



RGF CAPITAL MARKETS LTD.

REGD. OFFICE : 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, KOLKATA-700 001

CIN : L67120WB1983PLC036113

☎ : 033-4066-9225

Dated : 26.09.2017

To, BSE Limited PhirozeJeejeebhoy Towers Dalal Street Mumbai – 400001 email ID: corp.relations@bseindia.com	To, The Company Secretary & Listing Department, The Calcutta Stock Exchange Association Limited, 7, Lyons Range, Kolkata - 7000001
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Respected Sir,

Sub : Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that the Annual General Meeting (AGM) of the Company was held on 25th September, 2017 at 11.30 a.m. at the SardarshahrParishad, 11, Dr. Rajendra Prasad Sarani, 5th Floor, Kolkata – 700001. Pursuant to Regulation 44 (3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given an opportunity to exercise their right to vote on all the resolutions set out in the Notice of the AGM through electronic voting (e-voting) during the period commencing from 22nd September, 2017 (10.00 A.M.) to 24thSeptember, 2017 (5.00 P.M.).

Further, the Company provided voting facility at the AGM venue through a physical ballot for those who had not exercised e-voting. All the resolutions contained in the Notice of the above AGM were approved by requisite majority of shareholders through e-voting and ballot voting at the venue of the AGM. Accordingly all the resolutions were declared to be passed on 25th September, 2017 which is the date of the Annual General Meeting.

In accordance with Regulation 44 (3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the consolidated voting results in the prescribed format along with the combined scrutinizer's report for e-voting and poll conducted physically through ballot forms at the AGM venue.

Kindly take the above information on record and acknowledge receipt.

Thanking you,

For RGF Capital Markets Limited

Vivek Khandelwal

VivekKhandelwal
(Company Secretary)



Details of Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr.No	Particulars	Details
1.	Date ofAGM	September 25,2017
2.	Total Number of shareholders on cut off date	555
3.	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoters Group through representative: Public:	 7 4
4.	No of shareholders attended the meeting through Video Conferencing: Promoter sand PromoterGroup: Public:	 N.A

The mode of voting for all the resolutions was:

1. Remote e-voting was conducted from 22nd September, 2017 to 24th September, 2017 and
2. Voting by physical Ballot Paper was conducted at the meeting.

Given below is the Agenda-wise disclosure of combined result of remote e-voting and voting by physical ballot paper conducted at the meeting



 Wipro Limited

1. To consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors for the financial year 2017

Category	Mode of voting	No. of shares held	Resolution required: (Ordinary / Special)		Ordinary		No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			No. of votes polled	% of Votes polled on outstanding shares	No	No					
Promoter and Promoter Group	E-Voting		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)	
	Poll	32905460		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)			32905460	100.0000	32905460	0	100.0000	0.0000	0	
	Total	32905460		32905460	100.0000	32905460	0	100.0000	0.0000	0	
Public- Institutions	E-Voting										
	Poll										
	Postal Ballot (if applicable)										
Public- Non Institutions	E-Voting			45000	0.0384	45000	0	100.0000	0.0000	0	
	Poll	117118540		65082266	55.5696	65082266	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)			0	0.0000	0	0	0.0000	0.0000	0	
	Total	117118540		65127266	55.6080	65127266	0	100.0000	0.0000	0	
	Total	150024000		98032726	65.3447	98032726	0	100.0000	0.0000	0	

2. To appoint a Director in place of Mr. Sujit Kumar Panda (DIN 06873319), who retires by rotation and being eligible, offers himself for re-appointment

Category	Mode of voting	No. of shares held	Resolution required: (Ordinary / Special)		Ordinary		No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			No. of votes polled	% of Votes polled on outstanding shares	No	No					
Promoter and Promoter Group	E-Voting		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)	
	Poll	32905460		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)			32905460	100.0000	32905460	0	100.0000	0.0000	0	
	Total	32905460		32905460	100.0000	32905460	0	100.0000	0.0000	0	
Public- Institutions	E-Voting										
	Poll										
	Postal Ballot (if applicable)										
Public- Non Institutions	E-Voting			45000	0.0384	45000	0	100.0000	0.0000	0	
	Poll	117118540		65082266	55.5696	65082266	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)			0	0.0000	0	0	0.0000	0.0000	0	
	Total	117118540		65127266	55.6080	65127266	0	100.0000	0.0000	0	
	Total	150024000		98032726	65.3447	98032726	0	100.0000	0.0000	0	



Signature

3. Appointment of A. Balasaria & Co. as Statutory Auditors of the Company in Place of Retiring auditor C. Ghatak & co.

Whether promoter/promoter group are interested in the agenda/resolution?	Resolution required: (Ordinary / Special)						Invalid Votes		
	Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour		No. of votes against	% of votes in favour on votes polled (6)=[(4)/(2)]*100
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting			0	0.0000	0	0	0.0000	0.0000
	Poll		32905460	32905460	100.0000	32905460	0	100.0000	0.0000
	Postal Ballot (if applicable)			0	0.0000	0	0	0.0000	0.0000
	Total		32905460	32905460	100.0000	32905460	0	100.0000	0.0000
Public- Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting			45000	0.0384	45000	0	100.0000	0.0000
	Poll		117118540	65082266	55.5696	65082266	0	100.0000	0.0000
	Postal Ballot (if applicable)			0	0.0000	0	0	0.0000	0.0000
	Total		117118540	65127266	55.6080	65127266	0	100.0000	0.0000
	Total		150024000	98032726	65.3447	98032726	0	100.0000	0.0000



