

RGF CAPITAL MARKETS LIMITED

Regd Office: 2, CLIVE GHAT STREET, SAGAR ESTATE (2ND FLOOR), ROOM NO. 16, KOLKATA
- 700001

CIN: L67120WB1983PLC036113

Phone: 033-22300683, 40056782, Fax: 033-22307440

Email: rgfcapital@gmail.com, Website: www.rgfcapitalmarkets.in

Dated : 03.10.2015

To,
The Company Secretary & Listing Department,
The Calcutta Stock Exchange Association Limited,
7, Lyons Range,
Kolkata - 700001

Subject: Disclosure of voting results of Annual General Meeting of the Company held on September 30, 2015.

Dear Sir,

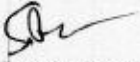
As required under the Listing Agreement please find the details of the voting results at the Annual General Meeting of the Company held on 30th September, 2015 enclosed with this letter.

Thanking You,

With Regards,

For RGF capital Markets Limited

For RGF CAPITAL MARKETS LTD,


Sujit Kumar Panda *Director*

(Director)

DIN: 06873319

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Outcome of Voting of Annual General Meeting

(As per Clause 35 A of the Listing Agreement)

Details of Voting Results

Sr.No	Particulars	Details
1.	Date of AGM	September 30, 2015
2.	Total Number of shareholders on cutoff date	563
3.	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoters Group through representative: Public:	 1 13
4.	No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	 N.A

For RGF CAPITAL MARKETS LTD.,



Director

RGF CAPITAL MARKETS LIMITED

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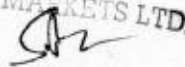
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Agenda Wise

<u>Item No.</u>	<u>Details of Agenda</u>	<u>Type of Resolution</u>	<u>Mode of Voting</u>	<u>Remarks</u>
1.	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2015.	Ordinary Resolution	E-Voting & Ballot	The Resolution was passed with requisite majority
2.	Appointment of M/s. C. Ghatak & Co. as Statutory Auditors	Ordinary Resolution	E-Voting & Ballot	The Resolution was passed with requisite majority
3.	Adoption of new set of Article of Association according to Companies Act, 2013.	Special Resolution	E-Voting & Ballot	The Resolution was passed with requisite majority
4.	Appointment of Mr. Sujit Kumar Panda (DIN: 06873319)	Ordinary Resolution	E-Voting & Ballot	The Resolution was passed with requisite majority
5.	Appointment of Mrs. Anushri Pal (DIN: 07241928) as Independent Director for a period of 5 years not being liable to retire by rotation	Ordinary Resolution	E-Voting & Ballot	The Resolution was passed with requisite majority
6.	Appointment of Mr. Sagarmal Nahata (DIN: 00307611) as Managing Director for 3 years not being liable to retire by rotation	Special Resolution	E-Voting & Ballot	The Resolution was passed with requisite majority

For RGF CAPITAL MARKETS LTD.



Director



CHETNA GUPTA & ASSOCIATES

Practising Company Secretary

25, Chinar Park, Destiny Tower, Flat No-5B, Kolkata-700157

Mobile : +91-9829845360, 9007211675

E-mail : cschetnagupta@gmail.com

Scrutinizer's Report

To,
The Board of Directors,
RGF Capital Markets Limited,
2, Clive Ghat Street,
Sagar Estate,
Kolkata – 700001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies, (Management and Administration) Rules, 2014 as amended by the Companies, (Management and Administration) Amendment Rules, 2015 and voting by ballot paper at the Annual General Meeting of RGF Capital Markets Limited held on Wednesday, September, 30, 2015 at 11.30 A.M.

I, Chetna Gupta Company Secretary in whole time practice and proprietor of Chetna Gupta & Associates have been appointed by the Board of Directors of RGF Capital Markets Limited as a Scrutinizer for the purpose of Scrutinizing the e-voting process as well as for voting to conducted through Ballot Papers at the AGM Venue in a fair and transparent manner and ascertaining the result thereof in respect of the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the Annual General Meeting (AGM) of the members of the Company to be held on 30th day of September, 2015 at 11:30 A.M. at Sardarshahr Parishad, 11, Dr. Rajendra Prasad Sarani, 5th Floor, Kolkata – 700001.

The Notice dated 19.08.2015 convening the Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 30th day of September, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and through ballot paper on the resolutions contained in the Notice to the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting and ballot process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above and "invalid" votes, based on the reports generated from the e-voting system provided by Central Depository Services Limited, the authorised agency to provide e-voting facilities, engaged by the Company and though Ballot paper at the AGM.

The e voting services were provided by **Central Depository Service (India) Limited, CDSL.**





CHETNA GUPTA & ASSOCIATES

Practising Company Secretary

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The shareholders of the Company holding shares as on the "cut off" date of September 23, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The period of remote e voting started at 10:00 a.m. on 27th September, 2015 and ended at 5:00 p.m. on 29th September, 2015.

