

LA OPALA SOLITAIRE

CERTIFIED TRUE COPY OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF LA OPALA RG LIMITED HELD AT "ROTARY SADAN", 94/2, JAWAHARLAL NEHRU ROAD, KOLKATA 700 020 ON WEDNESDAY THE 27TH AUGUST, 2014 AT 02.00 PM

"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 28th 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:

LA OPALA RG LTD.

CIN : L26101WB1987PLC042512

"Chitrakoot", 10th Floor, 230A, A. J. C. Bose Road
Kolkata-700 020, India. Tel : +91-33-6503-6656/57/58/59
Fax : +91-33-2287-0284, E-mail : ho_cal@laopala.in
Website : www.laopala.in



LA OPALA SOLITAIRE

Sr. No.	Proposed Allottee	Permanent Account No.	Category	Number of Shares
1	WestBridge Cross Over 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 subdivided

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



LA OPALA RG LTD.

CIN : L26101WB1987PLC042512

"Chitrakoot", 10th Floor, 230A, A. J. C. Bose Road
Kolkata-700 020, India. Tel : +91-33-6503-6656/57/58/59
Fax : +91-33-2287-0284, E-mail : ho_cal@laopala.in
Website : www.laopala.in

LA OPALA SOLITAIRE

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."

All the members present at the meeting approved the above Resolutions and hence Resolutions were passed as Special Resolution with requisite majority

Sd/ Chairman

**CERTIFIED TO BE TRUE COPY
For La Opala RG Limited**



VP (Finance & Secretary)

LA OPALA RG LTD.

CIN : L26101WB1987PLC042512

"Chitrakoot", 10th Floor, 230A, A. J. C. Bose Road
Kolkata-700 020, India. Tel : +91-33-6503-6656/57/58/59
Fax : +91-33-2287-0284, E-mail : ho_cal@laopala.in
Website : www.laopala.in