companies Act, 2013

(xxii) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
15	73,94,904	69.78

(xxiii) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(xxiv) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NIL



I. RESOLUTION NO.9 – ORDINARY RESOLUTION

Appointment of Mr. G. Narayana (DIN 00020575) as an Independent Director, who was liable to retire by rotation pursuant to the provision of Section 149,152,read with Schedule IV and all other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any Statutory modification(s)or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement

(xxv) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
15	73,94,904	69.78

(xxvi) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(xxvii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NIL

J. RESOLUTION NO.10- ORDINARY RESOLUTION

Appointment of Mr. A.C. Chakrabortti (DIN 00015622) as an Independent Director, who was liable to retire by rotation pursuant to the provision of Section 149,152and other applicable provisions, if any ,of the Companies Act, 2013 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any Statutory modification(s)or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement

(xxviii) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	73,94,902	69.78



(xxix) Voted **against** the resolution

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	2	0.0002

(xxx) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NIL

K. RESOLUTION NO.11- ORDINARY RESOLUTION

Appointment of Mr. Rajiv Gujral(DIN 000409916) as an Independent Director, who was liable to retire by rotation pursuant to the provision of Section 149,152and other applicable provisions, if any ,of the Companies Act ,2013 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any Statutory modification(s)or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement

(xxxi) voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
15	73,94,904	69.78

(xxxii) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NOT APPLICABLE	NOT APPLICABLE

(xxxiii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NIL



L. RESOLUTION NO.12 - SPECIAL RESOLUTION

Alteration of Article 100 of the Article of Association of the Company and Insertion of New Article 76A after Article 76 of the Article of Association of the Company subject to the approval of shareholders pursuant to section 14 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act 2013

(xxxiv) Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	73,94,902	69.78

(xxxv) Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	2	0.0002

(xxxvi) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NIL

A REPORT ON PHYSICAL VOTING THROUGH PROXY FORM

(A) I have also received one physical proxy form duly authorized and signed by Deutsche Bank A.G (Mumbai) holding proper Power of Attorney from one of the member of the Company WASATCH EMERGING INDIA FD holding 18500 Equity shares in the Company (DP ID :IN30016 – Client ID: 10091487) on 11th August 2014 at 6.00 P.M. in respect of casting of votes on all the Resolutions of the Notice of AGM as per Details given below:

Voted **in favour** of the resolution

Number of Members voted physically	Number of votes cast in favour of the resolutions no. 1,2,3,4,6,7,8,9,10,11,& 12	% of total number of valid votes cast
1	18500	0.0001

Voted **against** the resolution:

Number of Members voted physically	Number of votes cast against the resolution no.5	% of total number of valid votes cast
1	18500	0.0001



(B) The Company has also received 7 physical proxy forms from 7 Member consisting of total 13 equity shares duly signed by them. for casting of votes on all the Resolutions of the notice of AGM as per details below:

Voted **in favour** of the resolution

Number of Members voted physically	Number of votes cast in favour of the resolutions no. 1,2,3,4,5,6,7,8,9,10,11,&12	% of total number of valid votes cast
7	13	0

The relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 27th Annual General Meeting and the same shall be thereafter be handed over to the Company Secretary for safe keeping.

FOR DROLIA & COMPANY

(Company Secretaries)

(Pravin Kumar Drolia)

Proprietor

F.C.S No.2366,

Certificate of Practice No. 1362

Place: Kolkata

Date: 11-08-2014



We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL (<http://www.evotingindia.com>) in our presence at 6:30 P.M. on 9th August'2014 at the office of the Scrutinizer.

Chetana Goel

i> **Ms. Chetana Goel**

146, Bangur Avenue, block a,
3rd Floor,
Kolkata-700055

Rahul Bhojgharia

ii> **Mr. Rahul Bhojgharia**

23-B, N.S. Road, 2nd Floor, Room no.6
Kolkata-700001