The Company had also provided the facility for voting by the way of Ballot Paper at the AGM venue to the members attending the meeting but have not cast their votes by remote e-voting facility. One Ballot Box was locked and sealed by me in the presence of the members and proxies at the AGM venue.

The locked ballot box was later opened by me in the presence of two witnesses and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Maheshwari Datamactics Pvt. Ltd, Registrar and Share Transfer Agent of the Company, and the authorizations and proxies lodged with me and the Company.

The Votes cast under remote e-voting facility were unblocked by me in the presence of the two witnesses who were not in the employment of the Company.

The remote e-voting facility was not availed by anyone.

I have scrutinized and reviewed the remote e-voting and votes tendered through ballot papers received at the venue of the AGM.

I now submit my consolidated Report as under on the result of the E-voting and voting at the AGM in respect of the said Resolutions

Resolution no. 1- Ordinary Resolution

Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2015.

(i) Voted in favour of the resolution:

Number of members Voted	No. of Votes Cast by them	% of total number of valid votes cast
13	103365676	100.00%

(ii) Voted against the resolution:

Number of members Voted	No. of Votes Cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid Votes:

Number of members Voted	No. of Votes Cast by them
-	-





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Resolution no. 2- Ordinary Resolution

Appointment of M/s. C. Ghatak & Co. as Statutory Auditors

(i) Voted in favour of the resolution:

<u>Number of members Voted</u>	<u>No. of Votes Cast by them</u>	<u>% of total number of valid votes cast</u>
13	103365676	100.00%

(ii) Voted against the resolution:

<u>Number of members Voted</u>	<u>No. of Votes Cast by them</u>	<u>% of total number of valid votes cast</u>
-	-	-

(iii) Invalid Votes:

<u>Number of members Voted</u>	<u>No. of Votes Cast by them</u>
-	-

Resolution no. 3- Special Resolution

To Adopt new set of Article of Association according to Companies Act, 2013.

(i) Voted in favour of the resolution:

<u>Number of members Voted</u>	<u>No. of Votes Cast by them</u>	<u>% of total number of valid votes cast</u>
13	103365676	100.00%

(ii) Voted against the resolution:

<u>Number of members Voted</u>	<u>No. of Votes Cast by them</u>	<u>% of total number of valid votes cast</u>
-	-	-

(iii) Invalid Votes:

<u>Number of members Voted</u>	<u>No. of Votes Cast by them</u>
-	-





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Resolution no. 4- Ordinary Resolution

Appointment of Mr. Sujit Kumar Panda (DIN: 06873319)

(i) Voted in favour of the resolution:

<u>Number of members Voted</u>	<u>No. of Votes Cast by them</u>	<u>% of total number of valid votes cast</u>
13	103365676	100.00%

(ii) Voted against the resolution:

<u>Number of members Voted</u>	<u>No. of Votes Cast by them</u>	<u>% of total number of valid votes cast</u>
-	-	-

(iii) Invalid Votes:

<u>Number of members Voted</u>	<u>No. of Votes Cast by them</u>
-	-

Resolution no.5- Ordinary Resolution

Appointment of Mrs. Anushri Pal (DIN: 07241928) as Independent Director for a period of 5 years not being liable to retire by rotation

(i) Voted in favour of the resolution:

<u>Number of members Voted</u>	<u>No. of Votes Cast by them</u>	<u>% of total number of valid votes cast</u>
13	103365676	100.00%

(ii) Voted against the resolution:

<u>Number of members Voted</u>	<u>No. of Votes Cast by them</u>	<u>% of total number of valid votes cast</u>
-	-	-

(iii) Invalid Votes:

<u>Number of members Voted</u>	<u>No. of Votes Cast by them</u>
-	-





CHETNA GUPTA & ASSOCIATES

Practising Company Secretary

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Resolution no.6 - Special Resolution

Appointment of Mr. Sagarmal Nahata (DIN: 00307611) as Managing Director for 3 years not being liable to retire by rotation

(i) Voted in favour of the resolution:

<u>Number of members Voted</u>	<u>No. of Votes Cast by them</u>	<u>% of total number of valid votes cast</u>
13	103365676	100.00%

(ii) Voted against the resolution:

<u>Number of members Voted</u>	<u>No. of Votes Cast by them</u>	<u>% of total number of valid votes cast</u>
-	-	-

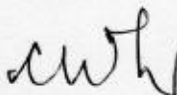
(iii) Invalid Votes:

<u>Number of members Voted</u>	<u>No. of Votes Cast by them</u>
-	-

Accordingly, all the Resolutions stand passed by requisite majority

Yours faithfully,

For Chetna Gupta & Associates



Chetna Gupta
(Proprietor)
COP No. 10067



Place: Kolkata

Date: 03.10.2015