Vivax J. K. Arora & Co. Chartered Accountants



CHETNA GUPTA & ASSOCIATES

Practising Company Secretary

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

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Scrutinizer's Report

To,
The Board of Directors,
RGF Capital Markets Limited,
33/1, N.S. Road, Marshall House,
Room No. 863,
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 Ltd held on , September, 25, 2017 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 25th day of September, 2017 at 11:30 A.M. at Sardarshahr Parishad, 11, Dr.Rajendra Prasad Sarani, 5th Floor, Kolkata – 700001.

The Notice dated 30.05.2017 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 25th day of September, 2017.

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 through Ballot paper at the AGM.

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

The shareholders of the Company holding shares as on the "cut off" date of September 18, 2017 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.



CHETNA GUPTA & ASSOCIATES

Practising Company Secretary

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The period of remote e voting started at 10:00 a.m. on 22nd September, 2017 and ended at 5:00 p.m. on 24th September, 2017.

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 Datamatics 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.

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, 2017.

(i) Voted in favour of the resolution:

<u>Number of members Voted in Remote E-voting</u>	<u>No. of Votes Cast by them</u>	<u>Number of members/Proxy Voted by Poll</u>	<u>No. of Votes Cast by them</u>	<u>Total No. of vote casted through poll & evoting</u>	<u>% of total number of valid votes cast</u>
1	45000	11	97987726	98032726	100.00

(ii) Voted against the resolution:

<u>Number of members Voted in Remote E-voting</u>	<u>No. of Votes Cast by them</u>	<u>Number of members/Proxy Voted by Poll</u>	<u>No. of Votes Cast by them</u>	<u>Total No. of vote casted through poll & evoting</u>	<u>% of total number of valid votes cast</u>
-	-	-	-	-	-

**CHETNA GUPTA & ASSOCIATES***Practising Company Secretary*

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(iii) Invalid Votes:

<u>Number of members Voted in Remote E-voting</u>	<u>No. of Votes Cast by them</u>	<u>Number of members/Proxy Voted by Poll</u>	<u>No. of Votes Cast by them</u>	<u>Total No. of vote casted through poll & evoting</u>	<u>% of total number of valid votes cast</u>
-	-	-	-	-	-

Resolution no. 2- Ordinary Resolution

To appoint a Director in place of Mr. Sujit Kumar Panda (DIN 06873319), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

<u>Number of members Voted in Remote E-voting</u>	<u>No. of Votes Cast by them</u>	<u>Number of members/Proxy Voted by Poll</u>	<u>No. of Votes Cast by them</u>	<u>Total No. of vote casted through poll & evoting</u>	<u>% of total number of valid votes cast</u>
1	45000	11	97987726	98032726	100.00

(ii) Voted against the resolution:

<u>Number of members Voted in Remote E-voting</u>	<u>No. of Votes Cast by them</u>	<u>Number of members/Proxy Voted by Poll</u>	<u>No. of Votes Cast by them</u>	<u>Total No. of vote casted through poll & evoting</u>	<u>% of total number of valid votes cast</u>
-	-	-	-	-	-

(iii) Invalid Votes:

<u>Number of members Voted in Remote E-voting</u>	<u>No. of Votes Cast by them</u>	<u>Number of members/Proxy Voted by Poll</u>	<u>No. of Votes Cast by them</u>	<u>Total No. of vote casted through poll & evoting</u>	<u>% of total number of valid votes cast</u>
-	-	-	-	-	-

Resolution no. 3- Ordinary Resolution

Appointment of M/s. A. Balasaria & Co. as Statutory Auditors in place of retiring Auditor C. Ghatak & Co.

(i) Voted in favour of the resolution:

<u>Number of members Voted in Remote E-voting</u>	<u>No. of Votes Cast by them</u>	<u>Number of members/Proxy Voted by Poll</u>	<u>No. of Votes Cast by them</u>	<u>Total No. of vote casted through poll & evoting</u>	<u>% of total number of valid votes cast</u>
1	45000	11	97987726	98032726	100.00



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(ii) Voted against the resolution:

<u>Number of members Voted in Remote E-voting</u>	<u>No. of Votes Cast by them</u>	<u>Number of members/Proxy Voted by Poll</u>	<u>No. of Votes Cast by them</u>	<u>Total No. of vote casted through poll & evoting</u>	<u>% of total number of valid votes cast</u>
-	-	-	-	-	-

(iii) Invalid Votes:

<u>Number of members Voted in Remote E-voting</u>	<u>No. of Votes Cast by them</u>	<u>Number of members/Proxy Voted by Poll</u>	<u>No. of Votes Cast by them</u>	<u>Total No. of vote casted through poll & evoting</u>	<u>% of total number of valid votes cast</u>
-	-	-	-	-	-

Accordingly, all the Resolutions stand passed by requisite majority

Place: Kolkata

Date: 26.09.2017

For CHETNA GUPTA & ASSOCIATES

Chetna

CHETNA GUPTA
(Proprietor)
CP No 10067